

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): ____30/04/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	
Date Submitted	

China E-Learning Group Limited	
05/05/2014	

I. Movements in Authorised Share Capital

(1) Stock code : <u>8055</u> D	escription :	Ordinary	y Shares
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mon	th50,000,000,000	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 :D	escription :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mon	th		
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code : Descrip	ption :		
	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 : Descrip	otion :		
	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	1,634,222,902			
Increase/ (decrease) during the month Balance at close of the	25,223,812			
month	1,659,446,714			

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 thereto as at close of the month Movement during 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 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 10,000,000 10,000,000 102,000,000 -----(Note 1) Total A. (Ordinary shares) 10,000,000 (Preference shares) - -- -(Other class) Total funds raised during the month from exercise of HK\$1,000,000.00 options (State currency)

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)	(/ /)				
<u>2.</u>					
	\backslash				
	<u> </u>				
Stock code (if listed)					
Class of shares issuable (<i>Note 1</i>)					
Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)					
3.					
	\backslash				
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)					
Subscription price					
EGM approval date (if applicable)		\backslash	\backslash		
	(/ /)		\backslash		
4.			\backslash		
(/ /)					
Stock code (if listed)				\backslash	
Class of shares issuable (<i>Note 1</i>)				\backslash	
Subscription price					
EGM approval date				\backslash	
(if applicable) (dd/mm/yyyy)	(/ /)			Ň	\backslash
	Total	D (Ondia	ary charac)		\backslash
	Totai	(Preferen	ary shares) nce shares) Dther class)		

lass and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	issuer issued during the month pursuant thereto	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)	-					
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$ 0.50					
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(30/11/2010)					
2. Convertible Notes						
(ETCN)						
	HK\$	9,611,906.00	7,611,906.00	2,000,000.00	15,223,812	4,000,000
		9,011,900.00	7,011,900.00	2,000,000.00	13,223,012	4,000,000
Stock code (if listed)	-					
Class of shares						
issuable (<i>Note 1</i>) Subscription price	Ordinary Shares					
EGM approval date	HK\$ 0.50					
(if applicable)						
(dd/mm/yyyy)	(17/7/2012)					
3. Convertible Notes						
(EICN)						
	HK\$	58,235,956.00	Nil	58,235,956.00	Nil	116,471,912
Stock code (if listed)	-					
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$ 0.50					
EGM approval date						
(if applicable)	(17/7/0010)					
(dd/mm/yyyy)	(17/7/2012)					
4. Convertible Notes 1 (CN2014-1)						
(0112017-1)	HK\$	5,000,000.00	Nil	5,000,000.00	Nil	50,000,000
Stock code (if listed)	<u> </u>	5,000,000.00	1111	5,000,000.00	1111	50,000,000
Class of shares						
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$ 0.10					
AGM approval date (if applicable)						
(dd/mm/yyyy)	(15/05/2013)					
(JJJJ)	(10/05/2010)					

For Main Board and GEM listed issuers

For Main Board and GEM listed issuers

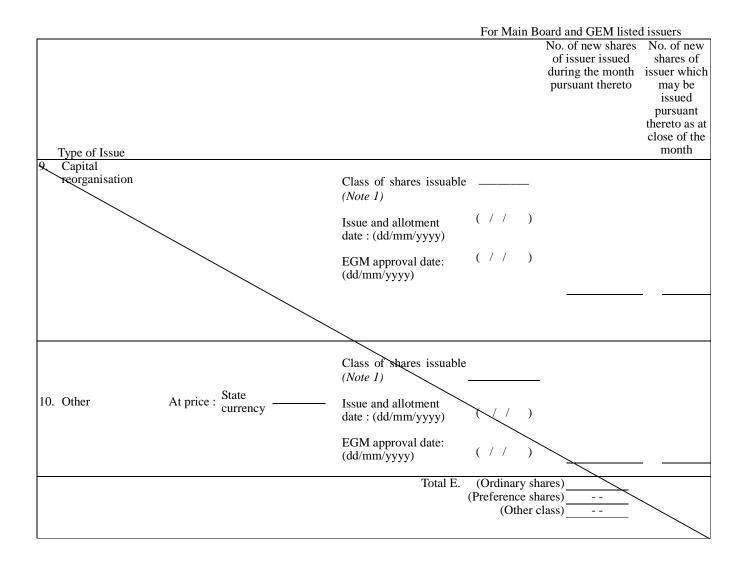
	amount	Amount at close of preceding	Converted during the	Amount at close of the	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Class and description	outstanding	month	month	month		
5. Convertible Notes 2						
(CN2014-2)		< 000 000 00	NT'1	< 000 000 00	211	<0.000.000
Stock code (if listed)	<u> </u>	6,000,000.00	Nil	6,000,000.00	Nil	60,000,000
Class of shares						
issuable (Note 1)	Ordinary Shares	<u> </u>				
Subscription price	HK\$ 0.10					
AGM approval date (if applicable)						
(dd/mm/yyyy)	(15/05/2013)					
6.	(
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
AGM approval date						
(if applicable) (dd/mm/yyyy)						
(dd/mm/yyyy) 7.						
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Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
AGM approval date						
(if applicable)						
(dd/mm/yyyy)8.						
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Stock code (if listed)						
Class of shares						
issuable (<i>Note 1</i>) Subscription price						
AGM approval date						
(if applicable)						
(dd/mm/yyyy)			m - 1 0 - /2 - "		15 000 015	
				nary shares) ence shares)		-
			urreier	EILE SHALEST	-	

