

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Date Submitted China E-Learning Group Limited 09/04/2015

I. Movements in Authorised Share Capital

(1) Stock code : <u>8055</u>	Description :	Ordinary Shares		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding more	nth 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 :I	Description :			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding more	nth			
Increase/(decrease)		_		
mercuse, (decreuse)				

## 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 ordina	No. of ordinary shares		No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	3,186,831,196			
Increase/ (decrease) during the month				
Balance at close of the month	3,186,831,196			

## III. Details of Movements in Issued Share Capital

Share Options (under	Share Option Sci	hemes of the iss	suer)		N	N
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 as at close of the month
approval date	N	Movement durin	ig the month		thereto	as at close of the monu
(dd/mm/yyyy) and <sup>–</sup> class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
	Granieu	Exerciseu	Cancenteu	Lapseu		
1.Exercise Price						
HK\$1.281						
Meeting approved						
(24/11/2001)						
Ordinary shares						9,230,311
(Note 1)				·		
(,						
2.Exercise Price						
HK\$0.652						
ΠΚφυ.032						
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)						30,000,000
(Note 1)						
			T ( 1 A (O.1	• • • • • • • • • • • • • • • • • • • •		
			Total A. (Ordi	•		
				rence shares)		
			(	(Other class)		
Total funds raised dur		om exercise of				
options (State current	cy)					

Share Options (under Share Option Schemes of the Issuer)

#### For Main Board and GEM listed issuers

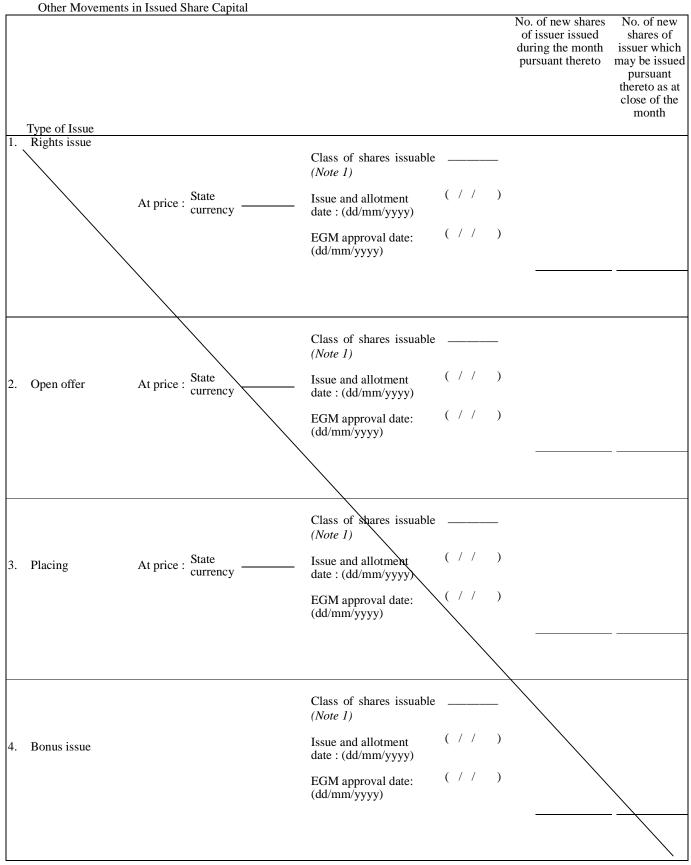
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>\.</u>					
	· · _				
( // ) Stock code (if listed)					
Class of shares					
issuable ( <i>Note 1</i> ) Subscription price					
EGM approval date					
(if applicable) (dd/mm/yyyy)	( / / )				
2.					
( / / )					<u> </u>
Stock code (if listed) Class of shares	<u> </u>				
issuable (Note 1)					
Subscription price EGM approval date					
(if applicable) (dd/mm/yyyy)					
<u>3.</u>					
( / / )	/-				·
Stock code (if listed) Class of shares		$\backslash$			
issuable (Note 1)					
Subscription price EGM approval date		$\backslash$	<b>\</b>		
(if applicable)			$\backslash$		
(dd/mm/yyyy)	( / / )		$\backslash$		
( / / )	· · ·				·
Stock code (if listed)			Ň	$\backslash$	
Class of shares issuable ( <i>Note 1</i> )				$\backslash$	
EGM approval date (if applicable)				$\backslash$	<b>`</b>
(dd/mm/yyyy)	( / / )				$\backslash$
	Total	B. (Ordin	nary shares)		_ \
		(Prefere	ence shares) Other class)		· \
		(			- \

