

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 3
TO
FORM F-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

METEN EDTECHX EDUCATION GROUP LTD.
(Exact Name of Each Registrant as Specified in its Charter)

Cayman Islands

(State or other jurisdiction of
Incorporation or organization)

(Primary standard industrial
classification code number)

(I.R.S. Employer
Identification Number)

c/o Meten International Education Group
3rd Floor, Tower A, Tagen Knowledge & Innovation Center
2nd Shenyun West Road, Nanshan District
Shenzhen, Guangdong Province 518045
The People's Republic of China
+86 755 8294 5250

(Address, including zip code, and telephone number, including area code, of each registrant's principal executive offices)

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+1 302-738-6680

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: **As soon as practicable after this Registration Statement becomes effective and all other conditions to the Mergers contemplated by the Merger Agreement described in the included proxy statement/prospectus have been satisfied or waived.**

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each Class of Security being registered	Amount being Registered ⁽¹⁾	Proposed Maximum Offering Price Per Security ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Ordinary shares ⁽³⁾	59,391,607	\$ 10.27	\$ 609,951,803.89	\$ 79,171.74
Ordinary shares ⁽⁴⁾	7,906,250	\$ 10.27	\$ 81,197,187.50	\$ 10,539.39
Ordinary shares ⁽⁵⁾	10,355,000	\$ 11.50	\$ 119,082,500.00	\$ 15,456.91
Ordinary shares ⁽⁶⁾	250,000	\$ 10.27	\$ 2,567,500.00	\$ 333.26
Warrants ⁽⁷⁾	10,355,000	—	—	—
Holdco Units, consisting of one Ordinary share, US\$0.0001 par value and one Warrant to purchase an Ordinary share.⁽⁸⁾	250,000	—	—	—
Total			\$ 812,798,991.39	\$ 105,501.30⁽⁹⁾

- (1) All ordinary shares being registered are issued by Meten EdtechX Education Group Ltd., a Cayman Islands exempted company (“Holdco”), in connection with the proposed business combination by and among EdtechX Holdings Acquisition Corp. (“EdtechX”), a publicly-traded Delaware corporation, Holdco, Meten Education Inc., a Delaware corporation and wholly owned subsidiary of Holdco (“EdtechX Merger Sub”), Meten Education Group Ltd., a Cayman Islands exempted company and wholly owned subsidiary of Holdco (“Meten Merger Sub”, and together with EdtechX Merger Sub, the “Merger Subs”), and Meten International Education Group, a Cayman Islands exempted company (the “Company” or “Meten”), as described in the proxy statement/prospectus forming a part of this registration statement. As a result of the transactions described in the proxy statement/prospectus forming a part of this registration statement, Holdco will become a publicly-traded company and EdtechX and Meten will become wholly owned subsidiaries of Holdco.
- (2) Estimated solely for the purpose of calculating the registration fee, based on the average of the high and low prices of common stock of EdtechX on the Capital Market of The Nasdaq Stock Market LLC on December 31, 2019 (\$10.27 per share). This calculation is in accordance with Rule 457(f)(1) of the Securities Act of 1933, as amended.
- (3) Represents Holdco ordinary shares to be issued to shareholders of Meten upon consummation of the business combination and if certain earnout conditions are met, as described in the proxy statement/prospectus forming a part of this registration statement.
- (4) Represents Holdco ordinary shares to be issued to holders of common stock of EdtechX upon consummation of the business combination. Includes ordinary shares issuable in exchange for outstanding units of EdtechX, each such unit consisting of one share of common stock and one warrant.
- (5) Represents Holdco ordinary shares issuable upon exercise of outstanding EdtechX warrants, including the warrants issuable upon the exercise of outstanding EdtechX unit purchase options, each warrant entitling the holder to purchase one share of common stock of EdtechX at a price of \$11.50 per share commencing after EdtechX’s successful completion of a business combination. Pursuant to the terms of the warrants, each such warrant will automatically entitle the holder thereof to purchase one ordinary share of Holdco in lieu of one share of common stock of EdtechX upon consummation of the business combination.
- (6) Represents Holdco ordinary shares issuable upon the exercise of outstanding EdtechX unit purchase options to purchase up to 250,000 units of EdtechX.
- (7) Represents warrants of Holdco to be issued in exchange for outstanding EdtechX warrants upon consummation of the Mergers and also includes warrants issuable upon the exercise of unit purchase options. Pursuant to Rule 457(g), no separate fee is required.
- (8) Represents the units of Holdco to be issuable upon the exercise of outstanding EdtechX unit purchase options. Pursuant to Rule 457(g), no separate fee is required.
- (9) Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

