

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China E-Learning Group Limited
Date Submitted	07/01/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares						
(1) Stock code : <u>8055</u> Descrip	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 : Descrip	(2) Stock code : Description :					
	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						

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 ordinary shares		No of preference	No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close of					
preceding month	2,945,103,196				
Increase/ (decrease) during the month	NIT				
•	NIL				
Balance at close of the					
month	2,945,103,196				

III. Details of Movements in Issued Share Capital

Share Options (under	Share Option Sc	hemes of the Is	suer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM approval date					the month pursuant thereto	issued pursuant thereto as at close of the month
(dd/mm/yyyy) and –]	Movement durin	ng the month		- unereto	as at close of the monut
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Exercise Price						
HK\$1.281						
Meeting approved (24/11/2001) Ordinary shares (Note 1)						9,230,311
2.Exercise Price HK\$0.652						
Meeting approved (24/11/2001) Ordinary shares (Note 1)						14,936,322
3.Exercise Price HK\$0.168						
Meeting approved(23/05/2011)Ordinary shares(Note 1)						30,000,000
4.Exercise Price HK\$0.28						
Meeting approved (23/05/2011) Ordinary shares (Note 1)						314,000,000
			Total A. (Ordin			
				ence shares) Other class)		
Total funda miss d dom	ing the month for	om ovonoica of	Ċ			
Total funds raised dur options (State currenc	ng me month fr v)	om exercise of				
Sprions (State Carrelle	<i>J /</i>					

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	\		
(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	`
(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

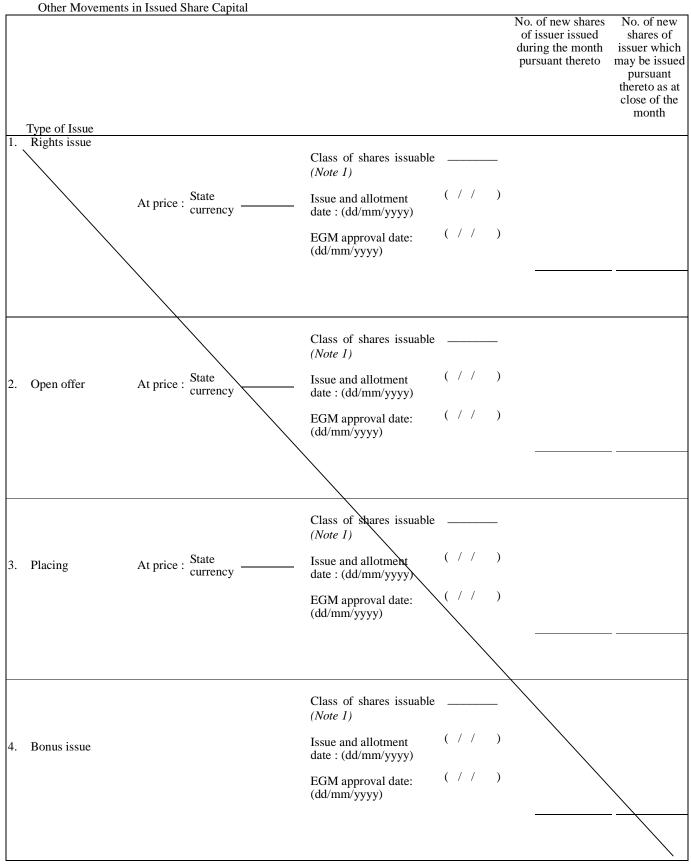
For Main Board and GEM listed issuers

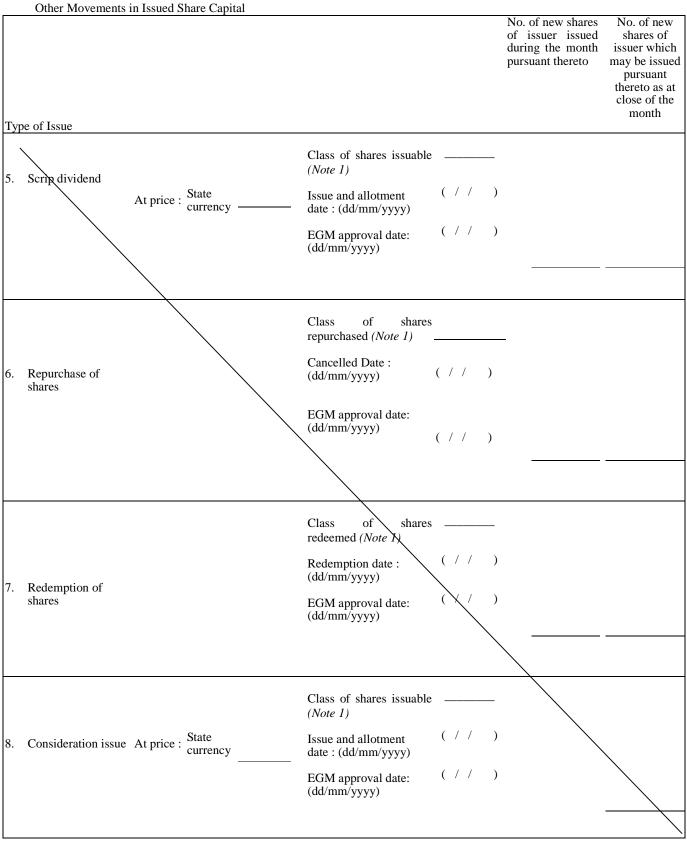
Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

