



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities**
**For the month ended (dd/mm/yyyy) :** 31/12/2014

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer China E-Learning Group Limited

 Date Submitted 05/01/2015
**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 :	<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		<u>                  </u>	<u>                  </u>
Increase/(decrease)		<u>                  </u>	<u>                  </u>
Balance at close of the month		<u>                  </u>	<u>                  </u>

## 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		<u>                  </u>	<u>                  </u>
Increase/(decrease)		<u>                  </u>	<u>                  </u>
Balance at close of the month		<u>                  </u>	<u>                  </u>

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>2,913,314,319</b>	--	--	--
Increase/ (decrease) during the month	<b>300,956,877</b>	--	--	--
Balance at close of the month	<b>3,214,271,196</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 (Note 1)	--	--	--	--	--	9,230,311
<u>2.Exercise Price</u> <u>HK\$0.652</u>						
<u>Meeting approved</u> <u>(24/11/2001)</u>						
Ordinary shares (Note 1)	--	--	--	--	--	14,936,322
<u>3.Exercise Price</u> <u>HK\$0.10</u>						
<u>Meeting approved</u> <u>(23/05/2011)</u>						
Ordinary shares (Note 1)	--	10,000,000	--	--	10,000,000	Nil

For Main Board and GEM listed issuers

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		
4.Exercise Price						
<u>HK\$0.168</u>						
Meeting approved (23/05/2011)						
Ordinary shares	--	78,000,000	--	--	78,000,000	42,000,000
<i>(Note 1)</i>						
					Total A. (Ordinary shares)	<u>88,000,000</u>
					(Preference shares)	<u>--</u>
					(Other class)	<u>--</u>
Total funds raised during the month from exercise of options (State currency)					<u>HK\$14,104,000.00</u>	

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 (EICN)	HK\$	23,235,956.00	13,235,956.00	10,000,000.00	37,817,017	28,571,428
Stock code (if listed)	-					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$ 0.35					
EGM approval date (if applicable) (dd/mm/yyyy)	(17/7/2012)					
2. Convertible Notes (2016A)	HK\$	25,045,000.00	25,045,000.00	Nil	175,139,860	Nil
Stock code (if listed)	-					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$ 0.143					
AGM approval date (if applicable) (dd/mm/yyyy)	(23/05/2014)					
3.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
AGM approval date (if applicable) (dd/mm/yyyy)						
4.						
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)					212,956,877	
(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	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) ( / / )	( / / )	
			EGM 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	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	_____	_____
10. Other	<p>At price : State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	_____	_____
		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)	300,956,877
	(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):

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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.*