

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended (dd/mm/yyyy) : 30/11/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Goldway Education Group Limited

Date Submitted 04/12/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 8160 Description : Ordinary Shares

|                                     | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
|-------------------------------------|------------------------|------------------|---------------------------------|
| Balance at close of preceding month | <u>2,000,000,000</u>   | <u>0.01</u>      | <u>20,000,000.00</u>            |
| Increase/(decrease)                 | <u>NIL</u>             |                  | <u>NIL</u>                      |
| Balance at close of the month       | <u>2,000,000,000</u>   | <u>0.01</u>      | <u>20,000,000.00</u>            |

(2) Stock code : N/A Description : N/A

|                                     | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
|-------------------------------------|------------------------|----------------------------|---|
| Balance at close of preceding month | <u>NIL</u>             | <u>N/A</u>                 | <u>NIL</u>                                |
| Increase/(decrease)                 | <u>NIL</u>             |                            | <u>NIL</u>                                |
| Balance at close of the month       | <u>NIL</u>             | <u>N/A</u>                 | <u>NIL</u>                                |

## 2. Preference Shares

|  |                                |  |  |
|--|--------------------------------|--|--|
| Stock code : <u>  N/A  </u> Description : <u>  N/A  </u> |                                |  |  |
|  | No. of<br>preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                      | <u>  NIL  </u>                 | <u>  N/A  </u>                             | <u>  NIL  </u>   |
| Increase/(decrease)                                      | <u>  NIL  </u>                 |  | <u>  NIL  </u>   |
| Balance at close of the month                            | <u>  NIL  </u>                 | <u>  N/A  </u>                             | <u>  NIL  </u>   |

## 3. Other Classes of Shares

|  |                                      |  |  |
|--|--------------------------------------|--|--|
| Stock code : <u>  N/A  </u> Description : <u>  N/A  </u> |                                      |  |  |
|  | No. of other<br>classes of<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                      | <u>  NIL  </u>                       | <u>  N/A  </u>                             | <u>  NIL  </u>   |
| Increase/(decrease)                                      | <u>  NIL  </u>                       |  | <u>  NIL  </u>   |
| Balance at close of the month                            | <u>  NIL  </u>                       | <u>  N/A  </u>                             | <u>  NIL  </u>   |

Total authorised share capital at the end of the month  
(*HK\$*) :

  20,000,000.00

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| Balance at close of preceding month   | 522,500,000            | NIL | NIL                     | NIL                            |
| Increase/ (decrease) during the month | NIL                    | NIL | NIL                     | NIL                            |
| Balance at close of the month         | 522,500,000            | NIL | NIL                     | NIL                            |

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|--|---------------------------|-----------|----------------------------|--------|--|---|
|  | Granted                   | Exercised | Cancelled                  | Lapsed |  |   |
| 1. N/A<br>_____<br>_____<br>_____<br>( / / )<br>_____<br>shares<br>(Note 1)                              |                           |           |                            |        |  |   |
| 2. N/A<br>_____<br>_____<br>_____<br>( / / )<br>_____<br>shares<br>(Note 1)                              |                           |           |                            |        |  |   |
| 3. N/A<br>_____<br>_____<br>_____<br>( / / )<br>_____<br>shares<br>(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 Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)  | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---------------------------------|--|----------------------------------|---|---|---|
| 1. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| 2. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| 3. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| 4. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| Total B.  |                                 |  |                                  |   | (Ordinary shares) _____   | NIL   |
|   |                                 |  |                                  |   | (Preference shares) _____   | N/A   |
|   |                                 |  |                                  |   | (Other class) _____   | N/A   |

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. N/A<br>_____<br>_____<br>_____  |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| 2. N/A<br>_____<br>_____<br>_____  |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| 3. N/A<br>_____<br>_____<br>_____  |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| 4. N/A<br>_____<br>_____<br>_____  |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| Total C. (Ordinary shares) _____ NIL<br>(Preference shares) _____ N/A<br>(Other class) _____ N/A   |                                |                                    |                            |                              |  |   |

