HKEX 香 港 交 易 所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :   30/04/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer   China E-Learning Group Limited

Date Submitted   05/05/2014

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :   8055   Description :   Ordinary 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 :   - -   Description :   - -

	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			

2. Preference Shares

Stock code : - -   Description :   - -

	No. of preference shares	Par value *(State currency)*	Authorised share capital *(State currency)*
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 *(State currency)*	Authorised share capital *(State currency)*
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	1,634,222,902	- -	- -	- -
Increase/ (decrease) during the month	25,223,812	- -	- -	- -
Balance at close of the month	1,659,446,714	- -	- -	- -

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		
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)						
3.Exercise Price HK$0.10						
Meeting approved (23/05/2011)						
Ordinary shares	--	10,000,000	--	--	10,000,000	102,000,000
(Note 1)						

Total A. (Ordinary shares) 10,000,000

(Preference shares) - -

(Other class) - -

Total funds raised during the month from exercise of options (State currency)   HK$1,000,000.00

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 *(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) (/ /) _____						

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 *(Note 1)*	Ordinary Shares					
Subscription price	HK$ 0.50					
EGM approval date (if applicable) (dd/mm/yyyy)	(30/11/2010)					
2. Convertible Notes (ETCN)						
	HK$	9,611,906.00	7,611,906.00	2,000,000.00	15,223,812	4,000,000
Stock code (if listed)	-					
Class of shares issuable *(Note 1)*	Ordinary Shares					
Subscription price	HK$ 0.50					
EGM approval date (if applicable) (dd/mm/yyyy)	(17/7/2012)					
3. 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 *(Note 1)*	Ordinary Shares					
Subscription price	HK$ 0.50					
EGM approval date (if applicable) (dd/mm/yyyy)	(17/7/2012)					
4. Convertible Notes 1 (CN2014-1)						
	HK$	5,000,000.00	Nil	5,000,000.00	Nil	50,000,000
Stock code (if listed)	-					
Class of shares issuable *(Note 1)*	Ordinary Shares					
Subscription price	HK$ 0.10					
AGM approval date (if applicable) (dd/mm/yyyy)	(15/05/2013)					

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 2 (CN2014-2)	HK$	6,000,000.00	Nil	6,000,000.00	Nil	60,000,000
Stock code (if listed)	-					
Class of shares issuable *(Note 1)*	Ordinary Shares					
Subscription price	HK$ 0.10					
AGM approval date (if applicable) (dd/mm/yyyy)	(15/05/2013)					
6.						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
AGM approval date (if applicable) (dd/mm/yyyy)						
7.						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
AGM approval date (if applicable) (dd/mm/yyyy)						
8.						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
AGM approval date (if applicable) (dd/mm/yyyy)						

Total C. (Ordinary shares)   15,223,812

(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

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

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 shares) _____ (Preference shares) - - (Other class) - -		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	25,223,812
	(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 Issued Share Capital").)		

Remarks (if any):

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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.*