

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/n	nm/yyyy): <u>31/05/2020</u>					
To : Hong Kong Exchanges and Clearing Limited							
Name of Issuer	Name of Issuer Kingsley Edugroup Limited						
Date Submitted	01/06/20	020					
I. Movements in Authorised	Share Ca	apital					
1. Ordinary Shares							
(1) Stock code : <u>8105</u>	_Descrip	otion : Ordinar	y Shares				
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of precedin	g month	1,000,000,000	HK\$0.01	HK\$10,000,000			
Increase/(decrease)		Nil	-	Nil			
Balance at close of the mont	th	1,000,000,000	HK\$0.01	HK\$10,000,000			
(2) Stock code :	_Descrip	otion :					
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of precedin	g month						
Increase/(decrease)			-				
Balance at close of the mont	th						

2. Preference Shares			
Stock code :Descrip	tion :		
	No. of preference shares	(State	Authorised share capital (State currency)
Balance at close of preceding month _		- <u></u>	
Increase/(decrease)		-	
Balance at close of the month _			
3. Other Classes of Shares			
Stock code :Descrip	tion :		
	No. of other classes of shares	(State	•
Balance at close of preceding month _			
Increase/(decrease)		_	
Balance at close of the month		-	
Total authorised share capital at the ecurrency):	nd of the month	(State HK\$1	0,000,000

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	ce 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 as at close of including EGM thereto Movement during the month approval date the month (dd/mm/yyyy) and class of shares issuable Granted Cancelled Lapsed Exercised 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 Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
2.						
(/ /)						-
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	()				
<u>3.</u>	(/ /	,				
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
4	(/ /)				
4.						
						_
(/ /) Stock code (if listed)						
Class of shares						
Culta a vintia a muisa						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
		Total B	(Ordina	ary charac)		
		10181 8	Preferen (ary shares) ice shares)		-
			· (O	Other class)		- -

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
1.	<u> </u>					
	<u> </u>					
	_					
O(1 1 ((() ())						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(/ /)					
2.	_					
	<u>—</u>					
-	_					
Stock code (if listed)	<u> </u>					
Class of shares						
issuable (Note 1)						
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)						
(dd/mm/yyyy)	(/ /)					
4.	<u> </u>					
	<u>—</u>					
	_					
Stock code (if listed)	<u> </u>					
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
(44,11111,333)	\ ' ' '		Total C. (Ordina	ary shares)		
			(Preferen	ce shares)		- -
				ther class)		_

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
4		
1		
-		
shares (Note 1)		
Silares (Note 1)		
2.		
shares (Note 1)		
3.		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		•
(Other class)		<u>.</u>

Ot	her Movements in	lssued Share Capital					
	Type of legue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue						
			Class of shares issuable (Note 1)				
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)	(/ /)		
			Ecivi approvar dato:	(/ /)		

								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———	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date:			/			
			(dd/mm/yyyy) Class of shares						
6.	Repurchase of shares		repurchased (Note 1) Cancellation date: (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)			/)		

Type of Issue					d	lo. of new shares of issuer issued luring the month oursuant 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)						
9. Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	(/	/ /)			
	EGM approval date: (dd/mm/yyyy)	(/	/ /)	ı		
	Class of shares issuable (Note 1)						
10. Other (Please specify) At price : State currency	Issue and allotment date: (dd/mm/yyyy)	(/	/ /)			
	EGM approval date: (dd/mm/yyyy)	(/	/ /)			
	Total I	E.)rdina			
	(Prefe		се	share share er cla	es) _		-
				, CIG			_
Total ingresses / (degreese) in ordinary shares du	ring the month (i.e. Total (of A	+o	_\.	(1)		Nil
Total increase / (decrease) in ordinary shares du	ning the month (i.e. Total t	OI A	lO I	⊏).	(1)(2)		N/A
Total increase / (decrease) in preference shares	during the month (i.e. Tota	al of	f A 1	to E):			N/A
Total increase / (decrease) in other classes of sh	,			,			N/A
E): (These figures should be the same as the releval Capital").)	nt figures under II above	("Mo	ove	men	ts in	Issued SI	hare

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 17.27A, 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 GEM of 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	rks (if any):				
	-				
Submit	tted by:CHEN KUN				
Title:	COMPANY 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 17.27A 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.