

# Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 28/02/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer
Date Submitted

	China E-Learning Group	Limited
05/03/2015	05/03/2015	

I. Movements in Authorised Share Capital

(1) Stock code : 8055	Description :	Ordinary	ry Shares		
.,	No. of ordinary shares	Par value	Authorised share capital (State currency)		
Balance at close of preceding mon	th50,000,000,000	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 :E	Description :				
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding mon	th				
Increase/(decrease)		_			
Balance at close of the month					

### 2. Preference Shares

Stock code : Descrip	ption :		
	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 : Description :					
	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	3,226,271,196			
Increase/ (decrease) during the month	(39,440,000)			
Balance at close of the month	3,186,831,196			

# III. Details of Movements in Issued Share Capital

Share Options (under	Share Option Section Section Section Section Section 2017	chemes of the Iss	suer)			
Particulars of share					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 -			8		•	
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						
. <u></u>						
Meeting approved						
(24/11/2001)						
Ordinary shares						14,936,322
(Note 1)						
3.Exercise Price						
HK\$0.168						
Meeting approved						
(23/05/2011)						
Ordinary shares						30,000,000
(Note 1)						
			Total A. (Ordi	inary shares)		
			(Prefer	rence shares)		
				(Other class)		
Total funds raised dur options (State currenc		rom exercise of				

### For Main Board and GEM listed issuers

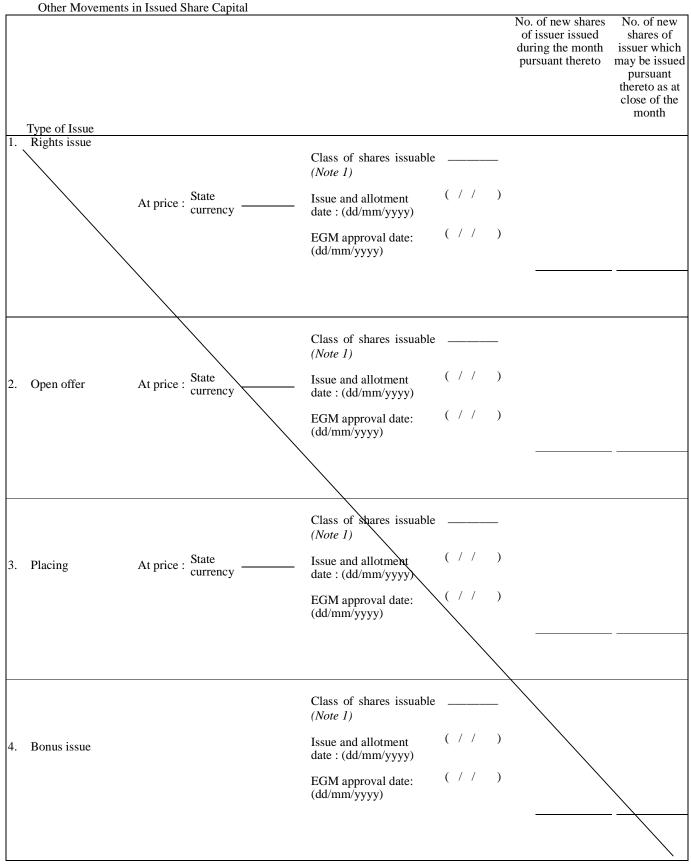
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
( / ) 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 ( <i>Note 1</i> )					
Subscription price EGM approval date (if applicable)					
(dd/mm/yyyy)					
					<u></u>
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
4					
( / / )			$\rightarrow$		<u> </u>
Class of shares issuable (Note 1)					
EGM approval date (if applicable)	( / / )				$\backslash$
	Total	(Prefere	nary shares) ence shares) Other class)		

