

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 04/01/2 | edtech Group Limited 2016 | | |
| I. Movements in Authorised Share Cap | ital | | |
| 1. Ordinary Shares | | | |
| (1) Stock code : 1358 Descri | 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 | <u>US\$0.0001</u> | US\$500,000.00 |
| (2) Stock code : N/A Descri | iption : | N/A | <u> </u> |
| | 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 | | | |

31/12/2015

| 2. Preference Shares | | | |
|---|-------------------------------|------------------------------------|---|
| Stock code : N/A | Description : | N/A | Δ |
| | 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 | 1,673,126,168 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | (104,000) | N/A | N/A | <u>N/A</u> |
| 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

approval date

(dd/mm/yyyy) and class of shares

Share Options (under Share Option Schemes of the Issuer) Particulars of share No. of new shares of option scheme issuer issued during including EGM

Movement during the month

issuer which may be the month pursuant issued pursuant thereto as at close of the month thereto

No. of new shares of

| 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. (Ordi | - | Nil | |
| | | | | | | |
| | | | (| (Other class) | N/A | |
| Total funds raised dur | | from exercise | | | | |
| options (State currence | ey) | | Nil | | | |
| | | | | | | |

| Warrants to Issue Shares of the Is | suer which are t | to 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> | | | | | |
| | - | | | | | |
| | - | | | | | <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 | | | | | | |
| | _ | | | | | |
| | <u> </u> | | | | | <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 | (/ / |) | | | | |
| 4. IV/A | - | | | | | |
| | - | | | | | |
| (/ /) | | · | | | | |
| | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / | <u> </u> | | | | |
| | | Total | B (Ordi | nary shares) N/A | | |
| | | 10tai | | ence shares) N/A | | = |
| | | | | Other class) N/A | | _ |
| | | | | · / | | - |

| Convertibles (i.e. Convertible i 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 (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 2. N/A | (' ') | | | | | |
| | | | | | | |
| | <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. 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 | (/ /) | | | | | |
| 4. IVA | | | | | | |
| | | | | | | |
| - | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| | | , | | nary shares) $\frac{N/A}{N/A}$ | | - |
| | | | | ence shares) $\frac{N/A}{N}$ Other class) $\frac{N}{A}$ | | - |
| | | | (1 | Onici Ciass) <u>11/7</u> | 1 | - |

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: | 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 (/ /) shares (Note 1) | | |
| 2. N/A (//) shares (Note 1) | | |
| 3. N/A (/ /) | | |
| 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 | Diahta isana | At maios . 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 | | | | |
| | | G | (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) | | | 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) | | | N/A | N/A |

For Main Board and GEM listed issuers

| | | | | | No. of new shares of issuer issued | No. of new shares of issuer which |
|----|----------------------|-----------------------------|---|--------------------|--|--|
| | Type of Issue | | | | during the month pursuant thereto | 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 (Note 1) | Ordinary shares | | |
| 6. | Repurchase of shares | | Cancellation date : (dd/mm/yyyy) | (28/12/2015) | | |
| | | | AGM approval date: (dd/mm/yyyy) | (02/06/2015) | (404.000) | . |
| | | | | | (104,000) | <u>Nil</u> |
| | | | Class of shares redeemed (Note 1) | | | |
| 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | (/ /) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | | |
| | | | (dd.iiiil jjjj) | | 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) | | N/A | N/A |

For Main Board and GEM listed issuers

| | Type of Issue | | | is | No. of new shares of suer 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 |
| | | | Ordinary si reference si (Other | hares) | N/A | |
| | | | | | | |
| To | otal increase / (decrease) in ordinary shares during th | ne month (i.e. Total of A to | E): | (1) | (104,000) |) |
| | | | E) | (2) | N/A | |
| | otal increase / (decrease) in preference shares during | | | | N/A | |
| To | otal increase / (decrease) in other classes of shares du | 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 |
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| |
| |
| |
| Submitted by: Tricor Investor Services Limited |
| |
| Title: Hong Kong Share Registrar |
| (Director, Secretary or other duly authorised officer) |
| |
| |
| $\mathcal{M}_{\mathcal{A}}$ |
| 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.