



香港交易所

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

**For the month ended (dd/mm/yyyy) :** 31/03/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China E-Learning Group Limited

Date Submitted 01/04/2014

**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 (State currency)	Authorised share capital (State currency)
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 (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>                    </u>	<u>                    </u>	<u>                    </u>
Increase/(decrease)	<u>                    </u>		<u>                    </u>
Balance at close of the month	<u>                    </u>	<u>                    </u>	<u>                    </u>

## 2. Preference Shares

Stock code : <u>  -  -</u>	Description : <u>  -  -</u>		
	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 : <u>  -  -</u>	Description : <u>  -  -</u>		
	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		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<b>1,634,222,902</b>	--	--	--
Increase/ (decrease) during the month	<b>Nil</b>	--	--	--
Balance at close of the month	<b>1,634,222,902</b>	--	--	--

## 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>	--	--	--	--	--	112,000,000
			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
<del>1.</del>						
<del>( / / )</del>						
<del>Stock code (if listed) _____</del>						
<del>Class of shares _____</del>						
<del>issuable (Note 1) _____</del>						
<del>Subscription price _____</del>						
<del>EGM approval date _____</del>						
<del>(if applicable) _____</del>						
<del>(dd/mm/yyyy) ( / / ) _____</del>						
<del>2.</del>						
<del>( / / )</del>						
<del>Stock code (if listed) _____</del>						
<del>Class of shares _____</del>						
<del>issuable (Note 1) _____</del>						
<del>Subscription price _____</del>						
<del>EGM approval date _____</del>						
<del>(if applicable) _____</del>						
<del>(dd/mm/yyyy) ( / / ) _____</del>						
<del>3.</del>						
<del>( / / )</del>						
<del>Stock code (if listed) _____</del>						
<del>Class of shares _____</del>						
<del>issuable (Note 1) _____</del>						
<del>Subscription price _____</del>						
<del>EGM approval date _____</del>						
<del>(if applicable) _____</del>						
<del>(dd/mm/yyyy) ( / / ) _____</del>						
<del>4.</del>						
<del>( / / )</del>						
<del>Stock code (if listed) _____</del>						
<del>Class of shares _____</del>						
<del>issuable (Note 1) _____</del>						
<del>Subscription price _____</del>						
<del>EGM approval date _____</del>						
<del>(if applicable) _____</del>						
<del>(dd/mm/yyyy) ( / / ) _____</del>						
					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
<b>1. Convertible Notes</b>						
	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)					
<b>2. Convertible Notes</b>						
	HK\$	12,800,000.00	Nil	Nil*	Nil	Nil
Stock code (if listed)	-			* (See Remarks)		
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)					
<b>3. Convertible Notes (ETCN)</b>						
	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)					
<b>4. Convertible Notes (EICN)</b>						
	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
<u>5. Convertible Notes 1</u> <u>(CN2014-1)</u>	<u>HK\$</u>	<u>Nil</u>	<u>Nil</u>	<u>5,000,000.00</u>	<u>Nil</u>	<u>50,000,000</u>
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)					
<u>6. Convertible Notes 2</u> <u>(CN2014-2)</u>	<u>HK\$</u>	<u>Nil</u>	<u>Nil</u>	<u>6,000,000.00</u>	<u>Nil</u>	<u>60,000,000</u>
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)					
<u>7.</u>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
AGM approval date (if applicable) (dd/mm/yyyy)						
<u>8.</u>						
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 ( <i>Note 1</i> )		
_____ ( / / )		
2. _____ shares ( <i>Note 1</i> ) _____ _____ _____ ( / / )		
3. _____ shares ( <i>Note 1</i> ) _____ _____ 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)	Issue and allotment date : (dd/mm/yyyy)	( / / )	
	At price : State currency _____		EGM approval date: (dd/mm/yyyy)	( / / )	
2. Open offer		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	( / / )	
	At price : State currency _____		EGM approval date: (dd/mm/yyyy)	( / / )	
3. Placing		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	( / / )	
	At price : State currency _____		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 _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	     _____	     _____
6. Repurchase of shares  _____ Class of shares repurchased (Note 1) _____ Cancellation date : ( / / ) (dd/mm/yyyy) AGM approval date: ( / / ) (dd/mm/yyyy)	     _____	     _____
7. Redemption of shares  _____ Class of shares redeemed (Note 1) _____ Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	     _____	     _____
8. Consideration issue      At price : State currency _____  _____ Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	     _____	     _____

For Main Board and GEM listed issuers

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 _____ <i>(Note 1)</i>  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
10. Other	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)	_____	_____
		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):		__
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

\* HK\$12,800,000.00 convertible notes were mature on 6 March 2014.

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Submitted by: Tricor Tengis Limited

Title: Branch Share Registrar  
(Director, Secretary or other duly authorised officer)

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*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.*