

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : _____31/10/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China E-Learning Group Limited
Date Submitted	03/11/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>8055</u> D	escription :	Ordinary	y Shares
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mon	th 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 : D	escription :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mon	th	<u> </u>	
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	3,036,103,196			
Increase/ (decrease)				
during the month	78,400,000			
Balance at close of the				
month	3,114,503,196			

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM					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 durin	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						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		78,400,000			78,400,000	144,600,000		
(Note 1)					,	,,		
			Total A. (Ordi	nary shares)	78,400,000			
			(Prefer	ence shares)				
	.1 .1 .7			Other class)				
Fotal funds raised duri options (State currency		rom exercise of	HKS	\$21,952,000.0	0			

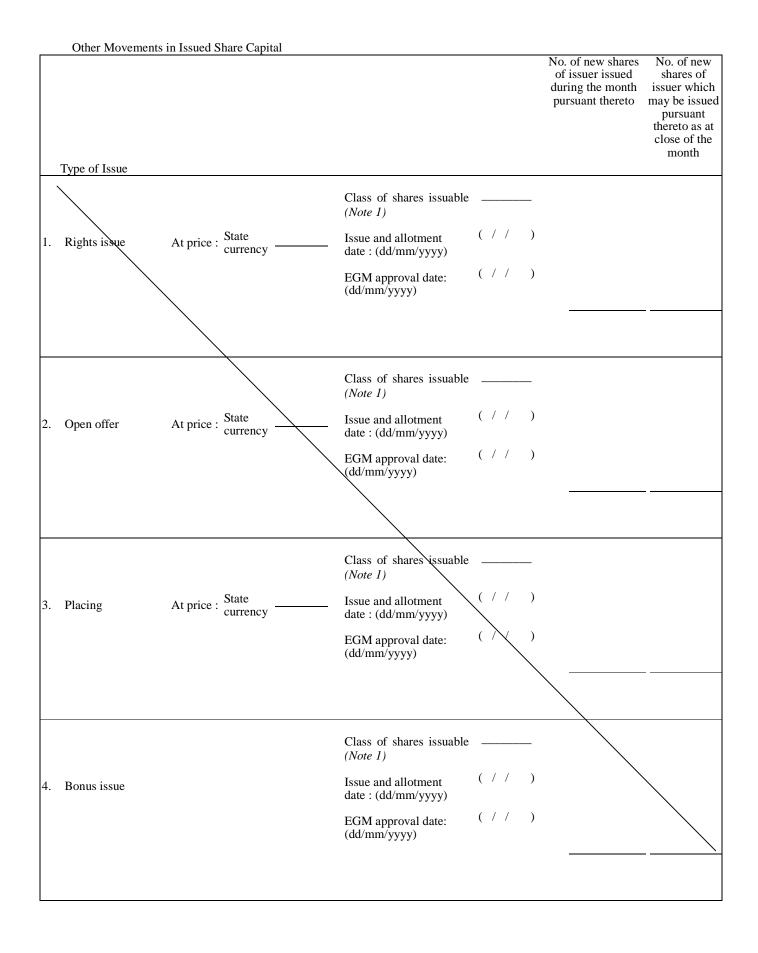
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued 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 (Note 1) Subscription price				\backslash	
EGM approval date (if applicable)				\backslash	,
	(/ /)				\backslash
	Total	(Prefere	nary shares) ence shares)		
		(Other class)		-

