

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mn	1/yyyy) :	30/04/2016					
To: Hong Kong Exchanges and Clearing Limited							
Name of Issuer China E-Learning Group Limited							
Date Submitted	05/05/201	6					
I. Movements in Authorised Sl	nare Capita	I					
1. Ordinary Shares							
(1) Stock code : <u>8055</u>	Descripti	ion:	Ordinary	Shares			
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding r	nonth _	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 :	Descript	ion: <u></u>					
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding r	nonth _						
Increase/(decrease)	_						
Balance at close of the month	_						

30/04/2016

2. Preference Shares			
Stock code :Descri	iption: <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	iption:		
	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 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) 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*) Total A. (Ordinary shares) (Preference shares) -- (Other class) --(Other class) Total funds raised during the month from exercise of options (State currency)

Warrants to Issue Shares of Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value nominal close of value preceding mon	at Exercised during the	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 sode (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date					
(if applicable) (dd/mm/yyyy)	(/ /)	<u> </u>			
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)					
EGM approval date (if applicable)	(/ /)				
	To	(Prefer	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 shares of issuer issuer issued which may be during the issued pursuant thereto as at month Currency of Amount at close Converted close of the pursuant amount of preceding during the Amount at close thereto month Class and description outstanding month month of the month 1. Convertible Notes (CN2018) 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 AGM approval date (if applicable) (dd/mm/yyyy) (09/06/2015) 2. 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 issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 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)

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

of issuer issued during the month is pursuant thereto in					nts in Issued Share Capital	Other Movemen	
Class of shares issuable (// /) Issue and allotment (/ /) EGM approval date: (dd/mm/yyyy) Class of shares issuable (// /) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (/ /) Class of shares issuable (/ /) EGM approval date: (/ /) Class of shares issuable (/ /) Class of shares issuable (//) Class of shares issuable (/ /) Class of shares issuable (//) Class of shares issuable (/ /) EGM approval date: (/ /) Class of shares issuable (/ /) EGM approval date: (/ /)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	of issuer issued during the month					
Class of shares issuable						Type of Issue	
At price: currency date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares issuable (///) (Note 1) Lisue and allotment (///) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares issuable (///) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (///) Issue and allotment (///) Class of shares issuable (///) Issue and allotment (///)							,
Class of shares issuable (Note 1) 2. Open offer At price: State Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares issuable (// /) (//) Class of shares issuable (// /) EGM approval date: (dd/mm/yyyy) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (//) Class of shares issuable (//) Class of shares issuable (//) Issue and allotment (/ /)			(/ /)		At price : State currency	Rights issue	1.
2. Open offer At price: State currency Begin approval date: (///) Class of shares issuable (///) Begin approval date: (///) Class of shares issuable (///) Begin approval date: (///) Class of shares issuable (///) Begin approval date: (///) Class of shares issuable (///)			(/ /)	OIVI approvar date.			
2. Open offer At price: State currency Begin approval date: (///) Class of shares issuable (///) Begin approval date: (///) Class of shares issuable (///) Begin approval date: (///) Class of shares issuable (///) Begin approval date: (///) Class of shares issuable (///)							
2. Open offer At price: State currency Issue and allotment (/ /) EGM approval date: (/ /) (dd/mm/yyyy) Class of shares issuable (/ /) Issue and allotment (/ /) Class of shares issuable (/ /) EGM approval date: (/ /)				lass of shares issuable			
Class of shares issuable (// /) 3. Placing At price: State currency Class of shares issuable (// /) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (// /) Class of shares issuable (// /) Class of shares issuable (// /) Class of shares issuable (//)				,			
Class of shares issuable (Note 1) 3. Placing At price: State currency Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares issuable (Note 1) Class of shares issuable (Note 1) Issue and allotment (//)			(/ /)	but und unountill	At price : State currency	Open offer	2.
3. Placing At price: State currency Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares issuable (Note 1) Issue and allotment (//)			(/ /)	Om approvar date.	`		
3. Placing At price: State currency Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares issuable (Note 1) Issue and allotment (//)							
3. Placing At price: State currency Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares issuable (Note 1) Issue and allotment (///)							
Class of shares issuable (Note 1) Issue and allotment					_		
Class of shares issuable			(/ /)	bac and another \		Placing	3.
(Note 1) 4 Bonus issue Issue and allotment (/ /)			(//)	GM approval date: ld/mm/yyyy)			
(Note 1) 4 Bonus issue Issue and allotment (/ /)							
(Note 1) 4 Bonus issue Issue and allotment (/ /)				llass of shares issuable			
14 BODDS ISSUE							
			(/ /)	but und unountill		Bonus issue	4.
EGM approval date: (/ /) (dd/mm/yyyy)			(/ /)	Om approvar date.			

	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
Туј	pe of Issue					month
			Class of shares issuable(Note 1)	_		
5.	Scrip dividend	At price : State currency —	Issue and allotment (/ / date : (dd/mm/yyyy))		
			EGM approval date: (/ / (dd/mm/yyyy))		
			Class of shares repurchased (Note 1)			
6.	Repurchase of shares		Cancelled Date : (dd/mm/yyyy))		
			EGM approval date: (dd/mm/yyyy) (/ /)		
			Class of sharesredeemed (Note 1)	_		
7.	Redemption of shares		Redemption date : (/ / (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))		
						$\overline{}$

Other Movements in Issued Share Capital	No. of new shares No. of new
Type of Janua	of issuer issued shares of during the month pursuant thereto may be issue pursuant thereto as at close of the month
Type of Issue	
9. Capital	Class of shares issuable(Note 1)
reorganisation	Issue and allotment (/ /) date: (dd/mm/yyyy)
	EGM approval date: (/ /) (dd/mm/yyyy)
	Class of shares issuable
Q	(Note 1)
10. Other At price : State currency	Issue and allotment date: (dd/mm/yyyy)
	EGM approval date: (dd/mm/yyyy) (/ /)
	Total E. (Ordinary shares)
	(Other slees)
	(Other class)
<u>. </u>	

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 Issued Share Capital").)				

Submitted by: Tricor Tengis Limited Title: Branch Share Registrar (Director, Secretary or other duly authorised officer)	Remarks (if any):	
Title: Branch Share Registrar (Director, Secretary or other duly authorised officer)		
Title: Branch Share Registrar (Director, Secretary or other duly authorised officer)		
Title: Branch Share Registrar (Director, Secretary or other duly authorised officer)		
Title: Branch Share Registrar (Director, Secretary or other duly authorised officer)		
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Title: Branch Share Registrar (Director, Secretary or other duly authorised officer)	Corboning discours Training Training I looked	
	Title: Branch Share Registrar	
Notes :	(Director, Secretary or other duly authorised officer)	
Notes:		
Notes:		
	Notes:	

State the class of shares (e.g. ordinary, preference or other).

If there is insufficient space, please append the prescribed continuation sheet.

1.

2.