
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

METEN EDTECHX EDUCATION GROUP LTD.

(Exact Name of Registrant as Specified in Its Charter)

Cayman Islands
(State or Other Jurisdiction of
Incorporation or Organization)

Not Applicable
(I.R.S. Employer
Identification No.)

**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, of Principal Executive Offices)

2020 Share Incentive Plan of Meten EdtechX Education Group Ltd.

(Full Title of the Plan)

**Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711
+1 302-738-6680**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth 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
Non-accelerated filer

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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary shares, US\$0.0001 par value per share, issuable under the 2020 Share Incentive Plan of Meten EdtechX Education Group Ltd.	3,581,706 ⁽¹⁾	\$ 8.56 ⁽²⁾	\$ 30,659,403.36 ⁽²⁾	\$ 3,979.59
Ordinary shares, US\$0.0001 par value per share, previously issued and registered for resale (3)	40,000	\$ 8.56	\$ 342,400.00	-(4)
Total	3,621,706		\$ 31,001,803.36	\$ 3,979.59

- (1) This Registration Statement covers, in addition to the number of ordinary shares of Meten EdtechX Education Group Ltd., a Cayman Islands corporation (the “Company”, the “Registrant”, “we”, “us” or “our”), par value US\$0.0001 per share (the “ordinary shares”), stated above, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), an additional indeterminate number of shares, options and rights that may be offered or issued as a result of one or more adjustments under the 2020 Share Incentive Plan of Meten EdtechX Education Group Ltd. (the “Plan”) to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.
- (2) Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the Proposed Maximum Aggregate Offering Price with respect to the Plan is calculated as the product of 3,581,706 ordinary shares issuable or reserved under the Plan multiplied by the average of the high and low prices for the Registrant’s ordinary shares as reported on the Nasdaq Capital Market on September 15, 2020.
- (3) Represents shares of restricted ordinary shares issued to employees, consultants and directors of the Registrant pursuant to the Plan.
- (4) Pursuant to Rule 457(h)(3) under the Securities Act, no additional filing fee is required with respect to these shares acquired pursuant to the Plan and offered for resale.

The Exhibit Index for this Registration Statement is at page 10.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by the Company relating to 3,581,706 ordinary shares, par value US\$0.0001 per share, available for issuance pursuant to future awards to eligible persons under the Plan. This Registration Statement also covers 40,000 ordinary shares previously issued under the Plan and registered for resale.

This Registration Statement contains two parts. The first part contains a “reoffer” prospectus prepared in accordance with Part I of Form F-3 (in accordance with Instruction C of the General Instructions to Form S-8). The reoffer prospectus permits reoffers and resales of those Shares referred to above that constitute “restricted securities,” within the meaning of Form S-8, by the selling shareholders named herein. The second part contains information required to be set forth in the Registration Statement pursuant to Part II of Form S-8.

REOFFER PROSPECTUS

40,000 ORDINARY SHARES

METEN EDTECHX EDUCATION GROUP LTD.

This prospectus relates to 40,000 ordinary shares, par value US\$0.0001 per share of the Company, which may be offered from time to time by the selling shareholders of the Company, named herein, for such selling shareholders' own account. We will not receive any proceeds from any sale of ordinary shares offered pursuant to this prospectus.

The selling shareholders may offer and sell the ordinary shares at various times and in various types of transactions, including sales in the open market, sales in negotiated transactions and sales by a combination of these methods. The ordinary shares may be sold at the market price of the ordinary shares at the time of a sale, at prices relating to the market price over a period of time, or at prices negotiated with the buyers of shares. The ordinary shares may be sold through underwriters or dealers that the selling shareholders may select. If underwriters or dealers are used to sell the ordinary shares, we will name them and describe their compensation in a prospectus supplement. For a description of the various methods by which the selling shareholders may offer and sell the ordinary shares described in this prospectus, see the section entitled "Plan of Distribution."

Our ordinary shares, par value US\$0.0001, are currently listed on the Nasdaq Capital Market under the symbol "METX." On September 15, 2020, the closing price for the ordinary shares on the Nasdaq Capital Market was US\$8.51 per ordinary share.

Investing in our ordinary shares involves risks. See "Risk Factors" beginning on page 3 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities described herein or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is September 18, 2020.

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THE COMPANY

We are a leading English language training (“ELT”) service provider in China. China’s ELT market is segmented into general ELT, test-oriented ELT and after-school language training sectors. General ELT refers to services that help students improve their English language skills, particularly their English communication skills. Test-oriented ELT refers to services that help students achieve higher scores in specific standardized tests, including TOEFL, IELTS, GRE, SAT and other international standardized examinations. After-school language training refers to academic English language training services provided to K-12 students.

