

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

For the month ended (dd/mm/yyyy) : 31/07/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China E-Learning Group Limited	
Date Submitted	06/08/2013	

I. Movements in Authorised Share Capital

(1) Stock code : $8055$ Desc	ription :	ion : 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	50,000,000,000*	HK\$0.10*	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\$1.281						
Meeting approved						
(24/11/2001)						
Ordinary shares						10,572,902
(Note 1)						
2.Exercise Price						
HK\$0.652						
Meeting approved						
(24/11/2001)						
Ordinary shares						15,943,265
(Note 1)						13,943,203
3.Exercise Price HK\$						
ΠΚφ						
Meeting approved						
Ordinary shares						
(Note 1)		·				
(10001)		Тс	otal A. (Ordin	ary shares)		
		IC.		nce shares)		
				Other class)		
Total funds raised dur options (State currenc		from exercise o	-			
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>	$\backslash$	<b>`</b>		
(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)		
		(			$\sim$

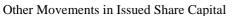
For Main	Board	and	<b>GEM</b>	listed	issuers
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Convertibles (i.e. Convertible	into Shares of the I	ssuer which are to	be Listed)			
Class and description 1. Convertible Notes	Currency of amount outstanding	Amount at close of preceding month	Converted 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 issuer pursuant thereto as at close of the month
1. Convertible Notes						
	HK\$	12,221.00	Nil	Nil**	Nil	Nil
Stock code (if listed)	-			** (See Remarks)		
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$ 1.01	<u>,                                     </u>				
EGM approval date	1110					
(if applicable)						
(dd/mm/yyyy))	(27/2/2009)					
2. Convertible Notes						
				••••••		
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	3				
Subscription price	HK\$ 0.50					
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(30/11/2010)					
3. Convertible Notes						
	HK\$	12,800,000.00	Nil	12,800,000.00	Nil	25,600,000
Stock code (if listed)				, , -		25,000,000
	-				<u> </u>	23,000,000
Class of shares						
issuable (Note 1)	Ordinary Shares	3				
issuable ( <i>Note 1</i> )		5				
issuable ( <i>Note 1</i> ) Subscription price EGM approval date	Ordinary Shares	<u> </u>				23,000,000
issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable)	Ordinary Shares HK\$ 0.50	<u></u>				
issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	Ordinary Shares	5				
issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable)	Ordinary Shares HK\$ 0.50	<u>;</u>				
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. Convertible Notes	Ordinary Shares HK\$ 0.50	<u> </u>				
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. Convertible Notes	Ordinary Shares HK\$ 0.50	9,611,906.00	Nil	9,611,906.00	Nil	
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. Convertible Notes (ETCN)	Ordinary Shares HK\$ 0.50 (23/5/2011)		Nil	9,611,906.00		
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. Convertible Notes (ETCN) Stock code (if listed)	Ordinary Shares HK\$ 0.50 (23/5/2011)		Nil	9,611,906.00		
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. Convertible Notes (ETCN) Stock code (if listed) Class of shares	Ordinary Shares HK\$ 0.50 (23/5/2011)	9,611,906.00	Nil	9,611,906.00		
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. Convertible Notes (ETCN) Stock code (if listed)	Ordinary Shares HK\$ 0.50 (23/5/2011)	9,611,906.00	Nil	9,611,906.00		
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. Convertible Notes (ETCN) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date	Ordinary Shares HK\$ 0.50 (23/5/2011)  HK\$ Ordinary Shares	9,611,906.00	Nil	9,611,906.00		
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. Convertible Notes (ETCN) Stock code (if listed) Class of shares issuable (Note 1) Subscription price	Ordinary Shares HK\$ 0.50 (23/5/2011)  HK\$ Ordinary Shares	9,611,906.00	Nil	9,611,906.00		19,223,812

					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)	-	

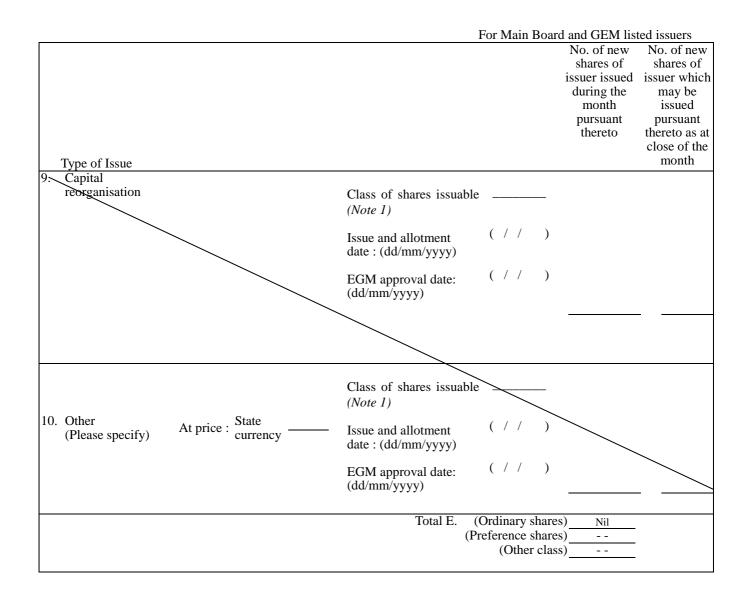
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>t.</u>		
Ordinary shares (Note 1)	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

\*The Capital Reorganisation by way of the Capital Reduction and the Sub-division has become effective on Monday, 22 July 2013, after 4:00 p.m..

For more details, please refer to the circular and announcement dated 18 January 2013 and 12 July 2013 respectively.

\*\* HK\$12,221.00 convertible notes have been redeemed in cash on 18 July 2013.

Submitted by: Tricor Tengis Limited

 Branch Share Registrar

 (Director, 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.