

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): ____30/09/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer
Date Submitted

China E-Learning Group Limited	
05/10/2015	

I. Movements in Authorised Share Capital

(1) Stock code : <u>8055</u> Descri	iption :	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 : Descri	iption :			
	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 : Descrip	ption :		
	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 ordin	No. of ordinary shares		No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	2,985,863,196			
Increase/ (decrease) during the month	(40,184,000)			
Balance at close of the month	2,945,679,196			

III. Details of Movements in Issued Share Capital

Share Options (under	Share Option Sci	hemes of the Is	suer)				
Particulars of share option scheme including EGM	on scheme uding EGM				No. of new shares of issuer issued during the month pursuant	issuer which may be issued pursuant therete	
approval date (dd/mm/yyyy) and -	Ν	Aovement duri	ng the month		thereto	as at close of the month	
class of shares							
issuable	Granted	Exercised	Cancelled	Lapsed			
1.Exercise Price HK\$1.281							
Meeting approved (24/11/2001) Ordinary shares (Note 1)						9,230,311	
2.Exercise Price HK\$0.652							
Meeting approved (24/11/2001) Ordinary shares (Note 1)						14,936,322	
3.Exercise Price HK\$0.168							
Meeting approved (23/05/2011) Ordinary shares (Note 1)						30,000,000	
4.Exercise Price HK\$0.28							
Meeting approved (23/05/2011) Ordinary shares (Note 1)	314,000,000					314,000,000	
			Total A. (Ordi	nary shares)			
			(Prefer	ence shares)			
			(Other class)			
Total funds raised due options (State current		om exercise of					
	-						

For Main Board and GEM listed issuers

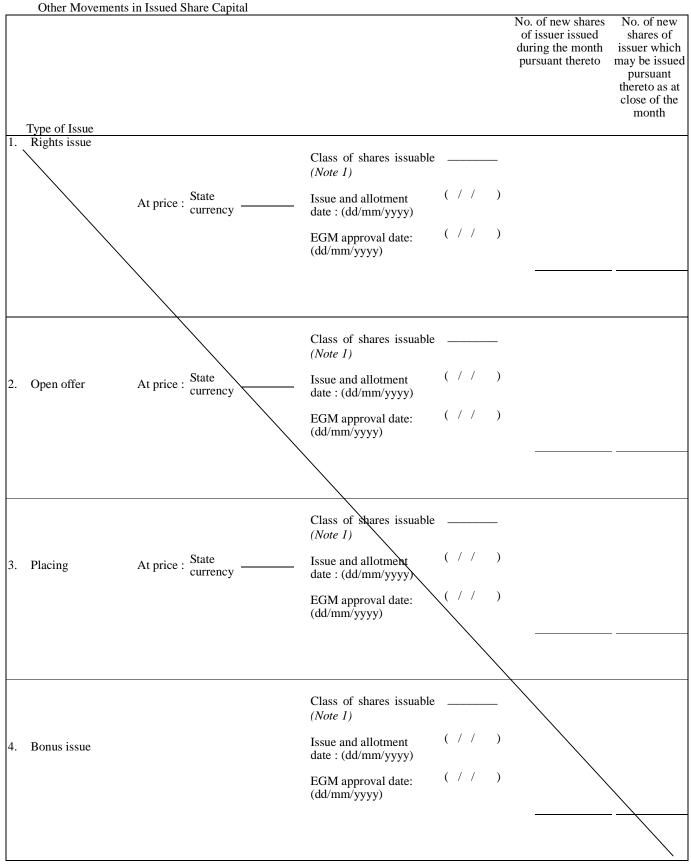
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>\.</u>					
(//) Stock code (if listed)					
Class of shares					
issuable (<i>Note 1</i>) Subscription price					
EGM approval date					
(if applicable) (dd/mm/yyyy)	(/ /)				
2.					
(/ /)					<u> </u>
Stock code (if listed) Class of shares	<u> </u>				
issuable (Note 1)					
Subscription price EGM approval date					
(if applicable) (dd/mm/yyyy)					
<u>3.</u>					
(/ /)	/-	<u> </u>			
Stock code (if listed) Class of shares		\backslash			
issuable (Note 1)					
Subscription price EGM approval date		\backslash	\		
(if applicable)			\backslash		
(dd/mm/yyyy)	(/ /)		\backslash		
(/ /)	· · ·				·
Stock code (if listed)			Ň	\backslash	
Class of shares issuable (<i>Note 1</i>)				\backslash	
EGM approval date (if applicable)				\backslash	`
(dd/mm/yyyy)	(/ /)				\backslash
	Total	B. (Ordin	nary shares)		
		(Prefere	ence shares) Other class)		· \
		(- \