We offer a comprehensive ELT service portfolio comprising general adult ELT, junior ELT, overseas training services, online ELT and other English language-related services to students from a wide range of age groups. We conduct our business through our synergetic offline-online business model, which maximizes the compatibility within our business segments to scale up at relatively low costs. As of June 30, 2020, we had a nationwide offline learning center network of 112 self-operated learning centers (including 19 learning centers under the “ABC” brand of ABC Education Group, which we acquired in June 2018) covering 29 cities in 15 provinces, autonomous regions and municipalities in China, and 16 franchised learning centers (including four franchised learning centers under the “ABC” brand) covering 17 cities in 14 provinces and municipalities in China. Leveraging our experience gained from operating offline learning centers, we launched our online English learning platform “Likeshuo” in 2014 to further expand our service reach to a larger student base. As of June 30, 2020, we had approximately 1.6 million registered users on our “Likeshuo” platform and cumulatively over 0.3 million paying users who purchased our online ELT courses or trial lessons. As of the same date, the cumulative number of student enrollments for our online ELT courses since 2014 was approximately 157,000 and we had delivered over 4.8 million accumulated course hours to our students online. We also have opened four experiential marketing stores in China to enable our prospective students to obtain in-person experience of live streaming online ELT courses delivered on our “Likeshuo” platform. We take advantage of our business model of combining our offline learning center network and online platform to deepen our market penetration and further develop our business.

Our qualified personnel, centralized management system driven by artificial intelligence, and technical expertise enable us to create a learning environment that caters to the specific learning demands of our students. We have a high-caliber teaching staff and an experienced content development team, who are supported by our centralized teaching and management systems to optimize our students’ learning experiences. As of June 30, 2020, we had a team of 2,122 full-time teachers, study advisors and teaching service staff, of which 984 were study advisors and teaching service staff for our offline and online businesses. As of the same date, we also had 305 full-time and part-time foreign teachers from English-speaking countries for our offline ELT services. We have a dedicated content development team focusing on developing practical and innovative education materials independently and in collaboration with our strategic partners. We have built highly centralized and scalable management systems to manage our teaching, marketing, finance and human resources activities across our offline and online businesses. In addition to our management systems, we have made significant investments in developing platforms and systems to support our teaching activities. For example, we utilize the intelligent tracking and learning coaching function of our artificial intelligence-driven teaching management systems to record and analyze our students’ real-time learning process and personalize the course content to address their learning needs.

Our principal executive offices are located at 3rd Floor, Tower A, Tagen Knowledge & Innovation Center, 2nd Shenyun West Road, Nanshan District, Shenzhen, Guangdong Province 518000, the People’s Republic of China. Our telephone number at this address is +86 755 8294 5250 and our fax number is +86 755 8299 5963. Our registered office in the Cayman Islands is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. Our agent for service of process in the United States is Puglisi & Associates, located at 850 Library Avenue, Suite 204, Newark, Delaware 19711. Our corporate website is www.investor.metenedu-edtechx.com. The information contained on our website is not part of this prospectus.

FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that are based on our current expectations, assumptions, estimates and projections about us and our industry. All statements other than statements of historical fact in this prospectus are forward-looking statements. These forward-looking statements are made under the “safe harbor” provision under Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as defined in the Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements.

In some cases, these forward-looking statements can be identified by words and phrases such as “may,” “should,” “intend,” “predict,” “potential,” “continue,” “will,” “expect,” “anticipate,” “estimate,” “plan,” “believe,” “is /are likely to” or the negative form of these words and phrases or other comparable expressions. The forward-looking statements included in this prospectus relate to, among other things:

- our goals and growth strategies;
- our future prospects and market acceptance of our courses and other products and services;
- our future business development, financial condition and results of operations;
- expected changes in our revenue, costs or expenditures;
- our ability to retain and increase our student enrollment;
- our plans to expand and enhance our courses and other products and services;
- our ability to engage, train and retain new teachers and consultants;
- our ability to maintain and improve technology infrastructure necessary to operate our online platform;
- our expectations regarding the demand for, and market acceptance of, our services and our brands;
- general economic and business conditions in the markets in which we operate;
- growth and competition in the ELT markets;
- relevant government policies and regulations relating to our corporate structure, business and industry;
- the impact of the outbreak of the coronavirus disease (“COVID-19”) and other pandemic or natural disaster; and
- the assumptions underlying or related to any of the foregoing.

