

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

## Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and C	learing	g Limited		
Name of Issuer Cl	nina E-	Learning Group Lin	nited	
Date Submitted 06	5/09/20	16		
I. Movements in Authorised Share	e Capit	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 preceding mon	ıth	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 :	Descrip	tion : <u></u>		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mon	ıth			
Increase/(decrease)				
Balance at close of the month				

31/08/2016

2. Preference Shares			
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:		
	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	2,955,103,196			
Increase/ (decrease) during the month	NIL			
Balance at close of the month	2,955,103,196			

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) 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 thereto as at close of the month Movement during the month (dd/mm/yyyy) and 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\$0.168 Meeting approved (23/05/2011) Ordinary shares 30,000,000 (*Note 1*) 4.Exercise Price HK\$0.28 Meeting approved (23/05/2011) Ordinary shares 304,000,000 (*Note 1*) Total A. (Ordinary shares) (Preference shares) -- (Other class) --(Other class) Total funds raised during the month from exercise of options (State currency)

Warrants to Issue Shares of  Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value nominal close of value preceding mon	at 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>	<del>-</del> -				
Stock sode (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date					
(if applicable) (dd/mm/yyyy)	( / / )	<u> </u>			
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)					
EGM approval date (if applicable)	( / / )				
	To	(Prefer	nary shares) ence shares) (Other class)		-

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issuer issued which may be during the issued pursuant thereto as at month Currency of Amount at close Converted close of the pursuant amount of preceding during the Amount at close thereto month Class and description outstanding month month of the month 1. Convertible Notes (CN2018) 10,000,000.00 HK\$ 10,000,000.00 28,571,428 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 (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (*Note 1*) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares) (Preference 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:	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
Proposed issue of 190,476,190 Consideration Shares at the Issue Price of     HK\$0.21 per Consideration Share pursuant to the Sale and Purchase Agreement     dated 30 August 2016.     For details, please refer to the Company's announcement dated 30 August 2016.     AGM Approval date: 30 June 2016		
Ordinary shares (Note 1)		
2		
3.		
( / / ) shares (Note 1)		
Total D. (Oudinamy shares)		
Total D. (Ordinary shares) (Preference shares)	<del></del>	
(Other class)	<del></del>	
(out) visibly		

No. of new shares of issuer issued shares of during the month issuer which		Other Moveme	ents in Issued Share Capital					
Class of shares issuable (Note 1)  1. Rights issue At price: State currency			·			d	of issuer issued uring the month	shares of issuer which may be issued pursuant thereto as at close of the
Class of shares issuable   Class of shares iss		Type of Issue						
Class of shares issuable   ( / / )						-		
Class of shares issuable (Note 1)  2. Open offer  At price: State   Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (// )  (dd/mm/yyyy)  Class of shares issuable (// )  (dd/mm/yyyy)  EGM approval date: (// )  EGM approval date: (// )  Class of shares issuable (// )  (Note 1)  Issue and allotment (// )  (dd/mm/yyyy)  EGM approval date: (// )  Class of shares issuable (// )  EGM approval date: (// )	1.	Rights issue	At price : State currency		( / /	)		
2. Open offer  At price: State currency  At price: State currency  Class of shares issuable (///)  3. Placing  At price: State currency  Class of shares issuable (///)  Begin approval date: (///)  Issue and allotment (///)  date: (dd/mm/yyyy)  EGM approval date: (///)  Class of shares issuable (///)  Class of shares issuable (///)  EGM approval date: (///)  Class of shares issuable (///)  Class of shares issuable (///)  EGM approval date: (///)  Begin approval date: (///)				EGM approval date: (dd/mm/yyyy)	( / /	)		
2. Open offer  At price: State currency    State currency								_
2. Open offer  At price: State currency    State currency   Issue and allotment date: (dd/mm/yyyy)						_		
Class of shares issuable (\(\frac{1}{Note 1}\))  3. Placing  At price: \(\frac{1}{State}\)  \(\text{Currency}\)  Issue and allotment date: (\(\frac{1}{Mm}\)/yyyy)  \(\frac{1}{Mm}\)  EGM approval date: (\(\frac{1}{Mm}\)/yyyy)  Class of shares issuable (\(\frac{1}{Mm}\)/yyyy)  Issue and allotment date: (\(\frac{1}{Mm}\)/yyyy)  EGM approval date: (\(\frac{1}{Mm}\)/yyyy)  EGM approval date: (\(\frac{1}{Mm}\)/yyyy)	2.	Open offer	At price : State currency	Issue and allotment	( / /	)		
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 (// / )  Issue and allotment (// / )  Graph of the price is the price				EGM approval date: (dd/mm/yyyy)	( / /	)		
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 (// / )  Issue and allotment (// / )  Graph of the price is the price								_
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)  Issue and allotment (/ / / )  Issue and allotment (/ / / )  EGM approval date: (dd/mm/yyyy)  EGM approval date: (/ / / )						_		
Class of shares issuable (Note 1)  4. Bonus issue  Issue and allotment (///) date:(dd/mm/yyyy)  EGM approval date:	3.	Placing	At price : State	Issue and allotment	( / /	)		
4. Bonus issue  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: ( / / )				EGM approval date:		)		
4. Bonus issue  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: ( / / )								_
4. Bonus issue  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (///)								
EGM approval date: ( / / )	4.	Bonus issue		Issue and allotment	( / /	)		
				EGM approval date:	( / /	)		

	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
Ту	pe 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 (Note 1)			
6.	Repurchase of shares		Cancelled Date : (dd/mm/yyyy)	)		
			EGM approval date: (dd/mm/yyyy) ( / /	)		
			Class of sharesredeemed (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)	)		
						$\overline{}$

Other Moveme	ents in Issued Share Capital		
Type of Issue			No. of new shares of issuer issued during the month pursuant thereto pursuant thereto as at close of the month
Type of Issue			
O Carital		Class of shares issuable(Note 1)	_
9. Capital 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. (Ordinary	y shares)
		(Preference	
		(Oth	er class)

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	sued Sha	re Capital").)

Remarks (if any):
Submitted by: Tricor Tengis Limited
Title: Branch Share Registrar
(Director, Secretary or other duly authorised officer)
Notes:

State the class of shares (e.g. ordinary, preference or other).

If there is insufficient space, please append the prescribed continuation sheet.

1.

2.