

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 29/02/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China E-Learning Group Limited
Date Submitted	04/03/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>8055</u>	Description :	Ordinary	y Shares
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding me	onth 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 :	Description :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding me	onth		
Increase/(decrease)		-	
Balance at close of the month			

#### 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 :Descr	iption : <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	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

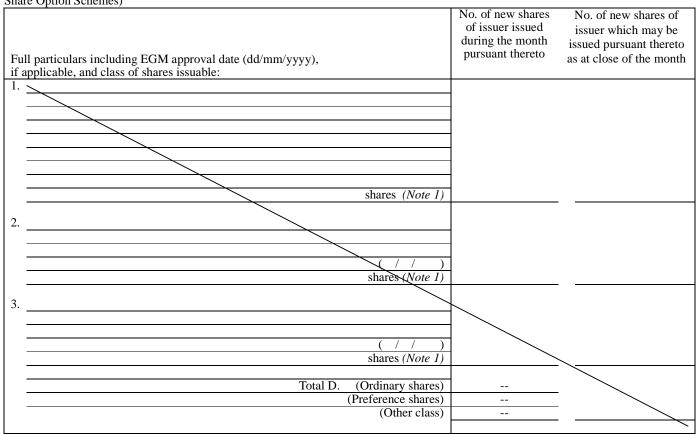
Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM	option scheme ncluding EGM					No. of new shares of issuer which may be issued pursuant thereto
approval date (dd/mm/yyyy) and —	1	Movement durin	g 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						9,230,311
(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)						· · · ·
4.Exercise Price						
HK\$0.28						
Meeting approved (23/05/2011)						
Ordinary shares						314,000,000
(Note 1)						514,000,000
			Total A. (Ordi	nory chorac)		
				ence shares)		
				Other class)		
Total funds raised duri		om exercise of				
options (State currency	y)					

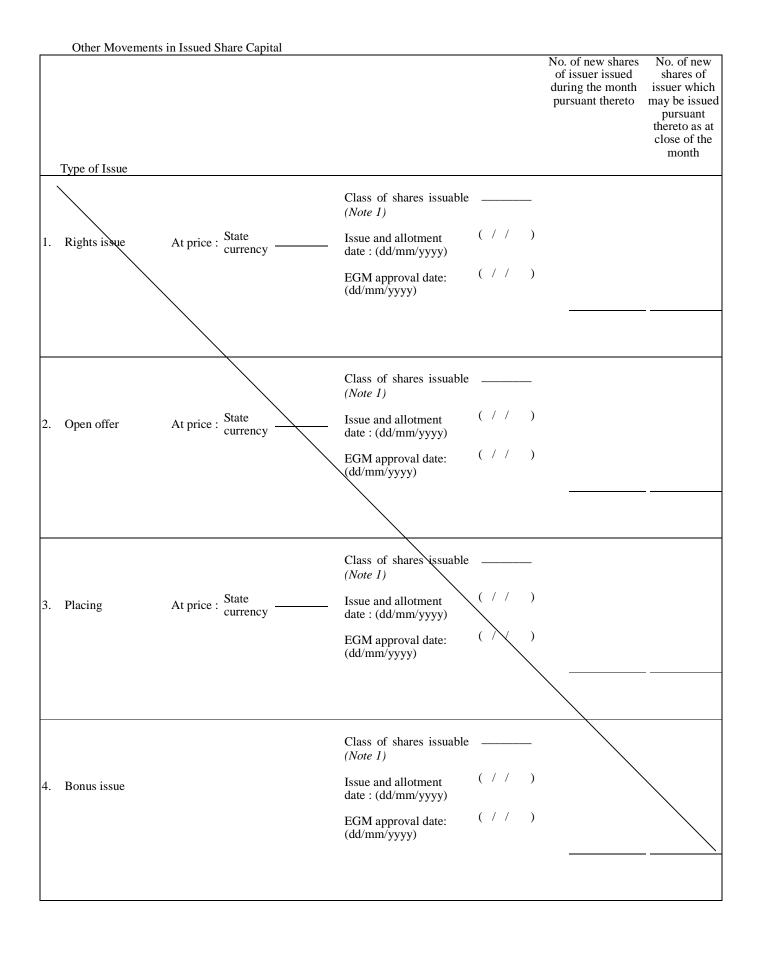
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Stock code (if listed) Class of shares					
issuable (Note 1)					
Subscription price EGM approval date (if applicable)					
(dd/mm/yyyy)	( / / )				
	-				
( / / )					
Stock code (if listed) Class of shares	<u> </u>				
issuable ( <i>Note 1</i> ) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)					
3.					
	· \				
( / / ) Stock code (if listed)					
Class of shares		$\backslash$			
issuable ( <i>Note 1</i> ) Subscription price					
EGM approval date (if applicable)			$\backslash$		
	( / / )				
4.					
			$\rightarrow$		
( / / ) Stock code (if listed)				$\backslash$	
Class of shares				$\backslash$	
issuable ( <i>Note 1</i> ) Subscription price				$\backslash$	
EGM approval date (if applicable)				$\backslash$	,
	( / / )				$\backslash$
	Total	(Prefere	nary shares) ence shares)		
		(	Other class)		-

