



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China E-Learning Group Limited

Date Submitted 04/02/2014

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>8055</u>	Description : <u>Ordinary Shares</u>		
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>50,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$5,000,000,000.00</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>50,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$5,000,000,000.00</u>
(2) Stock code : <u>--</u>	Description : <u>--</u>		
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code : - -	Description : - -		
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code : - -	Description : - -		
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
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 (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	1,614,222,902	--	--	--
Increase/ (decrease) during the month	Nil	--	--	--
Balance at close of the month	1,614,222,902	--	--	--

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
<u>1.Exercise Price</u> <u>HK\$1.281</u>						
<u>Meeting approved</u> <u>(24/11/2001)</u>						
Ordinary shares <i>(Note 1)</i>	--	--	--	--	--	9,230,311
<u>2.Exercise Price</u> <u>HK\$0.652</u>						
<u>Meeting approved</u> <u>(24/11/2001)</u>						
Ordinary shares <i>(Note 1)</i>	--	--	--	--	--	14,936,322
<u>3.Exercise Price</u> <u>HK\$0.10</u>						
<u>Meeting approved</u> <u>(23/05/2011)</u>						
Ordinary shares <i>(Note 1)</i>	--	--	--	--	--	132,000,000
			Total A. (Ordinary shares)		--	
			(Preference shares)		--	
			(Other class)		--	
Total funds raised during the month from exercise of options (State currency)				--		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the 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
1. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)				
2. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)				
3. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
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 (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)				
Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____						

Convertibles (i.e. Convertible into Shares of the 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						
	HK\$	29,999,934.00	Nil	29,999,934.00	Nil	59,999,868
Stock code (if listed)	-					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$ 0.50					
EGM approval date (if applicable) (dd/mm/yyyy)	(30/11/2010)					
2. Convertible Notes						
	HK\$	12,800,000.00	Nil	12,800,000.00	Nil	25,600,000
Stock code (if listed)	-					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$ 0.50					
EGM approval date (if applicable) (dd/mm/yyyy)	(23/5/2011)					
3. Convertible Notes (ETCN)						
	HK\$	9,611,906.00	Nil	9,611,906.00	Nil	19,223,812
Stock code (if listed)	-					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$ 0.50					
EGM approval date (if applicable) (dd/mm/yyyy)	(17/7/2012)					
4. Convertible Notes (EICN)						
	HK\$	58,235,956.00	Nil	58,235,956.00	Nil	116,471,912
Stock code (if listed)	-					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$ 0.50					
EGM approval date (if applicable) (dd/mm/yyyy)	(17/7/2012)					
			Total C. (Ordinary shares)		Nil	
			(Preference shares)		-	
			(Other class)		-	

Convertibles (i.e. Convertible into Shares of the 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
5. Convertible Notes 1 (CN2014-1)	HK\$	Nil	Nil	5,000,000.00	Nil	50,000,000
Stock code (if listed)	-					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$ 0.10					
AGM approval date (if applicable) (dd/mm/yyyy)	(15/05/2013)					
6. Convertible Notes 2 (CN2014-2)	HK\$	Nil	Nil	6,000,000.00	Nil	60,000,000
Stock code (if listed)	-					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$ 0.10					
AGM approval date (if applicable) (dd/mm/yyyy)	(15/05/2013)					
7.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
AGM approval date (if applicable) (dd/mm/yyyy)						
8.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
AGM approval date (if applicable) (dd/mm/yyyy)						
				Total C. (Ordinary shares)	Nil	
				(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
1. _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ Ordinary shares (Note 1)		
2. _____ _____ _____ _____ (/ /) _____ shares (Note 1)		
3. _____ _____ _____ _____ (/ /) _____ shares (Note 1)		
Total D. (Ordinary shares)	--	
(Preference shares)	--	
(Other class)	--	

Other Movements in Issued Share Capital

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						
1. Rights issue	Class of shares issuable _____ (Note 1)	At price : State currency _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
2. Open offer	Class of shares issuable _____ (Note 1)	At price : State currency _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
3. Placing	Class of shares issuable _____ (Note 1)	At price : State currency _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	AGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
4. Bonus issue	Class of shares issuable _____ (Note 1)		Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____

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
5. Scrip dividend	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
6. Repurchase of shares		Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (/ /)	_____
7. Redemption of shares		Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
8. Consideration issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____

For Main Board and GEM listed issuers

		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	Type of Issue		
	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 shares)	_____
		(Preference shares)	- -
		(Other class)	- -

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>Nil</u>
	(2)	<u>- -</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>- -</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>- -</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Submitted by: Tricor Tengis Limited

Title: Branch Share Registrar
(Director, 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.*