

# **Monthly Return of Equity Issuer on Movements in Securities**

For the month ended (dd/mm/yyyy): 31/03/2013						
To: Hong Kong Exchanges and Cle	earing Limited					
Name of Issuer Chir	na E-Learning Group Lir	mited				
Date Submitted 3 Ap	pril 2013					
I. Movements in Authorised Share C	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	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 : De	escription :					
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding month	n					
Increase/(decrease)						
Balance at close of the month						

## 2. Preference Shares -- Description : Stock code: Par value Authorised share No. of preference (State capital shares (State currency) *currency*) Balance at close of preceding month Increase/(decrease) Balance at close of the month 3. Other Classes of Shares Description: Stock code: Par value Authorised share No. of other (State capital classes of shares (State currency) *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
1,471,878,902			
Nil		<u> </u>	
1,471,878,902			
	(1) 1,471,878,902 Nil	(1) (2)  1,471,878,902  Nil	(1) (2) shares  1,471,878,902  Nil

### III. Details of Movements in Issued Share Capital

options (State currency)

Share Options (under Share Option Schemes of the Issuer) No. of new shares of Particulars of share No. of new shares of option scheme issuer which may be issuer issued during including EGM the month pursuant issued pursuant thereto as at close of the month approval date thereto Movement during the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1.Exercise Price HK\$ Meeting approved Ordinary shares (*Note 1*) 2.Exercise Price HK\$ Meeting approved Ordinary shares (*Note 1*) 3.Exercise Price HK\$ Meeting approved ( / / Ordinary shares (*Note 1*) Total A. (Ordinary shares) \_\_\_\_\_\_\_ (Preference shares) --(Other class) \_\_\_\_\_\_ Total funds raised during the month from exercise of

Warrants to Issue Shares of the Iss	uer 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
<u>\frac{1}{2}.</u>						
( // )						-
Stock code (if listed) Class of shares						
issuable (Nate 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( /	/ )				
2.						
( / / )						-
Stock code (if listed) Class of shares	$\overline{}$					
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( /	/ )				
3.						
( / / )			<u> </u>			-
Stock code (if listed) Class of shares						
issuable (Note 1)						
EGM approval date (if applicable)			`			
	( /	/ )				
4.						
( / / )						<u>.</u>
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( /	/ )			`	
	·		D (0 ::	1 \		
		Total	B. (Urdii Prefere	nary shares) ence shares)		-
			(1 10101)	Other class)		-
			`			-

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description  1. Convertible Notes		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
	 HK\$	12,221.00	Nil	12,221.00	Nil	12,100
Stock code (if listed)	<u>-</u> -	12,221.00	1411	12,221.00		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	(21/2/2007)					
2. Convertible Poles						
	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 EGM approval date	HK\$ 0.50					
(if applicable)						
(dd/mm/yyyy)	(30/11/2010)					
3. Convertible Notes						
	<u> </u>					
Control (CCT of 1)	HK\$	12,800,000.00	Nil	12,800,000.00	Nil	25,600,000
Stock code (if listed)	-					
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$ 0.50					
EGM approval date						
(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
0. 1 1 202 : 5				- <u> </u>		
Stock code (if listed) Class of shares	-					
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$ 0.50					
	1114 0.50					
EGM approval date						
EGM approval date (if applicable) (dd/mm/yyyy)						

### For Main Board and GEM listed issuers

					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	Amount at close	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
		30,233,730.00		30,233,730.00		110,171,712
Stock code (if listed)	-					
Class of shares						
issuable (Note 1)	Ordinary Shares	S				
Subscription price	HK\$ 0.50					
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(17/7/2012)					
			Total C. (Ordi	inary shares)	Nil	_
			(Prefer	rence 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.		
3		
( / / )		
shares (Note 1)		
Total D. (Ordinary shares)		
Total D. (Ordinary shares) (Preference shares)		
(Other class)		

	Type of Issue	sued 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)	( / /	)		
	`						
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of chares issuable (Note 1)				
3.	Placing	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			AGM approval date: (dd/mm/yyyy)	( / /	)		
					\		
			Class of shares issuable (Note 1)		_		
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
							_

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			ror want	Boar	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
	Type of Issue					month
		Class of shares issuable (Note 1)	<del>-</del> :			
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)	( / /	)		
					-	<u> </u>
		Class of shares redeemed (Note X)				
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	K 1 1	)		
		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)	( / /	)		

	For Main Bo	ard and GEM list	ed issuers
		No. of new	No. of new
		shares of	shares of
		issuer issued	issuer which
		during the	may be
		month	issued
		pursuant	pursuant
		thereto	thereto as at
			close of the
Type of Issue			month
9. Capital			
reorganisation	Class of shares issuable		
	(Note 1)		
		`	
	Issue and allotment	)	
	date : (dd/mm/yyyy)		
	FGM approval date: ( / /	)	
	EGM approvar date.	,	
	(dd/mm/yyyy)		
		-	· -
	Class of shares issuable		
	(Note 1)	_	
10. Other  (Please specify) At price: State	Issue and allotment ( / /		
(Please specify) At price currency	issue and anothern	′	
	date : (dd/mm/yyyy)		_
	EGM approval date:	)	
	(dd/mm/yyyy)		
	(30, 11111 ) ) ) ) )		· -
	Tatal E (Online much		
	Total E. (Ordinary sha (Preference sha		
	(Other cl		
	(Other Cr		

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 Iss	ued Sha	re Capital").)

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Remarks (if any):			
Submitted by:	Tricor Tengis Limited	<u> </u>	
Title:	Branch Share Registrar		
(Director, S	ecretary or other duly authorised officer)		
Notes ·			

#### *Notes*:

- State the class of shares (e.g. ordinary, preference or other). 1.
- If there is insufficient space, please append the prescribed continuation sheet. 2.