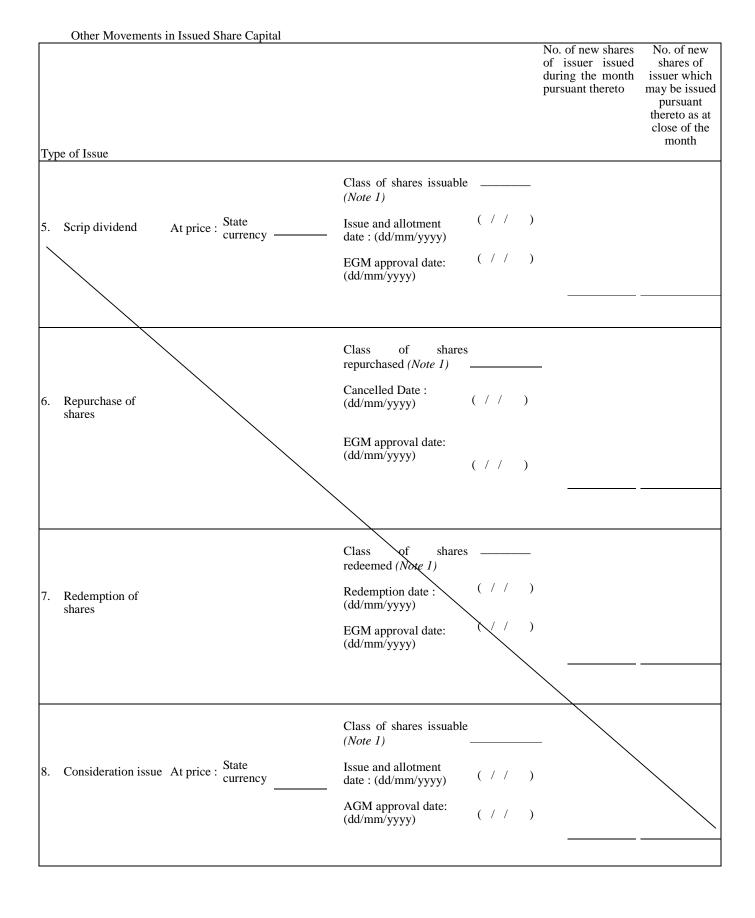
Warrants to Issue Shares of the Issuer which are to be Listed

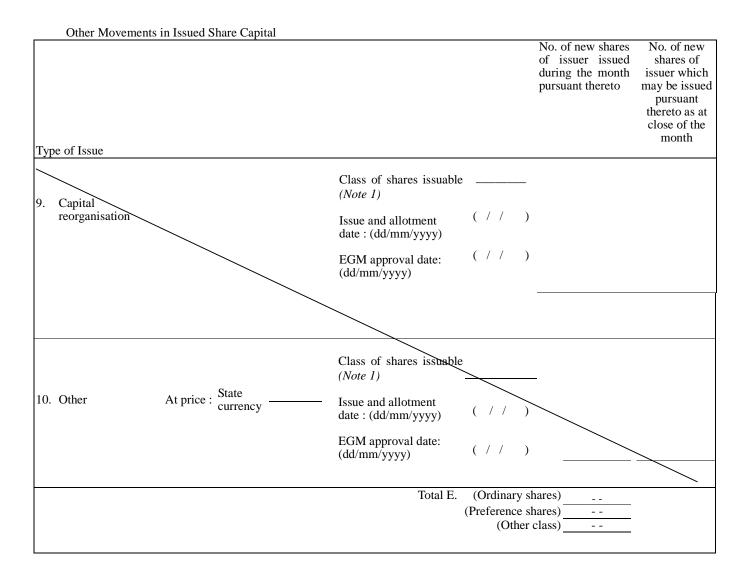
Class and description 1. Convertible Notes (CN2018)	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	HK\$	10,000,000.00		10,000,000.00		28,571,428
Stock code (if listed)				10,000,000.00		20,571,720
issuable (<i>Note 1</i>)	Ordinary Shares	·				
AGM approval date (if applicable)	HK\$ 0.35					
(dd/mm/yyyy)2.	(09/06/2015)					
2.						
Stock code (if listed)						
issuable (Note 1)						
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)						
<u>4.</u>						
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
			Total C. ((Pr	Ordinary shares) reference 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)

	No. of new shares of issuer issued during	No. of new shares of issuer which may be
	the month	issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy),	pursuant thereto	as at close of the month
if applicable, and class of shares issuable:	1	
1. Proposed issue of 190,476,190 Consideration Shares at the Issue Price of		
HK\$0.21 per Consideration Share pursuant to the Sale and Purchase Agreement		
dated 30 August 2016.		
For details, please refer to the Company's announcement dated 30 August 2016.		
AGM Approval date: 30 June 2016		
Ordinary shares (<i>Note 1</i>)		
,,,,,,, _		
2. Proposed issue of Convertible Notes with an aggregate principal amount of		
HK\$91,581,000 (subject to adjustments), which may be converted into 384,794,117		
Conversion Shares at the Conversion Price of HK\$0.238 per Conversion Share		
pursuant to the Supplemental Agreement dated 24 October 2016.		
For more details, please refer to the Company's announcements dated 11 October		
2016 and 24 October 2016.		
AGM approval date: 30 June 2016		
Ordinary shares (<i>Note 1</i>)		
· · · ·		
Total D. (Ordinary shares)		
(Preference shares)		-
(Other class)		-
		-







Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	78,400,000
	(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.*