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  |  |   |
| ( / / )   |  |   |
| shares (Note 1)   |  |   |
| Total D. (Ordinary shares)  | NIL  |   |
| (Preference shares)   | N/A  |   |
| (Other class)   | N/A  |   |

Other Movements in Issued Share Capital

| 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 |
|-----------------|---|--|---|
| 1. Rights issue | At price : State currency _____                 |  |   |
|                 | Class of shares issuable (Note 1) _____         |  |   |
|                 | Issue and allotment date : (dd/mm/yyyy) ( / / ) |  |   |
|                 | EGM approval date: (dd/mm/yyyy) ( / / )         |  |   |
|                 |   | N/A  | N/A   |
| 2. Open offer   | At price : State currency _____                 |  |   |
|                 | Class of shares issuable (Note 1) _____         |  |   |
|                 | Issue and allotment date : (dd/mm/yyyy) ( / / ) |  |   |
|                 | EGM approval date: (dd/mm/yyyy) ( / / )         |  |   |
|                 |   | N/A  | N/A   |

| 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 |
|-------------------------|---------------------------------|--|--|---|
| 3. Placing              | At price : State currency _____ | Class of shares _____<br>issuable (Note 1)<br><br>Issue and allotment date : ( dd / mm / yyyy )<br><br>EGM approval date: ( dd / mm / yyyy ) | N/A  | N/A   |
| 4. Bonus issue          |                                 | Class of shares _____<br>issuable (Note 1)<br><br>Issue and allotment date : ( dd / mm / yyyy )<br><br>EGM approval date: ( dd / mm / yyyy ) | N/A  | N/A   |
| 5. Scrip dividend       | At price : State currency _____ | Class of shares _____<br>issuable (Note 1)<br><br>Issue and allotment date : ( dd / mm / yyyy )<br><br>EGM approval date: ( dd / mm / yyyy ) | N/A  | N/A   |
| 6. Repurchase of shares |                                 | Class of shares _____<br>repurchased (Note 1)<br><br>Cancellation date : ( dd / mm / yyyy )<br><br>EGM approval date: ( dd / mm / yyyy )     | N/A  | N/A   |

| 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 |
|----------------------------|---------------------------------|---|--|---|
| 7. Redemption of shares    |                                 | Class of shares _____<br>redeemed ( <i>Note 1</i> )<br><br>Redemption date : ( / / )<br>(dd/mm/yyyy)<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy)          | <u>N/A</u>   | <u>N/A</u>  |
| 8. Consideration issue     | At price : State currency _____ | Class of shares _____<br>issuable ( <i>Note 1</i> )<br><br>Issue and allotment date : ( / / )<br>(dd/mm/yyyy)<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | <u>N/A</u>   | <u>N/A</u>  |
| 9. Capital reorganisation  |                                 | Class of shares _____<br>issuable ( <i>Note 1</i> )<br><br>Issue and allotment date : ( / / )<br>(dd/mm/yyyy)<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | <u>N/A</u>   | <u>N/A</u>  |
| 10. Other (Please specify) | At price : State currency _____ | Class of shares _____<br>issuable ( <i>Note 1</i> )<br><br>Issue and allotment date : ( / / )<br>(dd/mm/yyyy)<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | <u>N/A</u>   | <u>N/A</u>  |
| Total E. (Ordinary shares) |                                 |   | <u>NIL</u>   |   |
| (Preference shares)        |                                 |   | <u>N/A</u>   |   |
| (Other class)              |                                 |   | <u>N/A</u>   |   |



|   |     |     |
|---|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | NIL |
|   | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | N/A |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |     |

Remarks (if any):

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Submitted by: TSANG HIU SAN

Title: SECRETARY  
(Director, Secretary or other duly authorised officer)

Notes :

1. State the class of shares (e.g. ordinary, preference or other).
2. If there is insufficient space, please append the prescribed continuation sheet.