

For the month ended

Monthly Return of Equity Issuer on Movements in Securities

(dd/mm/yyyy) :		31/10/2019						
To : Hong Kong Exchanges a	and Clea	ring Limited						
Name of Issuer China New Higher Education Group Limited 6 November 2019								
I. Movements in Authorised \$	Share Ca	apital						
1. Ordinary Shares								
(1) Stock code : <u>2001</u>	_Descrip	otion: Ordinary	Shares					
		No. of ordinary shares	Par value (USD)	Authorised share capital (USD)				
Balance at close of preceding	g month	2,000,000,000	0.0001	200,000				
Increase/(decrease)		Nil		Nil				
Balance at close of the mont	h	2,000,000,000	0.0001	200,000				
(2) Stock code : N/A	_Descrip	otion: N/A						
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding	g month							
Increase/(decrease)								
Balance at close of the mont	h							

2. Preference Shares			
Stock code : N/A Descript	tion : <u>N</u> /A		
	No. of preference shares	Par value (State currency)	capital
Balance at close of preceding month_			
Increase/(decrease)			
Balance at close of the month			
3. Other Classes of Shares			
Stock code : N/A Descript	tion : <u>N</u> /A		
	No. of other classes of shares	(State	capital
Balance at close of preceding month _			
Increase/(decrease)			
Balance at close of the month			
Total authorised share capital at the el (USD):	nd of the month		200,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	1,541,100,000	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	1,541,100,000	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Particulars of					No. of new	No. of new shares of
share option						issuer which may be
scheme					issued during the	
including EGM		Movement du	ring the mont	:h		thereto as at close of
approval date					thereto	the month
(dd/mm/yyyy) and class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share	<u> </u>	<u> </u>	Garioonida	Lapooa		
Option Scheme						
approved on						
20/3/2017:						
Options granted						
on 3/9/2018						
Exercise price: HK\$5.92						054.050
Ordinary shares	Nil	Nil	Nil	Nil	Nil	354,650
(Note 1)						
2. Share						
Option Scheme						
approved on 20/3/2017: Options granted on 26/10/2018						
Exercise price: HK\$4.202						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	5,718,500
(Note 1)						
3. Share Option Scheme approved on 20/3/2017: Options granted on 2/11/2018 Exercise price:						
HK\$4.320						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)			-	_	-	

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and	N	Novement duri	ng the month	No. of new shares of issuer issued during the month pursuant thereto		
class of shares	0	-	0	1		
issuable 4. Share	Granted	Exercised	Cancelled	Lapsed		
Option Scheme approved on 20/3/2017: Options granted on 1/4/2019						
Exercise price: HK\$3.64						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)			· · · · · · · · · · · · · · · · · · · 		 	
5. Share Option Scheme approved on 20/3/2017: Options granted on 21/10/2019 Exercise price: HK\$3.11 Ordinary shares (Note 1) Nil	2,810,400	Nil	Nil	25,100	Nil	Nil
Total funds raised of options (State co			(Ot	ry shares) ce shares) her class)	N/A	

Warrants to Issue Shares	of the Issue	r which are to	be Listed			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /	1				
2. N/A	(/ /					
						_
(/ /)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date			•			
(if applicable)						
(dd/mm/yyyy)	(/ /)				
3. N/A						
				<u> </u>		_
Stock code (if listed)						
Class of shares			•			
· · · · · ·			<u>:</u>			
Subscription price						
EGM approval date (if applicable)						
	(/ /)				
4. N/A			'			
(/ /)						
Stock code (if listed) Class of shares						
icauchla (Nata 1)						
Subscription price			•			
EGM approval date			,			
(if applicable)	(,				
(dd/mm/yyyy)	(/ /)				
		Total B	3. (Ordina	ary shares) N/A	\	
				ice shares) N/A		_
			(O	Other class) N/A	١	_

Convertibles (i.e. Convertible	into Shares of the	ne Issuer whi	ich are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	<u> </u>					
	<u> </u>					
	_					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(/ /)					
2. N/A	,					
	_					
	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
	(/ /)					
3. N/A	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
	(/ /)					
4. N/A						
	<u> </u>					
	<u> </u>					
Charles and a (if lintard)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
			Total C. (Ordina			- .
				ce shares) N/A		_
			(O	ther class) N/A	1	_

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Options (other than under Share Option Schemes)		
	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
1. N/A		
(/ /) shares (Note 1)		
2. <u>N/A</u>		
shares (Note 1)		
3. N/A		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Ot	her Movements	in Issued Sha	are Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
	Type of Issue							the month
				Class of shares issuable (Note 1)				
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Class of shares issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	NI/A	NI/A
							N/A	N/A

	Type of Issue							No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of issue			Class of shares					monun
				Class of shares issuable (Note 1)					
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				EGM approval date:	(/ /)		
				(dd/mm/yyyy)				N/A	N/A
				Class of shares repurchased (Note 1)					
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	21/2	N1/0
								N/A	N/A
				Class of shares redeemed (Note 1)					
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
								N/A	N/A
				Class of shares	_				
0	Consideration		Ctoto	issuable (Note 1)	(/ /)		
8.	issue	At price :	State currency————	Issue and allotment date : (dd/mm/yyyy)	(, ,	,		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
								IVIA	11/7

			No. of new shares of issuer issued during the	No. of new shares of issuer
			month pursuant thereto	which may be
				issued
				pursuant thereto
				as at close of
	Type of Issue			the month
	Type of 199de			month
		Class of sharesissuable (Note 1)		
9.	Capital reorganisation	Issue and allotment (/ /) date : (dd/mm/yyyy)		
		EGM approval date: (/ /) (dd/mm/yyyy)		
			N/A	N/A
		Class of sharesissuable (Note 1)		
10.	Other (Please specify) At price : State currency	Issue and allotment (/ /) date : (dd/mm/yyyy)		
		EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
		(33,,))))	147	1471
		Total E. (Ordinar shares		
		(Preference shares) N/A	- -
		(Other class) <u>N/A</u>	-
To	tal increase / (decrease) in ordinary shares duri	ing the month (i.e. Total of A to E):	(1) Nil	
			(2) N/A	
To	tal increase / (decrease) in preference shares d	luring the month (i.e. Total of A to E):	N/A	
To E)	tal increase / (decrease) in other classes of sha :	res during the month (i.e. Total of A t	o N/A	
(T	hese figures should be the same as the relevan apital").)	t figures under II above ("Movements	s in Issued Share)
	-			

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;

(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled:	е
securities have been fullilled,	
(iv) all the securities of each class are in all respects identical (Note 3);	
(v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;	
(vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepare and will be delivered in accordance with the terms of issue;	d
(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all succeptive property has been duly satisfied; and	nt h
(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed an executed, and particulars thereof, if so required by law, have been filed with the Registrar Companies.	
Remarks (if any):	
	—
	_
	—
	—
Submitted by: LI Xiaoxuan	
Title: Director (Director, Secretary or other duly authorised officer)	

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings

and rank pari passu in all other respects.

If there is insufficient space, please append the prescribed continuation sheet.

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