

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

For the month ended (dd/mm/yyyy) : 30/11/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China E-Learning Group Limited
Date Submitted	04/12/2013

I. Movements in Authorised Share Capital

(1) Stock code : <u>8055</u> Descr	ription :	Ordinar	y Shares
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	50,000,000,000	HK\$0.10	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 : Descr	iption :		
		D	
	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 ordin	ary 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 option scheme					No. of new shares of issuer issued during	No. of new shares of issuer which may be
including EGM approval date			.aa.		the month pursuant thereto	issued pursuant thereto as at close of the month
(dd/mm/yyyy) and —		Movement duri	ng the month		literetto	us at close of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Exercise Price						
HK\$1.281						
Meeting approved						
(24/11/2001)						
Ordinary shares			1,342,591			9,230,311
(Note 1)						
2.Exercise Price						
HK\$0.652						
Meeting approved						
(24/11/2001)						
Ordinary shares			1,006,943			14,936,322
(Note 1)						
3.Exercise Price						
HK\$						
Meeting approved						
( / / )						
Ordinary shares						
(Note 1)						
		To	otal A. (Ordin	•		
				nce shares)		
				Other class)		
Total funds raised dur options (State currenc		n from exercise o				

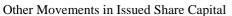
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued 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 GEM listed issuers

Convertibles (i.e. Convertible	into Shares of the I	ssuer which are t	o be Listed)			
Class and description		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						
		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) 2. Convertible Notes	(30/11/2010)					
Stock code (if listed)	HK\$	12,800,000.00	Nil	12,800,000.00	Nil	25,600,000
Class of shares	-					
issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$ 0.50					
(if applicable) (dd/mm/yyyy)	(23/5/2011)					
3. Convertible Notes	(25/5/2011)					
(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	. <u> </u>				
Subscription price	HK\$ 0.50					
EGM approval date (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) (dd/mm/yyyy)	(17/7/2012)					
	(1777/2012)		Total C. (Ord	inary shares)	Nil	
				rence shares)	-	-
				(Other class)	-	-
						= 

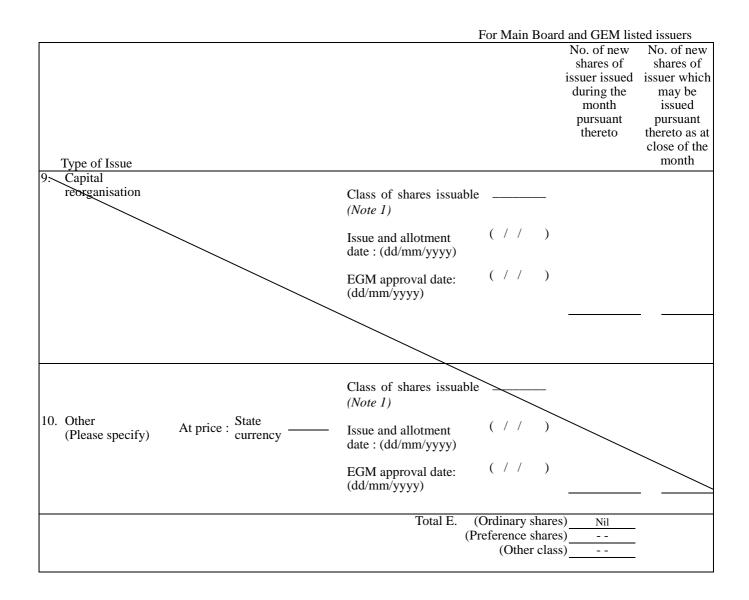
Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

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. Proposed issue of the Convertible Notes 1 with an aggregate principal		
amount of HK\$5,000,000 which may be converted into 50,000,000		
Conversion Shares at the Conversion Price of HK\$0.10 per	_	
Conversion Share (subject to adjustment) pursuant to the First	-	
Subscription Agreement.	-	
Proposed issue of the Convertible Notes 2 with an aggregate	-	
principal amount of HK\$6,000,000 which may be converted into	-	
60,000,000 Conversion Shares at the Conversion Price of HK\$0.10		
per Conversion Share (subject to adjustment) pursuant to the Second Subscription Agreement.	-	
For details, please refer to the announcement dated 29 November		
2013.		
AGM approval date: 15 May 2013.	-	
Ordinary shares (Note 1)	Nil	Nil
2	_	
	_	
	-	
	-	
shares (Note 1)		
3.		
3	-	
	-	
shares (Note 1)	-	
Total D. (Ordinary shares)	1	
(Preference shares)		
(Other class)		



	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	ed 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)	:
---------	-----	------	---

Submitted by:	Tricor Tengis Limited	
Title:	Branch Share Registrar	
(Director, Sec	retary 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.