HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	31/10/2020						
To : Hong Kong Exchanges and Clearing Limited							
Neuso	ft Education Technology Co. Limited						

	Neuson Laucation recimology co. Limited
Name of Issuer	(incorporated in the Cayman Islands with limited liability)
Date Submitted	3 November 2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>9616</u> Description : <u>Ordinary Shares</u>							
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>				
Balance at close of preceding month	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> Descrip	otion : <u>N/A</u>						
(2) Stock code : <u>N/A</u> Descrip	otion : <u>N/A</u> No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary shares	(State currency)	capital				
	No. of ordinary shares	(State currency)	capital				

2. Preference Shares

Stock code :	N/A	_Descriptio	on :	<u>N/A</u>		
			prefe	. of rence ares	Par value <i>(State</i> <i>currency)</i>	Authorised share capital <i>(State currency)</i>
Balance at close	e of preceding	g month				
Increase/(decrea	ase)					
Balance at close	e of the mont	h _				

3. Other Classes of Shares

3. Other Classes of Share	es		
Stock code : <u>N/A</u>	Description :N/A		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of prece	ding month		
Increase/(decrease)	_		
Balance at close of the m	onth		

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	e No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	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 issued during	issuer which may be
scheme					the month pursuant	issued pursuant
including EGM		Movement duri	ng the month		thereto	thereto as at close of
approval date			5	-	_	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)						
2. Post-IPO						
Share Incentive						
Scheme						
adopted on 11						
September						
2020						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
3. N/A						
<u> </u>						
(/ /)						
shares						
(Note 1)						
		Tota	al A. (Ordina			
			(Preferend	ce shares)	N/A	
			(Ot	ther 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 be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	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 which may be issued pursuant thereto as at close of the month
(/ /) 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	(/ /)	-			
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 <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
		Total E	(Preferen	ce shares)	N/A N/A	-
			(0	other class)I	N/A	-

Convertibles (i.e. Convertible	e into Shares of th	ne Issuer whic	h 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 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))	(/ /)					
<u>2. N/A</u>						
Ctack and (if listed)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)_					
<u>3. N/A</u>						
	_					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
4. N/A						
Stock and (if listed)						
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) <u>N</u> / ce shares) N/		_
				ther class) N/		-
			U)	<u>101 01035) 11/</u>	/ \	_

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		
Ordinary shares (Note 1)		
2. <u>N/A</u>	_	
	_	
	_	
shares (Note 1)		
3. N/A		
	-	
	-	
	-	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(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)

Oth	her 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
	21			Class of charge					
				Class of shares issuable (Note 1)					
1.	Rights issue	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	()		
				EGM approval date:	()		
				(dd/mm/yyyy)				N/A	<u>N/A</u>
				Class of shares					
			State	issuable (Note 1)	()		
2.	Open offer	At price :	currency	lssue and allotment date : (dd/mm/yyyy)	(, ,	,		
				EGM approval date: (dd/mm/yyyy)	()	N/A	N/A
				Class of shares issuable (<i>Note 1)</i>					
3.	Placing	At price :	State	lssue and allotment date : (dd/mm/yyyy)	()		
				EGM approval date:	()		
				(dd/mm/yyyy)				N/A	N/A
				Class of shares issuable (<i>Note 1</i>)					
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	()		
				EGM approval date: (dd/mm/yyyy)	()		
								_N/A	<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
				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	N/A
				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
9.	Capital reorganisation		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
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	<u>N/A</u>
			Total (Prefe	eren	C	ˈs es	rdinary hares hares class) <u>N/A</u>) N/A	- - -

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").)							

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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.