

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

Monthly Return of Equity Issuer on Movements in Securities

| To: Hong Kong Exchanges and Cleari | ng Limited | | |
|---|---------------------------|----------------------------------|---|
| Name of Issuer China I Date Submitted 06/02/2 | E-Learning Group Lin | nited | |
| I. Movements in Authorised Share Cap | vital | | |
| 1. Ordinary Shares | | | , |
| (1) Stock code : <u>8055</u> Descr | iption: | Ordinar | y 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 : Descr | iption: <u></u> | | |
| | 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 | | | |

31/01/2017

| 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 r | nonth | | | |
| 3. Other Classes of Shar | res | | | |
| 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 r | nonth | | | |
| Total authorised share ca | apital at the end | of the month (State | currency): HKS | \$5,000,000,000.00 |
| II. Movements in Issued | Share Capital | | | |
| | No. of ord | linary shares (2) | No of preference shares | No. of other classes of shares |
| Balance at close of preceding month | 3,304,979,386 | | | |
| 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 S | mare option be | ficines of the iss | suci) | | | |
|--|-----------------|--------------------|----------------|--------------|--|--|
| 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 | _ | | | | thereto | as at close of the month |
| (dd/mm/yyyy) and — |] | Movement durin | g the month | | · | as at close of the month |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1.Exercise Price | | | | | | |
| HK\$1.281 | | | | | | |
| 1111411201 | | | | | | |
| Meeting approved | | | | | | |
| (24/11/2001) | | | | | | |
| Ordinary shares | | | | | | 9,230,311 |
| (Note 1) | | | | | | |
| (1,000 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 | | | | | | 144,600,000 |
| (Note 1) | | | | | | |
| | | | | | | |
| 5.Exercise Price | | | | | | |
| HK\$0.311 | | | | | | |
| | | | | | | |
| Meeting approved | | | | | | |
| (23/05/2011) | | | | | | |
| Ordinary shares | | | | | | 330,000,000 |
| (Note 1) | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | Total A (O.1) | | | |
| | | | Total A. (Ordi | mary snares) | | |
| | | | | ence shares) | | |
| | _ | _ | (| Other class) | | |
| Total funds raised durii | ng the month fr | om exercise of | | | | |
| ptions (State currency | | | | | | |

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of Nominal value at nominal close of value preceding 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 |
|---|---|----------|--|--|--|
| Ĭ. | _ | | | | |
| 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 | e into Snares of tr | ie 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 |
| 1. Convertible Notes | | | | | | |
| (CN2018) | | | | | | |
| | <u>—</u> | | | | | |
| | HK\$ | 10,000,000.00 | | 10,000,000.00 | | 28,571,428 |
| | | | | | | |
| Stock code (if listed) | - | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | Ordinary Shares | <u> </u> | | | | |
| Subscription price | HK\$ 0.35 | | | | | |
| AGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (09/06/2015) | | | | | |
| 2. | (09/00/2013) | | | | | |
| <u>z.</u> | _ | | | | | |
| | _ | | | | | |
| | <u> </u> | | | | | |
| - | | | | _ | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | | | | | | |
| 3. | <u> </u> | | | | | |
| | _ | | | | | |
| 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) | | <u></u> |
| | | | (Pı | reference shares) | | <u></u> |
| | | | | (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) | | |
|---|--|---|
| | No. of new shares of issuer issued during the month | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | pursuant thereto | |
| 1. 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 (Note 1) | _ | |
| Ordinary shares (wote 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) | | . <u></u> |
| 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 | | |
| 0.2 | | |
| Ordinary shares (Note 1) | | |
| | | |
| Total D. (Ordinary shares) | | |
| (Preference shares) | | |
| (Other class) | | |
| | | |

| | 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 |
| | 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 | 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 | | | | | |
|-----|----------------------|-----------------------------|---|-------------------|-----|---|--|
| Tv | pe 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 y | je or issue | | | | | | |
| | | | 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 (Note X) | | | | |
| 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | (/ | /) | | |
| | | | EGM approval date: (dd/mm/yyyy) | $\langle \langle$ | /) | | |
| | | | | | | | |
| | | | 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) | (/ | /) | | |
| 1 | | | | | | | $\overline{}$ |

| Other Movements in Issued Share 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 |
| 9. Capital reorganisation | Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) | | |
| | | | | |
| 10. Other At price : State currency | Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | | | |
| | Total E. | (Ordinary s (Preference s (Other | hares) | |

| 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 | e Capital").) |

| Remarks (if any): | | | |
|-------------------|--|--------------|--|
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| | | | |
| | | | |
| Submitted by: | Tricor Tengis Limited | _ | |
| Title: | Branch Share Registrar | <u></u> | |
| (Director, S | ecretary 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.