

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: China E-Learning Group Limited

Stock code (ordinary shares): 8055

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 25 July 2013.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 5 December 2001

Name of Sponsor(s): Nil

Names of directors:
(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)

Executive Directors:
Mr. Chen Hong (Chairman)
Ms. Wei Jianya

Non-executive Director:
Mr. Li Xiangjun

Independent non-executive Directors
Dr. Huang Chung Hsing
Mr. Cheung Wai Tak
Ms. Li Bailing

Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Yang Dong Jun, holding 207,554,896 shares (approximately 14.10% of shareholding in the Company as at the date hereof)

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

Nil

Financial year end date:

31 December

Registered address:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business:

Unit 2610, 26/F
Office Tower, Convention Plaza
1 Harbour Road
Wanchai, Hong Kong

Web-site address (if applicable):

<http://www.chinae-learning.com/index.htm>

Share registrar:

Tricor Tengis Ltd.

Auditors:

Parker Randall CF (H.K) CPA Limited

B. Business activities

The principal businesses of the Group are provision of occupational education, industry certification course, skills training and education consultation.

C. Ordinary shares

Number of ordinary shares in issue: 1,471,878,902

Par value of ordinary shares in issue: HK\$0.1

Board lot size (in number of shares): 8000

Name of other stock exchange(s) on which ordinary shares are also listed:

Nil

D. Warrants

Stock code:

Nil

Board lot size:

Nil

Expiry date:

Nil

Exercise price:

Nil

Conversion ratio:

(Not applicable if the warrant is denominated in dollar value of conversion right)

Nil

No. of warrants outstanding:

Nil

No. of shares falling to be issued upon the exercise of outstanding warrants:

Nil

E. Other securities

Details of any other securities in issue. (*i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees*).

Convertible Notes (Convertible Notes 2011 A) (issued on 9 May 2011)

Convertible notes with an aggregate outstanding principal amount of HK\$29,999,934.

Maturity Date: 9 May 2014

Number of new shares of par value HK\$0.10 each falling to be allotted and issued upon exercise of all the conversion rights attached to the convertible notes: 59,999,868 (on the basis of an initial conversion price of HK\$0.50 per new share (subject to adjustment)).

Convertible Notes (Convertible Notes 2011 D) (issued on 6 September 2011)

Convertible notes with an aggregate outstanding principal amount of HK\$12,800,000.

Maturity Date: 6 March 2014

Number of new shares of par value HK\$0.10 each falling to be allotted and issued upon exercise of all the conversion rights attached to the convertible notes: 25,600,000 (on the basis of an initial conversion price of HK\$0.50 per new share (subject to adjustment)).

Convertible Notes (ETCN) (issued on 20 December 2012)

Convertible notes in the principal amount of HK\$9,611,906.

Maturity Date: 20 December 2015

Number of new shares of par value HK\$0.10 each falling to be allotted and issued upon exercise of all the conversion rights attached to the convertible notes: 19,223,812 (on the basis of an initial conversion price of HK\$0.50 per new share (subject to adjustment)).

Convertible Notes (EICN) (issued on 20 December 2012)

Convertible notes in the principal amount of HK\$58,235,956.

Maturity Date: 20 December 2015

Number of new shares of par value HK\$0.10 each falling to be allotted and issued upon exercise of all the conversion rights attached to the convertible notes: 116,471,912 (on the basis of an initial conversion price of HK\$0.50 per new share (subject to adjustment)).

Outstanding share options (granted under the share option scheme adopted by the Company on 24 November 2001)

Total number of new shares of par value HK\$0.10 each fall to be allotted and issued upon exercise of all the outstanding share options: 26,516,167

For 10,572,902 outstanding share options granted on 28 August 2008, the exercise price is HK\$1.281 per new share and the expiry date is 27 August 2018.

For the 15,943,265 outstanding share options granted on 9 July 2009, the exercise price is HK\$0.652 per new share and the expiry date is 8 July 2019.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Not applicable

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Chen Hong
Director
(as attorney for and on behalf of each of
the Directors of the Company)

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*