The Amendment No. 3 is being filed solely for the purpose of filing the Exhibits 5.1, 5.2, 23.3 and 23.4 to this registration statement on Form F-4 (file No. 333-235859), or the Registration Statement, and to amend and restate the exhibit index set forth in Part II of the Registration Statement. No changes have been made to the Registration Statement other than this explanatory note as well as revised versions of the cover page and exhibit index of the Registration Statement. This Amendment No. 3 does not modify any disclosure in the preliminary prospectus included as part of Amendment No. 2 to the Registration Statement, filed on March 5, 2020. Accordingly, a preliminary prospectus has been omitted from this filing.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Directors and Officers

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Islands courts to be contrary to public policy, such as to provide indemnification against willful default, willful neglect, civil fraud or the consequences of committing a crime. Holdco's memorandum and articles of association will provide for indemnification of our officers and directors to the maximum extent permitted by law, including for any liability incurred in their capacities as such, except through their own fraud or dishonesty.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is theretofore unenforceable.

Item 21. Exhibits and Financial Statement Schedules

Exhibit no	Description
2.1	<u>Agreement and Plan of Reorganization (included as Annex A to the proxy statement/prospectus).*</u>
3.1	<u>Form of Amended and Restated Memorandum and Articles of Association of Holdco (included as Annex B to the proxy statement/prospectus).*</u>
3.2	<u>Amended and Restated Certificate of Incorporation of EdtechX.*</u>
3.3	<u>Bylaws of EdtechX.*</u>
4.1	<u>Specimen Ordinary Share Certificate of Holdco. *</u>
4.2	<u>Specimen Warrant Certificate of Holdco. *</u>
4.3	<u>Specimen Unit Certificate of Holdco. *</u>
4.4	<u>Specimen Unit Certificate of EdtechX.*</u>
4.5	<u>Specimen Common Stock Certificate of EdtechX.*</u>
4.6	<u>Specimen Warrant Certificate of EdtechX.*</u>
4.7	<u>Form of Warrant Agreement between Continental Stock Transfer & Trust Company and EdtechX.*</u>
4.8	<u>Form of Amended and Restated Warrant Agreement between Continental Stock Transfer & Trust Company and Holdco. *</u>
4.9	<u>Unit Purchase Option of Chardan Capital Markets, LLC. *</u>
4.10	<u>Unit Purchase Option of I-Bankers Securities, Inc. *</u>
5.1	<u>Opinion of Conyers Dill & Pearman.</u>
5.2	<u>Opinion of Morgan, Lewis & Bockius LLP</u>
10.1	<u>Holdco ESOP Plan*</u>
10.2	<u>Form of Indemnification Agreement with Holdco's directors and executive officers.*</u>
10.3	<u>Form of Employment Agreement between Holdco and executive officers of Holdco.*</u>
10.4	<u>English translation of Business Cooperation Agreement among Zhuhai Meten, Shenzhen Meten and its subsidiaries and shareholders of Shenzhen Meten, dated November 23, 2018.*</u>
10.5	<u>English translation of Business Cooperation Agreement among Zhuhai Likeshuo, Shenzhen Likeshuo and its subsidiaries and shareholders of Shenzhen Likeshuo, dated November 23, 2018.*</u>
10.6	<u>English translation of Exclusive Technical Service and Management Consultancy Agreement among Zhuhai Meten and Shenzhen Meten and its subsidiaries, dated November 23, 2018.*</u>
10.7	<u>English translation of Exclusive Consultancy and Technical Service Agreement among Zhuhai Likeshuo and Shenzhen Likeshuo and its subsidiaries, dated November 23, 2018.*</u>
10.8	<u>English translation of Exclusive Call Option Agreement among Zhuhai Meten, Shenzhen Meten and its subsidiaries and shareholders of Shenzhen Meten, dated November 23, 2018.*</u>
10.9	<u>English translation of Exclusive Call Option Agreement among Zhuhai Likeshuo, Shenzhen Likeshuo and its subsidiaries and shareholders of Shenzhen Likeshuo, dated November 23, 2018.*</u>
10.10	<u>English translation of Exclusive Equity Pledge Agreement among Zhuhai Meten, Shenzhen Meten and its subsidiaries and shareholders of Shenzhen Meten, dated November 23, 2018.*</u>
10.11	<u>English translation of Exclusive Equity Pledge Agreement among Zhuhai Likeshuo, Shenzhen Likeshuo and its subsidiaries and shareholders of Shenzhen Likeshuo, dated November 23, 2018.*</u>

