

For the month ended

## Monthly Return of Equity Issuer on Movements in Securities

d/mm/yyyy): <u>28/02/2021</u>							
To : Hong Kong Exchanges	and Clea	ring Limited					
Name of Issuer Date Submitted	China No 4 March	ew Higher Educa 2021	tion Group Lin	nited			
I. Movements in Authorised	Share Ca	pital					
1. Ordinary Shares							
(1) Stock code : 2001	_Descrip	tion: Ordinary	/ Shares				
		No. of ordinary shares	Par value (USD)	Authorised share capital (USD)			
Balance at close of precedin	g month_	2,000,000,000	0.0001	200,000			
Increase/(decrease)	-	Nil		Nil			
Balance at close of the mont	h _	2,000,000,000	0.0001	200,000			
(2) Stock code : N/A	_Descrip	otion : N/A					
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of precedin	g month						
Increase/(decrease)	-						
Balance at close of the mont	h _						

2. Preference Shares	3			
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 p	receding month_			
Increase/(decrease)	_			
Balance at close of the	he month			
3. Other Classes of S	Shares			
Stock code : N/A	Descripti	ion : <u>N/A</u>		
		No. of other classes of shares	Par value (State currency)	capital
Balance at close of p	receding month_			
Increase/(decrease)	_			
Balance at close of the	he month _			
Total authorised sha	re capital at the er	nd of the month	n (USD) :	200,000
II. Movements in Issu	ued Share Capital			
	No. of ordin	ary shares (2)	No of preferen	ce No. of other classes of share
Balance at close of preceding month	1,585,551,720	N/A	N/A	N/A
Increase/ (decrease) during the month	9,820	N/A	N/A	N/A
Balance at close of the month	1,585,561,540	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital
Share Options (under Share Option Schemes of the Issued Share Option)

Share Options (un	der Share O	ption Schemes c	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	during 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						507.440
Ordinary shares	Nil	Nil	Nil	Nil	Nil	567,440
(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	7,120	Nil	28,440	Nil	3,888,730
(Note 1)					<del></del>	3,000,730
(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)						
, ,						

Particulars of share option scheme including EGM approval date		lovement duri	ng the month			No. of new shares of issuer which may be issued pursuant thereto as at close of 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	2,700	Nil	10,300	Nil	1,202,300
(Note 1)  5. Share Option Scheme approved on 20/3/2017: Options granted on 21/10/2019 Exercise price: HK\$3.11						
Ordinary shares  (Note 1)  6. Share Option Scheme approved on 20/3/2017: Options granted on 23/07/2020  Exercise price: HK\$5.33	Nil	Nil	Nil	15,260	Nil	675,120
Ordinary shares	Niil	Nii	Nii	31,700	Nii	Niil
Total funds raised of options (HK\$)	Nil  during the mor	Nil Tota	(Preferenc (Oth	y shares)	N/A	Nil

Warrants to Issue Shares	UI IIIE 155UE	i windi ale lo	DE FISIEU		No. of new	No. of new
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	shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
( / / ) 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	( / /	)				
( / / ) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	( / /	)				
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
		Total B	(Preferen	ary shares) <u>N/A</u> nce shares) <u>N/A</u> 0ther class) N/A		- -

Convertibles (i.e. Convertib	le into Shares of t	he Issuer which a	re to be List	ed)	No. of new shares of issuer	No. of new shares of issuer which
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	issued during the month pursuant thereto	may be issued pursuant thereto as at close of the month
1. Guaranteed convertible	<u> </u>					
bonds due 2021 in the	<u></u>					
principal amount of						
U.S.\$100,000,000*	USD	100,000,000	Nil	100,000,000	Nil	122,764,137
Stock code (if listed)	403	98	_			
Class of shares	صمانير م					
issuable (Note 1) Subscription price	Ordir HK\$6.313 (subjec		_			
EGM approval date	rikao.313 (subjec	t to adjustifierits)	-			
(if applicable) (dd/mm/yyyy))	(19/05/	(2020)				
2. N/A	(19/03/	2020)	=			
Z. IV/A	<del></del>					
	<del></del>					
	<del></del>					
Stock code (if listed)						
Class of shares			-			
issuable (Note 1)						
Subscription price			-			
EGM approval date			-			
(if applicable)						
(dd/mm/yyyy)	( / /	)	_			
3. N/A	<u>—</u>					
Stock and (if listed)	<del></del>					
Stock code (if listed) _ Class of shares			-			
issuable (Note 1)						
Subscription price			-			
EGM approval date			-			
(if applicable)						
	( / /	)	_			
4. N/A						
Charle and a (if lintary)						
Stock code (if listed) _ Class of shares			_			
issuable (Note 1)						
Subscription price			-			
EGM approval date			-			
(if applicable)						
(dd/mm/yyyy)	( / /	)	_			
		Tota		ary shares) Nil		•
				nce shares) N/A		
			(C	Other class) N/A	2	_

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

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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)	( / /	)		
				(***			N/A	N/A
				Class of shares				
			O	issuable (Note 1)		١		
2.	Open offer	At price :	State currency	_ Issue and allotment date : (dd/mm/yyyy)	( / /			
				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)	( / /	)		
				EGM approval date:	( / /	)		
				(dd/mm/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)	( / /	)		
				(33/11111/9999)			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
	Type of issue			Class of shares				
			Otata	issuable (Note 1)	( / /	١		
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)	( / /	)		
				(33111111111111111111111111111111111111			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)	( / /	)		
				(du/mm/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)	( / /	)	<b>N</b> 1/A	N1/A
							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
9. Capit reorg	al anisation		Class of shares issuable (Note 1)  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)		' / ' /	)	N/A	N/A
10. Other	r ise specify) At price :	State currency	Class of shares issuable (Note 1)  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( /	' / ' /	)	N/A	N/A
Total inc	crease / (decrease) in c	ordinary shares	Total E. (Or (Prefe	eren (O	ce sh ther	nares	(1) 9,820 (2) 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

N/A

N/A

## (Note 2)

(i) all money due to the listed issuer in respect of the issue of securities has been received by it;

Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to

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