These forward-looking statements involve various risks, assumptions and uncertainties. Although we believe that our expectations expressed in these forward-looking statements are reasonable, our expectations may turn out to be incorrect. Our actual results could be materially different from or worse than our expectations. You should read this prospectus and the documents that we refer to in this prospectus with the understanding that our actual future results may be materially different from and worse than what we expect. Other sections of this prospectus include additional factors which could adversely impact our business and financial performance. Moreover, we operate in an evolving environment. New risk factors and uncertainties emerge from time to time and it is not possible for our management to predict all risk factors and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We qualify all of our forward-looking statements by these cautionary statements.

You should not rely upon forward-looking statements as predictions of future events. The forward-looking statements made in this prospectus relate only to events or information as of the date on which the statements are made in this prospectus. All forward-looking statements included herein attributable to us or other parties or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We undertake no obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, after the date of this prospectus or to reflect the occurrence of unanticipated events, except as otherwise required by the U.S. federal securities laws.

RISK FACTORS

Investing in our ordinary shares involves a high degree of risk. You should carefully consider the risks and uncertainties described in this prospectus and the documents incorporated herein by reference, including the risks described under the headings “Risk Factors” in the documents incorporated herein by reference, including in our Annual Report on Form 20-F for the fiscal year ended December 31, 2019, and any risk factors set forth under the heading “Risk Factors” in our Registration Statement on Form F-1 filed with the SEC on July 24, 2020, as amended, and in our other filings that we make with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, including our Annual Reports on Form 20-F and Reports of Foreign Private Issuer on Form 6-K, as well as other information we include or incorporate by reference. Our business, financial condition or results of operations could be materially adversely affected by the materialization of any of these risks. The trading price of our securities could decline due to the materialization of any of these risks, and you may lose all or part of your investment.

USE OF PROCEEDS

The proceeds from the sale of the ordinary shares offered pursuant to this prospectus are solely for the account of the selling shareholders. We will not receive any of the proceeds from any sale of ordinary shares by the selling shareholders.

SELLING SHAREHOLDERS

This prospectus covers the public resale of our ordinary shares owned by the selling shareholders referred to below. Such selling shareholders may from time to time offer and sell pursuant to this prospectus any or all of the ordinary shares owned by them. The selling shareholders, however, make no representations that the ordinary shares will be offered for sale. The table below presents information regarding the selling shareholders and the ordinary shares and/or warrants that each may offer and sell from time to time under this prospectus.

The ordinary shares being registered by this prospectus consist of 40,000 ordinary shares that are currently held by the selling shareholders, and were issued to the selling shareholders pursuant to award agreements by and between the Company and the selling shareholders under the Plan in connection with their service with the Company. All of the selling shareholders are current or former employees, directors or consultants of the Company.

We are registering these ordinary shares to permit the selling shareholders to resell these ordinary shares when they deem appropriate. The selling shareholders may resell all, a portion, or none of the ordinary shares, at any time and from time to time. The selling shareholders may also sell, transfer or otherwise dispose of some or all of the ordinary shares in transactions exempt from the registration requirements of the Securities Act, as amended. We do not know when or in what amounts the selling shareholders may offer the ordinary shares for sale under this prospectus.

The following table sets forth: (i) the name of each selling shareholder and (ii) the number of ordinary shares that may be offered for resale for the account of the selling shareholder under this prospectus.

Selling Shareholder	Shares Beneficially Owned (1)	Percentage of Ordinary Shares Beneficially Owned	Number of Shares Being Offered	Beneficially Owned After this Reoffer Prospectus	Percentage of Ordinary Shares Beneficially Owned After this Reoffer Prospectus
Benjamin Vedrenne-Cloquet	4,297,500	7.52%	20,000(2)	4,277,500	7.48%
Charles McIntyre	4,297,500	7.52%	20,000(2)	4,277,500	7.48%

(1) As used in this table, a beneficial owner of a security includes any person who, directly or indirectly, through contract, arrangement, understanding or otherwise has or shares (i) the power to vote or direct the voting of such security or (ii) investment power, which includes the power to dispose or to direct the disposition of such security. In addition, a person is deemed to be the beneficial owner of a security, if that person has the right to acquire beneficial ownership of such security within 60 days. Without limiting the generality of the foregoing, includes shares originally issued to the above named person and held as of September 15, 2020, pursuant to trust and other estate and retirement planning arrangements in favor of other third parties that may be deemed the beneficial owner thereof.

