

Securities and Exchange Commission  
100 F. Street, N.E.  
Washington, D.C. 20549

Date: May 11, 2021

Dear Sir / Madam,

Enclosed are three (3 copies) of the Notice of Proposed Sale of Securities on Form 144 relating to the proposed sale of 8,797 shares of the ADRs of SUNLANDS TECHNOLOGY GROUP as declared by STUDYVIP E-LEARNING LIMITED.

Yours faithfully,  
For and on behalf of  
The Core Securities Company Limited

  
\_\_\_\_\_  
Authorized Person

Encl.  
Seller Representation Letter  
Form 144

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 144**  
**NOTICE OF PROPOSED SALE OF SECURITIES**  
**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

OMB APPROVAL  
OMB Number: 3235-0101  
Expires: July 31, 2023  
Estimated average burden  
hours per response ..... 1.00

SEC USE ONLY  
DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

1 (a) NAME OF ISSUER (Please type or print) <b>SUNLANDS TECHNOLOGY GROUP</b>		(b) IRS IDENT. NO.	(c) S.E.C. FILE NO. <b>001-38423</b>	(e) TELEPHONE NO.	
1 (d) ADDRESS OF ISSUER <b>Building 4-6, Chaolai Science Park, No. 36 Chuangyuan Road, Chaoyang District Beijing, 100012, the People's Republic of China</b>		CITY <b>Beijing</b>		STATE <b>100012</b>	
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD <b>STUDYVIP E-LEARNING LIMITED</b>		RELATIONSHIP TO ISSUER <b>AFFILIATE</b>		ZIP CODE <b>100012</b>	
		(c) ADDRESS STREET <b>Building 4-6, Chaolai Science Park, No. 36 Chuangyuan Road, Chaoyang District Beijing, 100012, the People's Republic of China</b>			

**INSTRUCTION:** The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY		(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer	File Number					
ADR (Common)	The Core Securities 28F., 33 Des Voeux Road Central, Central, Hong Kong			8,197 ADS	USD 9,324.82	168.23M	5/11/2021	NYSE

**INSTRUCTIONS:**

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code

2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code

3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
ADR (Common)	10/20/2017	Vesting of RSUs	Sunlands Technology Group	8,197	10/20/2017	RSUs Vest

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

# TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
STUDYVIP E-LEARNING LIMITED Building 4-6, Chaolai Science Park, No. 36 Chuangyuan Road, Chaoyang District Beijing, 100012, the People's Republic of China	STG	3/22/2021 S 3/30/2021	217,250 ADS	USD 239,024.55

**REMARKS:**

## INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (c) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:** The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

For and on behalf of  
Studyvip E-Learning Limited

5/11/2021

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10b5-1

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall be Authorized Signature(s).

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**



In connection with the proposed sale by me of 8,797 shares of American Depositary Receipt (ADRs) of SUNLANDS TECHNOLOGY GROUP ("the Company"), pursuant to Rule 144 of the Securities Act of 1933, I hereby represent to you that:

1. I have not made, and will not make, any payment in connection with the execution of the above order to any persons other than The Core Securities Co., Ltd.
2. I have not solicited or arranged for the solicitation of orders to buy in anticipation of or in connection with this transaction.
3. I have sold 217,250 shares of the Company within the preceding three (3) months and I have no sale orders open with any broker, and will not place any pending execution or cancellation of this order.
4. To the best of my knowledge, members of my immediate family and others with whom I am acting in concert or whose sales are required to be aggregated with sales by me pursuant to Rule 144 have sold Ø shares of the Company stock within the preceding three (3) months.
5. In the event that any or all of the securities I am selling are restricted securities as defined in paragraph (a)(3) of Rule 144, I warrant that I have beneficially owned these securities for a period of at least one(1) year as computed in accordance with paragraph(d) of Rule 144.
6. In the event that any or all of the securities I am selling are restricted securities as defined in paragraph (a)(3) of Rule 144, I am aware that payment of the proceeds of the sale is subject to the shares being transferred and delivered free of restriction into Interactive Broker's name and that the transfer of the shares may be delayed if the certificate(s) bear a restrictive legend. I hereby indemnify Interactive Broker's for any loss it may incur as a result of any such delay.
7. Enclosed is an executed copy of Form 144, three copies of which were transmitted to the Securities and Exchange Commission and (where applicable) one copy of which has been sent to the NYSE Stock Exchange on 5/11/2021 (I understand that no form need to be filed if the amount of securities to be sold during any three (3) month period does not exceed 5,000 shares and the aggregate sale price does not exceed \$50,000)

I am familiar with Rule 144 under the Securities Act of 1933, as amended, and agree that you may rely upon the above statements in executing the order referred to above.

*For and on behalf of*  
**Studyvip E-Learning Limited**

5/11/2021

Signature of Affiliate   
.....  
*Authorized Signature(s)*

Date

STUDYVIP E-LEARNING LIMITED

Building 4-6, Chaolai Science Park, No. 36 Chuangyuan Road,

Chaoyang District Beijing, 100012,

the People's Republic of China

**Name and Address of Affiliate**