

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

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clea	aring Limited		
Name of Issuer Chin	na E-Learning Group Lir	nited	
Date Submitted 07/1	0/2014		
I. Movements in Authorised Share C	Capital		
1. Ordinary Shares			
(1) Stock code : <u>8055</u> Des	scription :	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 : Des	scription :		
	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			

30/09/2014

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	2,297,600,035			
Increase/ (decrease) during the month	30,000,000			
Balance at close of the month	2,327,600,035			

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share	snare Option S	cnemes 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
approval date		Movement durin	a the month		thereto	as at close of the month
(dd/mm/yyyy) and		Movement during	g 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		25,000,000			25,000,000	10,000,000
(Note 1)						

Particulars of share option scheme including EGM approval date	1	Movement 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
(dd/mm/yyyy) and class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
4.Exercise Price						
HK\$0.168						
Meeting approved (23/05/2011) Ordinary shares (Note 1)		5,000,000			5,000,000	135,000,000
			Total A. (Ordi	nary shares)	30,000,000	
			(Prefer	ence shares)		
			(Other class)		
Total funds raised during options (State currency	-	om exercise of	HK	\$3,340,000.00)	

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)	_					
	<u></u>					
	HK\$	2,000,000.00	Nil	2,000,000.00	Nil	4,000,000
G. 1 1 CCT (1)						
Stock code (if listed) Class of shares	-					
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$ 0.50* Remar					
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(17/7/2012)					
2. Convertible Notes						
(EICN)	<u> </u>					
	_		> T' 1	50 225 05 6 00	271	11 < 451 010
	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* Remar	<u>k</u>				
EGM approval date						
(if applicable) (dd/mm/yyyy)	(17/7/2012)					
3. Convertible Notes	(17/7/2012)					
(2016A)	_					
(201011)	— HK\$	25,045,000.00	Nil	25,045,000.00	Nil	175,139,860
Stock code (if listed)	-	20,010,000100	·	20,0.0,000.00		170,100,000
Class of shares						
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.143					
AGM approval date (if applicable)						
	(23/05/2014)					
4.						
						_
Stock code (if listed)					- '-	_
Class of shares issuable						
(Note 1) Subscription price						
AGM approval date						
(if applicable)						
(dd/mm/yyyy)						
			— • •			
			Total C. (Ordinary shares)	-	<u></u>
			(Pr	(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)		
(14016-1)		-
2	_	
shares (Note 1)		
3		
	-	
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		-
(Other class)		

	Other Movements	s 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)				
		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	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 Boa	ard and GEM liste	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 sha (Preference sha (Other cla	res)	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	30,000,000
	(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 Share	e Capital").)

Remarks (if any):	
*On 15 August 2014	4, the Company and the Noteholders entered into the Deed of Amendment, certain terms and
conditions of the Co	nvertible Notes will be amended subject to the shareholders' approval at the Company's
Extraordinary Gener	ral Meeting.
EGM Date: 15 Octo	ber 2014
For details, please re	efer to the Company's announcement dated 15 August 2014.
Submitted by:	Tricor Tengis Limited
	Branch Share Registrar
(Director, Se	ecretary 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.