

(REVISED)

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	China E-Learning Group Limited
Date Submitted	10/04/2015

I. Movements in Authorised Share Capital

(1) Stock code : 8055 Description	ription :	Ordinary 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 : Descr	ription : <u></u>		
(2) Stock code : Descr	ription : <u></u> No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
	No. of ordinary	(State	capital
 (2) Stock code : Described Balance at close of preceding month Increase/(decrease) 	No. of ordinary	(State	capital

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 : 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 ordinary shares		No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of	2 197 921 107			
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 Sc	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	J	Movement durin	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and -			0			
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)						7,250,511
(Note 1)						
2.Exercise Price						
HK\$0.652						
Meeting approved						
(24/11/2001)						
Ordinary shares						14,936,322
(Note 1)						17,750,522
(Noie 1)						
3.Exercise Price						
HK\$0.168						
Meeting approved						
(23/05/2011)						
Ordinary shares						30,000,000
(Note 1)				·		
(11010 1)						
			Total A. (Ordi	inary shares)		
			(Prefer	ence shares)		
			((Other class)		
Total funds raised dur options (State current		om exercise of				

For Main Board and GEM listed issuers

Description of warrants (Date of expiry - dd/mm/yyyy)	nominal	Nominal value at close of 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 (Nate 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			\backslash			
issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.	(/ /)				
(/ /)				—		
Class of shares issuable (<i>Note 1</i>)				Ň		
EGM approval date (if applicable))				
		Total	(Prefere	nary shares) ence shares) Other class)		

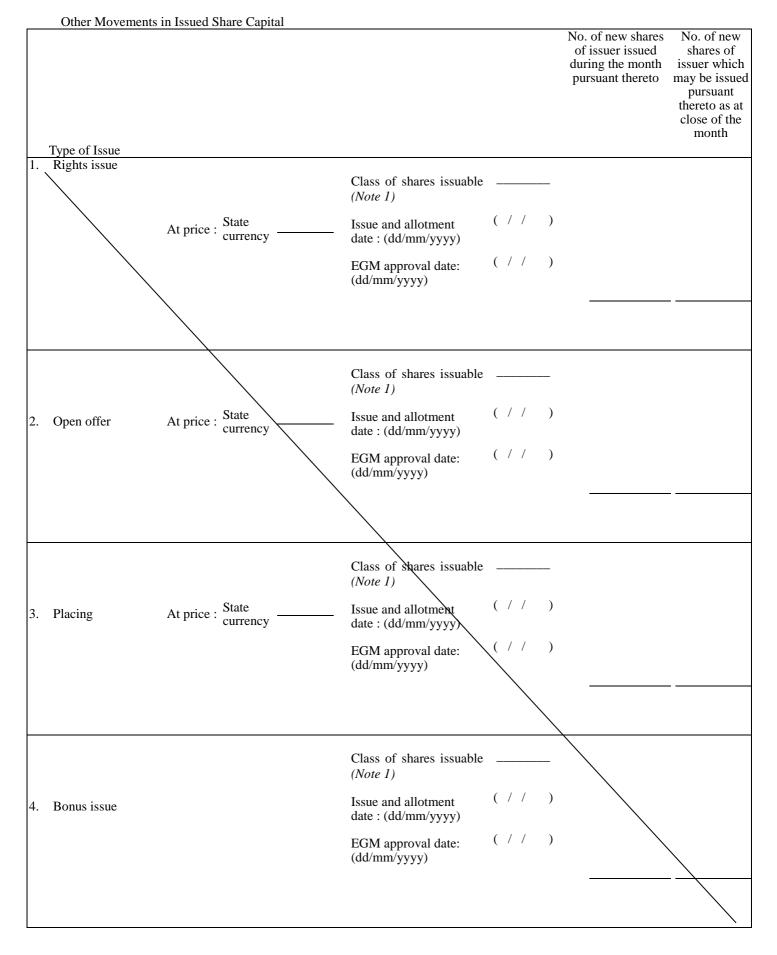
Warrants to Issue Shares of the Issuer which are to be Listed

