

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/12/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China E-Learning Group Limited
Date Submitted	7 January 2013

I. Movements in Authorised Share Capital

(1) Stock code : 8055 Desc	ription :	Ordinar	v Shares
(1) Stock code : <u>0000</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	10,000,000,000	HK\$0.50	HK\$5,000,000,000.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	10,000,000,000	HK\$0.50	HK\$5,000,000,000.00
(2) Stock code : Desc	ription : <u></u>		
		D 1	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month		(State	capital
Balance at close of preceding month Increase/(decrease)		(State	capital

2. Preference Shares

Stock code : Descri	ption : <u></u>		
	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		No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	1,471,878,902			
Increase/ (decrease) during the month	Nil			
Balance at close of the month	1,471,878,902			

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and -						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Exercise Price						
HK\$						
Meeting approved						
Ordinary charge						
Ordinary shares						
(Note 1)						
2.Exercise Price						
HK\$						
Meeting approved						
Ordinary shares						
(Note 1)						
(Note 1)						
2 Essentian Daire						
3.Exercise Price						
HK\$						
Meeting approved						
(/ /)						
Ordinary shares						
(Note 1)						
(Тс	otal A. (Ordin	ary shares)		
		10		nce shares)		
				Other class)		
		.		Julei (1855)		
Total funds raised dur		i from exercise o	I			
options (State currenc	y)					

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.	(/ /)				
	N				
(/ /) Stock code (if listed)	<u> </u>				
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	<u> </u>	\backslash	`		
(if applicable)	(/ /)		\backslash		
4.					
(/ /)					
Stock code (if listed) Class of shares				\backslash	
issuable (Note 1)				\backslash	
Subscription price EGM approval date					
(if applicable)	(/ /)			\backslash	
(dd/mm/yyyy)					\backslash
	Total	(Prefere	nary shares) ence shares) Other class)		
		(\sim

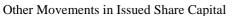
For Main Board and GEM listed issuers

	·	1.1	1 1 1	For Main Board and GEM listed 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							
		12 221 00	N T'1	12 221 00	211	12 100	
Stock code (if listed)	<u> </u>	12,221.00	Nil	12,221.00	Nil	12,100	
Class of shares	-						
issuable (Note 1)	Ordinary Shares						
Subscription price	HK\$ 1.01						
EGM approval date							
(if applicable)							
(dd/mm/yyyy))	(27/2/2009)						
2. Convertible Notes							
		20.000.024.00	NT'1	20,000,024,00	NT'1	50,000,070	
Stock code (if listed)	<u> </u>	29,999,934.00	Nil	29,999,934.00	Nil	59,999,868	
Class of shares	-						
issuable (Note 1)	Ordinary Shares						
Subscription price	HK\$ 0.50						
EGM approval date							
(if applicable)							
(dd/mm/yyyy)	(30/11/2010)						
3. Convertible Notes							
	HK\$	22,500,000.00	Nil	22,500,000.00	Nil	45,000,000	
Stock code (if listed)	-						
issuable (<i>Note 1</i>)	Ordinary Shares						
Subscription price	HK\$ 0.50	·					
EGM approval date							
(if applicable)							
(dd/mm/yyyy)	(23/5/2011)						
4. Convertible Notes							
(ETCN)							
	τιιzφ	N1:1	NT:1	0 611 006 00	NT:1	10 222 012	
	HK\$	Nil	Nil	9,611,906.00	Nil	19,223,812	
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)						
	(1////2012)						

•		Converted	Amount at	shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the
		-			month
HK\$	Nil	Nil	58,235,956.00	Nil	116,471,912
-					
Ordinary Shares					
HK\$ 0.50					
(17/7/2012)					
(17/7/2012)	,		· · · · · · · · · · · · · · · · · · ·	Nil	
	amount outstanding 	outstanding month	amount of preceding during the outstanding month month 	amount outstanding of preceding month during the month close of the month	Currency of Amount at close of preceding month Converted Amount at close of the month Amount at thereto MK\$ Nil Nil 58,235,956.00 Nil - - - - - Ordinary Shares HK\$ 0.50 Nil 58,235,956.00 Nil

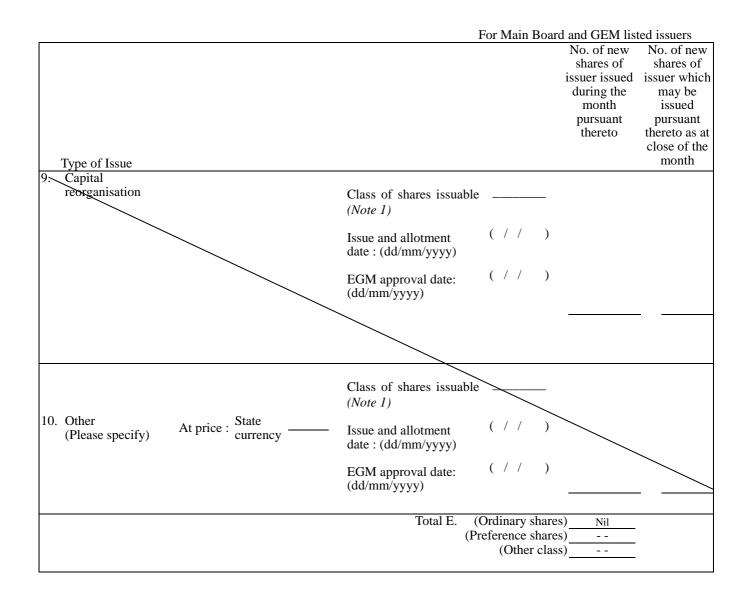
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>t.</u>		
Ordinary shares (Note 1)		
2.		
²		
3		
shares (Note 1)		
Total D (Ordinary charge)		
Total D. (Ordinary shares) (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)



	Type of Issue	ssued 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
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)	(/ /)		
		\rightarrow					
			Class of shares issuable (<i>Note 1</i>)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable				
3.	Placing	At price : State	(<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			AGM approval date: (dd/mm/yyyy)	(/ /)		
				\backslash			
					\backslash		
			Class of shares issuable (<i>Note 1</i>)			\backslash	
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
							- /

			H	For Main	Boar	d and GEM list	ted issuers
	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
	\backslash						
			Class of shares issuable (Note 1)				
5.	Scrip dividend	At price : State currency ——	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares repurchased (<i>Note 1</i>)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			AGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares redeemed (<i>Note</i> X)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy))		
						\	
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		,
			EGM approval date: (dd/mm/yyyy)	(/ /)		



Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil		
	(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, Sec	retary 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.