

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/10/2014

To: Hong Kong Exchanges and Clea	ring Limited		
Name of Issuer China	a E-Learning Group Lin	nited	
Date Submitted 05/11	/2014		
I. Movements in Authorised Share Ca	apital		
1. Ordinary Shares			
(1) Stock code : <u>8055</u> Desc	cription:	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 : Desc	cription:		
	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			

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	2,327,600,035			
Increase/ (decrease) during the month	105,714,284			
Balance at close of the month	2,433,314,319			

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Share Options (under S	Snare Option S	cnemes of the Iss	suer)			
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 durin	g the month		thereto	as at close of 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)					· 	7,230,311
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)						
						10 000 000
Ordinary shares						10,000,000
(Note 1)						

Particulars of share option scheme including EGM approval date		Movement durin	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)						135,000,000
			Total A. (Ordi	nary shares)		
				ence shares)		
			(Other class)		
Total funds raised durin options (State currency	-	rom exercise of				

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		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)	_					
	_					
	HK\$	2,000,000.00	2,000,000.00	Nil	5,714,285	Nil
Stock code (if listed)	-					
Class of shares	O 1; G1					
issuable (<i>Note 1</i>) Subscription price	Ordinary Shares HK\$ 0.35*Remar					
EGM approval date	TIK\$ 0.33 Kemai	<u>K</u>				
(if applicable)						
(dd/mm/yyyy)	(17/7/2012)					
2. Convertible Notes						
(EICN)	_					
	_					
	HK\$	58,235,956.00	35,000,000.00	23,235,956.00	99,999,999	66,388,445*
Stock code (if listed)						
Class of shares	<u> </u>	<u></u>				
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$ 0.35*Remar					
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(17/7/2012)					
3. Convertible Notes	_					
(2016A)	— —	25.045.000.00	NT:1	25.045.000.00	NI:1	155 120 060
Stock code (if listed)	HK\$	25,045,000.00	Nil	25,045,000.00	Nil	175,139,860
Class of shares	<u> </u>					
issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.143					
AGM approval date						
(if applicable)	(22/05/2014)					
(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)						
(uu/mm/yyyy)						
			Total C. (C	Ordinary shares)	105,714,284	
				eference shares)	-	
				(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
(Note 1)	
2		
3		
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	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)	(/ /) (/ /)	
10. Other At price : State currency	Class of shares issuable (Note 1) 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)	105,714,284	
	(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):	
*The Company and t	he Noteholders entered into the Deed of Amendment on 15 August 2014 and 16
September 2014, cert	ain terms and conditions of the Convertible Notes have been amended after
the EGM held on 15	October 2014.
EGM approval Date:	15 October 2014
For details, please ref	fer to the Company's announcements dated 15 August 2014, 16 September 2014,
15 October 2014 and	28 October 2014.
Submitted by:	Tricor Tengis Limited
Title	Branch Share Registrar
	etary or other duly authorised officer)
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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.