# HKEX 香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

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

31/10/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China Xinhua Education Group Limited (the "Company")
Date Submitted	6 November 2019

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>2779</u> Descrip	otion : Ordinary	Shares	
	No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)
Balance at close of preceding month	2,000,000,000	0.01	20,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	2,000,000,000	0.01	20,000,000
(2) Stock code : <u>N/A</u> Descrip	otion : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

#### 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	nth _				

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	_Descript	ion : <u>N</u>	N/A		
			No. of o classes share	s of	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close	e of precedir					
Increase/(decre	ase)	_				
Balance at close	e of the mon	th _				

Total authorised share capital at the end of the month  $(\mbox{HKD})$  :

20,000,000

#### II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	1,608,583,000	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	1,608,583,000	N/A	N/A	N/A

#### III. Details of Movements in Issued Share Capital

#### Share Options (under Share Option Schemes of the Issuer) Particulars of No. of new shares of No. of new shares of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant including EGM thereto thereto as at close of Movement during the month approval date the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. Share Option Scheme approved on 8/3/2018 options granted on 30/4/2019 Exercise price: HK\$2.69 Ordinary shares Nil Nil Nil Nil Nil Nil (Note 1) 2. Share **Option Scheme** approved on 8/3/2018 options granted on 15/7/2019 Exercise price: HK\$2.82 Ordinary shares Nil Nil Nil Nil Nil Nil (Note 1) 3. N/A 1 shares (Note 1) Total A. (Ordinary shares) Nil (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise N/A of options (State currency)

Warrants to Issue Shares of the	e 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
1. N/A						
( / / ) Stock code (if listed)			-			
Class of shares issuable (Note 1)						
Subscription price			-			
EGM approval date			-			
(if applicable)	, , ,	<b>`</b>				
(dd/mm/yyyy)	( / /	)	<u>-</u>			
<u>2. N/A</u>						
Class of shares			-			
			-			
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 issuable (Note 1)						
Subscription price			-			
EGM approval date			-			
(if applicable)						
(dd/mm/yyyy)	( / /	)	-			
		Total E	a (Ording	ary shares) N/A	l l	
		IUIAIL		ice shares) N/A		-
				other class) N/A		-
			(0	<u></u>		-

Convertibles (i.e. Convertible	into Shares of th	e Issuer which	are to be Liste	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
<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)						
	( / / )					
<u>4. N/A</u>						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )					
			otal C. (Ordina	ary shares) N/A	\	
				ce shares) N/A		_
			(O	ther class) <u>N/A</u>	\	-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
	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		
	-	
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	

