



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 29 February 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Chen Lin Education Group Holdings Limited

Date Submitted: 04 March 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01593	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	3,800,000,000	HKD	0.0001	HKD	380,000	
Increase / decrease (-)	0			HKD	0	
Balance at close of the month	3,800,000,000	HKD	0.0001	HKD	380,000	

Total authorised/registered share capital at the end of the month: HKD 380,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01593	Description				
Balance at close of preceding month			1,000,000,000			
Increase / decrease (-)			0			
Balance at close of the month			1,000,000,000			

III. Details of Movements in Issued Shares**(A). Share Options (under Share Option Schemes of the Issuer)** Not applicable**(B). Warrants to Issue Shares of the Issuer which are to be Listed** Not applicable**(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)** Not applicable**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)**

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		01593				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	The restricted share unit scheme was initially adopted on 20 August 2019 (the "RSU Scheme") for a term of 10 years. The RSU Scheme was amended with the shareholders' approval in an extraordinary general meeting of the Company held on 30 January 2023.			0	100,000,000	

Total D (Ordinary shares): _____ 0

Remarks:

A total of 40,020,000 shares had been reserved for the RSU scheme, comprising (i) 13,925,300 shares, representing approximately 1.39% of the issued share capital of the Company, that remained grantable under the RSU Scheme; and (ii) 26,094,700 shares, representing approximately 2.61% of the issued share capital of the Company, that had been granted and vested but not yet converted under the RSU Scheme. For any future grants of restricted share units under the RSU Scheme, the Company will first utilize the remaining 13,925,300 existing shares. For details, please refer to the circular of the Company dated 6 January 2023.

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____ 0

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Not applicable

Submitted by: Huang Yulin

Title: Executive Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
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 Main Board Rule 13.25A / GEM Rule 17.27A 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 submit additional document.
5. In the context of repurchase of shares:
 - "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - "class of shares issuable" should be construed as "class of shares repurchased"; and
 - "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and

- . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
- . “class of shares issuable” should be construed as “class of shares redeemed”; and
- . “issue and allotment date” should be construed as “redemption date”