

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

## 2. Preference Shares

|                                     |                              |  |   |
|-------------------------------------|------------------------------|--|---|
| Stock code : <u>  N/A  </u>         | Description : <u>  N/A  </u> |  |   |
|                                     | No. of preference shares     | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                        | _____                                  | _____   |
| Increase/(decrease)                 | _____                        |  | _____   |
| Balance at close of the month       | _____                        | _____                                  | _____   |

## 3. Other Classes of Shares

|                                     |                                |  |   |
|-------------------------------------|--------------------------------|--|---|
| Stock code : <u>  N/A  </u>         | Description : <u>  N/A  </u>   |  |   |
|                                     | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                          | _____                                  | _____   |
| Increase/(decrease)                 | _____                          |  | _____   |
| Balance at close of the month       | _____                          | _____                                  | _____   |

Total authorised share capital at the end of the month  
(HKD) :

\_\_\_\_\_ 20,000,000

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| 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 share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|--|---------------------------|-----------|----------------------------|--------|--|---|
|  | Granted                   | Exercised | Cancelled                  | Lapsed |  |   |
| 1. Share Option Scheme approved on 8/3/2018 options granted on 30/4/2019 Exercise price: HK\$2.69        | Nil                       | Nil       | Nil                        | Nil    | Nil  | Nil   |
| Ordinary shares (Note 1)   |                           |           |                            |        |  |   |
| 2. Share Option Scheme approved on 8/3/2018 options granted on 15/7/2019 Exercise price: HK\$2.82        | Nil                       | Nil       | Nil                        | Nil    | Nil  | Nil   |
| Ordinary shares (Note 1)   |                           |           |                            |        |  |   |
| 3. N/A ( / / ) shares (Note 1)   |                           |           |                            |        |  |   |
|  |                           |           | Total A. (Ordinary shares) | Nil    |  |   |
|  |                           |           | (Preference shares)        | N/A    |  |   |
|  |                           |           | (Other class)              | N/A    |  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |                            | N/A    |  |   |

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

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)  | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---------------------------------|--|----------------------------------|---|---|---|
| 1. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) ( / / ) _____ |                                 |  |                                  |   |   |   |
| 2. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) ( / / ) _____ |                                 |  |                                  |   |   |   |
| 3. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) ( / / ) _____ |                                 |  |                                  |   |   |   |
| 4. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) ( / / ) _____ |                                 |  |                                  |   |   |   |
|   |                                 |  |                                  | Total B.                                  | (Ordinary shares) <u>N/A</u>  |   |
|   |                                 |  |                                  |   | (Preference shares) <u>N/A</u>  |   |
|   |                                 |  |                                  |   | (Other class) <u>N/A</u>  |   |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| 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. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 2. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 3. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 4. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
|  |                                |                                    |                            | Total C. (Ordinary shares)   | N/A  |   |
|  |                                |                                    |                            | (Preference shares)          | N/A  |   |
|  |                                |                                    |                            | (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)

| 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. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| 2. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| 3. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| Total D. (Ordinary shares)  | N/A  |   |
| (Preference shares)   | N/A  |   |
| (Other class)   | N/A  |   |

Other Movements in Issued Share Capital

| 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 |
|-----------------|------------|----------------------|--|--|---|
| 1. Rights issue | At price : | State currency _____ | Class of shares _____ issuable ( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / ) (dd/mm/yyyy) | N/A  | N/A   |
| 2. Open offer   | At price : | State currency _____ | Class of shares _____ issuable ( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / ) (dd/mm/yyyy) | N/A  | N/A   |
| 3. Placing      | At price : | State currency _____ | Class of shares _____ issuable ( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / ) (dd/mm/yyyy) | N/A  | N/A   |
| 4. Bonus issue  |            |                      | Class of shares _____ issuable ( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>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 |
|---------------|------------------------|---------------------------------|---|--|---|
| 5.            | Scrip dividend         | At price : State currency _____ | Class of shares _____<br>issuable ( <i>Note 1</i> )<br><br>Issue and allotment date : ( / / )<br>(dd/mm/yyyy)<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | <u>N/A</u>   | <u>N/A</u>  |
| 6.            | Repurchase of shares   |                                 | Class of shares _____<br>repurchased ( <i>Note 1</i> )<br><br>Cancellation date : ( / / )<br>(dd/mm/yyyy)<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy)     | <u>N/A</u>   | <u>N/A</u>  |
| 7.            | Redemption of shares   |                                 | Class of shares _____<br>redeemed ( <i>Note 1</i> )<br><br>Redemption date : ( / / )<br>(dd/mm/yyyy)<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy)          | <u>N/A</u>   | <u>N/A</u>  |
| 8.            | Consideration issue    | At price : State currency _____ | Class of shares _____<br>issuable ( <i>Note 1</i> )<br><br>Issue and allotment date : ( / / )<br>(dd/mm/yyyy)<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | <u>N/A</u>   | <u>N/A</u>  |
| 9.            | Capital reorganisation |                                 | Class of shares _____<br>issuable ( <i>Note 1</i> )<br><br>Issue and allotment date : ( / / )<br>(dd/mm/yyyy)<br><br>EGM approval date: ( / / )<br>(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 |
|---|--|---|
| 10. Other (Please specify) At price : State currency _____<br>Class of shares _____ issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A  | N/A   |
|   | Total E. (Ordinary shares)   | N/A   |
|   | (Preference shares)  | N/A   |
|   | (Other class)  | 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 |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |     |

#### IV. Confirmations

|   |
|---|
| <p>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:</p> <p>(Note 2)</p> <p>(i) all money due to the listed issuer in respect of the issue of securities has been received by it;</p> <p>(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;</p> <p>(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;</p> <p>(iv) all the securities of each class are in all respects identical (Note 3);</p> <p>(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;</p> <p>(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;</p> <p>(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</p> |
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