

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clo	earing Limited		
	ina E-Learning Group Lir 06/2014	mited	
I. Movements in Authorised Share	Capital		
1. Ordinary Shares			
(1) Stock code : <u>8055</u> De	escription:	Ordinar	y Shares
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mont	h 50,000,000,000	HK\$0.10	HK\$5,000,000,000.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	50,000,000,000	HK\$0.10	HK\$5,000,000,000.00
(2) Stock code : De	escription :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mont	h		
Increase/(decrease)			
Balance at close of the month			

31/05/2014

2. Preference Shares

Stock code : Descri	ption: <u></u>		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			
3. Other Classes of Shares			
Stock code : Descri	ption: <u></u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month (*State currency*): **HK\$5,000,000,000.00**

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of		_	_	_
preceding month	1,659,446,714			
Increase/ (decrease)				
during the month	NIL			
Balance at close of the				
month	1,659,446,714			

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme	-				No. of new shares of issuer issued during	No. of new shares of issuer which may be
option scheme including EGM					the month pursuant	issued pursuant thereto
approval date	Movement during the month				thereto	as at close of the month
(dd/mm/yyyy) and	N	novement durin	ig the month			us at cross of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Exercise Price						
HK\$1.281						
Meeting approved						
(24/11/2001)						
Ordinary shares						9,230,311
(Note 1)						
2.Exercise Price						
HK\$0.652						
Meeting approved						
(24/11/2001)						
Ordinary shares						14,936,322
(Note 1)						
3.Exercise Price						
HK\$0.10						
Meeting approved						
(23/05/2011)						
Ordinary shares						102,000,000
(Note 1)						- ,,-
		To	otal A. (Ordin	ary shares)		
				nce shares)		
			*	Other class)		
Total funds raised during		om exercise of	`			
options (State currency	9					

Stock eode (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. (/ / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. (/ / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.	
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Class of shares issuable (Note 1) Subscription price	
issuable (Note 1) Subscription price	
Subscription price EGM approval data	
EUM approval date	
(if applicable)	
(dd/mm/yyyy) (/ /) 4.	
Stock code (if listed) Class of shares	
issuable (Note 1)	
Subscription price EGM approval date	
(if applicable)	
Total B. (Ordinary shares)(Preference shares)	
(Other class)	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description		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. Convertible Notes	<u> </u>					
(For details, please refer						
to P. 7 of this Return)	HK\$	29,999,934.00	Nil	Nil	Nil	Nil
Stock code (if listed)						
Class of shares						
issuable (Note 1)	Ordinary Shares	<u> </u>				
Subscription price	HK\$0.50					
EGM approval date (if applicable)						
(dd/mm/yyyy)	(30 / 11 / 2010)				
2. Convertible Notes	(30 / 11 / 2010					
(ETCN)						
(ETCIV)						
	—— HK\$	2,000,000.00	Nil	2,000,000.00	Nil	4,000,000
-		2,000,000.00	- 1,11			
Stock code (if listed)	-					
Class of shares						
issuable (Note 1)	Ordinary Shares	<u> </u>				
Subscription price	HK\$ 0.50					
EGM approval date (if applicable)						
(dd/mm/yyyy)	(17/7/2012)					
3. Convertible Notes	(17/7/2012)					
(EICN)						
(Eleit)						
	— HK\$	58,235,956.00	Nil	58,235,956.00	Nil	116,471,912
Stock code (if listed)	-					
Class of shares						
issuable (Note 1)	Ordinary Shares	<u> </u>				
Subscription price	HK\$ 0.50					
(if applicable)						
(dd/mm/yyyy)	(17/7/2012)					
4. Convertible Notes 1						
(CN2014-1)						
	HK\$	6,000,000.00	Nil	6,000,000.00	Nil	60,000,000
Stock code (if listed)						
Class of shares						
issuable (Note 1)	Ordinary Shares	<u> </u>				
Subscription price	HK\$ 0.10					
AGM approval date (if applicable)						
(dd/mm/yyyy)	(15/05/2013)					
	(15/05/2013)					

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
5. Convertible Notes 2	- Juistanionig					
(CN2014-2)						
	HK\$	5,000,000.00	Nil	5,000,000.00	Nil	50,000,000
Stock code (if listed)	-					
Class of shares issuable (<i>Note 1</i>)	Ondinom Chono					
Subscription price	Ordinary Shares HK\$ 0.10	<u>' </u>				
AGM approval date	1114 0110					
(if applicable)						
(dd/mm/yyyy)	(15/05/2013)					
6.						
						
-						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price AGM approval date						
(if applicable)						
(dd/mm/yyyy)						
7.						
	<u></u>					
-						
	<u> </u>			<u>.</u>		
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
AGM approval date (if applicable)						
(dd/mm/yyyy)						
8.						
	<u></u>					
Ctools and a (if listed)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
AGM approval date						
(if applicable) (dd/mm/yyyy)						
(dd/11111/yyyy)			Total C. (Ordi	nary shares)		
			(Prefer	ence shares)	-	=
			((Other class)	-	- -

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: 1. On 9 May 2014, the Company and the Subscribers entered into the Subscription Agreements pursuant to which the Subscribers have agreed to subscribe for, and the Company has agreed to issue, the Convertibles Notes in the aggregate principal amount of HK\$42,399,932 which may be converted into a maximum of 326,153,321 Conversion Shares at the Conversion Price of HK\$0.13 per Share (subject to adjustment). The subscription monies payable in connection with the Subscription of such Convertible Notes would be set-off against the monies payable by the Company for redeeming the CN2011A in accordance with the Payment Arrangement Deed and against the Indebtedness owing by the Company to the Existing P-Note Holders at Completion. For details, please refer to the announcement dated 9 May 2014. EGM Approval date: 28 March 2014. Ordinary shares (Note 1)	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
2. \(\begin{align*} \left(\lambda / \right) \\ \text{shares (Note 1)} \\ \end{align*} \) 3. \(\begin{align*} \left(\lambda / \right) \\ \text{shares (Note 1)} \\ \text{Total D. (Ordinary shares)} \\ \text{(Preference shares)} \\ \text{(Other class)} \end{align*}		

	Other Movements	in Issued S	hare 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
1.	Rights issue							
				Class of shares issuable (Note 1)				
			State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable				
				(Note 1)				
2.	Open offer		State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)				
3.	Placing		State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				AGM approval date: (dd/mm/yyyy)	(/ /)		
				`				-
						\		
				Class of shares issuable (Note 1)		_/		
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		

For Main Board and GEM listed issuers No. of new shares No. of new of issuer issued shares of during the month issuer which pursuant thereto may be issued pursuant thereto as at close of the month Type of Issue Class of shares issuable (*Note 1*) (/ /) At price : State currency -Issue and allotment 5. Scrip dividend date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares repurchased (Note 1) (/ /) Repurchase of Cancellation date: shares (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) Class shares redeemed ($N \partial t e 1$) (/ / 7. Redemption of Redemption date shares (dd/mm/yyyy) (/ / EGM approval date: (dd/mm/yyyy) Class of shares issuable (*Note 1*) (/ / 8. Consideration issue At price : State currency Issue and allotment date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)

			For Main Board and GEM listed issuers		
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 (Note 1)			
		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
				-	
		Class of shares issuable (Note 1)			
10. Other	At price : State currency	Issue and allotment date : (dd/mm/yyyy)			
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Total E.	(Ordinary sh (Preference sh (Other o	ares)	

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

Remarks (if any):	
Submitted by:	Tricor Tengis Limited
Title:	Branch Share Registrar
(Director, Secr	retary or other duly authorised officer)
N7 .	

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.