

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

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and	Clearing Limited		
Name of Issuer C	China E-Learning Group Li	mited	
Date Submitted 0	4/08/2014		
I. Movements in Authorised Shar	re 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 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 :	Description :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mo	onth		
Increase/(decrease)		-	
Balance at close of the month			

31/07/2014

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 : _ <u></u>		
	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	2,095,600,035			
1	2,093,000,033			
Increase/ (decrease) during the month	141,000,000			
Balance at close of the month	2,236,600,035			

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share	Share Option S	chemes of the Iss	suer)		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
	1.1.				thereto	as at close of the month
(dd/mm/yyyy) and		Movement durin	g the month		-	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		46,000,000			46,000,000	56,000,000
(Note 1)						

N	Novement duri	ng 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
Granted	Exercised	Cancelled	Lapsed		
165,000,000	20,000,000			20,000,000	145,000,000
		Total A. (Ordi	nary shares)	66,000,000	
		(Prefer	ence shares)		
		(Other class)		
ing the month fro	om exercise of	НК	\$7,960,000.00)	
	Granted 165,000,000 ing the month from	Granted Exercised 165,000,000 20,000,000 ing the month from exercise of	165,000,000 20,000,000 Total A. (Ordi (Prefer	Granted Exercised Cancelled Lapsed 165,000,000 20,000,000 Total A. (Ordinary shares) (Preference shares) (Other class) ing the month from exercise of HK\$7 960 000 00	Movement during the month Granted Exercised Cancelled Lapsed 165,000,000 20,000,000 20,000,000 Total A. (Ordinary shares) 66,000,000 (Preference shares) (Other class) ing the month from exercise of HK\$7,960,000,000

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
1.					
Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
2.	-				
(/ /) 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 (Note 1)					
Subscription price EGM approval date			\		
(if applicable) (dd/mm/yyyy)	(/ /)				
4.	, ,				
(/ /)					
Class of shares issuable (Note 1)					
EGM approval date (if applicable)	(/ /)				
	Total	(Prefere	nary shares) ence shares) Other class)		-

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
1. Convertible Notes						
(ETCN)	_					
-	_					4 000 000
	HK\$	2,000,000.00	Nil	2,000,000.00	Nil	4,000,000
Stock code (if listed)	-					
Class of shares						
issuable (Note 1)	Ordinary Shares					
Subscription price EGM approval date	HK\$ 0.50					
(if applicable)						
(dd/mm/yyyy)	(17/7/2012)					
2. Convertible Notes (EICN)	_					
	HK\$	58,235,956.00	Nil	58,235,956.00	Nil	116,471,912
G(1 1 (CC1) (1)						
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)					
3. Convertible Notes	(17/7/2012)					
5. Convertible Notes	_					
	HK\$	Nil	10,725,000.00	30,050,000.00	75,000,000	210,139,860
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)	O - 1' Cl					
Subscription price	Ordinary Shares HK\$0.143					
AGM approval date	11140.143					
(if applicable)						
(dd/mm/yyyy)	(23/05/2014)					
4.						
-						
Stock code (if listed)						
Class of shares issuable						
(Note 1)						
Subscription price						
AGM approval date (if applicable)						
(dd/mm/yyyy)						
, , , , , , , , , , , , , , , , , , ,						
				Ordinary shares)		_
			(Pr	reference shares) (Other class)		_
				(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.		
(Note 1)		
2		
shares (Note I)		
. States (type 1)		
3		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

	Other Movements	in Issued S	hare 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 (Note 1)				
			State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable				
				(Note 1)				
2.	Open offer		State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)				
3.	Placing		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 Board and	GEM listed	lissuers
Type of Issue		of issu during	new shares er issued the month nt 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 shares) (Preference shares) (Other class)		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	141,000,000
	(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 Iss	ued Share	e Capital").)

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Remarks (if any):	
Submitted by:	Tricor Tengis Limited
Title:	Branch Share Registrar
(Director, Sec.	retary or other duly authorised officer)
3.7	

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.