

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :		30/11/	2020				
To : Hong Kong Exchanges a	and Clea	ring Limi	ted				
<del></del>	China New Higher Education Group Limited 3 December 2020						
I. Movements in Authorised S	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 preceding	g month	2,000,0	000,000	0.0001	200,000		
Increase/(decrease)		N	lil		Nil		
Balance at close of the montl	h .	2,000,0	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 preceding	g month						
Increase/(decrease)							
Balance at close of the month	h .						

2. Preference Shares				
Stock code : N/A	Descript	ion : <u>N/A</u>		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of pr	eceding month_			
ncrease/(decrease)	_			
Balance at close of th	e month _			
3. Other Classes of S	hares			
Stock code : N/A	Descript	ion : <u>N/A</u>		
		No. of other classes of shares	(State	-
Balance at close of pr	eceding month_			
ncrease/(decrease)	_			
Balance at close of th	e month _			
Total authorised share	e capital at the er	nd of the month	(USD) :	200,000
II. Movements in Issu	ed Share Capital			
	No. of ordin	ary shares (2)	No of preference shares	ce No. of other classes of shares
Balance at close of preceding month	1,585,470,410	N/A	N/A	N/A
ncrease/ (decrease) during the month	Nil	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (un	der Share Op	otion Schemes of	of the Issuer)			
Particulars of	-				No. of new	No. of new shares of
share option					shares of	issuer which may be
scheme					issuer issued	issued pursuant
including EGM		Movement of	luring the mo	nth	during the	thereto as at close of
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						254.650
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	900	Nil	3,900,450
						3,900,430
(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	3,600	Nil	13,300
(Note 1)						
(Note 1)						

Particulars of share option scheme including EGM		Movement duri	ng the month			No. of new shares of issuer which may be issued pursuant thereto as at close of			
approval date	l	Movement duri	ng the month		-	the month			
(dd/mm/yyyy) and									
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	Nil	Nil	1,215,400			
(Note 1)		·				, -,			
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	Nil	Nil	753,240			
(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	Nil	Nil	Nil			
		Tota	al A. (Ordina	y shares)	Nil				
		. 510	(Preference						
			•	her class)					
Total funds raised	during the mo	onth from exerc	•	2. 2.0.00)					
otal funds raised during the month from exercise f options (State currency)  Nil									

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

Convertibles (i.e. Convertible	into Shares of th	ne Issuer which	are to be List	ied)		
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
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					
Class of shares			_			
issuable (Note 1)	Ordin		<del></del>			
	(\$6.313 (subject	t to adjustments	<u>)                                    </u>			
EGM approval date (if applicable)						
(dd/mm/yyyy))	(19/05/2	2020)				
2. N/A	(10/00/1	2020)	_			
	_					
	_					
-	-					
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			_			
			_			
			_			
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	_ tal C. (Ordina	ary shares) Nil		
			(Preferen	nce shares) N/A	\	<u>-</u> _
			(C	Other class) N/A	١	_

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. <u>N/A</u>		
shares (Note 1)		
2. N/A		
shares (Note 1)		
3. <u>N/A</u>		
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	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)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(22)			N/A	N/A
				Class of shares				
			State	issuable (Note 1)	( / /	١		
2.	Open offer	At price :	currency	ssue and allotment date : (dd/mm/yyyy)	(			
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(100)			N/A	N/A
				Class of shares				
				issuable (Note 1)				
3.	Placing	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(dd/iiii/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)	( / /	)		
				(Sommingyyy)			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
	1900 01 13300			Class of shares		_		
			State	issuable (Note 1)	( / /	)		
5.	Scrip dividend	At price :	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)	( / /	)		
				(4.6			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
							IN/A	IN/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 a close of the month
		Olara of allows			
		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	lssue and allotment ( / / date : (dd/mm/yyyy)	)		
		EGM approval date: ( / / (dd/mm/yyyy)	)	N/A	N/A
		Total E. (Ordinary sha	ares	) N/A	
		(Preference sha	ares	N/A	
		(Other cl	iass	) <u>IN/A</u>	
T	otal increase / (decrease) in ordinary shares d	luring the month (i.e. Total of A to E	):	(1) Nil	
				(2) N/A	
	otal increase / (decrease) in preference shares	,	,		
	otal increase / (decrease) in other classes of s	shares during the month (i.e. Total o	of A	to N/A	

## IV. Confirmations

Capital").)

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:

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share"

## (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.

Notes	•
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Title:

1. State the class of shares (e.g. ordinary, preference or other).

(Director, Secretary or other duly authorised officer)

- 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:

Director

- 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.