PLAN OF DISTRIBUTION

The purpose of this reoffer prospectus is to allow the selling shareholders to offer for sale and sell all or a portion of their shares acquired in connection with the provision of services to the Company. The selling shareholders may sell the ordinary shares registered pursuant to this reoffer prospectus directly to purchasers or through broker-dealers or agents, who may receive compensation in the form of discounts, concessions or commissions from the selling shareholders or the purchasers. These commissions as to any particular broker-dealer or agent may be in excess of those customary in the types of transactions involved. Neither we nor the selling shareholders can presently estimate the amount of this compensation.

The ordinary shares offered under this reoffer prospectus may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of sale, at prices related to the prevailing market prices, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected in transactions, which may involve block transactions, on any national securities exchange on which the Company's ordinary shares may be then-listed.

The aggregate proceeds to the selling shareholders from the sale of the ordinary shares will be the purchase price of the ordinary shares less discounts and commissions, if any. The selling shareholders reserve the right to accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of the ordinary shares to be made directly or through agents. We will not receive any of the proceeds from a sale of the ordinary shares by the selling shareholders.

The selling shareholders and any broker-dealers or agents that participate in the sale of the ordinary shares may be deemed to be "underwriters" under the Securities Act. Any discounts, commissions, concessions or profit they earn on any resale of the ordinary shares may be underwriting discounts and commissions under the Securities Act. If a selling shareholder is an "underwriter" under the Securities Act, the selling shareholder will be subject to the prospectus delivery requirements of the Securities Act.

For so long as the Company does not meet the requirements for registering securities on Form F-3, the ordinary shares to be offered or resold by means of this reoffer prospectus by the selling shareholders may not exceed, during any three-month period, the amount specified in Rule 144(e) under the Securities Act. In addition, on or after March 31, 2021, any securities covered by this reoffer prospectus which qualify for sale pursuant to Rule 144 of the Securities Act may be sold under Rule 144 of the Securities Act rather than pursuant to this reoffer prospectus.

There can be no assurance that the selling shareholders will sell any or all of the securities offered by them hereby.

LEGAL MATTERS

The validity of the ordinary shares to be offered by this prospectus and certain legal matters as to Cayman Islands law have been passed upon by Conyers Dill & Pearman.

EXPERTS

The consolidated financial statements of Meten EdtechX Education Group Ltd. as of December 31, 2019, and for the period from September 27, 2019 (Inception) to December 31, 2019 and the consolidated financial statements of Meten International Education Group (“Meten”) as of December 31, 2019 and 2018, and for each of the years in the three-year period ended December 31, 2019 have been incorporated herein by reference in reliance upon the report of KPMG Huazhen LLP, an independent registered public accounting firm, incorporated herein by reference, and are upon the authority of said firm as experts in accounting and auditing. The audit report covering Meten’s consolidated financial statements refers to a change in the method of accounting for leases in 2019.

WHERE YOU CAN FIND MORE INFORMATION

We file annual reports and other information with the Securities and Exchange Commission (the “Commission”) under the Exchange Act. Our Commission filings, including the complete registration statement of which this prospectus is a part, are available to the public from commercial document retrieval services and also available at the Internet website maintained by the Commission at www.sec.gov.

PART I

INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents of the Company previously filed or furnished by the Registrant with the Commission are incorporated herein by reference in this Registration Statement:

- (a) The Company's Annual Report on Form 20-F for its fiscal year ended December 31, 2019, filed with the Commission on June 4, 2020 (Commission File No. 001-39258);
- (b) The Company's current report on Form 6-K, furnished on August 31, 2020 (Commission File No. 001-39258) under the Exchange Act;
- (c) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by its Annual Report referred to in (A) above (other than information deemed to have been "furnished" rather than "filed" in accordance with the SEC's rules); and
- (d) The description of the Company's ordinary shares contained in the Company's Registration Statement on Form F-1 (Commission File No. 333-240081), originally filed with the Commission on July 24, 2020 and as subsequently amended.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that, unless expressly incorporated into this registration statement, documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Cayman Islands law does not limit the extent to which a company's articles of association may provide indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Island courts to be contrary to the public interest, such as providing indemnification against civil fraud or the consequences of committing a crime. The Registrant's amended and restated memorandum and articles of association provides for indemnification of officers and directors to maximum extent permitted by law, including for any liability incurred in their capacities as such, except through their 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 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

Item 9. Undertakings.

(a) 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;

(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 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 a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(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;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in the post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act 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 Commission such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4.1	<u>2020 Share Incentive Plan of Meten EdtechX Education Group Ltd (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form F-4 filed with the Commission on March 6, 2020 (registration number 333-235859))</u>
5.1	<u>Opinion of Conyers Dill & Pearman (opinion re legality)</u>
23.1	<u>Consent of KPMG Huazhen LLP</u>
23.2	<u>Consent of Conyers Dill & Pearman (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included in this Registration Statement under "Signatures")</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shenzhen, China, on September 18, 2020.

