

For the month ended (dd/mm/yyyy):

# Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and C	Clearing Limited			
Name of Issuer C	China E-Learning Group Li	mited		
Date Submitted 0:	3/07/14			
I. Movements in Authorised Shar	e Capital			
1. Ordinary Shares				
(1) Stock code : <u>8055</u>	Description :	Ordinar	y Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding mor	nth50,000,000,000	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 :	Description :			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding mor	nth	_		
Increase/(decrease)		-		
Balance at close of the month				

30/06/2014

### 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 : Descri	ption:		
	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	1,659,446,714			
Increase/ (decrease) during the month	436,153,321		<del></del>	
Balance at close of the month	2,095,600,035			

### 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 including EGM					issuer issued during the month pursuant	issuer which may be issued pursuant thereto
	approval date Movement during the month					as at close of the month
(dd/mm/yyyy) and		Movement durin	ig the month		thereto	as 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						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						102,000,000
(Note 1)						. ,,.
( ,		To	otal A. (Ordin	ary shares)		
				nce shares)		
			*	Other class)		
Total funds raised duri		om exercise of	`			
options (State currency	<i>i</i> )					

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>\frac{1}{2}.</u>					
( // ) Stock code (if listed)					
Class of shares					
issuable (Note 1) Subscription price					
EGM approval date (if applicable)					
(dd/mm/yyyy)	( / / )				
2.	<b>\</b>				
					-
( / / ) Stock code (if listed)					
Class of shares issuable (Note 1)					
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					
EGM approval date					
(if applicable) (dd/mm/yyyy)	( / / )				
4.					
( / / ) Stock code (if listed)					
Class of shares	·				
issuable ( <i>Note 1</i> ) Subscription price					
EGM approval date					
(if applicable) (dd/mm/yyyy)	( / / )			`	
	Total	B. (Ordi	nary shares)		
	10	(Prefere	ence shares)		
		(	Other class)		-

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

HK\$ - dinary Shares HK\$ 0.50  17/7/2012)  HK\$ - dinary Shares	58,235,956.00	Nil	<u>2,000,000.00</u> <u>58,235,956.00</u>	Nil	<u>4,000,000</u> <u>116,471,912</u>
- dinary Shares HK\$ 0.50  17/7/2012)  HK\$  - dinary Shares	58,235,956.00				
- dinary Shares HK\$ 0.50  17/7/2012)  HK\$  - dinary Shares	58,235,956.00				
- dinary Shares HK\$ 0.50  17/7/2012)  HK\$  - dinary Shares	58,235,956.00				
HK\$ 0.50  17/7/2012)  HK\$  -  dinary Shares	58,235,956.00	Nil	58,235,956.00	Nil	116,471,912
HK\$ 0.50  17/7/2012)  HK\$  -  dinary Shares	58,235,956.00	Nil	58,235,956.00	Nil	116,471,912
HK\$ 0.50  17/7/2012)  HK\$  -  dinary Shares	58,235,956.00	Nil	58,235,956.00	Nil	116,471,912
HK\$ - dinary Shares		Nil	58,235,956.00	<u>Nil</u>	116,471,912
- dinary Shares		Nil	58,235,956.00	Nil	116,471,912
- dinary Shares		Nil	58,235,956.00	<u>Nil</u>	116,471,912
HK\$ 0.50	,				
.=					
HK\$	6,000,000.00	6,000,000.00	Nil	60,000,000	Nil
-					
	<u> </u>				
Π <b>Λ</b> ֆ U.1U					
15/05/2013)					
	5,000,000.00	5,000,000.0	00 Nil	50,000,000	Nil
Ordinary Sh	aras				
1	- dinary Shares HK\$ 0.10  15/05/2013)  HK\$  Ordinary Sh HK\$ 0.10	HK\$ 6,000,000.00  dinary Shares HK\$ 0.10  15/05/2013)  HK\$ 5,000,000.00	HK\$ 6,000,000.00 6,000,000.00  dinary Shares HK\$ 0.10  HK\$ 5,000,000.00 5,000,000.  Ordinary Shares HK\$ 0.10	HK\$ 6,000,000.00 6,000,000.00 Nil  dinary Shares HK\$ 0.10  HK\$ 5,000,000.00 5,000,000.00 Nil  Ordinary Shares HK\$ 0.10	HK\$ 6,000,000.00 6,000,000.00 Nil 60,000,000

Convertibles (i.e. Convertible into Shares of the Issuer 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
5. Convertible Notes	8					
	<del></del>					
	HK\$	Nil	42,399,932.00	Nil	326,153,321	Nil
Stock code (if listed)	_					
Class of shares issuable ( <i>Note 1</i> ) Subscription price	Ordinary Shares HK\$0.13	3				
EGM approval date (if applicable) (dd/mm/yyyy) 6.	(28/03/2014)					
	<u> </u>					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) 7.						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy)						
8.	<u> </u>					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy)		<u> </u>	Total C. (Ordin	ary shares)	436,153,321	
			()	Other class)		-

#### For Main Board and GEM listed issuers

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. On 27 June 2014, the Company entered into the Subscription Agreement with	-	
Mr. Yang, pursuant to which the Company has agreed to issue, and Mr. Yang has agreed to subscribe for, the Convertible Notes with an aggregate principal		
amount of HK\$40,775,000.00, which may be converted into 285,139,860	-	
Conversion Shares at the Conversion Price of HK\$0.143 per Conversion Share	1	
(subject to adjustment).	1	
For details, please refer to the announcement dated 27 June 2014		
AGM approval date: 23/05/2014		
shares (Note 1)		
2		
( / / )		
shares (Note 1)		
3		
3	1	
shares (Note 1)		
Total D. (Ordinary shares)		_
(Preference shares)		-
(Other class)		-

	Other Movement	s in Issued Share Capital					
	Type of Issue					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				
		At price : State	(Note 1)  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 shares 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)	( / /	)		

For Main Board and GEM listed issuers No. of new shares No. of new of issuer issued shares of during the month issuer which pursuant thereto may be issued pursuant thereto as at close of the month Type of Issue Class of shares issuable (*Note 1*) ( / / ) At price : State currency -Issue and allotment 5. Scrip dividend date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) Class of shares repurchased (Note 1) ( / / ) Repurchase of Cancellation date: shares (dd/mm/yyyy) ( / / ) AGM approval date: (dd/mm/yyyy) Class shares redeemed ( $N \partial t e 1$ ) ( / / 7. Redemption of Redemption date shares (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 B	oard and GEM listed	d issuers
Type of Issue			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
9 Capital reorganisation	Class of shares issuable (Note 1)			
	Issue and allotment date : (dd/mm/yyyy)	( / / )		
	EGM approval date: (dd/mm/yyyy)	( / / )		
				-
	Class of shares issuable (Note 1)			
10. Other At price : State currency	Issue and allotment date : (dd/mm/yyyy)			
	EGM approval date: (dd/mm/yyyy)	( / / )		
	Total E.	(Ordinary sh (Preference sh (Other c	ares)	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	436,153,321
	(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 Shar	e Capital").)

Remarks (if any):	
Submitted by:	Tricor Tengis Limited
Title:	Branch Share Registrar
(Director, Secr	retary or other duly authorised officer)
N7 .	

### 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.