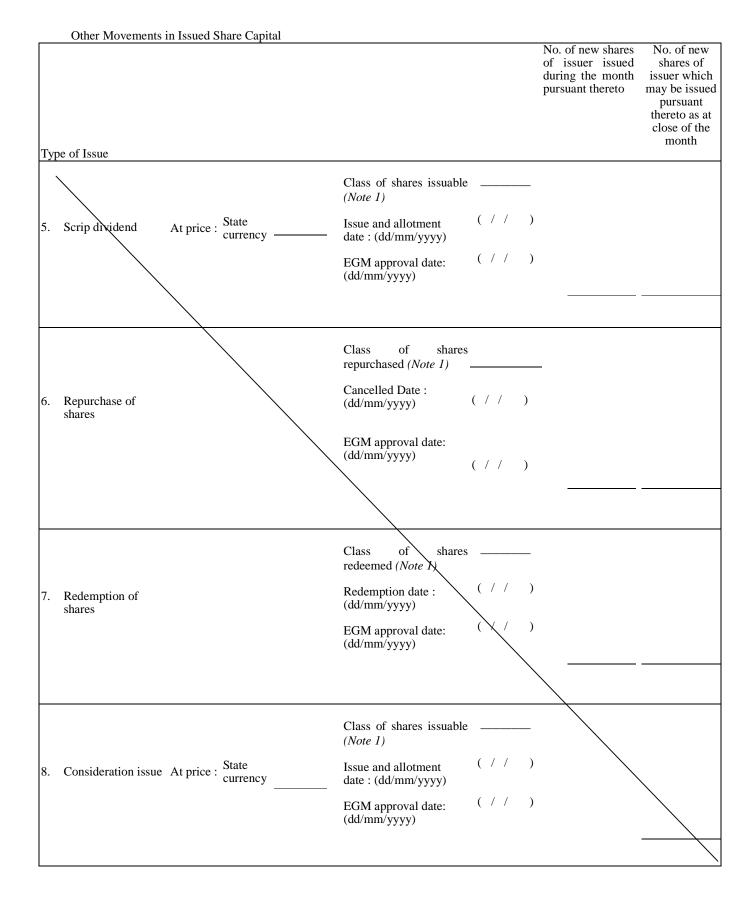
# Warrants to Issue Shares of the Issuer which are to be Listed

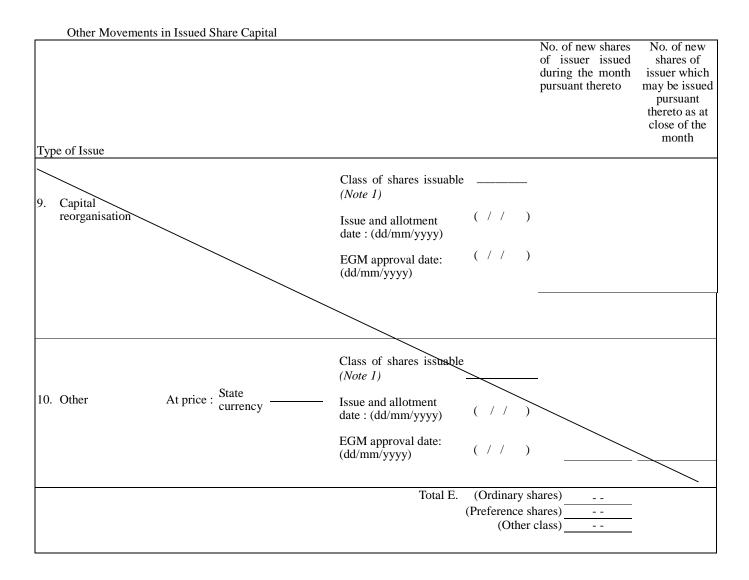
Class and description 1. Convertible Notes	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
(CN2018)						
	_					
	HK\$	10,000,000.00		10,000,000.00		28,571,428
Stock code (if listed)	-					
Class of shares						
issuable ( <i>Note 1</i> )	Ordinary Shares HK\$ 0.35					
AGM approval date	HK\$ 0.33					
(if applicable)						
(dd/mm/yyyy)	(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)						
<u>4</u> .						
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)		
			(Pi	reference shares) (Other class)		
			11/			



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







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 I	ssued Share	e Capital").)

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.*