Meten EdtechX Education Group Ltd.

By: /s/ Siguang Peng

Name: Siguang Peng

Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Siguang Peng as his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
By: <u>/s/ Siguang Peng</u> Siguang Peng	Chief Executive Officer (Principal Executive Officer)	September 18, 2020
By: <u>/s/ Wong Heung Ming, Henry</u> Wong Heung Ming, Henry	Chief Financial Officer (Principal Financial Officer)	September 18, 2020
By: <u>/s/ Yupeng Guo</u> Yupeng Guo	Director	September 18, 2020
By: <u>/s/ Jishuang Zhao</u> Jishuang Zhao	Director	September 18, 2020
By: <u>/s/ Yongchao Chen</u> Yongchao Chen	Director	September 18, 2020
By: <u>/s/ Yanli Chen</u> Yanli Chen	Director	September 18, 2020
By: <u>/s/ Zhiyi Xie</u> Zhiyi Xie	Director	September 18, 2020
By: <u>/s/ Ying Cheng</u> Ying Cheng	Director	September 18, 2020
By: <u>/s/ Benjamin Vedrenne-Cloquet</u> Benjamin Vedrenne-Cloquet	Director	September 18, 2020
By: <u>/s/ Charles McIntyre</u> Charles McIntyre	Director	September 18, 2020

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this registration statement in Newark, Delaware on September 18, 2020.

Puglisi & Associates

By: /s/ Donald J. Puglisi
Donald J. Puglisi
Managing Director

18 September 2020

Matter No.: 832124

Doc Ref: 106384332

(852) 2842 9556

Christopher.Bickley@conyers.com

Meten EdtechX Education Group Ltd.
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Dear Sirs,

Re: Meten EdtechX Education Group Ltd. (the “Company”)

We have acted as special Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 filed by the Company with the United States Securities and Exchange Commission (the “**Commission**”) on or about the date hereof (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 of an aggregate of 3,581,706 ordinary shares, par value US\$0.0001 per share (the “**Shares**”) to be issued pursuant to the 2020 share incentive plan of the Company (the “**2020 Plan**”, 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).

For the purposes of giving this opinion, we have examined and relied upon copies of the following documents:

- (i) the Registration Statement; and
- (ii) the 2020 Plan.

We have also reviewed and relied upon (1) the Amended and Restated Memorandum and Articles of Association of the Company, (2) a copy of the written resolutions of the sole director of the Company dated 5 March 2020 and a copy of the written resolutions of the sole shareholder of the Company dated 5 March 2020 (collectively, the “**Resolutions**”), (3) a certificate of good standing of the Company dated 28 August 2020 (the “**Certificate Date**”) and (4) 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 of documents (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) the accuracy and completeness of all factual representations made in the Registration Statement, the 2020 Plan and other documents reviewed by us, (c) that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended, (d) 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, (e) that upon issue of any Shares to be sold by the Company the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, (f) 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 and will have become effective, (g) that on the date of issuance of any of the Shares, the Company will have sufficient authorised but unissued Shares, and (h) that on the date of issuance of any award under the 2020 Plan, the Company will be able to pay its liabilities as they become due.

We express no opinion with respect to the issuance of Shares pursuant to any provision of the 2020 Plan that purports to obligate the Company to issue Shares following the commencement of a winding up or liquidation. 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. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Shares by the Company and is not to be relied upon in respect of any other matter.

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. The Shares, when issued and paid for in accordance with the 2020 Plan, will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue or holding of such shares).

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we come 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

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Meten EdtechX Education Group Ltd.:

We consent to the use of our report dated June 3, 2020, with respect to the consolidated balance sheet of Meten EdtechX Education Group Ltd. and the subsidiaries as of December 31, 2019, the related consolidated statements of comprehensive loss, changes in shareholder's deficit, and cash flows for the period from September 27, 2019 (inception) to December 31, 2019, and the related notes incorporated herein by reference.

/s/ KPMG Huazhen LLP

Shenzhen, China
September 18, 2020

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Meten International Education Group:

We consent to the use of our report dated June 3, 2020, with respect to the consolidated balance sheets of Meten International Education Group and the subsidiaries as of December 31, 2018 and 2019, the related consolidated statements of comprehensive income (loss), changes in deficit, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes, incorporated herein by reference.

Our report refers to a change in the method of accounting for leases in 2019.

/s/ KPMG Huazhen LLP

Shenzhen, China
September 18, 2020
