

For the month ended

Monthly Return of Equity Issuer on Movements in Securities

(dd/mm/yyyy) :	28/02/2019		
To : Hong Kong Exchanges an	d Clearing Limited		
	ingsley Edugroup Limited 5/03/2019	<u></u>	
I. Movements in Authorised Sh	are Capital		
1. Ordinary Shares			
(1) Stock code : <u>8105</u>	Description : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding i	month 1,000,000,000	HK\$0.01	HK\$10,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	1,000,000,000	HK\$0.01	HK\$10,000,000
(2) Stock code :	Description :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding I	month		
Increase/(decrease)			
Balance at close of the month			

preference	(State	Authorised share capital (State currency)
	_	
tion :		
classes of	(State	capital
	_	
	tion : No. of other classes of shares	preference (State shares currency)

II. Movements in Issued Share Capital

	No. of ordir	nary shares	No of preference	e No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	800,000,000	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	800,000,000	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of No. of new shares of No. of new shares of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant thereto thereto as at close of including EGM Movement during the month approval date the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. (/ /) shares (Note 1) shares (Note 1) shares (Note 1) Total A. (Ordinary shares) (Preference shares) (Other class) Total funds raised during the month from exercise of options (State currency)

Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy) 1.	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></u> -		_
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	1 1 1	,				
2.	(/ /)				
				<u> </u>		_
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.	(/ /)				
						_
(/ /) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
	(/ /)				
4.						
						_
(/ /)						
Stock code (if listed) Class of shares						
Subscription price EGM approval date						
(if applicable)	(/ /)				
		Total B	s. (Ordina	ary shares)		=
			(Preferen	ice shares)		_
			(C	other class)		_

Convertibles (i.e. Convertible	into Shares of the	ne Issuer which	n are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
	_					
	_					
						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy))	(/ /)					
2.	(' ')					
	_					
Stock code (if listed)			<u> </u>			-
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3.	<u>—</u>					
	<u>—</u>					
	<u></u>					
			<u>.</u>			
Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
4.						
						
						
Stock code (if listed)	<u> </u>					
Class of shares						
issuable (Note 1)						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
(dd/11111/yyyy)	(/ /)		otal C. (Ordina	ary shares)		
		'	(Preferen	ce shares)		_
			(O	ther class)		=
İ			`	, 		_

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

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1		
shares (Note 1)		
2.		
Z		
(/ /)		
shares (Note 1)		
3.		
<u> </u>		
(/ /)		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		•
(Other class)		
	1	

	Tong (1)						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue			Class of shares				month
				issuable (Note 1)				
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State currency	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State currency	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		

								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
	Type of Issue								month
5.	Scrip dividend	At price :	State currency———	date : (dd/mm/yyyy)	(/ /			
6.	Repurchase of shares			(dd/mm/yyyy)		/			
7.	Redemption of shares			Class of shares redeemed (Note 1) Redemption date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		/)		
8.	Consideration issue	At price :	State currency——	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		/)	<u></u>	

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Class of shares		
	issuable (Note 1)		
Capital reorganisation	Issue and allotment (/ /) date : (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)		
	Class of sharesissuable (Note 1)		
10. Other (Please specify) At price : State currency	Issue and allotment (/ /) date : (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)		
	Total E. (Ordinar		
	shares Preference shares)	s)	-
	(Other class	s)	-
Total increase / (decrease) in ordinary shares dur	ring the month (i.e. Total of A to E): (1)	Nil
	(:	2)	N/A
Total increase / (decrease) in preference shares of	during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of sha E):	ares during the month (i.e. Total of A to)	N/A
(These figures should be the same as the relevar Capital").)	nt figures under II above ("Movements	in Issued SI	nare

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.
Remar	ks (if any):
Submit	tted by:CHEE SOCK KION
Title:	IN HOUSE SECRETARY (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.