

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



China New Higher Education Group Limited
中國新高教集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2001)

ANNOUNCEMENT
GRANT OF SHARE OPTIONS
CANCEL OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of China New Higher Education Group Limited (the “**Company**”) hereby announces that on 26 October 2018 (the “**Date of Grant**”), 19,692,100 share options (the “**Share Options**”) to subscribe for the ordinary shares of US\$0.0001 each in the share capital of the Company (the “**Shares**”) were granted, subject to acceptance of the grantees (the “**Grantees**”), under the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 20 March 2017.

The details of the Share Options granted are as follows:

Each Share Option shall entitle the holder of the Share Option to subscribe for one Share upon exercise of such Share Option at an exercise price of HK\$4.202 per Share, which represents the highest of (1) the nominal value of a Share; (2) the closing price of HK\$3.950 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Date of Grant; and (3) the average closing price of HK\$4.202 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant.

The Share Options granted shall vest in the proposed Grantees in accordance with the timetable below, each with an exercise period commencing from the relevant Vesting Date and ending 5 years after the Date of Grant (for this purpose, the date or each such date on which the Share Options are to vest being hereinafter referred to as a “**Vesting Date**”):

Among the 19,692,100 Share Options, 5,726,300 Share Options (including 343,200 Share Options granted to Zhao Shuai, 480,500 Share Options granted to Ding Yu, 114,400 Share Options granted to Wong Man Chung Francis, 114,400 Share Options granted to Kwong Wai Sun Wilson and 114,400 Share Options granted to Hu Jianbo) shall be subject to a vesting period as followings:

Vesting Date	Percentage of Share Options to vest
1 March 2019	50% of the total number of Share Options granted
1 March 2020	30% of the total number of Share Options granted
1 March 2021	20% of the total number of Share Options granted

Among the 19,692,100 Share Options, 1,319,100 Share Options (including 137,300 Share Options granted to Zhao Shuai, 22,900 Share Options granted to Ding Yu and 114,400 Share Options granted to Chen Shuo) shall be subject to a vesting period as followings:

Vesting Date	Percentage of Share Options to vest
3 September 2019	50% of the total number of Share Options granted
3 September 2020	30% of the total number of Share Options granted
3 September 2021	20% of the total number of Share Options granted

Among the 19,692,100 Share Options, 600,000 Share Options (including 200,000 Share Options granted to Zhao Shuai) shall be subject to a vesting period as follows:

Vesting Date	Percentage of Share Options to vest
3 September 2019	20% of the total number of Share Options granted
3 September 2020	20% of the total number of Share Options granted
3 September 2021	20% of the total number of Share Options granted
3 September 2022	20% of the total number of Share Options granted
3 June 2023	20% of the total number of Share Options granted

Among the 19,692,100 Share Options, 12,000,000 Share Options shall be subject to a vesting period as follows:

Vesting Date	Percentage of Share Options to vest
11 September 2019	20% of the total number of Share Options granted
11 September 2020	20% of the total number of Share Options granted
11 September 2021	20% of the total number of Share Options granted
11 September 2022	20% of the total number of Share Options granted
11 June 2023	20% of the total number of Share Options granted

The remaining 46,700 Share Options shall be subject to a vesting period as follows:

Vesting Date	Percentage of Share Options to vest
26 October 2019	50% of the total number of Share Options granted
26 October 2020	30% of the total number of Share Options granted
26 October 2021	20% of the total number of Share Options granted

Exercise of the Share Options is conditional upon the achievement of certain performance targets, during the exercise period of the Share Options. Subject to the Listing Rules and the Share Option Scheme, the Board reserves its rights to specify appropriate performance targets and conditions that must be achieved before the exercise of the Share Options for each of the individual Grantees at its absolute discretion. Among the 19,692,100 Share Options granted, 1,641,500 Share Options were granted to the Directors with details as follows:

Name of Grantees	Position	Number of Share Options granted
Zhao Shuai	Executive Director	680,500
Ding Yu	Executive Director	503,400
Chen Shuo	Non-executive Director	114,400
Wong Man Chung Francis	Independent non-executive Director	114,400
Kwong Wai Sun Wilson	Independent non-executive Director	114,400
Hu Jianbo	Independent non-executive Director	114,400

The grant of the Share Options to the Director(s) has been approved by the independent non-executive Directors according to Rule 17.04(1) of the Listing Rules. The Grantee who is a Director has abstained from voting so far as the resolution for the approval of the grant of the Share Options to him was concerned. Save as disclosed in this announcement, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or their respective associates (as defined in the Listing Rules).

CANCELLATION OF SHARE OPTIONS

Reference is made to the announcements of the Company dated 1 March 2018, 3 September 2018, 11 September 2018 in relation to the grant of share options (the “**Old Share Options**”) pursuant to its Share Option Scheme.

The following Grantees had irrevocably requested to cancel in writing, and the Company cancelled on 26 October 2018, the Old Share Options granted to them in respect of an aggregate of the 19,645,400 Old Shares Options pursuant to the Share Option Scheme with the following details. None of these Old Share Options had been exercised as at the date hereof.

Original date of grant	Grantees	Capacity	Number of share options to be cancelled
1 March 2018	Wong Man Chung Francis	Independent non-executive Director	114,400
1 March 2018	Kwong Wai Sun Wilson	Independent non-executive Director	114,400
1 March 2018	Hu Jianbo	Independent non-executive Director	114,400
1 March 2018	Zhao Shuai	Executive Director	343,200
1 March 2018	Ding Yu	Executive Director	480,500
1 March 2018	–	Employees	4,559,400 (in total)
3 September 2018	Chen Shuo	Non-executive Director	114,400
3 September 2018	Zhao Shuai	Executive Director	337,300
3 September 2018	Ding Yu	Executive Director	22,900
3 September 2018	–	Employees	1,444,500 (in total)
11 September 2018	–	Others	12,000,000 (in total)

By order of the Board of
China New Higher Education Group Limited
Li Xiaoxuan
Chairman

Hong Kong, 26 October 2018

As at the date of this announcement, our executive Directors are Mr. Li Xiaoxuan, Mr. Zhao Shuai and Mr. Ding Yu, our non-executive Director is Mr. Chen Shuo, and our independent non-executive Directors are Mr. Wong Man Chung Francis, Mr. Hu Jianbo and Mr. Kwong Wai Sun Wilson.