

For the month ended

Monthly Return of Equity Issuer on Movements in Securities

(dd/mm/yyyy) :		30/4/2019		
To : Hong Kong Exchanges	and Clea	ring Limited		
Name of Issuer Date Submitted	China N 7 May 2	ew Higher Educati 019	ion Group Lim	nited
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 precedin	g month	2,000,000,000	0.0001	200,000
Increase/(decrease)	-	Nil		Nil
Balance at close of the mon	th _	2,000,000,000	0.0001	200,000
(2) Stock code : N/A	_Descrip	otion : <u>N/A</u>		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of precedin	g month			
Increase/(decrease)	-			
Balance at close of the mon	th _	_		

2. Preference Shares			
Stock code : N/A Descript	tion : <u>N/A</u>		
	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/A</u>		
	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 en (USD):	nd of the month		200,000

II. Movements in Issued Share Capital

	No. of ordin	nary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	1,431,100,000	N/A	N/A	N/A
Increase/ (decrease) during the month	110,000,000	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			of the Issuer)			No. of new	No. of new shares o
share option						shares of issuer	issuer which may be
scheme						issued during the	issued pursuant
including EGM		Movement of	during the mon	th			thereto as at close o
approval date	1					thereto	the month
(dd/mm/yyyy) and							
class of shares issuable	Granted	Exercised	Cancelled		anaad		
1. Share	Granteu	Exercised	Caricelleu	L	_apsed		
Option Scheme							
approved on							
20/3/2017:							
Options granted on 3/9/2018							
Exercise price: HK\$5.92							
Ordinary shares	Nil	Nil	Nil	Nil		Nil	Nil
(Note 1)	INII	INII	INII	INII		IVII	IVII
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		508,600	Nil	2,638,60
(Note 1)	1411		- 1411		000,000		2,000,00
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		Novement duri	ng the month			No. of new shares of issuer which may be issued pursuant thereto as at close of the month
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
4. Share	Granieu	Exercised	Caricelled	Lapseu		
Option Scheme						
approved on 20/3/2017: Options granted on 1/4/2019						
Exercise price: HK\$3.64						
Ordinary shares	3,480,000	Nil	Nil	Nil	Nil	Nil
(Note 1)						
Nil						
(Note 1)	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	Nil	<u>Nil</u>	<u>Nil</u>
Nil						
	Nil	Nil	Nil	Nil	Nil	Nil
		Tota		ry shares) ce shares) ther class)	N/A	
Total funds raised of options (State c		nth from exerc	ise <u>N/A</u>			

Warrants to Issue Shares	of the Issue	r which are to	be Listed	I		
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 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						
				·		_
Stock code (if listed)						
Class of shares			•			
			=			
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	١	
				nce shares) N/A		_
			(C	Other class) N/A	١	<u>-</u>

Convertibles (i.e. Convertible	into Shares of the	he Issuer wh	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						
	_					
	<u> </u>					
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3. N/A						
	_					
Charles and a (if lintard)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
	(/ /)					
4. N/A	<u> </u>					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)		Total C (Ordina	ary charac) N//		
			Total C. (Ordina	ce shares) <u>N/A</u>		_
				ther class) N/A		_
			(0			_

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

Options (other than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	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		
	1	
	1	
	1	
shares (Note 1)	†	
2. N/A		
2. <u>IN/A</u>	-	
	4	
shares (Note 1)		<u> </u>
3. <u>N/A</u>	_	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	•
(Other class)	N/A	•
(0		•

							No. of new	No. of
Type of Issue							shares of issuer issued during the month pursuant thereto	new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable (Note 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)					
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)	<u>Ord</u>	<u>inar</u>	У		
Placing	At price :	State HK\$3.57 currency	Issue and allotment date : (dd/mm/yyyy)	(17/04	4/20 <i>°</i>	19)		
			EGM approval date: (dd/mm/yyyy)	(10/05	5/201	18)	110 000 000	N/A
								14//
			Class of shares issuable (Note 1)			_		
Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)		
							N/A	N/A
	Open offer Placing	Rights issue At price : Open offer At price :	Rights issue At price: State currency Open offer At price: State currency Placing At price: State currency Example 1	Rights issue At price: State currency State Issue and allotment date: (dd/mm/yyyy) Open offer At price: State currency Class of shares issuable (Note 1) State (dd/mm/yyyy) Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	Rights issue At price: State currency Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Issue and allotment date: (dd/mm/yyyy) Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (//	Rights issue At price: State currency	Type of Issue Rights issue At price: State currency State (dd/mm/yyyy) EGM approval date: (/ /) State currency State (dd/mm/yyyy) EGM approval date: (/ /) Beau and allotment (/ /) Class of shares issuable (Note 1) Issue and allotment (/ /) Beau and allotment (/ /) Class of shares issuable (Note 1) EGM approval date: (/ /) Class of shares issuable (Note 1) EGM approval date: (/ /) Class of shares issuable (Note 1) EGM approval date: (/ /) Class of shares issuable (Note 1) EGM approval date: (/ /) Class of shares issuable (Note 1) EGM approval date: (/ /) EGM approval date: (/ /)	Type of Issue

	Type of leave							No. of new shares of issuer issued during the month pursuant thereto	may be issued pursuant thereto as at close of the
	Type of Issue			Olaca of chance					month
				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)	(/ /)		
				(dd/IIIII/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)	(/ /)	N 1/A	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					
8.	Consideration issue	At price :	State currency	Issue and allotment	(/ /)		
	13300		currency	date : (dd/mm/yyyy) EGM approval date:	(/ /)		
				(dd/mm/yyyy)				N/A	N/A

Type of Issue					n	No. of new shares of issuer issued during the nonth pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Class of shares						
	issuable (Note 1)				_		
Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	(/ /	/)		
	EGM approval date:	(/ /	/)		
	(dd/mm/yyyy)					N/A	N/A
	Class of shares issuable (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
	Total E (Prefer	rend	ce s	rdina share share r clas	es) es)	N/A	
Total increase / (decrease) in ordinary shares duri	ng the month (i.e. Total o	of A	to	E):	(1	·	00
					(2		
Total increase / (decrease) in preference shares d	,				•	N/A	
Total increase / (decrease) in other classes of sha E):	res during the month (i.e	e. T	ota	ı of A	A to	N/A	
(These figures should be the same as the relevan Capital").)	t figures under II above	("M	love	emei	nts i	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;
(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 prepared and will be delivered in accordance with the terms of issue;
(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 such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.
Remar	rks (if any):
Submi	tted 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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