



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 January 2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Oriental University City Holdings (H.K.) Limited

Date Submitted 1 February 2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 8067 Description : Ordinary Shares

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	Please refer to the Remark on the last page		
Increase/(decrease)			
Balance at close of the month			

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

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u></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></u>	<u></u>	<u></u>	
Increase/(decrease)	<u></u>		<u></u>	
Balance at close of the month	<u></u>	<u></u>	<u></u>	

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u></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></u>	<u></u>	<u></u>	
Increase/(decrease)	<u></u>		<u></u>	
Balance at close of the month	<u></u>	<u></u>	<u></u>	

Total authorised share capital at the end of the month (*State Currency*) :

Please refer to the
Remark on the last page

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	180,000,000	N/A	N/A	N/A
Increase/(decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	180,000,000	N/A	N/A	N/A

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. Share Option						
Scheme adopted						
by a resolution in						
writing passed						
by the sole						
shareholder						
(17/12/2014)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
2.						
(/ /)						
shares						
(Note 1)						
3.						
(/ /)						
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. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
2. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
3. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ 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) _____ (/ /)	_____	_____	_____	_____	_____	_____
<div style="text-align: right;"> Total B. (Ordinary shares) _____ N/A (Preference shares) _____ N/A (Other class) _____ N/A </div>						

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.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
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 C. (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)

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
<p>1. On 29 August 2018, the Company, as the purchaser, Langfang Kaifu Oriental University City Education Consultancy Co., Ltd. (a wholly-owned subsidiary of the Company), Langfang Tonghui Education Consultancy Co., Ltd. (99% owned by Raffles Education Corporation Limited (“REC”) (the holding company of the Company) and 1% by Shanghai Shengxin Business Consultancy Co., Ltd. (an independent third party)) and REC (the “Seller”) entered into a sale and purchase agreement (the “S&P”), pursuant to which the Seller had conditionally agreed to sell and the Company had conditionally agreed to acquire the properties (being part of Zhuyun Education Land, situated at Oriental University City, Langfang Economic and Technology Development Zone, Langfang City, Hebei Province, the People’s Republic of China) at a consideration of RMB252,370,000 (the “Consideration” and the “Acquisition”, respectively).</p> <p>The Consideration shall be payable by the Company to the Seller in the following manner:</p> <p>(a) RMB25,237,000, representing 10% of the Consideration, as the deposit, to be settled by way of cash upon the signing of the S&P;</p> <p>(b) on the completion date, at the election of the Company, the Company shall either:</p> <p>(i) make a cash payment of RMB50,474,000 representing 20% of the Consideration and issue a convertible note in the value of RMB176,659,000 (equivalent to approximately HK\$203,700,202 based on the exchange rate as quoted by People’s Bank of China (the “PBC”) on 29 August 2018) representing 70% of the Consideration, entitling the Seller (or its nominee) to convert at a conversion price of HK\$2.30 per share into a maximum of 88,565,306 shares of the Company (the “Shares”); or</p> <p>(ii) issue a convertible note in the value of RMB227,133,000 (equivalent to approximately HK\$261,900,259 based on the exchange rate as quoted by the PBC on 29 August 2018) representing 90% of the Consideration, entitling the Seller (or its nominee) to convert at a conversion price of HK\$2.30 per Share into a maximum of 113,869,678 Shares.</p> <p>A general meeting of the Company has been held on 20 December 2018 to approve the Acquisition. Please refer to the Company’s announcements dated 29 August 2018, 3 September 2018, 13 September 2018, 31 October 2018 and 20 December 2018 and the circular dated 29 November 2018 for more details.</p> <p>The Company has on 31 December 2018 and 21 January 2019 respectively executed (i) an addendum to the S&P and agreed to extend the long stop date to 30 June 2019; and (ii) an addendum to revise certain terms of the S&P. Please refer to the Company’s announcements dated 31 December 2018 and 21 January 2019 for more details.</p> <p>(/ /)</p> <p>shares (Note 1)</p>		
<p>2. (/ /)</p> <p>shares (Note 1)</p>		
<p>3. (/ /)</p> <p>shares (Note 1)</p>		
<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>		

Other Movements in Issued Share Capital

				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
Type of Issue					
1. Rights 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)	(/ /)	
				Nil	Nil
2. Open offer	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)	(/ /)	
				Nil	Nil
3. Placing	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)	(/ /)	
				Nil	Nil
4. Bonus issue		Class of shares _____ issuable (<i>Note 1</i>)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
				Nil	Nil

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
5.	Scrip dividend	At price : State currency _____	<p>Class of shares _____ issuable (<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p> <p style="text-align: right;">Nil</p>	Nil
6.	Repurchase of shares		<p>Class of shares _____ repurchased (<i>Note 1</i>)</p> <p>Cancellation date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p> <p style="text-align: right;">Nil</p>	Nil
7.	Redemption of shares		<p>Class of shares _____ redeemed (<i>Note 1</i>)</p> <p>Redemption date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p> <p style="text-align: right;">Nil</p>	Nil
8.	Consideration issue	At price : State currency _____	<p>Class of shares _____ issuable (<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p> <p style="text-align: right;">Nil</p>	Nil

				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	
Type of Issue						
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>Nil</u>	<u>Nil</u>	
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)			(/ /)	
					<u>Nil</u>	<u>Nil</u>
Total E.				(Ordinary shares)	<u>Nil</u>	
				(Preference shares)	<u>Nil</u>	
				(Other class)	<u>Nil</u>	

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

Remarks (if any):

The Company was incorporated in Hong Kong. Pursuant to the Companies Ordinance (Cap 622) effective on 3 March 2014, companies incorporated in Hong Kong no longer have an authorised share capital and there is no concept of par value in respect of shares.

Submitted by : Chew Hua Seng

Title : Chairman & Executive Director
(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.*