日KEX香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

31/7/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China Xinhua Education Group Limited (the "Company")
Date Submitted	6 August 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>	_Descripti	on :	<u>N/A</u>		
			prefe	o. of rence ares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of preceding	g month				
Increase/(decre	ase)	_				
Balance at clos	e of the mont	h _				

3. Other Classes of Shares

Stock code :	N/A	_Descript	ion : <u>N</u>	I/A		
			No. of o classes share	s of	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close	e of precedin					
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 ordir	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	<u> </u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) No. of new shares of No. of new shares of Particulars of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant thereto as at close of including EGM thereto 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 15,000,000 (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 52,900,000 52,900,000 Nil Nil (Note 1) 3. N/A 1 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	lssuer 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>						
		. <u></u>				
(/ /) Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(il applicable) (dd/mm/yyyy)	(/ /)				
3. N/A		/				
(/ /)						
Stock code (if listed) Class of shares						
iccuchla (Nata 1)						
Cubecription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	()				
4. N/A	(/ /)				
<u></u>						
(/ /)						
Stock code (if listed)						
Class of shares						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
		Total B	(Ordina	ary shares) N/A		
		Total E		ice shares) N/A		-
)ther class) N/A		-
			(0			-

Convertibles (i.e. Convertible	into Shares of th	e Issuer which	n 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) (dd/mm/yyyy) 4. N/A	(/ /)					
	_					
Ctool(and (if listed)						
Stock code (if listed) Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)	— ₋	intel C (Ordina		N	
		I.	otal C. (Ordina) Preferen)	ary snares) <u>N/A</u> ice shares) N/A		-
				ther class) N/A		-

Any ot Option	her Agreements or Arrangements to Issue Shares of the Issue is (other than under Share Option Schemes)	er which are to be Liste	d, 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
if app	particulars including EGM approval date (dd/mm/yyyy), licable, and class of shares issuable:		the month
1. <u>N</u>	N/A		
-			
_	(/ /) abaraa (Nata 4)		
	shares (Note 1)		
2. N	J/A		
_			
	(/ /)		
	shares (Note 1)		
3. N	J/A		
_			
	shares (Note 1)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
	(Other class)	N/A	

Oth	ner Movements i	in Issued Sha	are 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
				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>	<u>N/A</u>
				Class of shares issuable (Note 1)				
	o "		State	Issue and allotment	(/ /)		
2.	Open offer	At price :	currency	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)	(/ /)		
							<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)				
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)	(/ /)		
				(dd/mm/yyyy)			N/A	<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)	(/ /)		
							N/A	<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)	(/ /)		
				(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):		

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.