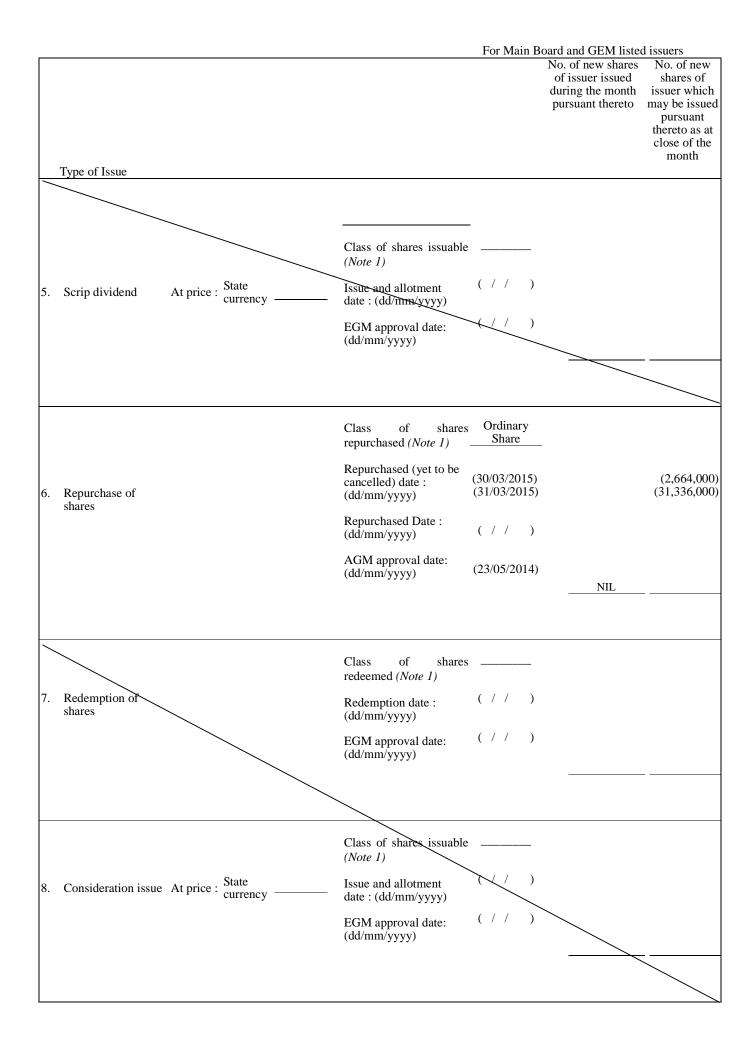
# Warrants to Issue Shares of the Issuer which are to be Listed

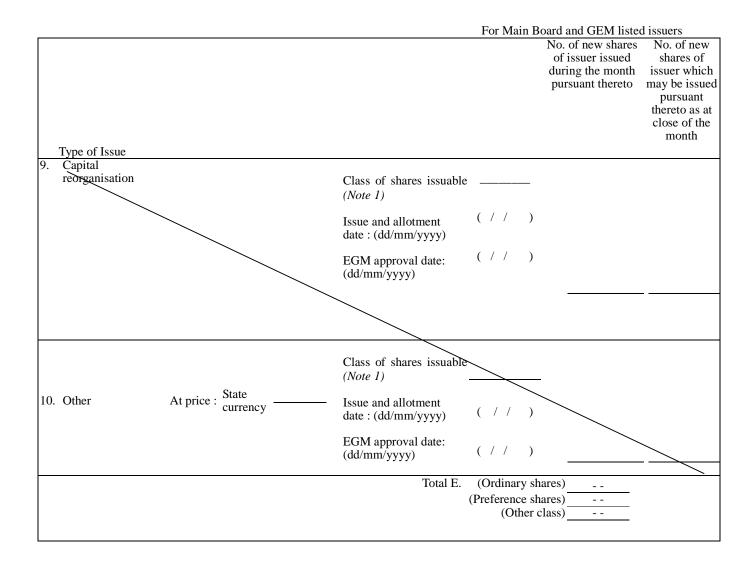
Convertibles (i.e. Convertible	a into Chorne of 1	ha Taaway wiki ah aya	to he Listed)	For Main Board and GEM listed issuers		
Class and description		Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Notes						
(EICN)						
	HK\$	10,000,000.00		10,000,000.00		28,571,428
Stock code (if listed)	-					
issuable ( <i>Note 1</i> )	Ordinary Shares	1				
Subscription price	HK\$ 0.35	, <u> </u>				
EGM approval date	· · ·					
(if applicable)						
(dd/mm/yyyy)	(17/7/2012)					
2.						
	_					
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
AGM approval date (if applicable) (dd/mm/yyyy)						
3.						
Stock code (if listed) Class of shares		·				
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)						
4.						
Stock code (if listed) Class of shares issuable						
(Note 1)						
Subscription price AGM approval date (if applicable) (dd/mm/yyyy)						
			Tet-1 C	Ondin any stress -		
				Ordinary shares) reference shares)		
			(1)	(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)		







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

Remarks (if any):

Submitted by:	Tricor Tengis Limited	
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Title:	Branch Share Registrar	
(Director. Se	cretary 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.*