

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Goldway Education Group Limited

Date Submitted 02/03/2017

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 preference shares | Par value (<i>State currency</i>) | Authorised share capital (<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 classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<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 | | | | | | |
| (/ /) shares | | | | | | |
| (Note 1) | | | | | | |
| 2. N/A | | | | | | |
| (/ /) 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 Issuer which are 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 | | | | | | |
| (/ /) | | | | | | |
| 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 | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (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 | | | | | | |
| 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 | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. N/A | | | | | | |
| 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) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| Total C. (Ordinary shares) | | | | | NIL | |
| (Preference shares) | | | | | N/A | |
| (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 (<i>Note 1</i>) | | |
| 2. N/A _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>) | | |
| 3. N/A _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>) | | |
| _____ Total D. (Ordinary shares) _____ (Preference shares) _____ (Other class) | _____ NIL _____ N/A _____ 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) _____ | (/ /) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 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) _____ | (/ /) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 3. Placing | At price : State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 4. Bonus issue | | Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 5. Scrip dividend | At price : State currency _____ | Class of shares _____ | | <u>N/A</u> | <u>N/A</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 |
|---------------|------------------------|---|--|---|
| | | issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) _____ (/ /) EGM approval date: (dd/mm/yyyy) _____ (/ /) | _____ | _____ |
| 6. | Repurchase of shares | Class of shares _____ repurchased (<i>Note 1</i>) Cancellation date : (dd/mm/yyyy) _____ (/ /) EGM approval date: (dd/mm/yyyy) _____ (/ /) | <u>N/A</u> | <u>N/A</u> |
| 7. | Redemption of shares | Class of shares _____ redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) _____ (/ /) EGM approval date: (dd/mm/yyyy) _____ (/ /) | <u>N/A</u> | <u>N/A</u> |
| 8. | Consideration issue | At price : State currency _____ Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) _____ (/ /) EGM approval date: (dd/mm/yyyy) _____ (/ /) | <u>N/A</u> | <u>N/A</u> |
| 9. | Capital reorganisation | Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) _____ (/ /) EGM approval date: (dd/mm/yyyy) _____ (/ /) | <u>N/A</u> | <u>N/A</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 |
|-------------------------------|---|--|---|
| 10. Other (Please specify) | At price : State currency _____ | | |
| | Class of shares _____ issuable (<i>Note 1</i>) | | |
| | Issue and allotment date : (dd/mm/yyyy) (/ /) | | |
| | EGM approval date: (dd/mm/yyyy) (/ /) | | |
| | | N/A | N/A |
| | Total E. (Ordinary shares) | NIL | |
| | (Preference shares) | N/A | |
| | (Other class) | N/A | |

| | | |
|---|-----|-----|
| 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):

Submitted by: TSANG HIU SAN

Title: COMPANY 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.*