

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (d | 31/12/2013 | | | |
|------------------------------|-------------------|------------------------|----------------------------------|---|
| To: Hong Kong Exchan | ges and Clearing | g Limited | | |
| Name of Issuer | China E- | Learning Group Lin | nited | |
| Date Submitted | 02/01/20 | 14 | | |
| I. Movements in Authori | ised Share Capita | al | | |
| 1. Ordinary Shares | | | | |
| (1) Stock code : <u>8055</u> | Descrip | tion: | Ordinary | y Shares |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of prece | eding month | 50,000,000,000 | HK\$0.10 | HK\$5,000,000,000.00 |
| Increase/(decrease) | | Nil | | Nil |
| Balance at close of the m | nonth | 50,000,000,000 | HK\$0.10 | HK\$5,000,000,000.00 |
| (2) Stock code : | Descrip | tion : <u></u> | | |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of prece | eding month | | | |
| Increase/(decrease) | | | | |
| Balance at close of the m | nonth | | | |

31/12/2013

2. Preference Shares -- Description : Stock code: Par value Authorised share No. of preference (State capital shares (State currency) *currency*) Balance at close of preceding month Increase/(decrease) Balance at close of the month 3. Other Classes of Shares Description: Stock code: Par value Authorised share No. of other (State capital classes of shares (State currency) *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 | 1,471,878,902 | | | |
| Increase/ (decrease) during the month | 142,344,000 | | | |
| Balance at close of the month | 1,614,222,902 | | | |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuale Exercised Cancelled Lapsed | | r Share Option Sch | iemes of the iss | suer) | | | |
|--|-----------------------|--------------------|------------------|----------------|---------------------------------------|----------------------|---------------------------------------|
| Including EGM approval date Movement during the month did/mm/yyyy) and class of shares Susuable Granted Exercised Cancelled Lapsed Lapsed | Particulars of share | | | | | No. of new shares of | No. of new shares of |
| Approval date | | | | | | | issuer which may be |
| Cold/mm/yyyy) and class of shares Granted Exercised Cancelled Lapsed | | | | | | | issued pursuant thereto |
| Class of shares Susuable Granted Exercised Cancelled Lapsed | | N | Movement durin | g the month | | thereto | as at close of the month |
| LExercise Price HK\$1.281 Meeting approved (24/11/2001) Ordinary shares 14,936,322 (Note 1) Ordinary shares 132,000,000 132,000,000 (Preference shares) (Other class) (Preference shares) (Other class) (Othe | | | | 8 | | • | |
| 1.Exercise Price HK\$1.281 | | | | | | | |
| Meeting approved (24/1/2001) | | Granted | Exercised | Cancelled | Lapsed | | |
| Meeting approved (24/11/2001) Ordinary shares 9,230,311 | 1.Exercise Price | | | | | | |
| C24/11/2001) Ordinary shares 9,230,311 | HK\$1.281 | | | | | | |
| C24/11/2001) Ordinary shares 9,230,311 | Meeting approved | | | | | | |
| Ordinary shares 9,230,311 | | | | | | | |
| Content Cont | | | | | | | 9.230,311 |
| Meeting approved (24/11/2001) | | | | | | | |
| Meeting approved (24/11/2001) | 2 Exercise Price | | | | | | |
| Meeting approved (24/11/2001) Ordinary shares 14,936,322 | | | | | | | |
| C24/11/2001) | ΠΚψ0.032 | | | | | | |
| Ordinary shares | Meeting approved | | | | | | |
| Note 1 | (24/11/2001) | | | | | | |
| Note 1 | Ordinary shares | | | | | | 14,936,322 |
| Meeting approved (23/05/2011) | | | | | · | | · · · · · · · · · · · · · · · · · · · |
| Meeting approved (23/05/2011) | 3.Exercise Price | | | | | | |
| C3/05/2011 Ordinary shares 132,000,000 132,000,000 | | | | | | | |
| C3/05/2011 Ordinary shares 132,000,000 132,000,000 | Meeting approved | | | | | | |
| Ordinary shares 132,000,000 132,000,000 (Note 1) Total A. (Ordinary shares) (Preference shares) (Other class) | | | | | | | |
| (Note 1) Total A. (Ordinary shares) (Preference shares) (Other class) | | 122 000 000 | | | | | 132 000 000 |
| Total A. (Ordinary shares) (Preference shares) (Other class) | | 132,000,000 | | | | | 132,000,000 |
| (Preference shares) (Other class) | (Note 1) | | To | otal A. (Ordin | arv shares) | | |
| (Other class) | | | | | | | |
| | | | | • | · · | | |
| | Total funds reised du | ring the month fro | m avaraisa of | (0 | · · · · · · · · · · · · · · · · · · · | | |
| Total funds raised during the month from exercise of options (State currency) | | | ill exercise of | | | | |

