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Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

31/12/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China New Higher Education Group Limited
Date Submitted	6 January 2021

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 2001 Description : Ordinary Shares								
	No. of ordinary shares	Par value (USD)	Authorised share capital (USD)					
Balance at close of preceding month	2,000,000,000	0.0001	200,000					
Increase/(decrease)	Nil		Nil					
Balance at close of the month	2,000,000,000	0.0001	200,000					
(2) Stock code : <u>N/A</u> Descrip	otion : <u>N/A</u>							
		Par value						
	No. of ordinary shares	(State currency)	Authorised share capital <i>(State currency)</i>					
Balance at close of preceding month	shares	(State	capital					
Balance at close of preceding month	shares	(State	capital					

2. Preference Shares

Stock code :	<u>N/A</u>	Descript	ion :	<u>N/A</u>		
			prefe	o. of erence ares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of precedi	ng month				
Increase/(decre	ease)	_				
Balance at clos	e of the mor	ith _				

3. Other Classes of Shares

Stock code :	N/A	_Descript	ion : <u>N/A</u>		
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of precedin	g month			
Increase/(decre	ase)	-		_	
Balance at close	e of the mon	th _			

Total authorised share capital at the end of the month (USD) : 200,000

II. Movements in Issued Share Capital

	No. of ordir	nary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	1,585,470,410	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	1,585,470,410	N/A	N/A	N/A

Share Options (un			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 d	luring the mo	nth	during the	thereto as at close of
approval date					month	the month
(dd/mm/yyyy) and class of shares					pursuant thereto	
issuable	Granted	Exercised	Cancelled	Lapsed	litereto	
1. Share	Oranica	Exclosed	Carleened	Lapsed		
Option Scheme						
approved on						
20/3/2017:						
Options granted on 3/9/2018						
Exercise price:						
HK\$5.92	NU	Nil	Nil	Nil	Nil	567,440
Ordinary shares (Note 1)	Nil					,,
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	Nil	Nil	3,900,450
(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	Nil	Nil	21,280
(Note 1)						

III. Details of Movements in Issued Share Capital

Particulars of share option scheme including EGM		Movement dur	ing the month			No. of new shares of issuer which may be issued pursuant thereto as at close of
approval date (dd/mm/yyyy) and						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	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	ry shares)	Nil	
				ce shares)		
			•	her class)		
Total funds raised	during the mo	onth from exerc				
of options (State c			Nil			
	,,					

Warrants to Issue Shares of the Issuer which are to be Listed

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
<u>1. N/A</u>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
<u>2. N/A</u>						
(/ /) 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)	(/ /)				
<u>4. N/A</u>						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
		Total B	(Preferen	ary shares) <u>N/A</u> ce shares) <u>N/A</u>		-
			(U	other class) <u>N/A</u>		-

Convertibles (i.e. Convertible	into Shares of the	e Issuer which	are to be List	ed)		
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	outstanding	month	monur	monun		
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			100,000,000		122,704,107
Class of shares		•				
issuable (Note 1)	Ordina		_			
	K\$6.313 (subject	to adjustments))			
EGM approval date						
(if applicable) (dd/mm/yyyy))	(19/05/2	020)				
2. N/A	(19/03/2	020)	_			
2.10/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			_			
(if applicable)						
	(/ /)				
4. N/A			_			
	_					
Stock code (if listed)			_			
Class of shares						
issuable (Note 1) Subscription price			_			
EGM approval date			_			
(if applicable)						
	(/ /)	_			
		Tot		ary shares) <u>Nil</u>		-
			(Preteren	ice shares) N/A		-
			(C	other class) N/A		-

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

	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
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
1. <u>N/A</u>		
	-	
shares (Note 1)		· · · · · · · · · · · · · · · · · · ·
2. N/A		
	-	
	-	
	-	
3. <u>N/A</u>	-	
	-	
	-	
shares (Note 1)	-	
Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	

Otl	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)	(/	/)		
								<u>N/A</u>	N/A
				Class of shares issuable (Note 1)					
2.	Open offer	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
								<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)					
3.	Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
								<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)					
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)	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
				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)	()	/ /)	<u>N/A</u>	<u>N/A</u>
				Class of shares repurchased (Note 1)					
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	()	/ /)		
				EGM approval date: (dd/mm/yyyy)	()	/ /)	<u>N/A</u>	<u>N/A</u>
7.	Redemption of shares			Class of shares redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		/ /)	<u>N/A</u>	<u>N/A</u>
8.	Consideration issue	At price :	State currency ———	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	()	/ /)	<u>N/A</u>	<u>N/A</u>

	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
			Class of shares issuable (Note 1)				
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
10.	Other (Please specify) At price : State curren	State currency	- Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>
				rdinary sha erence sha (Other c	ares	s) N/A	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil			
(2)	N/A			
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A			
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A			
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)				

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 Geverning 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.

Submitted 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.
- 4. If there is insufficient space, please append the prescribed continuation sheet.