

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

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and C	Clearing 1	Limited					
Name of Issuer Cl	ssuer China E-Learning Group Limited						
Date Submitted 04	04/12/2014						
I. Movements in Authorised Share	e Capital	l					
1. Ordinary Shares							
(1) Stock code : <u>8055</u>	Descripti	on :	Ordinary	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 :	Descripti	on: <u></u>					
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding mon	nth _						
Increase/(decrease)	_						
Balance at close of the month	_						

30/11/2014

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 ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of				
preceding month	2,433,314,319			
Increase/ (decrease)				
during the month	480,000,000			
Balance at close of the				
month	2,913,314,319			

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	suei)		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			.1 .1		thereto	as at close of the month	
(dd/mm/yyyy) and		Movement durin	ig the month		_	us at crose 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						10,000,000	
(Note 1)		_	_				

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and		Movement durii	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
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
4.Exercise Price						
HK\$0.168						
Meeting approved						
(23/05/2011)						
Ordinary shares		15,000,000			15,000,000	120,000,000
(Note 1)						
			Total A. (Ordi	nary shares)	15,000,000	
			,	ence shares)		
			(Other class)		
Total funds raised during options (State currency		rom exercise of	HK	\$2,520,000.00	0	

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)		-

For Main Board and GEM listed issuers Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of issuer shares of issuer issued which may be during the issued pursuant month thereto as at Currency of Amount at close Converted pursuant close of the Amount at close amount of preceding during the thereto month Class and description outstanding month month of the month Convertible Notes (EICN) 23,235,956.00 HK\$ Nil 23,235,956.00 Nil 66,388,445 Stock code (if listed) Class of shares issuable (Note 1) Ordinary Shares Subscription price HK\$ 0.35 EGM approval date (if applicable) (dd/mm/yyyy) (17/7/2012) 2. Convertible Notes (2016A) HK\$ 25,045,000.00 Nil 25,045,000.00 Nil 175,139,860 Stock code (if listed) Class of shares issuable (Note 1) Ordinary Shares Subscription price HK\$ 0.143 AGM approval date (if applicable) (dd/mm/yyyy) (23/05/2014) Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (*Note 1*) Subscription price AGM approval date

Total C. (Ordinary shares)

(Preference shares) _____(Other class)

(if applicable) (dd/mm/yyyy)

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.		
	<u> </u>	
(Note 1))	-
2		
)	
shares (Note 1))	
3	-	
. shares (Note 1))	
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

	Other Movem	ents 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(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 currency —	Issue and allotment date : (dd/mm/yyyy))		
			EGM approval date: (/ / (dd/mm/yyyy))		
			Class of shares issuable (Note 1) Ordinar shares			
3.	Placing	At price : State currency HK\$0.539	Issue and allotment date: (dd/mm/yyyy) (21/11/20)14)		
			EGM approval date: (dd/mm/yyyy) (10/10/20)14)		
			(dd/IIIII/yyyy)	,	465,000,000	
4.	Bonus issue		Class of shares issuable			
			(Note 1)	_		
			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 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)	(/ /) (/ /)	
10. Other At price : State	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		
	Total E.	(Ordinary shares) 465,000,000 (Preference shares) (Other class)	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	480,000,000
	(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 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.