| Warrants to Issue Shares of the Iss | uer 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 |
| <u>\frac{1}{2}.</u> | | | | | | |
| | | | | | | |
| (//) | | | | | | - |
| Stock code (if listed) Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) 2. | (/ , | /) | | | | |
| 2. | | | | | | |
| | <u> </u> | | | | | _ |
| | | | | | | |
| Stock code (if listed) Class of shares | $\overline{}$ | | | | | |
| 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) | | | | | | |
| - | (/ , | /) | | | | |
| 4. | | | | | | |
| | | | | | | |
| (/ /) | | | | | | - |
| Stock code (if listed) Class of shares | | | | | | |
| iccuable (Note 1) | | | | | | |
| | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ | /) | | | | |
| | | Total | B. (Ordi | nary shares) | | |
| | | 2014 | (Prefere | ence shares) | | |
| | | | (| Other class) | | - \ |

| Convertibles (i.e. Convertible i | nto Shares of the I | ssuer 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. Convertible Notes | | | | | | |
| | | | | | | |
| Stock code (if listed) | HK\$ | 29,999,934.00 | Nil | 29,999,934.00 | Nil | 59,999,868 |
| Class of shares issuable (Note 1) | Ordinary Shares | | | | | |
| Subscription price EGM approval date | HK\$ 0.50 | | | | | |
| (if applicable) (dd/mm/yyyy) 2. Convertible Notes | (30/11/2010) | | | | | |
| | | 4.000.000.00 | 2.711 | 4. 000 000 00 | 2.711 | • |
| Stock code (if listed) | HK\$ | 12,800,000.00 | Nil | 12,800,000.00 | Nil | 25,600,000 |
| Class of shares issuable (Note 1) | Ordinary Shares | | | | | |
| Subscription price | HK\$ 0.50 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (23/5/2011) | | | | | |
| 3. Convertible Notes (ETCN) | <u> </u> | | | | | |
| - | HK\$ | 9,611,906.00 | Nil | 9,611,906.00 | Nil | 19,223,812 |
| 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) | | | | | |
| 4. Convertible Notes (EICN) | | | | | | |
| | 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 | | | | | |
| Subscription price | HK\$ 0.50 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (17/7/2012) | | | | | |
| | | | | inary shares) rence shares) (Other class) | Nil - - | - - |

