

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy): 31/05/2016 | | | | | |
|--|--------------|------------------------|----------------------------------|---|--|
| To: Hong Kong Exchanges and | d Clearing | Limited | | | |
| | | | | | |
| Name of Issuer | China E-L | earning Group Lim | ited | | |
| Date Submitted | 03/06/201 | 6 | | | |
| I. Movements in Authorised Sh | ıare Capital | I | | | |
| 1. Ordinary Shares | | | | | |
| (1) Stock code : <u>8055</u> | Descripti | on: | Ordinary | Shares | |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | |
| Balance at close of preceding r | nonth _ | 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 : | Descripti | on: <u></u> | | _ | |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | |
| Balance at close of preceding n | nonth _ | | | | |
| Increase/(decrease) | _ | | | | |
| Balance at close of the month | _ | | | | |

31/05/2016

| Stock code : Descri | iption : _ <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 | iption: <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) | | | |
| | | | |

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 |
| 2,945,103,196 | | | |
| NIL | | | |
| 2,945,103,196 | | | |
| | (1) 2,945,103,196 NIL | (1) (2) 2,945,103,196 NIL | (1) (2) shares 2,945,103,196 NIL |

III. Details of Movements in Issued Share Capital

| Share Options (under | Share Option So | chemes of the Is | suer) | | | |
|--|-----------------|------------------|----------------|--------------|----------------------|--------------------------|
| 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 | | Marramant dumi | na tha manth | | thereto | as at close of the month |
| (dd/mm/yyyy) and — | | Movement duri | ng the month | | • | |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1.Exercise Price | | | | | | |
| HK\$1.281 | | | | | | |
| Πιτψ1.201 | | | | | | |
| Meeting approved | | | | | | |
| $\frac{\text{Weeting approved}}{(24/11/2001)}$ | | | | | | |
| | | | | | | 0.220.211 |
| 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) | | | | | | 7 7 - |
| (11010 1) | | | | | | |
| 3.Exercise Price | | | | | | |
| HK\$0.168 | | | | | | |
| -11Κφυ.100 | | | | | | |
| Meeting approved | | | | | | |
| (23/05/2011) | | | | | | |
| | | | | | | 20,000,000 |
| Ordinary shares | | | | | | 30,000,000 |
| (Note 1) | | | | | | |
| | | | | | | |
| 4.Exercise Price | | | | | | |
| HK\$0.28 | | | | | | |
| | | | | | | |
| Meeting approved | | | | | | |
| (23/05/2011) | | | | | | |
| Ordinary shares | | | | | | 314,000,000 |
| (Note 1) | | | | | | |
| | | | | | | |
| | | | Total A. (Ordi | nary shares) | | |
| | | | | ence shares) | | |
| | | | | Other class) | | |
| T-4-1 C - 1 | | | ` | (| | |
| Total funds raised duri | | oin exercise of | | | | |
| options (State currency | y <i>)</i> | | - | | | |
| | | | | | | |

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of Nominal value at nominal close of value preceding month | Exercised during the | 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></u> | - | | | | |
| 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. | (/ /) | - | | | |
| | - | | | | _ |
| Stock code (if listed) Class of shares issuable (Note 1) | | _ | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | - | | | |
| | Tota | (Prefere | nary shares) ence shares) Other class) | | - |

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

| Convertibles (i.e. Convertible | into Shares of the | ie issuer willch are | to be Listea) | | | |
|--------------------------------|--------------------------------|--|----------------------------|------------------------------|--|---|
| 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 | | | | | | |
| (CN2018) | = | | | | | |
| | = | | | | | |
| | - HK\$ | 10,000,000.00 | | 10,000,000.00 | | 28,571,428 |
| | | 10,000,000.00 | | | | 26,371,426 |
| Stock code (if listed) | _ | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | Ordinary Shares | | | | | |
| Subscription price | HK\$ 0.35 | | | | | |
| AGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (09/06/2015) | | | | | |
| 2. | | | | | | |
| | | | | | | |
| | = | | | | | |
| | _ | | | | | |
| - | | | | | | - |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | <u></u> | | | | |
| (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. | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable | | | | | | |
| (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | | | | | | |
| | | | | | | |
| | | | Total C. (| Ordinary shares) | | |
| | | | (Pr | reference shares) | | |
| | | | | (Other class) | | <u> </u> |

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

| 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. < | | |
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| | | |
| | | |
| | | |
| shares (Note 1) | | |
| Shares (Note 1) | | · - |
| | | |
| 2 | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| 3 | | |
| | | |
| | | |
| | | |
| shares (Note 1) | _ | _ |
| | | |
| Total D. (Ordinary shares) | | |
| (Preference shares) | | |
| (Other class) | | |
| (************************************** | | |
| | l | |

| | Other Movements | in Issued Share Capital | | | | | |
|----------|-----------------|---------------------------|---|-------|---|---|--|
| | | , | | | | 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> </u> | Type of Issue | | | | | | |
| ` | | | Class of shares issuable (Note 1) | | _ | | |
| 1. | Rights issue | 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) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 3. | Placing | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM 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) | (/ / |) | | |
| | | | | | | | |

| | Other Movements in Issued Share Capital | | | | | |
|-----|---|---|-----------|---|---|--|
| | | | | | 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 |
| Туј | pe of Issue | | | | | |
| , | | Class of shares issuable (Note 1) | · <u></u> | | | |
| 5. | Scrip dividend At price : State currency — | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | |
| | | Class of shares repurchased (Note 1) | | | | |
| 6. | Repurchase of shares | Cancelled Date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | |
| | | Class of shares redeemed (Note N | | | | |
| 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) | (/ / |) | | |
| | | | | | | |

| Other Movements in Issued Share Capital | | | | | |
|--|---|----------------------------|---|---|---|
| Outer Trie venteriis in assure Sante Cuprini | | | | 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 |
| Tymo of Issue | | | | | month |
| Type of Issue | | | | | |
| 9. Capital | Class of shares issuable (Note 1) | | | | |
| reorganisation | 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. | (Ordina (Preferer (O | - | nares) | |
| | | | | | |

| 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 Is | ssued Shar | e Capital").) |

| Remarks (if any): | | | |
|-------------------|---|---|--|
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| | | | |
| submitted by: | Tricor Tengis Limited | _ | |
| itle: | Branch Share Registrar | _ | |
| (Director, Sec | cretary 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.