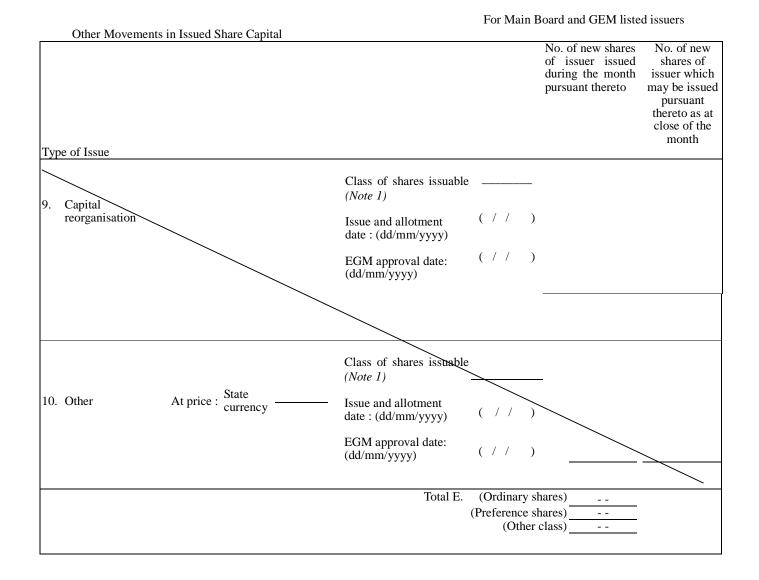
shares of issuer issue during the month Currency of Amount at close Converted pursuant amount of preceding during the Amount at close thereto Class and description outstanding month month of the month	2
1. Convertible Notes	
(EICN)	
HK\$ 10,000,000.00 * Remark	
Stark and (if listed)	
Stock code (if listed) Class of shares	
issuable (<i>Note 1</i>) 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	
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	
Stock code (if listed)	
Class of shares issuable	
(Note 1)	
Subscription price	
EGM approval date	
(if applicable) (dd/mm/yyyy)	
Total C. (Ordinary shares)	
(Preference shares)	
(Other class)	

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. Proposed issue of Convertible Notes with an aggregate principal amount of		
HK\$10,000,000.00, which may be converted into 28,571,428 Conversion Shares		
at the Conversion Price of HK\$0.35 per Conversion Share (subject to		
adjustment) pursuant to the Subscription Agreement dated 18 December 2015.		
adjustment/ pursuant to the Subscription regreement dated 10 December 2015.		
For details, please refer to the announcement dated 18 December 2015		
AGM approval date : 09/06/2015		
Ordinary shares (Note 1)		
2		
. shares (Note 1)		
3		
shares (Note 1)		
Trul D (Orthous true)		
Total D. (Ordinary shares) (Preference shares)		
(Other class)		
(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 Sha	re Capital").)

Remarks (if any):

* On 18 December 2015 (after trading hours), the Company entered into the Subscription Agreement with

Ms. Li Jing, pursuant to the Subscription Agreement, the Company has agreed to issue, and Ms. Li Jing has agreed to subscribe for the Convertible Notes with an aggregate principal amount of HK\$10,000,000.00 for a

total consideration of HK\$10,000,000.00, all of which shall be setoff in full against the equivalent amount of

indebtness owning by the Company to Ms. Li Jing under EICN at the Completion. EICN was matured on 20

December 2015.

For details, please refer to the Company's announcement dated 18 December 2015.

Submitted by: Tricor Tengis Limited

 Branch Share Registrar

 (Director, Secretary 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.