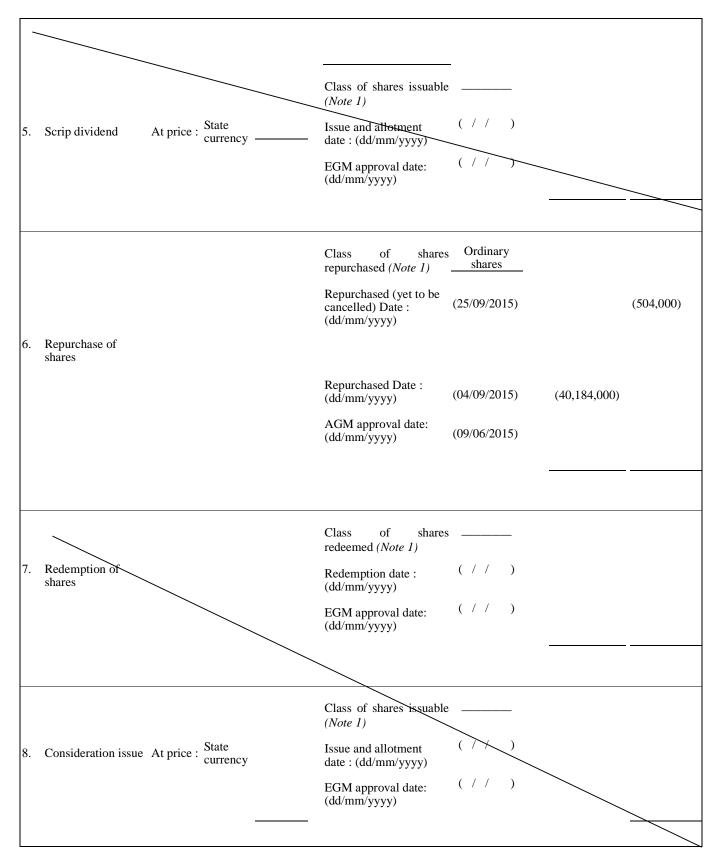
Warrants to Issue Shares of the Issuer which are to be Listed

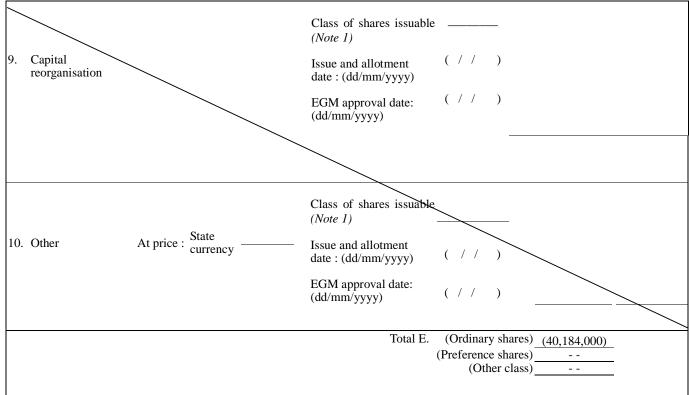
Commentibles (i.e. Commertible	. into Change of 4	. Isanan mkish ana	to he Listed)	For Main Board	1 issuers	
Convertibles (i.e. Convertible		Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Notes	_					
(EICN)	_					
	HK\$	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					
EGM approval date (if applicable)						
(dd/mm/yyyy)	(17/7/2012)					
2.	(**********					
	_					
Stock code (if listed) Class of shares						
issuable (<i>Note 1</i>) Subscription price						
AGM approval date (if applicable) (dd/mm/yyyy)						
(dd/ IIII/ yyyy) 3.						
	—					
	_					
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price AGM approval date (if applicable)						
(dd/mm/yyyy)						
4.						
Stock code (if listed)						<u> </u>
Class of shares issuable (<i>Note 1</i>)						
Subscription price AGM approval date (if applicable) (dd/mm/yyyy)						
(
				Ordinary shares)		
			(Pi	reference shares)		
				(Other class)		

For Main Board and GEM listed issuers 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
(Note 1)		
2		
3		
· · · · · · · · · · · · · · · · · · ·		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		







Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	(40,184,000)
	(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 Iss	ued Shar	re Capital").)

Remarks (if any):

Submitted by:	Tricor Tengis Limited		
J	•		
Titler	Branch Share Registrar		
(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.*