

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

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clearing	ng Limited		
Name of Issuer PW Me Date Submitted 01/02/2	edtech Group Limited 2016		
I. Movements in Authorised Share Cap	ital		
1. Ordinary Shares			
(1) Stock code : <u>1358</u> Descr	iption : PW MEI	OTECH	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	5,000,000,000	US\$0.0001	US\$500,000.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	5,000,000,000	US\$0.0001	US\$500,000.00
(2) Stock code : N/A Descr	iption :	N/A	Δ
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

31/01/2016

2. Preference Shares				
Stock code : N/A	Description :	tion: N/A		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding 1	month			
Increase/(decrease)	_			
Balance at close of the month				
3. Other Classes of Shares				
Stock code : N/A	Description :	N/A	Δ	
	No. of other classes of share	Par value (State s currency)	Authorised share capital (State currency)	
Balance at close of preceding i	month			
Increase/(decrease)		_		
Balance at close of the month				
Total authorised share capital a currency):	at the end of the month (Star	te US\$50	0,000.00	

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	No. of other classes	
	(1) (2)		shares	of shares	
Balance at close of preceding month	1,673,022,168	N/A	N/A	N/A	
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A	
Balance at close of the month	1,673,022,168	N/A	N/A	<u>N/A</u>	

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of share No. of new shares of No. of new shares of option scheme issuer issued during issuer which may be including EGM the month pursuant issued pursuant thereto approval date as at close of the month thereto Movement during the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. Pre-IPO Share Nil Nil Nil Nil Nil 3,041,637 Option Scheme Exercise Price: RMB0.626 (03/07/2013) Ordinary shares (*Note 1*) 2. Share Option Nil Nil Nil Nil Nil Nil Scheme (14/10/2013) Ordinary shares (*Note 1*) 3. N/A shares (*Note 1*) Total A. (Ordinary shares) Nil (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency) Nil

Warrants to Issue Shares of the Is	suer which are t	o be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	-					
	_					
(/ /)	<u> </u>			·		· -
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
2. N/A	_					
	_					
		·		· -		-
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
3. N/A	-					
	-					
(/ /)	-					-
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
4. N/A	_					
	_					
(/ /)	<u> </u>	·				· -
C+==1===4= (:£1:=+=4)						
Class of shares						
issuable (<i>Note 1</i>) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
		Total	B (Ordi	nary shares) N/A		
		10.00		ence shares) N/A		-
				Other class) N/A		-
				·		<u>-</u>

Convertibles (i.e. Convertible in Class and description		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. N/A	8					-
	_					
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)	(/ /)					
(dd/mm/yyyy) 2. N/A	(/ /)					
2. IV/A	<u></u>					
Stock code (if listed)						-
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3. N/A						
	<u></u>					
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
4. N/A						
Stock code (if listed)	<u> </u>					
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
<u> </u>			Total C. (Ordin	nary shares) N/A	A	
			(Prefere	ence shares) $\frac{N/A}{N}$	A	• -
			(Other class) N/A	A	<u>-</u> ,

For Main Board and GEM listed issuers
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: 1. N/A	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
(/ /) shares (Note 1)		
2. N/A (//) shares (Note 1)		
3. N/A (//) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

	Type of Issue	n Issued Share Capital				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				
1.	Rights issue	At price : State	(Note 1) Issue and allotment	(/ /)		
1.	Rights issue	At price . currency	date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(,	N/A	N/A
			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)			N/A	N/A
			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)	(/ /)		
			(dd/llilli/yyyy)			N/A	N/A
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date: (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(444, 2222, 1997)			N/A	N/A

For Main Board and GEM listed issuers

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	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)			
5.	Scrip dividend	At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A
			Class of shares repurchased (<i>Note 1</i>)	Ordinary Shares		
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			AGM approval date:	(02/06/2015)		
			(dd/mm/yyyy)		NIL	(20,666,000)
			Class of shares redeemed (Note 1)			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date:	(/ /)		
			(dd/mm/yyyy)		N/A	N/A
			Class of shares issuable (Note 1)			
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			\ JJJJ/		N/A	N/A

			For Main l	Board	and GEM lis	ted issuers
	Type of Issue			i	No. of new shares of ssuer 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)		_		
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		~*/.
					N/A	N/A
		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)	(/ /)	N/A	N/A
		Total E. (P	Ordinary s reference s (Other	hares)	N/A	- - -
То	otal increase / (decrease) in ordinary shares during the	e month (i.e. Total of A to	E):	(1)		
To	otal increase / (decrease) in preference shares during	the month (i.e. Total of A	to E):	(2)	N/A N/A	
To	otal increase / (decrease) in other classes of shares du	uring the month (i.e. Total	of A to E):		N/A	

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):
N/A
Submitted by: <u>Tricor Investor Services Limited</u>
Title: Hong Kong Share Registrar
(Director, Secretary or other duly authorised officer)
Notes:

State the class of shares (e.g. ordinary, preference or other).

If there is insufficient space, please append the prescribed continuation sheet.

1.

2.