

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

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and C	Clearing	Limited		
	<u>hina E-</u> 3/01/20	Learning Group Lin	nited	
I. Movements in Authorised Share	e Capita	al		
1. Ordinary Shares				
(1) Stock code : <u>8055</u> I	Descrip	tion :	Ordinary	y Shares
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mor	nth	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 :I	Descrip	tion:		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mor	nth			
Increase/(decrease)				
Balance at close of the month				

31/12/2016

2. Preference Shares				
Stock code :	Descrip	otion: <u></u>		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of prece	eding month		- 	
Increase/(decrease)				
Balance at close of the n	nonth			
3. Other Classes of Shar	es			
Stock code :	Descrip	otion: <u></u>		
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of prece	eding month			
Increase/(decrease)				
Balance at close of the n	nonth			
Total authorised share ca	apital at the end	of the month (State	currency): HK \$	\$5,000,000,000.00
II. Movements in Issued	Share Capital			
		dinary shares		No. of other classes
Balance at close of preceding month	3,304,979,386	(2)	shares	of shares
Increase/ (decrease) during the month				
Balance at close of the month	3,304,979,386			

III. Details of Movements in Issued Share Capital Share Options (under Share Option Schemes of the Issuer)

Share Options (under	Share Option Sci	hemes of the Is:	suer)				
Particulars of share option scheme including EGM					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto	
approval date	,	f			thereto	as at close of the month	
(dd/mm/yyyy) and -	N	Movement durin	ig 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)						14.006.000	
Ordinary shares						14,936,322	
(Note 1)							
3.Exercise Price							
HK\$0.168							
111СФО.100							
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						144,600,000	
(Note 1)							
5E : D:							
5.Exercise Price							
HK\$0.311							
Meeting approved							
(23/05/2011)							
Ordinary shares	330,000,000					330,000,000	
(Note 1)	330,000,000			-		330,000,000	
(1.000 1)							
			Total A. (Ordi				
			(Other class)			
Total funds raised dur		om exercise of					
options (State current	cy)						

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value a nominal close of value preceding month	t 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)					
EGM approval date (if applicable)	(/ /)	_			
	Tot	(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 issuer shares of 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) 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)

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 Convertible Notes with an aggregate principal amount of		
HK\$91,581,000 (subject to adjustments), which may be converted into 384,794,117		
Conversion Shares at the Conversion Price of HK\$0.238 per Conversion Share		
pursuant to the Supplemental Agreement dated 24 October 2016.		
For more details, please refer to the Company's announcements dated 11 October		
2016 and 24 October 2016.		
AGM approval date: 30 June 2016		
Ordinary shares (<i>Note 1</i>)		
Ordinary shares (Note 1)		
2. Proposed issue of Convertible Notes with an aggregate principal amount of		
HK\$96,000,000 (subject to adjustments), which may be converted into 369,230,769		
Conversion Shares upon full conversion at the Conversion Price of HK\$0.26 per		
Conversion Share (subject to adjustments) pursuant to the Agreement dated		
21 December 2016.		
For more details, please refer to the Company's announcement dated 21 December		
2016.		
EGM approval date: To be confirmed		
Ordinary shares (Note 1)		
Ordinary shares (Note 1)		
3. Proposed issue of Convertible Notes with an aggregate principal amount of		
HK\$157,500,000 (subject to adjustments), which may be converted into 637,651,821		
Conversion Shares upon full conversion at the Conversion Price of HK\$0.247 per		
Conversion Share (subject to adjustments) pursuant to the Agreement dated		
29 December 2016.		
For more details, please refer to the Company's announcement dated 29 December		
2016.		
EGM approval date: To be confirmed		
2012 applotal date: 10 00 continued		
Ordinary shares (<i>Note 1</i>)		
Stuffing States (17076-1)		
Total D. (Ordinary shares)		
(Preference shares)		-
(Other class)		-
(Other etabl)		-
	l .	

	Other Movemen	ts in Issued Share Capital					
		•			d	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
	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				
2.	Open offer	At price : State currency	(Note 1) 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 Movement	ts in Issued Share Capital			N 6	N
Tvi	oe 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
\	90 01 10000					
			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 shares redeemed (<i>Note</i> X)			
7.	Redemption of shares		Redemption date : (/ / / (dd/mm/yyyy))		
			EGM approval date: (dd/mm/yyyy))		
			Class of shares issuable (Note 1)			
8.	Consideration issu	e At price : State currency	Issue and allotment date : (dd/mm/yyyy))		
			EGM approval date: (dd/mm/yyyy) (/ /)		
						$\overline{}$

No. of new shares No. of new
of issuer issued during the month pursuant thereto pursuant thereto as at close of the month
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)
Issue and allotment date: (dd/mm/yyyy)
EGM approval date: (dd/mm/yyyy) (/ /)
Total E. (Ordinary shares)
(Preference shares)
(Other 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 I	ssued Share	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.

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