

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :		30/4/2	019					
To : Hong Kong Exchanges	To : Hong Kong Exchanges and Clearing Limited							
Name of Issuer China Xinhua Education Group Limited (the "Company")								
Date Submitted	7 May 20	019						
I. Movements in Authorised	Share Ca	apital						
1. Ordinary Shares								
(1) Stock code : <u>2779</u>	Descrip	otion :	Ordinary	Shares				
		No. of o		Par value (HKD)	Authorised share capital (HKD)			
Balance at close of precedir	g month	2,000,0	00,000	0.01	20,000,000			
Increase/(decrease)		N	<u>il</u>		Nil			
Balance at close of the mon	th	2,000,0	00,000	0.01	20,000,000			
(2) Stock code : N/A	Descrip	otion :	N/A		_			
		No. of o		Par value (State currency)	Authorised share capital (State currency)			
Balance at close of precedir	g month							
Increase/(decrease)								
Balance at close of the mon	th							

2. Preference Shares			
Stock code : N/A Descript	ion : <u>N/A</u>		
	No. of preference shares	Par value (State currency)	capital
Balance at close of preceding month_			
Increase/(decrease)			
Balance at close of the month			
3. Other Classes of Shares			
Stock code : N/A Descript	ion : <u>N/A</u>		
	No. of other classes of shares	(State	capital
Balance at close of preceding month_			
Increase/(decrease)			
Balance at close of the month			
Total authorised share capital at the er (HKD):	nd of the month		20,000,000

	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	<u>Nil</u>	N/A	N/A	N/A		
Balance at close of the month	1,608,583,000	N/A	N/A	<u>N/A</u>		

## 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 issued pursuant the month 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 Meeting approved (8/3/2018) Ordinary shares 15,000,000 Nil Nil Nil Nil 15,000,000 (Note 1) 2. N/A 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	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) (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)						
Cubaccintian noise						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
4. N/A	,	,				
( / / )						
Stock code (if listed)						
Class of shares						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
(uu/IIIII/yyyy)	( / /	J				
		Total B		ary shares) N/A		_
			(Preteren	nce shares) N/A Other class) N/A		-
			(C	uner class) IN/A	1	_

Convertibles (i.e. Convertible	into Shares of t	he Issuer which	ch 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
1. N/A						
	<del>_</del>					
	<u> </u>					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy))	( / / )					
2. N/A	<u> </u>					
Charle and a (if linted)	<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 code (if listed)						
Class of shares issuable (Note 1)						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy) 4. N/A	( / / )					
4. N/A	<u> </u>					
	_ 					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )		Total C. (Ordina (Preferen	ary shares) <u>N/A</u> ice shares) N/A		-
				other class) N/A		<del>-</del> -

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

Options (other than under onare option ochemics)		
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		
shares (Note 1)		
Silates (Note 1)		-
0 11/4		
2. <u>N/A</u>		
shares (Note 1)		
		-
3. N/A		
O. 14/70		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	
(0.1.0.0.000)		

Ot	her Movements	in issued Sna	аге Сарпаі				NI. C	NI. C
	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)	( / /	)		
				, ,,,,,			N/A	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)	( / /	)		
				( )			N/A	N/A
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State	Issue and allotment date: (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(dd/iiiii/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)	( / /	)	N/A	N/A

Class of shares   State   Issue and allotment   ( / / )   ( / )		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
Scrip dividend				_					
Class of shares	5.	Scrip dividend	At price :		Issue and allotment	( / /	)		
Repurchase of shares   Cancellation date : ( / / )   Cancellation date : ( / / )						( / /	)	N/A	<u>N/A</u>
6. Repurchase of shares    Cancellation date : ( / / ) (dd/mm/yyyy)									
Class of shares redeemed (Note 1)   N/A   N/A	6.				Cancellation date :	( / /	)		
Class of shares					EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
Redemption of shares								14// (	
Shares   (dd/mm/yyyy)   EGM approval date: ( / /									
Class of shares   State   Issue and allotment   ( / / )   ( / )   ( / )   ( / )   ( / )   ( / )   ( / )   ( / )	7.					( / /	)		
Class of shares					EGM approval date: (dd/mm/yyyy)	( / /	)	N1/A	NI/A
State   State   State   Issue and allotment   ( / /								IN/A	<u>IN/A</u>
Same   At price   Currency   date : (dd/mm/yyyy)									
Class of shares issuable (Note 1)  9. Capital reorganisation   Issue and allotment ( / / ) date : (dd/mm/yyyy)   EGM approval date: ( / / ) (dd/mm/yyyy)	8.		At price :			( / /	)		
Class of shares issuable (Note 1)  9. Capital reorganisation   Issue and allotment ( / / ) date : (dd/mm/yyyy)   EGM approval date: ( / / ) (dd/mm/yyyy)						( / /	)		
issuable (Note 1)  9. Capital					(43/1111/1/9999)			N/A	N/A
9. Capital Issue and allotment ( / / ) reorganisation date : (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)									
(dd/mm/yyyy)	9.				Issue and allotment	( / /	)		
					EGM approval date:	( / /	)		
					(22			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 issuable (Note 1)		
10. Other (Please specify) At price : State currency	Issue and allotment ( / / ) date : (dd/mm/yyyy)		
	EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
	Total E. (Ordinar	<u> </u>	
	shares		
	(Preference shares		_
	(Other class	s) <u>N/A</u>	<del>-</del> -
Total increase / (decrease) in ordinary shares dur	ing the month (i.e. Total of A to E): (	1) N/A	
Total increase / (decrease) in ordinary shares dur	ing the month (i.e. rotal of A to E). (	·	
	(:	2) N/A	
Total in aroons / (decreases) in professores shares	during the month (i.e. Total of A to E).	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:

(Note 2)

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

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share

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

N/A

Remarks (if any):

Submitted by: \_\_\_\_\_WANG Yongkai \_\_\_\_\_
Title: \_\_\_\_Director \_\_\_\_\_
(Director, Secretary or other duly authorised officer)

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

## Notes:

(viii)

Companies.

- 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.