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)		
$2. \frac{(/)}{\text{shares } (Note 1)}$		
(//)		
3 shares (Note 1)		
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)

	Other Movemen	ts in Issued Share Capital					
	Type of Issue				d	o. of new shares of issuer issued uring the month oursuant 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 (<i>Note 1</i>)				
		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)	(/ /)		
			\backslash				
			Class of shares issuable (<i>Note 1</i>)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			AGM approval date: (dd/mm/yyyy)	(/ /)		
				\backslash			
			Class of shares issuable (<i>Note 1</i>)		_		
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

Type of issue Image: State currency S. Scrip dividend At price : State currency Issue and allotment (///) Issue and allotment (///) Issue and allotment (///) G. Repurchase of shares Class of shares issue (///) Class of shares (///) Class of shares (///) Class of shares (///) Class of shares issue (///)		Type of Issue			For Mai		ard and GEM listed No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
(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 repurchase of shares shares Class of shares Cancellation date : (/ /) (dd/mm/yyyy) AGM approval date: (/ /) (dd/mm/yyyy) Class of shares redeemed (Note 1) Class of shares (/ / /) Redemption of shares Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) Class of shares (/ / /) Redemption date : (/ /) (dd/mm/yyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	``							
5. Scrip dividend At price : State currency Issue and allotment date : (d/mm/yyyy) EGM approval date: (d/mm/yyyy) EGM approval date: (/ /) (d/mm/yyyy) Class of shares								
Class of shares	5.	Scrip dividend	At price : State currency	Issue and allotment	(/ /)		
6. Repurchase of shares repurchased (Note 1) 6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) AGM approval date: (/ /) (dd/mm/yyyy) AGM approval date: (/ /) (dd/mm/yyyy) 7. Redemption of shares Class of shares redeemed (Note 1) 7. Redemption of shares Class of (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) Class of shares issuable				EGM approval date: (dd/mm/yyyy)	(/ /)		
6. Repurchase of shares repurchased (Note 1) 6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) AGM approval date: (/ /) (dd/mm/yyyy) AGM approval date: (/ /) (dd/mm/yyyy) 7. Redemption of shares Class of shares redeemed (Note 1) 7. Redemption of shares Class of (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) Class of shares issuable								
shares Outward out it is the shares is the share is the								
Idd/mm/pyout attribute (dd/mm/yyyy) Class f Shares class Redemption date: (///) (dd/mm/yyyy) class EGM approval date: (///) (dd/mm/yyyy) class of shares issuable	6.	Repurchase of shares			(/ /)		
7. Redemption of shares redeemed (Note 1) 7. Redemption date: (/ /) (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) (/ /) Class of shares issuable				AGM approval date: (dd/mm/yyyy)	(/ /)		
7. Redemption of shares redeemed (Note 1) 7. Redemption date: (/ /) (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) (/ /) Class of shares issuable								
shares (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares issuable								
Class of shares issuable	7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
					(/ /)		
						_		
8. Consideration issue At price : State Issue and allotment (/ /) date : (dd/mm/yyyy)	8.	Consideration issue	At price : State		(/ /)		
EGM approval 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)	25,223,812		
	(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			
540111404 0j.	inteor rengio Eminted			
Title:	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.*