Exhibit no	Description
10.12	<u>English translation of Shareholders' Rights Entrustment Agreement among Zhuhai Meten, Shenzhen Meten and its subsidiaries and shareholders of Shenzhen Meten, dated November 23, 2018.*</u>
10.13	<u>English translation of Shareholders' Rights Entrustment Agreement among Zhuhai Likeshuo, Shenzhen Likeshuo and its subsidiaries and shareholders of Shenzhen Likeshuo, dated November 23, 2018.*</u>
10.14	<u>English translation of Spouse Undertakings provided by the spouse of each individual shareholder of Shenzhen Meten, dated November 23, 2018.*</u>
10.15	<u>English translation of Spouse Undertakings provided by the spouse of each individual shareholders of Shenzhen Likeshuo, dated November 23, 2018.*</u>
10.16	<u>English translation of supplemental agreement to the contractual arrangements among Shenzhen Meten, Zhuhai Meten and its subsidiaries and shareholders of Shenzhen Meten, dated April 2, 2019.*</u>
10.17	<u>Form of Forward Purchase Contract in connection with Financing.*</u>
10.18	<u>Form of Registration Rights Agreement in connection with Financing.*</u>
10.19	<u>Form of Amended and Restated Registration Rights Agreement between Holdco and the Investors party thereto. *</u>
10.20	<u>Form of Amended and Restated Stock Escrow Agreement between Holdco, Continental Stock Transfer & Trust Company, and the Investors party thereto. *</u>
10.21	<u>Form of Forward Purchase Agreement between EdtechX and the Investors party thereto. *</u>
10.22	<u>Form of Lock-Up Agreement between Holdco and certain warrant holders of EdtechX. *</u>
10.23	<u>Form of Lock-Up Agreement between Holdco and Founder Shareholder *</u>
23.1	<u>Consent of KPMG Huazhen LLP (Meten). *</u>
23.2	<u>Consent of Marcum LLP (EdtechX and Holdco). *</u>
23.3	<u>Consent of Conyers Dill & Pearman (included in Exhibit 5.1)</u>
23.4	<u>Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.2)</u>
24.1	<u>Power of Attorney (included on signature page)*</u>
99.1	<u>Consent of Jishuang Zhao (Director nominee).*</u>
99.2	<u>Consent of Siguang Peng (Director nominee).*</u>
99.3	<u>Consent of Yongchao Chen (Director nominee).*</u>
99.4	<u>Consent of Yanli Chen (Director nominee).*</u>
99.5	<u>Consent of Zhiyi Xie (Director nominee).*</u>
99.6	<u>Consent of Ying Cheng (Director nominee).*</u>
99.7	<u>Consent of Benjamin Vedrenne-Cloquet (Director nominee).*</u>
99.8	<u>Consent of Charles McIntyre (Director nominee).*</u>
99.9	<u>Form of EdtechX Proxy Card*</u>

* Previously filed.

Item 22. Undertakings

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

i. To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933.

ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) To file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A of Form 20-F at the start of any delayed offering or throughout a continuous offering.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such Director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes as follows: that prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

The registrant undertakes that every prospectus: (1) that is filed pursuant to the immediately preceding paragraph, or (2) that purports to meet the requirements of Section 10(a)(3) of the Act and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11, or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, NY, on the 12th day of March, 2020.

METEN EDTECHX EDUCATION GROUP LTD.

By: /s/ Siguang Peng
Name: Siguang Peng
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
By: * <u>Siguang Peng</u>	Chief Executive Officer (Principal Executive Officer)	March 12, 2020
By: <u>/s/ Yupeng Guo</u> Yupeng Guo	Director	March 12, 2020
By: <u>/s/ Ng Kwok Yin</u> Ng Kwok Yin	Chief Financial Officer (Principal Financial Officer)	March 12, 2020
* By <u>/s/ Ng Kwok Yin</u> Attorney-in-fact		

AUTHORIZED REPRESENTATIVE

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Meten EdtechX Education Group Ltd. has signed this registration statement or amendment thereto in Newark, Delaware, on the 12th day of March, 2020.