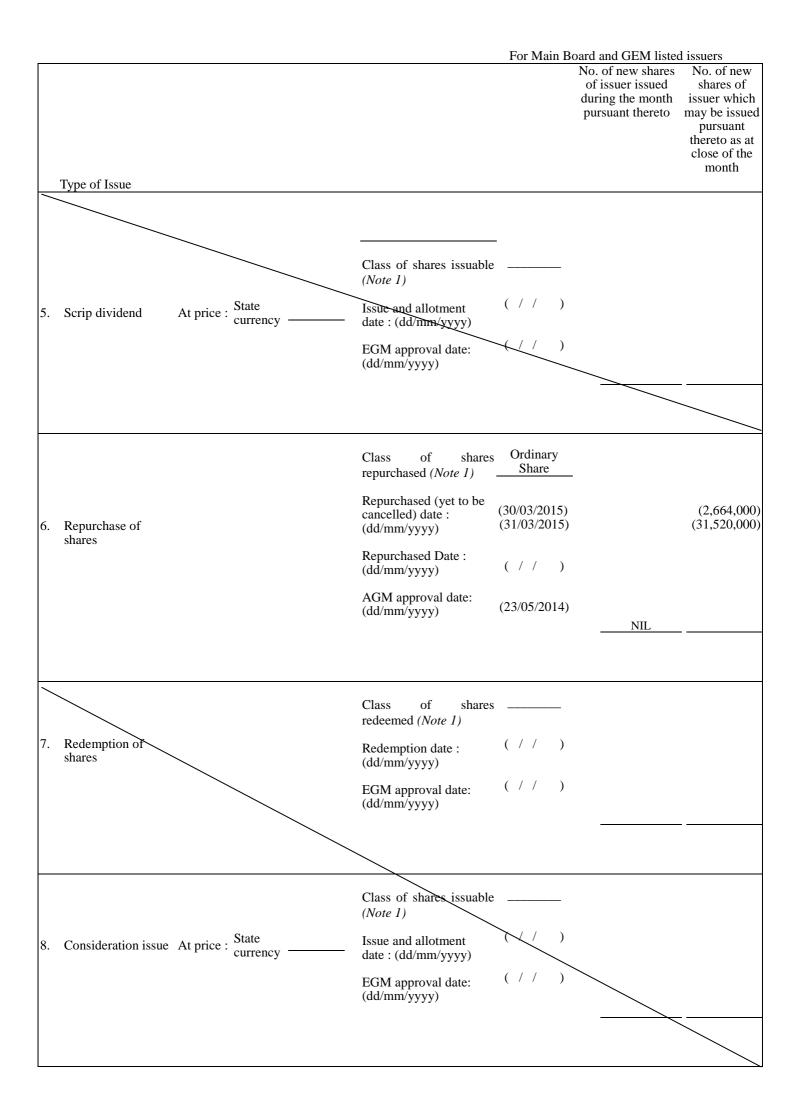
Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer which may be issuer issued issued pursuant during the thereto as at month Currency of Amount at close Converted pursuant close of the amount of preceding during the Amount at close thereto month Class and description outstanding month month of the month 1. Convertible Notes (EICN) 10,000,000.00 --10,000,000.00 --HK\$ 28,571,428 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. ____ Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) 3. Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (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) Total C. (Ordinary shares) (Preference shares) --(Other class) --

For Main Board and GEM listed issuers

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)		
2		
	-	
	-	
	-	
3		
	-	
Total D. (Ordinary shares)		- \
(Preference shares)		- \
(Other class)		





	For Main Board and GEM listed issuers
Type of Issue	No. of new shares of issuer issued during the month pursuant thereto usuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable (<i>Note 1</i>) 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 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 B	E):	
(These figures should be the same as the relevant figures under II above ("Movements in	Issued Share	Capital").)

Remarks	(if	any)	:
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Submitted by	Tricon Tongia Limitad	
Submitted by:	Tricor Tengis Limited	
Title	Branch Share Registrar	
(Director, Sec	retary 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.