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March 28, 2022

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Ta Tanisha Meadows
Doug Jones
Katherine Bagley
Ryan Lichtenfels

Office of Trade & Services
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: **Jianzhi Education Technology Group Co Ltd**
Response to the Staff's Comments on
Amendment No. 8 to Registration Statement on Form F-1
Filed February 23, 2022
CIK No. 0001852440

Dear Ms. Meadows, Mr. Jones, Ms. Bagley, Mr. Lichtenfels:

On behalf of our client, Jianzhi Education Technology Group Co Ltd, a foreign private issuer incorporated under the laws of the Cayman Islands (the "**Company**"), we are submitting to the staff (the "**Staff**") of the Securities and Exchange Commission (the "**Commission**") this letter setting forth the Company's responses to the comments contained in the Staff's letter dated March 16, 2022 on the Company's amendment to registration statement on Form F-1 publicly filed on February 23, 2022 relating to a proposed initial public offering in the American Depositary Shares, representing the Company's ordinary shares (the "**Amendment No. 7 to the Registration Statement**"). Concurrently with the submission of this letter, the Company is submitting its further amendment to registration statement on Form F-1 (the "**Amendment No. 8 to the Registration Statement**") and certain exhibits thereto via EDGAR to the Commission for review in accordance with the procedures of the Commission. Simultaneously with the submission via EDGAR, the Company is delivering to the Staff via hand delivery five courtesy copies of this letter and the Amendment No. 8 to the Registration Statement, marked to show changes to the Registration Statement, and two courtesy copies of the submitted exhibits.

The Company has responded to all of the Staff's comments by revising the Registration Statement to address the comments, by providing an explanation if the Company has not so revised the Registration Statement, or by providing supplemental information as requested. The Staff's comments are repeated below in bold and followed by the Company's response. We have included page references to the Amendment No. 8 to the Registration Statement where the language addressing a particular comment appears. Terms used but not otherwise defined herein have the meanings set forth in the Amendment No. 8 to the Registration Statement.

PARTNERS: Pierre-Luc Arsenaault³ | Manas Chandrashekar⁵ | Lai Yi Chau | Maurice Conway⁵ | Justin M. Dolling⁵ | David Patrick Eich^{1,4,5} | Yuan Yue Jennifer Feng⁵ | Liu Gan² | Paul Guan³ | David G. Harrington⁷ | Karen K.Y. Ho | Ka Chun Hui | Damian C. Jacobs⁵ | Guang Li³ | Wei Yang Lim⁵ | Mengyu Lu³ | Neil E.M. McDonald | Kelly Naphtali | Ram Narayan³ | Amy Y.M. Ngan⁷ | Nicholas A. Norris⁵ | Paul S. Quinn | Louis A. Rabinowitz³ | Fergus A. Saurin⁵ | Richard C.C. Sharpe | Jesse D. Sheley[#] | Wenchen Tang³ | Liyong Xing³ | Jacqueline B.N. Zheng^{3,5} | Yu Zheng³

REGISTERED FOREIGN LAWYERS: Gautam Agarwal⁵ | Joseph R. Casey⁹ | Yuxin Chen³ | Daniel Dusek³ | James A. Hill⁵ | Ju Huang³ | Ding Jin³ | Ming Kong³ | Cori A. Lable² | Nicholas Tianchia Liew⁵ | Bo Peng⁸ | David Zhang³

ADMITTED IN: 1 State of Illinois (U.S.A.); 2 Commonwealth of Massachusetts (U.S.A.); 3 State of New York (U.S.A.); 4 State of Wisconsin (U.S.A.); 5 England and Wales; 6 Victoria (Australia); 7 New South Wales (Australia); 8 State of Georgia (U.S.A.); 9 State of California (U.S.A.); # non-resident

Austin Bay Area Beijing Boston Brussels Chicago Dallas Houston London Los Angeles Munich New York Paris Salt Lake City Shanghai
Washington, D.C.

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Amendment No. 7 to Registration Statement on Form F-1 Filed February 23, 2022

Cover Page

1. **Please revise the last sentence of the second paragraph on your prospectus cover to clarify that if PRC government disallowed your VIE structure completely, your ADSs could “significantly” decline in value or become worthless.**

In response to the Staff’s comment, the Company has revised the disclosure on the cover page of the Amendment No. 8 to the Registration Statement.

Prospectus Summary, page 1

2. **We note your response to comment six, and your amended disclosure on pages six and seven. However, your amended disclosure is not completely responsive to our comment. Please explicitly address the applicability of the CAC regulations effective February 15, 2022.**

In response to the Staff’s comment, the Company has revised the disclosure on pages 6 and 49 of the Amendment No. 8 to the Registration Statement.

Exhibit 23.1, page II-4

3. **We note your auditor’s consent does not include the October 29, 2021 report date shown in its audit report. Please obtain a revised consent that refers to this date.**

In response to the Staff’s comment, the Company has obtained a revised consent letter from its auditor. The revised consent letter is being filed as Exhibit 23.1 of the the Amendment No. 8 to the Registration Statement.

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If you have any questions regarding the Revised Draft Registration Statement, please contact me at david.zhang@kirkland.com, +852 3761 3318 (work) or +852 9124 8324 (cell), or Steve Lin at steve.lin@kirkland.com, +86 10 5737 9315 (work) or +86 18610495593 (cell).

Thank you for your time and attention.

Very truly yours,

/s/ David Zhang

David Zhang

Enclosure

c.c. Peixuan Wang, Chairman of the Board
Yong Hu, Director and Chief Executive Officer
Xiaolei Ni, Chief Financial Officer
David Zhang, Esq., Partner, Kirkland & Ellis International LLP
Steve Lin, Esq., Partner, Kirkland & Ellis International LLP
Erin Liu, Partner, Friedman LLP
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