# Warrants to Issue Shares of the Issuer which are to be Listed

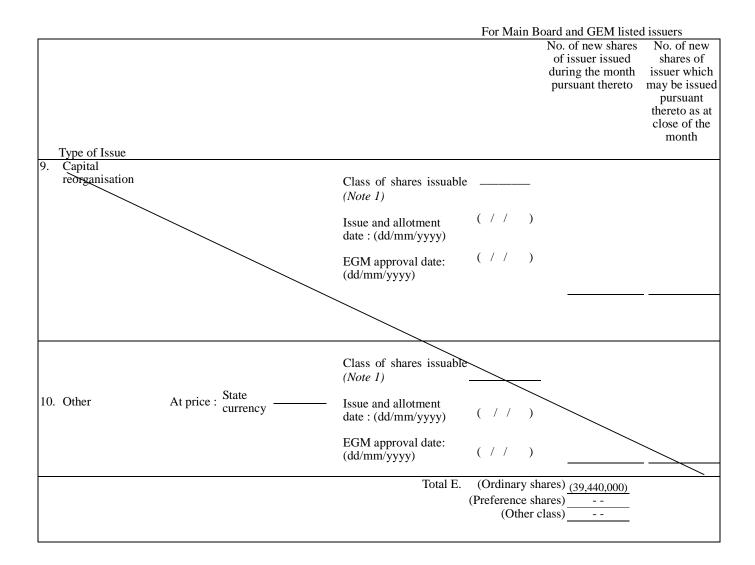
Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)       No. of new shares of issuer issued pursuant at close during the amount at close during the amount at close month of preceding month of the	Convertibles (i.e. Convertibl	a into Chonce of 4	. Toowan webiah and	to he Listed)	For Main Board and GEM listed issuers			
(EICN)         IKS         10,000,000.00         -         28,571,428           Stock code (if listed)         -         -         -         -         -         28,571,428           Stock code (if listed)         -         -         -         -         -         -         -         28,571,428           Stock code (if listed)         -	Class and description	Currency of amount	Amount at close of preceding	Converted during the		shares of issuer issued during the month pursuant	shares of issuer which may be issued pursuant thereto as at close of the	
IKS         10.000.000.00         -         28.571.428           Stock code (if listed)         -         -         28.571.428           Stock code (if listed)         Ordinary Shares         -         -           Stock code (if listed)         IIKS 0.35         -         -           Class of shares         -         -         -         -           Stock code (if listed)         -         -         -         -           Class of shares         -         -         -         -         -           Stock code (if listed)         -	1. Convertible Notes							
Stock code (if listed)       -         Class of shares       issuable (Note 1)         Subscription price       HKS 0.35         ECM approval date       (if //7/2012)         2.       -         Stock code (if listed)       -         Class of shares       -         issuable (Note 1)       -         Stock code (if listed)       -         Class of shares       -         issuable (Note 1)       -         Subscription price       -         AGM approval date       -         (if applicable)       -         (if drumn/yyyy)       -         3.       -	(EICN)							
Stock code (if listed)       -         Class of shares       issuable (Note 1)         Subscription price       HKS 0.35         ECM approval date       (if applicable)         (idfmm/yyyy)       (i17/7/2012)         2.								
Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date ( <i>idvinni/yyyy</i> ) 2. Stock code ( <i>if</i> listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date ( <i>if</i> applicable) ( <i>idvinni/yyyy</i> ) 3. Stock code ( <i>if</i> listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date ( <i>if</i> applicable) ( <i>idvinni/yyyy</i> ) 4. Stock code ( <i>if</i> listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date ( <i>if</i> applicable) ( <i>idvinni/yyyy</i> ) 4. Stock code ( <i>if</i> listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date ( <i>if</i> applicable) ( <i>idvinni/yyyy</i> ) 4. Stock code ( <i>if</i> listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date ( <i>if</i> applicable) ( <i>idvinni/yyyy</i> ) 4. Subscription price AGM approval date ( <i>if</i> applicable) ( <i>idvinni/yyyy</i> ) 4. Subscription price AGM approval date ( <i>if</i> applicable) ( <i>idvinni/yyyy</i> ) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date ( <i>if</i> applicable) ( <i>idvinni/yyyy</i> ) Total C. (Ordinary shares)  (Preference shares) 		HK\$	10,000,000.00		10,000,000.00		28,571,428	
issuable (Note 1) Ordinary Shares EGM approval date (if applicable) (idd/mm/yyyy) (177/2012) 2.  Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (idd/mm/yyyy) 3.  Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (idd/mm/yyyy) 4.  Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (idd/mm/yyyy)  4.  Total C. (Ordinary shares) (Preference shares)		-						
Subscription price       HK\$ 0.35         EGM approval date       (if applicable)         (dd/mm/yyyy)       (17.7/2012)         2.		Ordinary Shares						
EGM approval date (if applicable) (id/mm/yyyy) (177/2012) 2. Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date (if applicable) (id/mm/yyyy) 3. Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date (if applicable) (id/mm/yyyy) 4. Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date (if applicable) (id/mm/yyyy) 4. Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date (if applicable) (id/mm/yyyy) 4. Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date (if applicable) (id/mm/yyyy) Total C. (Ordinary shares) 			·					
