

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

# Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clear	ing Limited		
Name of Issuer China	E-Learning Group Lin	mited	
Date Submitted 07/05/	/2015		
I. Movements in Authorised Share Ca	pital		
1. Ordinary Shares			
(1) Stock code: 8055 Desc	ription:	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	ription:		
	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			

30/04/2015

## 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	3,186,831,196			
Increase/ (decrease)				
during the month	(39,664,000)			
Balance at close of the				
month	3,147,167,196			
		•		

### III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) 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 thereto as at close of the month Movement during 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) 9,230,311 Ordinary shares (*Note 1*) 2.Exercise Price HK\$0.652 Meeting approved (24/11/2001) Ordinary shares 14,936,322 (*Note 1*) 3.Exercise Price HK\$0.168 Meeting approved (23/05/2011) Ordinary shares 30,000,000 (Note 1) Total A. (Ordinary shares) (Preference shares) (Other class) Total funds raised during the month from exercise of options (State currency)

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) 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 1. Convertible Notes (EICN) 10,000,000.00 \_\_\_\_ HK\$ 10,000,000.00 --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) 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 (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares) (Preference 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
1.	_	
	-	
(Note 1)		
		-
2	_	
shares (Note 1)	_	
		·
3		
		_
. shares (Note 1)		
Total D. (Ordinary shares)		_
(Preference shares) (Other class)		-
(Other class)		

	Other Movement	ts in Issued Sh	ıare Capital					
							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	Type of Issue Rights issue							
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	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)	( / /	)		
				EGM 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) Ordinary Class of shares Share repurchased (Note 1) Repurchased Date: Repurchase of (14/04/2015) (dd/mm/yyyy) shares AGM approval date: (23/05/2014) (dd/mm/yyyy) (39,664,000) N/A Class of shares \_ redeemed (Note 1) 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 Bo	oard and GEM listed	d issuers
There 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
Type of Issue 9. Capital				
reorganisation	Class of shares issuable (Note 1)			
	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 sh (Preference sh (Other c	ares)	- - -

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	(39,664,000)
	(2)	
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<del>-</del>	
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E)	<del>-</del> :	
(These figures should be the same as the relevant figures under II above ("Movements in I	ssued Sha	re 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.