

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : ____31/01/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	
Date Submitted	

China E-Learning Group	Limited
04/02/2016	

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>8055</u> Descr	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 : <u></u>		
	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	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 option scheme including EGM					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date (dd/mm/yyyy) and -]	Movement duri	ng the month		thereto	as at close of the month
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. (Ordi	nary shares)		
			(Prefer	ence shares)		
			(Other class)		
Total funds raised dur options (State currenc		om exercise of				
· ·	•					

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) (dd/mm/yyyy)	(/ /)		\backslash		
<u>4.</u>					
(/ /)					
Stock code (if listed) Class of shares				\backslash	
issuable (Note 1)				\backslash	
Subscription price EGM approval date					
(if applicable)				\backslash	\mathbf{X}
(dd/mm/yyyy)	(/ /)				\backslash
	Total	B. (Ordin	nary shares)		. \
		(Fielder	ence shares) Other class)		· \
		,	·		

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

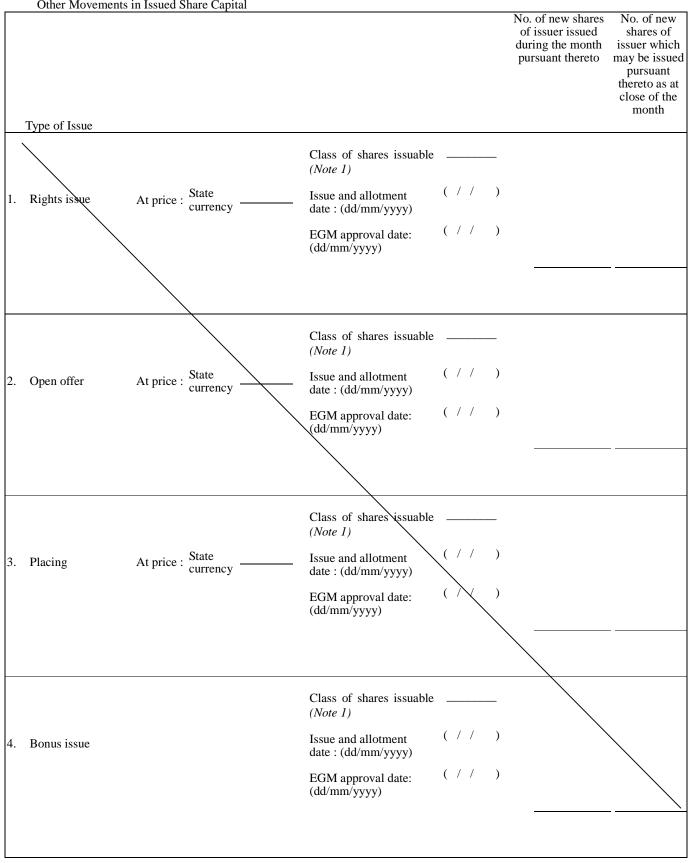
For Main Board and GEM listed issuers

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

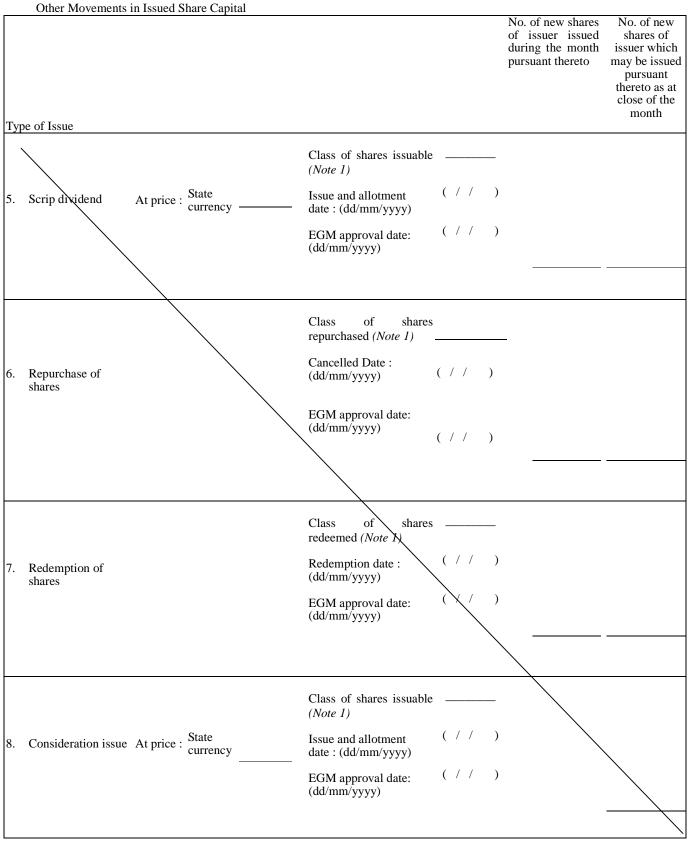
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Notes						
(CN2018)						
	_					
	HK\$			10,000,000.00		28,571,428
Stock and (if listed)						
Stock code (if listed) Class of shares	-					
issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$ 0.35					
AGM approval date						
(if applicable) (dd/mm/yyyy)	(00/06/2015)					
2.	(09/06/2015)					
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 (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)						
4.						
<u> </u>						
Stock code (if listed)						
Class of shares issuable						
(Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)						
			_			
				Ordinary shares)		
			(Pi	(Other class)		

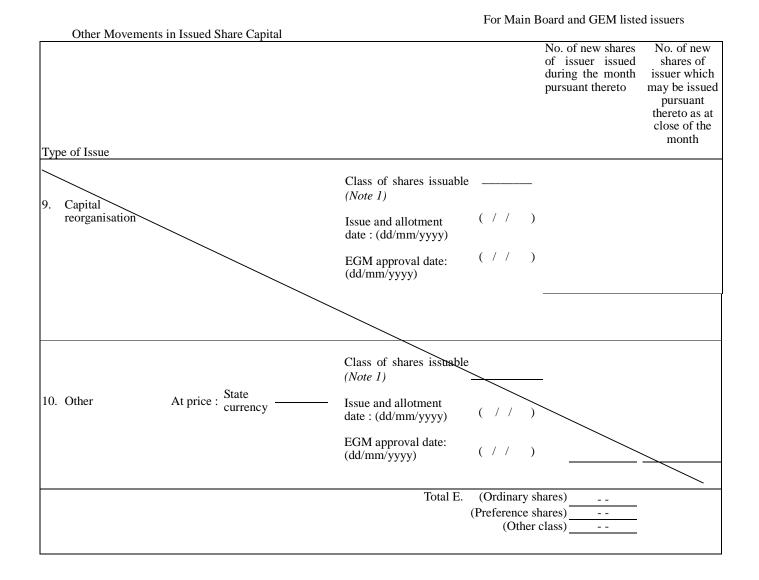
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.		
shares (Note 1)		
2		
shares (Note 1)		
3		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		
	1	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)



Other Movements in Issued Share Capital





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):

-					
Submitted by:	Tricor Tengis Limited				
Sublitted by:	Theor Tengis Eminted				
Title:	Branch Share Registrar				
(Director Se	(Director, Secretary or other duly authorised officer)				
(Director, St	intering of other dury dutherised officery				

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.*