



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>	Description : <u>Ordinary Shares</u>		
		No. of ordinary shares	Par value (State currency)
			Authorised share capital (State currency)
Balance at close of preceding month	<u>50,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$5,000,000,000.00</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>50,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$5,000,000,000.00</u>
(2) Stock code : <u>- -</u>	Description : <u>- -</u>		
		No. of ordinary shares	Par value (State currency)
			Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

2. Preference Shares

Stock code : --	Description : --		
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
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 (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
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 shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	2,945,103,196	--	--	--
Increase/ (decrease) during the month	NIL	--	--	--
Balance at close of the month	2,945,103,196	--	--	--

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1.Exercise Price <u>HK\$1.281</u>						
Meeting approved (24/11/2001)						
Ordinary shares (Note 1)	--	--	--	--	--	9,230,311
2.Exercise Price <u>HK\$0.652</u>						
Meeting approved (24/11/2001)						
Ordinary shares (Note 1)	--	--	--	--	--	14,936,322
3.Exercise Price <u>HK\$0.168</u>						
Meeting approved (23/05/2011)						
Ordinary shares (Note 1)	--	--	--	--	--	30,000,000
4.Exercise Price <u>HK\$0.28</u>						
Meeting approved (23/05/2011)						
Ordinary shares (Note 1)	--	--	--	--	--	314,000,000
			Total A. (Ordinary shares)		--	
			(Preference shares)		--	
			(Other class)		--	
Total funds raised during the month from exercise of options (State currency)				--		

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

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	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
1.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
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)		(/ /)				
3.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total B.					(Ordinary shares)	_____
					(Preference shares)	_____
					(Other class)	_____

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

Class and description	Currency of amount outstanding	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	--	-- * Remark	--	--
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 (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
3.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
4.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
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. For details, please refer to the announcement dated 18 December 2015 AGM approval date : 09/06/2015 <div style="text-align: right;">Ordinary shares (<i>Note 1</i>)</div>		
2 <div style="text-align: right;">(/ /) shares (<i>Note 1</i>)</div>		
3 <div style="text-align: right;">(/ /) shares (<i>Note 1</i>)</div>		
<div style="text-align: right;">Total D. (Ordinary shares)</div> <div style="text-align: right;">(Preference shares)</div> <div style="text-align: right;">(Other class)</div>	<div style="text-align: center;">--</div> <div style="text-align: center;">--</div> <div style="text-align: center;">--</div>	

Other Movements in Issued Share Capital

Other Movements in Issued Share 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
Type of Issue					
1.	Rights issue		Class of shares issuable _____ <i>(Note 1)</i> At price : State currency _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
2.	Open offer		Class of shares issuable _____ <i>(Note 1)</i> At price : State currency _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
3.	Placing		Class of shares issuable _____ <i>(Note 1)</i> At price : State currency _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____

Other Movements in Issued Share 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
Type of Issue			
5. Scrip dividend	At price : State currency _____	Class of shares issuable _____ (Note 1)	
		Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
6. Repurchase of shares		Class of shares repurchased (Note 1) _____	
		Cancelled Date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
7. Redemption of shares		Class of shares redeemed (Note 1) _____	
		Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
8. Consideration issue	At price : State currency _____	Class of shares issuable _____ (Note 1)	
		Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____

Other Movements in Issued Share Capital

Type 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
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)		
10. Other	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)		
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 E):		--
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

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 indebtedness owing 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

Title: 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.*