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

12 March, 2020

Matter No.:827312
Doc Ref: CWHB/kl/104709991

Meten EdtechX Education Group Ltd.
3rd Floor, Tower A, Tagen Knowledge & Innovation Center
2nd Shenyun West Road, Nanshan District
Shenzhen, Guangdong Province 518045
The People's Republic of China

Dear Sirs,

Meten EdtechX Education Group Ltd. (the "Company")

We have acted as special legal counsel in the Cayman Islands to the Company in connection with a registration statement on form F-4 (File No. 333-235859) as amended filed with the U.S. Securities and Exchange Commission (the "**Commission**") (the "**Registration Statement**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the U.S. Securities Act of 1933, as amended, (the "**Securities Act**") of (i) 77,902,857 ordinary shares, par value US\$0.0001 each of the Company (the "**Ordinary Shares**"), (ii) 10,355,000 warrants ("**Warrants**") entitling the holder to purchase one Ordinary Share at a price of US\$11.50 per Ordinary Share, and (iii) 250,000 units ("**Units**") and together with the Ordinary Shares and the Warrants, the "**Equity Securities**") consisting of one Ordinary Share and one Warrant (the "**Offering**").

For the purposes of giving this opinion, we have examined a copy of the Registration Statement. We have also reviewed (1) the memorandum and articles of association of the Company adopted on 27 September, 2019 (the "**M&A**"), (2) the unanimous written resolutions of the directors of the Company and unanimous written resolutions of the members of the Company each passed on 5 March, 2020 (the "**Listing Resolutions**"), (3) the amended and restated memorandum of association and the amended and restated articles of association of the Company conditionally adopted pursuant to the Listing Resolutions and proposed to become effective prior to the closing of the Offering (the "**Listing M&As**" and with the M&A, the "**Constitutional Documents**"), (4) a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 6 March, 2020 (the "**Certificate Date**"), (5) a copy of the register of members of the Company dated 4 October, 2019, and (6) such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statement and other documents reviewed by us, (d) that the Listing Resolutions have been passed at one or more duly convened, constituted and quorate meetings or by unanimous written resolutions, will remain in full force and effect and will not be rescinded or amended, (e) that the Listing M&As will become effective prior to the closing of the Offering, (f) that the form and terms of any and all Equity Securities, the issuance and sale thereof by the Company, and the Company's incurrence and performance of its obligations thereunder or in respect thereof (including, without limitation, its obligations under any related agreement, indenture or supplement thereto) in accordance with the terms thereof will not violate the Constitutional Documents nor any applicable law, regulation, order or decree in the Cayman Islands, (g) that the applicable agreement creating the Warrants and the Units and any supplement thereto and any other agreement or other document relating to any Warrant or Unit will be valid and binding in accordance with its terms pursuant to its governing law, (h) that the issuance and sale of and payment for the Equity Securities will be in accordance with the applicable agreement creating the Warrants and Units duly approved by the Board of Directors, the Registration Statement (including the prospectus set forth therein and any applicable supplement thereto) (i) that, upon the issue of any Equity Securities, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof with respect to any Ordinary Share, (j) the capacity, power and authority of all parties other than the Company to enter into and perform their obligations under any and all documents entered into by such parties in connection with the issuance of the Equity Securities, and the due execution and delivery thereof by each party thereto, (k) that there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein, and (l) the validity and binding effect under the laws of the United States of America of the Registration Statement and that the Registration Statement will be duly filed with the Commission.

