

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/y | 28/02/2014 | | | | | | |
|-------------------------------------|-------------------|---------------------------|----------------------------------|---|--|--|--|
| To: Hong Kong Exchanges and | Clearing L | imited | | | | | |
| Name of Issuer (| China E-Le | arning Group Lir | mited | | | | |
| Date Submitted 0 | mitted 05/03/2014 | | | | | | |
| I. Movements in Authorised Shar | re Capital | | | | | | |
| 1. Ordinary Shares | | | | | | | |
| (1) Stock code : <u>8055</u> | Descriptio | n: | Ordinary | Shares | | | |
| | I | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | | | |
| Balance at close of preceding mo | onth | 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 : | Descriptio | n: | | _ | | | |
| | I | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | | | |
| Balance at close of preceding month | | | | | | | |
| Increase/(decrease) | | | | | | | |
| Balance at close of the month | | | | | | | |

28/02/2014

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 |
| Balance at close of preceding month | 1,614,222,902 | | | |
| Increase/ (decrease) during the month | 20,000,000 | | | |
| Balance at close of the month | 1,634,222,902 | | | |

III. Details of Movements in Issued Share Capital

| Share Options (under S | Share Option S | chemes of the Issu | ıer) | | | |
|---|----------------|--------------------|---------------|----------------|----------------------|--------------------------|
| 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 during | the month | | thereto | as at close of the month |
| (dd/mm/yyyy) and | | | 5 | | | |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1.Exercise Price | | | | | | |
| HK\$1.281 | | | | | | |
| Meeting approved | | | | | | |
| (24/11/2001) | | | | | | |
| Ordinary shares | | | | | | 9,230,311 |
| (Note 1) | | | | | | |
| 2.Exercise Price | | | | | | |
| HK\$0.652 | | | | | | |
| Meeting approved | | | | | | |
| (24/11/2001) | | | | | | |
| Ordinary shares | | | | | | 14,936,322 |
| (Note 1) | | | | | | |
| 3.Exercise Price | | | | | | |
| HK\$0.10 | | | | | | |
| Meeting approved | | | | | | |
| (23/05/2011) | | | | | | |
| Ordinary shares | | 20,000,000 | | | 20,000,000 | 112,000,000 |
| (Note 1) | | 20,000,000 | | | 20,000,000 | 112,000,000 |
| (Note 1) | | То | tol A (Ondin | omr. ahomaa) | 20,000,000 | |
| | | 10 | tal A. (Ordin | • | 20,000,000 | |
| | | | , | nce shares) | | |
| | | | (C | Other class) | | |
| Total funds raised duri options (State currency | | rom exercise of | HK | \$2,000,000.00 |) | |
| (S. 2.2.2) | , | | | | | |

| 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 i | nto Shares of the I | ssuer which are to | be Listed) | | | |
|--|--------------------------------|--|----------------------------------|---|--|---|
| Class and description | 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 issued pursuant thereto as at close of the month |
| 1. Convertible Notes | | | | | | |
| | | | | | | |
| Stock code (if listed) | HK\$ | 29,999,934.00 | Nil | 29,999,934.00 | Nil | 59,999,868 |
| Class of shares issuable (Note 1) | Ordinary Shares | | | | | |
| Subscription price EGM approval date | HK\$ 0.50 | | | | | |
| (if applicable) (dd/mm/yyyy) 2. Convertible Notes | (30/11/2010) | | | | | |
| | | 4.000.000.00 | 2.711 | 4. 000 000 00 | 2.711 | • |
| Stock code (if listed) | HK\$ | 12,800,000.00 | Nil | 12,800,000.00 | Nil | 25,600,000 |
| Class of shares issuable (Note 1) | Ordinary Shares | | | | | |
| Subscription price | HK\$ 0.50 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (23/5/2011) | | | | | |
| 3. Convertible Notes (ETCN) | <u> </u> | | | | | |
| - | 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) | | | | | |
| | | | | inary shares) rence shares) (Other class) | Nil - - | - - |

For Main Board and GEM listed issuers Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which may be issued during the 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 1 (CN2014-1) Nil Nil 5,000,000.00 Nil 50,000,000 Stock code (if listed) Class of shares issuable (Note 1) Ordinary Shares Subscription price HK\$ 0.10 AGM approval date (if applicable) (dd/mm/yyyy) (15/05/2013) 6. Convertible Notes 2 (CN2014-2) Nil_____ Nil 6,000,000.00 Nil 60,000,000 Stock code (if listed) Class of shares issuable (Note 1) Ordinary Shares Subscription price HK\$ 0.10 AGM approval date (if applicable) (dd/mm/yyyy) (15/05/2013) Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) 8. Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) Total C. (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)

| 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. (/ /) shares (<i>Note 1</i>) | | |
| Total D. (Ordinary shares) (Preference shares) (Other class) | | |

| | | ents in Issued Share Capital | | | No. of new shares of issuer issued during the month pursuant thereto | shares of |
|----|-------------------------------|------------------------------|---|-----|---|-----------|
| 1. | Type of Issue Rights issue | | | | | ШОПШ |
| | Tuguis 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) | /) | | |
| | | | | /) | | |
| | | • | | | | |
| | | | Class of shares issuable (Note 1) | | | |
| 3. | Placing | At price : State currency | Issue and allotment date : (dd/mm/yxyy) | /) | | |
| | | | 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) | /) | | |
| | | | | | | |

| | | | For N | Iain B | oard and GEM listed | |
|----|---|---|-------|--------|---|---|
| | | | | | No. of new shares of issuer issued during the month pursuant thereto | 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) | (/ / |) | | |
| | | | | | | |
| | | Class of shares redeemed (Note 1) | | | | |
| 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) | (/ / |) | | |
| | | | | | | |

For Main Board and GEM listed issuers

| | | | For Main B | oard and GEM liste | |
|----------------|---------------------------|--------------------------|---------------|--------------------|---------------|
| | | | | No. of new shares | No. of new |
| | | | | of issuer issued | shares of |
| | | | | during the month | |
| | | | | pursuant thereto | may be |
| | | | | parsaant mereto | issued |
| | | | | | |
| | | | | | pursuant |
| | | | | | thereto as at |
| | | | | | close of the |
| Type of Issue | | | | | month |
| 9 Capital | | | | | |
| reorganisation | | Class of shares issuable | | | |
| | | (Note 1) | | | |
| | | (Note 1) | | | |
| | | T 1 11 | (/ /) | | |
| | _ | Issue and allotment | (' ') | | |
| | | date: (dd/mm/yyyy) | | | |
| | | | (/ /) | | |
| | | EGM approval date: | (/ /) | | |
| | | (dd/mm/yyyy) | | | |
| | | | | | |
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| | | | | | |
| | | Class of shares issuable | | | |
| | | (Note 1) | | | |
| | G | (110101) | | | |
| 10. Other | At price : State currency | — Issue and allotment | | | |
| 10. Guiei | currency | | ~// | | |
| | | date : (dd/mm/yyyy) | ` ' ' | | |
| | | ECM 111 | | | |
| | | EGM approval date: | (/ /) | | |
| | | (dd/mm/yyyy) | (/ /) | | |
| | | | | | |
| | | Total E. | (Ordinary sh | ares) | |
| | | (| Preference sh | | _ |
| | | | Other o | | |
| | | | (3.1101) | | |
| | | | | | |
| | | | | | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 20,000,000 |
|---|----------|----------------|
| | (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 Is | sued Sha | re Capital").) |

| Remarks (if any): | | | |
|-------------------|--|----------|--|
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| 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.