shares of shares of issuer issuer which issued may be during the issued month pursuant pursuant thereto as a	Otl	ner Movements	in Issued Sha	are Capital					
1. Rights issue    At price :    State currency    Issue and allotment date : (dd/mm/yyyy)    ( / / ) (dd/mm/yyyy)      1. Rights issue    At price :    State currency    Issue and allotment (date : (dd/mm/yyyy)    ( / / ) (dd/mm/yyyy)      2. Open offer    At price :    State currency    Class of shares issuable (Note 1)    N/A      2. Open offer    At price :    State currency    Issue and allotment (date : (dd/mm/yyyy)    ( / / ) (d/mm/yyyy)      3. Placing    At price :    State currency    Class of shares issuable (Note 1)    N/A      3. Placing    At price :    State currency    Issue and allotment (dd/mm/yyyy)    ( / / ) (dd/mm/yyyy)      4. Bonus issue    Class of shares issuable (Note 1)    N/A    N/A      4. Bonus issue    Issue and allotment (dd/mm/yyyy)    ( / / ) (dd/mm/yyyy)    N/A    N/A		Type of Issue						issuer issued during the month pursuant	issuer which may be issued pursuant thereto as at close of the
1. Rights issue    At price :    State currency    Issue and allotment (///) (dd/mm/yyyy)    (///) (dd/mm/yyyy)      1. Rights issue    At price :    State currency    Issue and allotment (///) (dd/mm/yyyy)    (///) (///) EGM approval date:    (///) (///) (///) EGM approval date:    N/A    N/A      2. Open offer    At price :    State currency    Issue and allotment (dd/mm/yyyy)    (///) (d/mm/yyyy)    N/A    N/A      3. Placing    At price :    State currency    Class of shares issuable (Note 1)    N/A    N/A      3. Placing    At price :    State currency    Issue and allotment (dd/mm/yyyy)    (///) EGM approval date:    (///) (dd/mm/yyyy)      4. Bonus issue    Class of shares issuable (Note 1)    N/A    N/A      4. Bonus issue    Issue and allotment (dd/mm/yyyy)    (///) EGM approval date:    (///) (dd/mm/yyyy)					Class of shares				
1. Rights issue    At price : currency    currency    date : (dd/mm/yyyy)      EGM approval date:    ( / / )    N/A    N/A      2. Open offer    At price : State currency    Issue and allotment date : (dd/mm/yyyy)    N/A    N/A      2. Open offer    At price : State currency    Issue and allotment date : (dd/mm/yyyy)    ( / / )    N/A    N/A      3. Placing    At price : State currency    Class of shares issuable (Note 1)    N/A    N/A      3. Placing    At price : State currency    Issue and allotment ( / / )    N/A    N/A      4. Bonus issue    Class of shares currency    Issue and allotment ( / / )    N/A    N/A      4. Bonus issue    Issue and allotment ( / / )      4. Bonus issue    Issue and allotment ( / / )    Issue and allotment ( / / )    Issue and allotment ( / / )									
2. Open offer    At price : State currency    Class of shares	1.	Rights issue	At price :			( / /	)		
2. Open offer    At price : State currency    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)      8. Placing    At price : State currency    Class of shares issuable (Note 1)      9. Placing    At price : State currency    Issue and allotment (dd/mm/yyyy)    (/ / ) (dd/mm/yyyy)      8. Placing    Class of shares currency    N/A      9. Placing    At price : State currency    Issue and allotment (dd/mm/yyyy)    (/ / ) (dd/mm/yyyy)      8. Placing    Class of shares issuable (Note 1)    N/A      9. Bonus issue    Class of shares issuable (Note 1)    N/A      9. Class of shares issuable (Note 1)    M/A    N/A      9. Class of shares issuable (Note 1)    M/A    M/A      9. Class of shares issuable (Mote 1)    M/A    M/A      9. Class of shares issuable (Mote 1)    M/A    M/A      9. Class of shares issuable (Mote 1)    M/A					EGM approval date: (dd/mm/yyyy)	( / /	)		
2. Open offer    At price :    State currency    Issue and allotment date : (dd/mm/yyyy)    ( / / )      2. Open offer    At price :    State currency    Issue and allotment date : (dd/mm/yyyy)    ( / / )      EGM approval date:    ( / / )    N/A    N/A      3. Placing    At price :    State currency    Issue and allotment date : (dd/mm/yyyy)    ( / / )      3. Placing    At price :    State currency    Issue and allotment date : (dd/mm/yyyy)    ( / / )      4. Bonus issue    Class of shares issuable (Note 1)    Issue and allotment ( / / )    N/A    N/A      4. Bonus issue    Issue and allotment ( / / )    ( / / )    Issue and allotment ( / / )    ( / / )      4. Bonus issue    Issue and allotment ( / / )    ( / / )    Issue and allotment ( / / )    ( / / )      4. Bonus issue    Issue and allotment ( / / )    ( / / )    Issue and allotment ( / / )    ( / / )								<u>N/A</u>	<u> </u>
2. Open offer    At price :    State currency    Issue and allotment date : (d/mm/yyyy)    ( / / )      EGM approval date:    ( / / )    EGM approval date:    ( / / )      (d/mm/yyyy)    N/A    N/A    N/A      3. Placing    At price :    State currency    Issue and allotment date : (d/mm/yyyy)    N/A    N/A      3. Placing    At price :    State currency    Issue and allotment date : (d/mm/yyyy)    ( / / )    N/A    N/A      4. Bonus issue    Class of shares issuable (Note 1)    Issue and allotment ( / / )    N/A    N/A      4. Bonus issue    EGM approval date: (d/mm/yyyy)    EGM approval date: (d/mm/yyyy)    EGM approval date: (d/mm/yyyy)    EGM approval date: ( / / )									
2. Open dilet    At price : currency    date : (dd/mm/yyyy)      EGM approval date:    ( / / )      (dd/mm/yyyy)    N/A    N/A      3. Placing    At price : State currency    Issue and allotment ( / / )      date : (dd/mm/yyyy)    Issue and allotment ( / / )    N/A      M/A    N/A    N/A      M/A    N/A    N/A      N/A    N/A    N/A      N/A    N/A    N/A      N/A    N/A    N/A      Ministration    ( / / )    N/A      N/A    N/A    N/A      N/A    N/A    N/A      N/A    N/A    N/A      N/A    N/A    N/A      M/A    N/A    N/A      Issue and allotment date : (dd/mm/yyyy)    N/A      Issue and allotment date : (dd/mm/yyyy)    ( / / )      EGM approval date: ( / / )    ( / / )      EGM approval date: ( / / )    ( / / )      EGM approval date: ( / / )    ( / / )	0	Open offer	At price :	State		( / /	)		
Bonus issue    Class of shares	Ζ.	Open offer	At price :						
3. Placing    At price : State currency    Class of shares					EGM approval date: (dd/mm/yyyy)	( / /	)		
3. Placing    At price :    State currency    Issue and allotment date : (dd/mm/yyyy)    ( / / )      Bonus issue    EGM approval date:    ( / / )      Class    of    shares issuable (Note 1)      Image: State currency    Image: State currency    N/A      EGM approval date:    ( / / )      Image: State currency    Image: State currency      Image: State currency    Image: State cu								<u>N/A</u>	<u>N/A</u>
3. Placing    At price : currency    date : (dd/mm/yyyy)      EGM approval date:    ( / / )      (dd/mm/yyyy)    N/A      N/A    N/A      VA    N/A      Class of shares									
(dd/mm/yyyy) <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>Suspection of the shares</u> <u>issuable (Note 1)</u> <u>Issue and allotment</u> ( / / ) <u>date : (dd/mm/yyyy)</u> <u>EGM approval date:</u> ( / / ) <u>(dd/mm/yyyy)</u>	3.	Placing	At price :			( / /	)		
N/A  N/A    Class of shares						( / /	)		
4. Bonus issue lissuable (Note 1) 4. Bonus issue EGM approval date: ( / / ) (dd/mm/yyyy)					(dd/mm/yyyy)			<u>N/A</u>	<u>N/A</u>
4. Bonus issue EGM approval date: ( / / ) (dd/mm/yyyy)									
EGM approval date: ( / / ) (dd/mm/yyyy)	4.	Bonus issue			Issue and allotment	( / /	)		
(dd/mm/yyyy) <u>N/A N/A</u>					EGM approval date:	( / /	)		
					(dd/mm/yyyy)			N/A	<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)				
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>
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							<u>N/A</u>	<u>N/A</u>
				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)	( / /	)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(33,1111,9999)			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
10. Other (Please specify) At price : State currency	Class of shares issuable (Note 1) Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
	Total E. (Ordinal share: (Preference share: (Other class	s) <u>N/A</u> s) <u>N/A</u>	-

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 Capital").)	Issued Share

### 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 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):		
Submitted by: <u>WANG Yongkai</u>		

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.