| Convertibles (i.e. Convertible | into Shares of the I | ssuer 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 1 | <u> </u> | | | | | |
| (CN2014-1) | | | | | | |
| | HK\$ | Nil | Nil | 5,000,000.00 | Nil | 50,000,000 |
| Stock code (if listed) | <u> </u> | | · · | -,, | - | , , |
| Class of shares | | | | | | |
| issuable (Note 1) | Ordinary Shares | | | | | |
| Subscription price | HK\$ 0.10 | | | | | |
| AGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (15/05/2013) | | | | | |
| 6. Convertible Notes 2 | (13/03/2013) | | | | | |
| (CN2014-2) | | | | | | |
| (C1120112) | —— HK\$ | Nil | Nil | 6,000,000.00 | Nil | 60,000,000 |
| Stock code (if listed) | - | 1411 | | 0,000,000.00 | 1411 | 00,000,000 |
| Class of shares | | | | | | |
| issuable (Note 1) | Ordinary Shares | · | | | | |
| Subscription price | HK\$ 0.10 | | | | | |
| AGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (15/05/2012) | | | | | |
| 7. Convertible Notes 1 | (15/05/2013) | | | | | |
| (CN2014-3) | <u></u> | | | | | |
| (C1\2014-3) | | | | | | |
| | HK\$ | Nil | 10,000,000.00 | Nil | 100,000,000 | Nil |
| | ПКФ | 1411 | 10,000,000.00 | 1411 | 100,000,000 | |
| Stock code (if listed) | - | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | Ordinary Shares | · | | | | |
| Subscription price | HK\$ 0.10 | | | | | |
| AGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (15/05/2013) | | | | | |
| 8. Convertible Notes 2 | , | | | | | |
| (CN2014-4) | | | | | | |
| | | | | | | |
| | HK\$ | Nil | 4,234,400.00 | Nil | 42,344,000 | Nil |
| | | | <u></u> | | | <u>-</u> |
| Stock code (if listed) | - | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Subscription price | HK\$ 0.10 | <u> </u> | | | | |
| AGM approval date | 111Χψ 0.10 | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (15/05/2013) | | | | | |
| | | | Total C. (Ordin | | 142,344,000 | = |
| | | | | ence shares) Other class) | - | _ |
| | | | ((| oniei ciass) | - | _ |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| 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 |
|---|---|
| | |
| | |
| | |
| | |
| | |
| | |
| | during the month pursuant thereto |

| | | ents in Issued Share Capital | | | No. of new shares of issuer issued during the month pursuant thereto | shares of |
|----|-------------------------------|------------------------------|---|-----|---|-----------|
| 1. | Type of Issue Rights issue | | | | | ШОПШ |
| | | | Class of shares issuable ——(Note 1) | | | |
| | | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | /) | | |
| | | | EGM approval date: (/ (dd/mm/yyyy) | /) | | |
| | | | | | | - |
| | | | Class of shares issuable —— (Note 1) | | | |
| 2. | Open offer | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | /) | | |
| | | | | /) | | |
| | | • | | | | |
| | | | Class of shares issuable (Note 1) | | | |
| 3. | Placing | At price : State currency | Issue and allotment date : (dd/mm/yxyy) | /) | | |
| | | | 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 N | Iain B | oard and GEM listed | |
|----|---|---|-------|--------|---|---|
| | | | | | No. of new shares of issuer issued during the month pursuant thereto | may be issued pursuant thereto as at close of the |
| | Type of Issue | | | | | month |
| | | Class of shares issuable (Note 1) | | | | |
| 5. | Scrip dividend At price : State currency — | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | |
| | | Class of shares repurchased (<i>Note 1</i>) | | | | |
| 6. | Repurchase of shares | Cancellation date : (dd/mm/yyyy) | (/ / |) | | |
| | | AGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | |
| | | Class of shares redeemed (Note 1) | | | | |
| 7. | Redemption of shares | Redemption date : (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

| | | 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 |
| Type of Issue | | month |
| Q Čapital | | |
| reorganisation | Class of shares issua | ahla |
| Torgumsuron | | aute |
| | (Note 1) | |
| | | |
| | Issue and allotment | (/ /) |
| | date : (dd/mm/yyyy) | |
| | | |
| | EGM approval date: | (/ /) |
| | (dd/mm/yyyy) | |
| | (************************************** | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | Class of shares issue | ahle |
| | | acore |
| | (Note 1) | |
| 10. Other At price : | State | |
| To. Other At price. | Issue and allotment | |
| | date: (dd/mm/yyyy) | |
| | | |
| | EGM approval date: | |
| | (dd/mm/yyyy) | (/ /) |
| | | |
| | Total | I E. (Ordinary shares) |
| | 1000 | (Preference shares) |
| | | (Other class) |
| | | (Other class) |
| | | |
| | | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 142,344,000 | | | |
|--|-----|-------------|--|--|--|
| | (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): | | | |
|-------------------|--|----------|--|
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| Submitted by: | Tricor Tengis Limited | _ | |
| Title: | Branch Share Registrar | <u> </u> | |
| (Director, So | ecretary or other duly authorised officer) | | |
| | | | |
| | | | |
| Notes : | | | |

Notes:

- State the class of shares (e.g. ordinary, preference or other). 1.
- If there is insufficient space, please append the prescribed continuation sheet. 2.