

## **Monthly Return of Equity Issuer on Movements in Securities**

For the month ended (dd/mm/yyyy): 30/04/2017				
To: Hong Kong Exchanges and	d Clearing	Limited		
Name of Issuer	China E-I	Learning Group Lim	ited	
Date Submitted	08/05/20	17		
I. Movements in Authorised Sh	ıare Capita	1		
1. Ordinary Shares				1
(1) Stock code : <u>8055</u>	Descripti	ion :	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	ion: <u></u>		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding r	nonth _			
Increase/(decrease)	_			
Balance at close of the month	-			

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	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 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	dinary 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)

		chemes of the Iss				
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	,	N	.1 .1		thereto	as at close of the month
(dd/mm/yyyy) and —	]	Movement durin	g 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)						
Ordinary shares						14,936,322
(Note 1)						11,750,522
(11010 1)						
3.Exercise Price						
HK\$0.168						
Meeting approved						
(23/05/2011)						
Ordinary shares						30,000,000
(Note 1)						20,000,000
(110101)						
4.Exercise Price						
HK\$0.28						
Meeting approved						
(23/05/2011)						
Ordinary shares						144,600,000
(Note 1)						111,000,000
(1,010-1)						
5.Exercise Price						
HK\$0.311						
· · · · · · · · · · · · · · · · · · ·						
Meeting approved						
(23/05/2011)						
Ordinary shares						330,000,000
(Note 1)						
/						
			Total A. (Ordi	nary shares)		
			(Prefer	ence shares)		
			(	Other class)		
			(	Other class)		
Total funds raised duri	ng the month fr	om exercise of	(			

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)					
EGM approval date (if applicable)	( / / )				
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	<u></u>					
(CN2018)						
	<del></del>					
	HK\$	10,000,000.00		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. Convertible Notes	<u> </u>					
	HK\$			91,581,000		384,794,117
Stock code (if listed)						
Class of shares						
issuable (Note 1)	Ordinary Shares	<u> </u>				
Subscription price	HK\$0.238					
AGM approval date						
(if applicable) (dd/mm/yyyy)	(30/06/2016)					
	(30/00/2010)					
3.	<del>_</del>					
	<del></del>					
C41 1 - (:f1:-4-1)						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
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)		
				(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)	1	
	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\$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)		
2. 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		
Ordinary shares ( <i>Note 1</i> )		
3.		
	1	
	1	
	1	
	1	
shares (Note 1)	1	
	1	
Total D. (Ordinary shares)		
(Preference shares)		•
(Other class)		•
(Onle class)		
	l	

	Other Movemen	ts 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 shower isomoble				
			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					
Tva	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)		' ) \		
			Class of shares issuable (Note 1)			-	
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	<b>'</b> )		
			EGM approval date: (dd/mm/yyyy)	( / /	′ )		
I							$\overline{}$

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
Type of issue			
O Carial	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		
	(Preference		
	(Otne	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 Sho	ure Capital").)

٦

Γ

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