
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, Company manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this supplemental circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the Company, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 26 APRIL 2019
IN RELATION TO THE RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read in conjunction with the circular of the Company dated 26 April 2019 (the “**Original Circular**”). A supplemental notice of the Annual General Meeting is set out on pages 5 of this supplemental circular.

A second proxy form for use at the AGM is also enclosed with this supplemental circular (“**Second Proxy Form**”). Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings ascribed thereto in the Original Circular. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the commencement of the AGM or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

30 April 2019

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LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Li Xiaoxuan (*Chairman*)

Mr. Zhao Shuai

Non-executive Directors:

Mr. Chen Shuo

Independent non-executive Directors:

Mr. Wong Man Chung, Francis

Mr. Hu Jianbo

Mr. Kwong Wai Sun Wilson

Registered office:

Cricket Square Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

40th Floor, Sunlight Tower

No. 248 Queen's Road East

Wan Chai

Hong Kong

30 April 2019

To the Shareholders,

Dear Sir/Madam,

SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 26 APRIL 2019
IN RELATION TO THE RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular should be read in conjunction with the Original Circular. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings as those defined in the Original Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to give you further information regarding the re-election of Directors at the AGM, and to give you a supplemental notice of the AGM and the Second Proxy Form.

RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 30 April 2019 (the “**Announcement**”) in relation to, among others, the resignation of Mr. Ding Yu (“**Mr. Ding**”) as an executive Director; and it was stated in the Original Circular that, among others, Mr. Ding shall retire at the AGM in accordance with Article 83(3) of the Articles and, being eligible, will offer himself for re-election at the AGM. As announced in the Announcement, Mr. Ding resigned as an executive Director with effect from 30 April 2019 and will no longer stand for re-election at the AGM.

SECOND PROXY FORM

As a result of the change in the Directors to retire and be offered for re-election at the AGM subsequent to the despatch of the Original Circular containing the notice of Annual General Meeting and accompanying form of proxy (the “**First Proxy Form**”), a new form of proxy (the “**Second Proxy Form**”), with Mr. Ding being removed as Directors to retire and be offered for re-election at the AGM, has been prepared and is enclosed with this supplemental circular.

You are requested to complete the Second Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for holding of the AGM or any adjournment thereof. Special arrangements about the completion and submission of the Second Proxy Form are also set out in the Appendix I to this supplemental circular. Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting, should you so wish and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at such meeting.

GENERAL

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

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

A Shareholder who has not yet lodged the First Proxy Form with the Company's Hong Kong share registrars is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong share registrars. A Shareholder who has already lodged the First Proxy Form with the Company's Hong Kong share registrars should note that:

- a) If no Second Proxy Form is lodged with the Company's Hong Kong share registrars, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her.
- b) If the Second Proxy Form is lodged with the Company's Hong Kong share registrars 48 hours prior to the time appointed for holding the AGM or any adjourned meeting (the "Closing Time"), the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- c) If the Second Proxy Form is lodged with the Company's Hong Kong share registrars after the Closing Time, the Second Proxy Form will be invalid and the validity of the First Proxy Form lodged by the Shareholder will not be affected.

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting should they so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting of China New Higher Education Group Limited (the “**Company**”) dated 26 April 2019 (the “**Original Notice**”) to be held at the meeting room of 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong at 5:00 p.m. on Friday, 31 May 2019 (the “**AGM**”). Details of the proposed resolutions to be considered at the AGM were stated in the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. The AGM will be convened for the purpose of considering and, if thought fit, with or without modification, passing the resolutions set out in the Original Notice with resolution number 3 as follows removed due to the matters as set out in the supplemental circular (the “**Supplemental Circular**”) of the Company dated 30 April 2019:

3. to re-elect Mr. Ding Yu as an executive Director of the Company and to authorize the Board to fix his remuneration.

Save as set out above, all the resolutions contained in the Original Notice will remain to be valid and effective.

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

Hong Kong, 30 April 2019

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A second proxy form (the “**Second Proxy Form**”) is enclosed with the Supplemental Circular. Please refer to the Appendix I to the Supplemental Circular for special arrangements about completion and submission of the Second Proxy Form.
2. Except for the above proposed amended resolutions, all other matters of the Meeting remain unchanged. For details of the other ordinary resolutions to be considered and approved at the Meeting, eligibility for attending the Meeting, proxy arrangement, registration procedures, closure of register of members and other relevant matters, please refer to the circular of the Meeting dated 26 April 2019 and the Original Notice for details.

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