(dd/mm/yyyy)       (17/7/2012)         2.	EGM approval date	1						
2.								
Stock code (if listed)         Class of shares         issuable (Note 1)         Subscription price         AGM approval date         (if applicable)         (dd/mm/yyyy)         3.		(17/7/2012)						
Class of shares         issuable (Note 1)         Subscription price         AGM approval date         (if applicable)         (dd/mm/yyyy)         3.	2.							
Class of shares         issuable (Note 1)         Subscription price         AGM approval date         (if applicable)         (dd/mm/yyyy)         3.		_						
Class of shares         issuable (Note 1)         Subscription price         AGM approval date         (if applicable)         (dd/mm/yyyy)         3.								
Class of shares         issuable (Note 1)         Subscription price         AGM approval date         (if applicable)         (dd/mm/yyyy)         3.	Stock code (if listed)							
Subscription price         AGM approval date         (if applicable)         (d/mm/yyyy)         3.								
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3.         Stock code (if listed)         Class of shares         issuable (Note 1)         Subscription price         AGM approval date         (if applicable)         (dd/mm/yyyy)         4.								
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Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) 4. Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares)								
Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) 4. Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares)		_						
Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) 4. Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares)								
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Subscription price         AGM approval date         (if applicable)         (dd/mm/yyyy)         4.								
AGM approval date         (if applicable)         (dd/mm/yyyy)         4.								
(if applicable) (dd/mm/yyyy)         4.								
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)            (Preference shares)	(if applicable)							
Stock code (if listed)         Class of shares issuable         (Note 1)         Subscription price         AGM approval date         (if applicable)         (dd/mm/yyyy)         Total C. (Ordinary shares)            (Preference shares)	(dd/mm/yyyy)							
Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares)	4.							
Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares)								
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(Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares) (Preference shares)								
AGM approval date (if applicable) (dd/mm/yyyy)  Total C. (Ordinary shares)								
(if applicable) (dd/mm/yyyy) Total C. (Ordinary shares) (Preference shares)								
(dd/mm/yyyy) Total C. (Ordinary shares) (Preference shares)	AGM approval date							
Total C. (Ordinary shares) (Preference shares)								
(Preference shares)	(((d, 11111/ yyyy)							
(Other class)				(Pi				
					(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)		
		- <u>-</u>
3		
· · · · · · · · · · · · · · · · · · ·		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		
		-



				For Main B	oard and GEM listed 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
	Type of Issue					
5.	Scrip dividend	At price : State currency ———	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )		
6.	Repurchase of shares		Class of shares repurchased ( <i>Note 1</i> ) Repurchased (yet to be cancelled) date : (dd/mm/yyyy)	Ordinary Shares (09/02/2015)		
			AGM approval date: (dd/mm/yyyy)	(23/05/2014)	_(39,440,000)	N/A
7.	Redemption of shares		Class of shares redeemed ( <i>Note 1</i> ) Redemption date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	(//)		
			Class of shares issuable ( <i>Note 1</i> )			
8.	Consideration issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(//)		
			EGM approval date: (dd/mm/yyyy)	( / / )		



Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	(39,440,000)
	(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 Sha	re Capital").)

Remarks (if any):

Submitted by:	Tricor Tengis Limited		
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Title:	Branch Share Registrar		
(Director, Secretary 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.*