The obligations of the Company in connection with any Equity Security (a) will be subject to the laws from time to time in effect relating to bankruptcy, insolvency, liquidation, possessory liens, rights of set off, reorganisation, amalgamation, merger, consolidation, moratorium or any other laws or legal procedures, whether of a similar nature or otherwise, generally affecting the rights of creditors as well as applicable international sanctions; (b) will be subject to statutory limitation of the time within which proceedings may be brought; (c) will be subject to general principles of equity and, as such, specific performance and injunctive relief, being equitable remedies, may not be available; (d) may not be given effect to by a Cayman Islands court if and to the extent they constitute the payment of an amount which is in the nature of a penalty; and (e) may not be given effect by a Cayman Islands court to the extent that they are to be performed in a jurisdiction outside the Cayman Islands and such performance would be illegal under the laws of that jurisdiction.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the law of the Cayman Islands and, based on the Certificate of Good Standing, is in good standing as at the Certificate Date. Pursuant to the Companies Law (the “**Law**”), a company is deemed to be in good standing if all fees and penalties under the Law have been paid and the Registrar of Companies has no knowledge that the Company is in default under the Law.
2. When issued and paid for as contemplated by the Registration Statement and registered in the register of members of the Company, the Ordinary Shares will be validly issued, fully paid and non-assessable (which term when used herein means that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).
3. Upon the due issuance of the Warrants and/or Units, and payment of the consideration therefor, such Warrants and Units will be validly issued and will constitute valid and binding obligations of the Company in accordance with the terms thereof

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm under the caption “Enforcement of Civil Liabilities” in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman
Conyers Dill & Pearman

Morgan Lewis

March 12, 2020

Meten EdtechX Education Group Ltd.
c/o Meten International Education Group
3rd Floor, Tower A, Tagen Knowledge & Innovation Center
2nd Shenyun West Road, Nanshan District
Shenzhen, Guangdong Province 518045
The People's Republic of China

Re: Registration Statement of Meten EdtechX Education Group Ltd. on Form F-4 (Registration No. 333-235859)

Ladies and Gentlemen:

We have acted as United States counsel to Meten EdtechX Education Group Ltd., a Cayman Islands company (the "Company"), in connection with the registration by the Company with the United States Securities and Exchange Commission of 10,355,000 warrants entitling the holder to purchase one ordinary share ("Ordinary Shares") of the Company at a price of US\$11.50 per Ordinary Share ("Warrants") and 250,000 units of the Company (with each unit consisting of one Ordinary Share and one Warrant) ("Units"), pursuant to a Registration Statement on Form F-4, Registration No. 333-235859, initially filed by the Company with the Commission on January 9, 2020 (as amended, the "Registration Statement"). Upon closing of the mergers contemplated by that certain Agreement and Plan of Reorganization, dated as of December 12, 2019 (as amended), by and among the Company, EdtechX Holdings Acquisition Corp., a Delaware corporation ("EdtechX") and certain other parties named therein, (i) each of the 10,355,000 outstanding warrants of EdtechX (including warrants issuable upon the exercise of outstanding unit purchase options of EdtechX) (the "EdtechX Warrants") will be converted into a Warrant, and (ii) each of the outstanding unit purchase options of EdtechX dated October 10, 2018 to purchase an aggregate of 250,000 units of EdtechX will be converted into unit purchase options of the Company to purchase Units (the "Unit Purchase Options"), and the aforementioned conversion of the outstanding EdtechX Warrants and unit purchase options of EdtechX, collectively, the "Conversion").

The Warrants will be governed by an Amended and Restated Warrant Agreement (the "Restated Warrant Agreement") to be entered into by the Company and Continental Stock Transfer & Trust Company, as warrant agent (the "Warrant Agent"), which will amend and restate the Warrant Agreement dated October 5, 2018 between EdtechX and the Warrant Agent pursuant to which the EdtechX Warrants were issued (the "Original Warrant Agreement").

We have examined the Original Warrant Agreement, the form of Restated Warrant Agreement, and such other documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company. We have assumed that the Warrant Agent is validly existing, has duly authorized, executed and delivered the Original Warrant Agreement, will duly authorize, execute and delivery the Restated Warrant Agreement and had and/or has all requisite legal ability to do so.

Based upon the foregoing, we are of the opinion that, upon the Conversion,

(i) the Warrants will be legally binding obligations of the Company except: (a) as enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws, and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought; and

(ii) upon the exercise of the Unit Purchase Options in accordance with their terms and the issuance of the Units, the Units will be legally binding obligations of the Company except: (a) as enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws, and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

We are opining solely on all applicable statutory provisions the laws of the State of New York. Our opinion is based on these laws as in effect on the date hereof and as of the effective date of the Registration Statement, and we assume no obligation to revise or supplement this opinion after the effective date of the Registration Statement should the law be changed by legislative action, judicial decision, or otherwise. We express no opinion as to whether the laws of any other jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any other Federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP
Morgan, Lewis & Bockius LLP
