

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

## Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clear	ring Limited		
	a E-Learning Group Lir 9/2014	mited	
I. Movements in Authorised Share Ca	apital		
1. Ordinary Shares			
(1) Stock code : <u>8055</u> Desc	Description : Ordinary Shares		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	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 : Desc	cription:		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

31/08/2014

## 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 ordina	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of				
preceding month	2,236,600,035			
Increase/ (decrease)				
during the month	61,000,000			
Balance at close of the				
month	2,297,600,035			

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Share Options (under S	Share Option S	chemes of the Iss	uer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement durin	g the month		thereto	as at close of the month
(dd/mm/yyyy) and —			8		=	
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		21,000,000			21,000,000	35,000,000
(Note 1)						

Particulars of share option scheme including EGM approval date	]	Movement duri	ng 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
(dd/mm/yyyy) and class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
4.Exercise Price						
HK\$0.168						
Meeting approved (23/05/2011) Ordinary shares (Note 1)		5,000,000			5,000,000	140,000,000
			Total A. (Ordi	nary shares)	26,000,000	
			(Prefer	ence shares)		
			(	Other class)		
Total funds raised durin options (State currency	-	om exercise of	HK\$2,940,000.0		)	

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value 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 (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)	( / / )				
4.	, ,				
( / / )					
Class of shares issuable (Note 1)					
EGM approval date (if applicable)	( / / )				
	Total	(Prefere	nary shares) ence shares) Other class)		-

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
Convertible Notes						
(ETCN)	_					
	HK\$	2,000,000.00	Nil	2,000,000.00	Nil	4,000,000
C(1 4- ('C1' - (-1)						
Stock code (if listed) Class of shares	-					
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$ 0.50* Remar					
EGM approval date						
(if applicable)	(45 (5 (6 (4 6))					
(dd/mm/yyyy)	(17/7/2012)					
2. Convertible Notes (EICN)						
(EICIV)	<u>—</u>					
	HK\$	58,235,956.00	Nil	58,235,956.00	Nil	116,471,912
		30,233,730.00	1111	30,233,730.00		110,171,512
Stock code (if listed)	-					
Class of shares						
issuable ( <i>Note 1</i> ) Subscription price	Ordinary Shares HK\$ 0.50* Remar					
EGM approval date	HK\$ 0.50" Remai	<u>K</u>				
(if applicable)						
(dd/mm/yyyy)	(17/7/2012)					
3. Convertible Notes	<u> </u>					
(2016A)	<u>—</u> ,					
	HK\$	30,050,000.00	5,005,000.00	25,045,000.00	35,000,000	175,139,860
Stock code (if listed) Class of shares	-					
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.143					
AGM approval date						
(if applicable)						
(dd/mm/yyyy)	(23/05/2014)					
4.						
Stock code (if listed)		_				_
Class of shares issuable						
(Note 1)						
Subscription price	-					
AGM approval date (if applicable)						
(dd/mm/yyyy)						
. 3333/						
				Ordinary shares)		
			(Pr	reference shares)		_
				(Other class)	-	

For Main Board and GEM listed issuers
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
1.	_	
	-	
(Note 1)		
		-
2	1	
shares (Note 1)	_	
		· · · · · · · · · · · · · · · · · · ·
3		
		_
. shares (Note 1)		
Total D. (Ordinary shares)		_
(Preference shares) (Other class)		-
(Other class)		

	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 Bo	oard and GEM listed	d 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 sha (Preference sha (Other c	ares)	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	61,000,000		
	(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").)				

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Remarks (if any):
*On 15 August 2014, the Company and the Noteholders entered into the Deed of Amendment, certain terms and
conditions of the Convertible Notes will be amended subject to the shareholders' approval at the Company's
Extraordinary General Meeting.
EGM Date: To be advised
For details, please refer to the Company's announcement dated 15 August 2014.
Submitted by: Tricor Tengis Limited
Title: Branch Share Registrar
(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.