

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :									
To : Hong Kong Exchanges	and Clea	ring Lim	ited						
Iame of Issuer China New Higher Education Group Limited 5 May 2021									
I. Movements in Authorised	Share Ca	apital							
1. Ordinary Shares									
(1) Stock code : <u>2001</u>	Descrip	otion :	Ordinary	Shares					
			ordinary ares	Par value (USD)	Authorised share capital (USD)				
Balance at close of precedir	ng month	2,000,	000,000	0.0001	200,000				
Increase/(decrease)		1	Nil		Nil				
Balance at close of the mon	th	2,000,	000,000	0.0001	200,000				
(2) Stock code : N/A	Descrip	otion :	N/A						
			ordinary ares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of precedir	ng 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 pr	eceding month_			
Increase/(decrease)	-			
Balance at close of th	e month _			
3. Other Classes of S	hares			
Stock code : N/A	Descript	tion : N/A		
		No. of other classes of shares		Authorised share capital (State currency)
Balance at close of pr	receding month_			
Increase/(decrease)	_			
Balance at close of th	e month _			
Total authorised share	e capital at the e	nd of the month	(USD):	200,000
II. Movements in Issu	ed Share Capital	I		
	No. of ordir	nary shares (2)	No of preferen	ce No. of other classes of shares
			SHALES	
Dalaman at desert	(')	(2)	- Criaroc	Classes of strates
	1,585,561,540	N/A	N/A	N/A
Balance at close of preceding month Increase/ (decrease) during the month		, ,		

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) No. of new shares of Particulars of No. of new share option issuer which may be shares of scheme issued pursuant issuer issued including EGM thereto as at close of during the Movement during the month approval date month the month (dd/mm/yyyy) and pursuant class of shares thereto issuable Granted Exercised Cancelled Lapsed 1. Share Option Scheme approved on 20/3/2017: Options granted on 3/9/2018 Exercise price: HK\$5.92 Ordinary shares Nil Nil 567,440 Nil Nil Nil (Note 1) 2. Share Option Scheme approved on 20/3/2017: Options granted on 26/10/2018 Exercise price: HK\$4.202 Nil Nil Nil Nil Ordinary shares 126,080 4,519,310 (Note 1) 3. Share Option Scheme approved on 20/3/2017: Options granted on 2/11/2018 Exercise price: HK\$4.320 Nil Nil 21,280 Nil Nil Nil Ordinary shares (Note 1)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and	١	Movement 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 Option Scheme approved on 20/3/2017: Options granted on 1/4/2019 Exercise price: HK\$3.64						
Ordinary shares	Nil	Nil	Nil	27,460	Nil	1,979,600
(Note 1)			····			1,010,000
5. Share Option Scheme approved on 20/3/2017: Options granted on 21/10/2019 Exercise price: HK\$3.11						
Ordinary shares	Nil	Nil	Nil	55,350	Nil	639,420
(Note 1)			····		 	
6. Share Option Scheme approved on 20/3/2017: Options granted on 23/07/2020 Exercise price: HK\$5.33						
Ordinary shares	Nil	Nil	Nil	37,200	Nil	Nil
Total funds raised of options (State co	during the mo	Tota	al A. (Ordinar (Preferenc (Otl	y shares)	Nil N/A	

Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	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						
(/ /) 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	(1 1)	-			
(/ /) Stock code (if listed) Class of shares						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy) 4. N/A	(1 1)	-			
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
		Total E	(Preferen	ary shares) <u>N/A</u> ice shares) <u>N/A</u> other class) N/A	1	- -

Convertibles (i.e. Convertible	into Shares of the	ne Issuer which	are to be List	ted)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	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. Guaranteed convertible	_					
bonds due 2021 in the	_					
principal amount of	_					
U.S.\$100,000,000*	USD	100,000,000	Nil	100,000,000	Nil	122,764,137
Stock code (if listed)	4039	98				
Class of shares issuable (Note 1)	Ordin	on.				
	Ordin Subject (\$6.313)		<u>\</u>			
EGM approval date	(θαυμου	to adjustments	<u></u>			
(if applicable) (dd/mm/yyyy))	(19/05/2	2020)				
2. N/A			_			
	_					
	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)		_	_			
Subscription price			<u>—</u>			
EGM approval date (if applicable)						
(dd/mm/yyyy)	()				
3. N/A						
	_					
	_					
	_					
Stock code (if listed)				·		
Class of shares						
			<u>—</u>			
Subscription price			<u> </u>			
EGM approval date (if applicable)						
	(/ /)				
4. N/A			_			
	_					
	_					
	_					
Stock code (if listed)						
Class of shares						
Subscription price			_			
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
		To		ary shares) Nil		
			(Preferen	nce shares) N/A	\	-
			(C	Other class) <u>N/A</u>	1	<u>-</u> ,

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including 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		
-	_	
	-	
shares (Note 1)		
2 N/A		
2. <u>N/A</u>	-	
	_	
	1	
shares (Note 1)	=	
3. N/A		
-	-	
shares (Note 1)		
Total D. (Ordinary shares)	NI/A	
Total D. (Ordinary shares) (Preference shares)	N/A N/A	-
	N/A	-
(Other class)	IN/A	-

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

							No. of new shares of issuer issued during the month pursuant thereto	pursuant thereto as at close of the
	Type of Issue							month
				Class of shares issuable (Note 1)	- 1 1 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)	(/ /)	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)	(/ /)		
				(dd/iiiii/yyyy)			N/A	N/A
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							IVA	IVA

	Type of Issue					ı	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 a close of the month
			Class of shares issuable (Note 1)			_		
9.	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.	AI DECA	State currency	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	1)	N/A	N/A
			Total E. (Or (Prefe	erenc	y sha e sha ner cla	res)	N/A	
							N.U	
To	otal increase / (decrease) in ord	dinary shares d	uring the month (i.e. Tota	al of A	to E		(1) Nil (2) N/A	
To	otal increase / (decrease) in pro	eference shares	during the month (i.e. T	otal c	of A to		N/A	
	otal increase / (decrease) in oth		,			,		
(7). These figures should be the sal apital").)	me as the releva	ant figures under II abov	e ("M	lovem	nents	s in Issued Shar	е

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.

Remarks (if any):

* Goldensep Investment Company Limited, a wholly-owned subsidiary of the Company, has issued US\$100,000,000 1.0 per cent guaranteed convertible bonds due 2021 (the "Convertible Bonds") on 30 September 2020 under the general mandate granted to the directors of the Company by a resolution of the shareholders of the Company passed at the annual general meeting of the Company on 19 May 2020 (the "General Mandate"), which are convertible into shares of the Company. The Convertible Bonds have been listed on The Stock Exchange of Hong Kong Limited since 5 October 2020. Please refer to the announcements of the Company dated 17 September 2020 and 30 September 2020, respectively, for further details.

Submit	tted by:	LI Xiaoxuan	
Title:	(Directo	<u>Director</u> r, Secretary or other	r 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.
- 4. If there is insufficient space, please append the prescribed continuation sheet.