

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/01/2013

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | China E-Learning Group Limited |
|----------------|--------------------------------|
| Date Submitted | 4 February 2013 |

I. Movements in Authorised Share Capital

| (1) Stock code : 8055 Desc | ription : | Ordinar | v Shares |
|--|------------------------|----------------------------------|---|
| (1) Stock code : <u>0000</u> | | orunna | |
| | 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 |

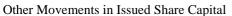
For Main Board and GEM listed issuers

| | For Main Board and GEM listed issuers le into Shares of the Issuer which are to be Listed) | | | | d issuers | |
|--|---|--|----------------------------------|------------------------------------|--|--|
| Class and description | | 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\$ | 12,221.00 | Nil | 12,221.00 | Nil | 12,100 |
| Stock code (if listed) | - | 12,221.00 | 1111 | 12,221.00 | | 12,100 |
| Class of shares | | | | | | |
| issuable (Note 1) | Ordinary Shares | <u> </u> | | | | |
| Subscription price | HK\$ 1.01 | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | (27/2/2000) | | | | | |
| (dd/mm/yyyy)) | (27/2/2009) | | | | | |
| 2. 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) | | | | | |
| 3. Convertible Notes | (30/11/2010) | | | | | |
| | | | | | | |
| | | | | | | |
| | HK\$ | 22,500,000.00 | Nil | 22,500,000.00 | Nil | 45,000,000 |
| Stock code (if listed) | - | | | | | |
| Class of shares | Ordin Cl | | | | | |
| issuable (<i>Note 1</i>) Subscription price | Ordinary Shares HK\$ 0.50 | <u>.</u> | | | | |
| EGM approval date | ПК\$ 0.50 | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (23/5/2011) | | | | | |
| 4. Convertible Notes | | | | | | |
| (ETCN) | | | | | | |
| | | | | | | |
| | HK\$ | 9,611,906.00 | 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) | | | | | |
| (uu/mm/yyyy) | (17/7/2012) | | | | | |

| | | | | | No. of new | No. of new |
|------------------------|-----------------|---------------|----------------|---------------|---------------|---------------|
| | | | | | shares of | shares of |
| | | | | | issuer issued | issuer which |
| | | | | | during the | may be issued |
| | | | | | month | pursuant |
| | | | | | pursuant | thereto as at |
| | Currency of | | Converted | Amount at | thereto | close of the |
| | amount | of preceding | during the | close of the | | month |
| Class and description | outstanding | month | month | month | | |
| 5. 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) | | | | | |
| | | | Total C. (Ordi | | Nil | |
| | | | | ence shares) | - | |
| | | | (| Other class) | - | |

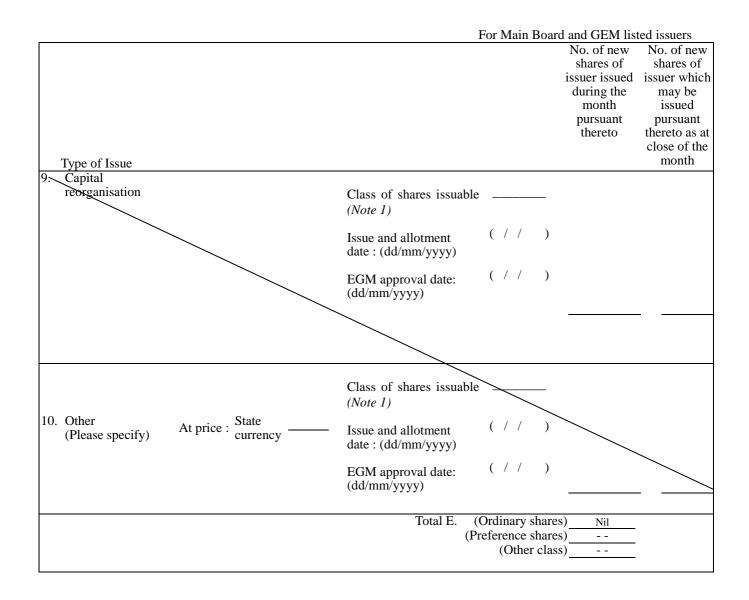
| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|--|
| <u>t.</u> | | |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

| | | | 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.