HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

28/02/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China Xinhua Education Group Limited
Date Submitted	4 March 2021

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> [Description : <u>N/A</u>		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding I	nonth		
Increase/(decrease)		_	
Balance at close of the month			

3. Other Classes of Shares

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

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

20,000,000

II. Movements in Issued Share Capital

	No. of ordir	nary 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 (und	er Share Opti	on Schemes c	of the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	
including EGM	Ν	lovement duri	ng the month		thereto	thereto as at close of
approval date			0		-	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	3,000,000
(Note 1)	<u> </u>					
(11010-1)						
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	19,500,000
(Note 1)						
<u>3. N/A</u>						
(/ /)						
shares						
(Note 1)						
		Tota	IA. (Ordinar	v shares)	Nil	
			(Preferenc			
			•	ner class)		
Total funda raised d	uring the men	th from overs	•	101 01033)	1.1// \	
Total funds raised d of options (State cur		un nom exerci	Nil			
	rency)					

Share Options (under Share Option Schemes of the Issuer)

Warrants to Issue Shares of the	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
<u>1. N/A</u>						
		·				
Class of shares						
EGM approval date						
(if applicable)	()))				
(dd/mm/yyyy) 2. N/A	(/ /)				
<u>2. N/A</u>						
(/ /)						
Stock code (if listed)						
Class of shares						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
<u>3. N/A</u>						
(/ /)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
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). (Ordina	ary shares) N/A	\	
				ice shares) N/A		-
				ther class) N/A		-
			``	,		-

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		
<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))	(/ /)							
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)	<i>, , ,</i> , , ,							
	(/ /)							
<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			_		
				ce shares) N/A		-		
			(O	ther class) <u>N/A</u>	۱.	-		

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. N/A		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Oth	ner Movements	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)	(/ /)	N 1/A	N 1/A
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State	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)				
3.	Placing	At price :	State	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)	(/ /)	N1/A	N 1/A
							<u>N/A</u>	<u>N/A</u>

5. Scrip dividend At price: State		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				Class of shores				
5. Scrip dividend At price : currency date : (dd/mm/yyyy) N/A N/A EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 6. Repurchase of shares Class of shares								
(dd/mm/yyyy) N/A N/A N/A N/A N/A 6. Repurchase of shares Class of shares repurchased (Note 1) Cancellation date : (/ /) (dd/mm/yyyy) 6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) N/A N/A 7. Redemption of shares Class of shares redeemed (Note 1) N/A N/A 7. Redemption of shares Class of shares (/ /) (dd/mm/yyyy) N/A N/A 8. Consideration At price : State currency Issue and allotment (/ /) (date : (dd/mm/yyyy) N/A 8. Consideration issue At price : State currency Issue and allotment (/ /) (I /) 8. Consideration at price : State currency EGM approval date: (/ /) Issue and allotment (/ /)	5.	Scrip dividend	At price :		(/ /)		
Class of shares repurchase of shares 6. Repurchase of shares Gancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A					(/ /)		
repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A Redemption of shares Class of shares							<u>N/A</u>	N/A
6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A VA N/A N/A N/A State State								
shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A Redemption of shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A State Issue and allotment issue (d/mm/yyyy) EGM approval date: (/ /) EGM approval date: (/ /)				repurcnasea (IVote 1)				
(dd/mm/yyyy) N/A N/A N/A N/A N/A Class of shares redeemed (Note 1) Redemption date : (/ /) (dd/mm/yyyy) N/A Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A N/A Redemption date : (/ /) (dd/mm/yyyy) N/A N/A Redemption date : (/ /) (dd/mm/yyyy) N/A N/A Redemption date : (/ /) (dd/mm/yyyy) N/A N/A Redemption date : (/ /) (dd/mm/yyyy) N/A N/A Redemption date : (/ /) (date : (// /)	6.				(/ /)		
Class of shares redeemed (Note 1) Redemption of shares Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A N/A 8. Consideration issue State currency Issue and allotment (/ /) EGM approval date: (/ /)					(/ /)		
7. Redemption of shares Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A 8. Consideration issue State currency Issue and allotment (/ /) (dd/mm/yyyy) EGM approval date: (/ /)							N/A	N/A
7. Redemption of shares Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 8. Consideration issue State currency Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) 8. Consideration issue								
shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A State Issue and allotment issue Issue and allotment N/A Issue and allotment Issue Issue EGM approval date: (/ /)				redeemed (Note 1)				
(dd/mm/yyyy) <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u> Class of shares issuable (<i>Note 1</i>) 8. Consideration issue At price : State Lissue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)	7.			-	(/ /)		
B. Consideration issue State Class of shares					(/ /)		
8. Consideration issue At price : State Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)							<u>N/A</u>	<u>N/A</u>
issue At price : currency date : (dd/mm/yyyy) EGM approval date: (/ /)								
	8.		At price :		(/ /)		
				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
9.	Capital reorganisation		Class of shares issuable <i>(Note 1)</i> 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)				
10.	. Other (Please specify) At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	<u>N/A</u>
			Total (Prefe		ares) <u>N/A</u>) <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: WANG Yongkai

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.