HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	30/09/2020
To : Hong Kong Exchanges and Clear	ring Limited
Neusof	t Education Technology Co. Limited

	Neuson Education recimology co. Emitted
Name of Issuer	(incorporated in the Cayman Islands with limited liability)
Date Submitted	8 October 2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>9616</u> Descri	ption : <u>Ordinary</u>	Shares	
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>
Balance at the date of listing (29 September 2020)	666,667,200	0.0002	133,333.44
Increase/(decrease)	Nil		Nil
Balance at close of the month	666,667,200	0.0002	133,333.44
(2) Stock code : <u>N/A</u> Descri	ption : <u>N/A</u>		
	No. of ordinary	Par value <i>(State</i>	Authorised share capital
	shares	cùrrency)	(State currency)
Balance at close of preceding month		· ·	
Balance at close of preceding month Increase/(decrease)		· ·	

2. Preference Shares

Stock code :	N/A	_Descripti	on :	N/A		
			prefe	o. of rence ares	Par value <i>(State</i> <i>currency)</i>	Authorised share capital <i>(State currency)</i>
Balance at clos	e of precedin	g month				
Increase/(decre	ease)	_				
Balance at clos	e of the mont	:h				

3. Other Classes of Shares

Stock code :	N/A	_Descripti	ion :	N/A		
			class	f other ses of ares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close	e of precedin	g month _				
Increase/(decrea	ase)	_				
Balance at close	e of the mont	h _				

Total authorised share capital at the end of the month (*HK*\$) : 133,333.44

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at the date of listing						
(29 September 2020)	666,667,200	N/A	N/A	N/A		
Increase/ (decrease)						
during the month	Nil	N/A	N/A	N/A		
Balance at close of						
the month	666,667,200	N/A	N/A	N/A		

Share Options (und	er Share Op	tion Schemes	of the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	issued pursuant
including EGM		Movement duri	na the month		thereto	thereto as at close of
approval date					_	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Pre-IPO						
Share Incentive						
Scheme						
adopted on 19						
June 2019						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	50,000,000
(Note 1)						i
2. Post-IPO						
Share Incentive						
Scheme						
adopted on 11						
September						
2020						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
$\frac{(Note 1)}{(Note 1)}$						
(1000 1)						
3. N/A						
<u> </u>						
shares						
(Note 1)		_				
		Tota	al A. (Ordina			
			(Preferenc	,		
			(Ot	her class)	N/A	
Total funds raised d		nth from exerc				
of options (State cu	rrency)		N/A			

Share Options (under Share Option Schemes of the Issuer)

Warrants to Issue Shares of the	e Issuer which	are to b	e Listed				
Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	Currency of nominal value	Nomina at clo prece moi	se of ding	Exercised during the month	Nominal val at close of t month		shares of issuer which may be issued pursuant
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A	(/ /						
Subscription price							
(/ /)							
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.	(/ /						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /						
			Total B.		ary shares)_	N/A	
					ce shares)_	N/A	
				(0	ther class)_	N/A	

Convertibles (i.e. Convertible	e into Shares of th	e Issuer which	ch are to be Liste	ed)		
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
<u>1. N/A</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 (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	(/ /)					
	<u> </u>					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)		Total C. (Ordina	ary shares) M	Δ	
				ce shares) N/		_
				ther class) N/		_

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. <u>N/A</u>	_	
	-	
	-	
Ordinary 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	
	1	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

1	ner Movements	in Issued Sha	are 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
				Class of shares					
1.	Rights issue	At price :	State	issuable <i>(Note 1)</i> Issue and allotment	(/ /)		
	0	·	currency	date : (dd/mm/yyyy) EGM approval date:	()	, ,)		
				(dd/mm/yyyy)				<u>N/A</u>	N/A
				Class of shares issuable (<i>Note 1</i>)					
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	lssue and allotment date : (dd/mm/yyyy)	()	/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Class of shares					
4.	Bonus issue			issuable (<i>Note 1</i>) Issue and allotment	()		
				date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)		

	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 (<i>Note 1</i>)				
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	<u>N/A</u>
				Class of shares repurchased <i>(Note 1)</i>				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				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				
8.	Consideration issue	At price :	State currency ———	issuable <i>(Note 1)</i> 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
		Class of shares issuable <i>(Note 1)</i>						
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	()	/	1)		
		EGM approval date: (dd/mm/yyyy)	()	/	/)		
							_N/A	<u>N/A</u>
		 Class of shares issuable (<i>Note 1</i>)						
10.	Other (Please specify) At price : State currency	lssue and allotment date : (dd/mm/yyyy)	()	/	1)		
		EGM approval date: (dd/mm/yyyy)	()	/	1)	N/A	N/A
		 Total	E.	(rdinary	1	
		shares) <u>N/A</u> (Preference shares) N/A					_	
		() <u>N/A</u>	-

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

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 13.25A, 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 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.

Remarks (if any):

Submitted by: <u>WEN Tao</u>

Title: Director (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 13.25A 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.