

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yy	yy):	31/08/2013		
To: Hong Kong Exchanges and Cl	earing Lim	nited		
Name of Issuer Ch	ina E-Lear	ning Group Lii	nited	
Date Submitted 02/	/09/2013			
I. Movements in Authorised Share	Capital			
1. Ordinary Shares				
(1) Stock code : <u>8055</u> D	escription	:	Ordinary	Shares
	No	o. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mon	th50	0,000,000,000	HK\$0.10	HK\$5,000,000,000.00
Increase/(decrease)		Nil		Nil
Balance at close of the month	50	0,000,000,000	HK\$0.10	HK\$5,000,000,000.00
(2) Stock code : D	escription	: <u></u>		
	No	o. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mont	th			
Increase/(decrease)				
Balance at close of the month				

31/08/2013

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

Share Options (under Share Option Schemes of the Issuer)

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 -			U		-	
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)						
3.Exercise Price						
HK\$						
Meeting approved						
(/ /)						
Ordinary shares						
(Note 1)			-			-
(11016-1)		To	otal A. (Ordin	ary charac)		
		10		nce shares)		
			·	Other class)		

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)		-
			`			-

Class and description 1. Convertible Notes		Amount at close of preceding 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\$	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)	(20/11/2010)					
(dd/mm/yyyy)	(30/11/2010)					
2. Convertible Notes						
	HK\$	12,800,000.00	Nil	12,800,000.00	Nil	25,600,000
Stock code (if listed)	-					
Class of shares						
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$ 0.50	<u></u>				
EGM approval date						
(if applicable)	(22/5/2011)					
(dd/mm/yyyy)	(23/5/2011)					
3. Convertible Notes						
(ETCN)						
	HK\$	9,611,906.00	Nil	9,611,906.00	Nil	19,223,812
Stock and (if listed)						
Stock code (if listed) Class of shares	-					
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$ 0.50					
EGM approval date	111X\$\psi\$ 0.50					
(if applicable)						
(dd/mm/yyyy)	(17/7/2012)					
4. 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)	(17/7/0010)					
(dd/mm/yyyy)	(17/7/2012)		Total C. (Ord	inary charac)	NI:1	
				rence shares)	Nil -	-
				(Other class)	<u>-</u> -	-
				(Onici ciass)	<u>-</u>	=

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

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)	
Ordinary shares (Note 1))	
2.		
2.		
)	
shares (Note 1		
3		
	_	
		_
shares (Note 1	<u>) </u>	
Shares (Note 1)	/	
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)	- :			
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, 11112))))		· -
	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.