

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

For the month ended (dd/mm/yyyy) : <u>30/11/2016</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China E-Learning Group Limited
Date Submitted	06/12/2016

I. Movements in Authorised Share Capital

1. Ordinary	Shares
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(1) Stock code : <u>8055</u> Descrip	Stock code : 8055 Description :		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	<u>HK\$5,000,000,000.00</u>
(2) Stock code : Descrip	tion : <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 : Descri	iption :		
	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 : Descrip	ption :		
	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	3,114,503,196			
Increase/ (decrease)				
during the month	190,476,190			
Balance at close of the				
month	3,304,979,386			

# 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 —	1	Movement durir	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 (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						144,600,000
(Note 1)						
			Total A. (Ordi	nary shares)		
				ence shares)		
				Other class)		
Total funds raised durin		om exercise of				
options (State currency)						

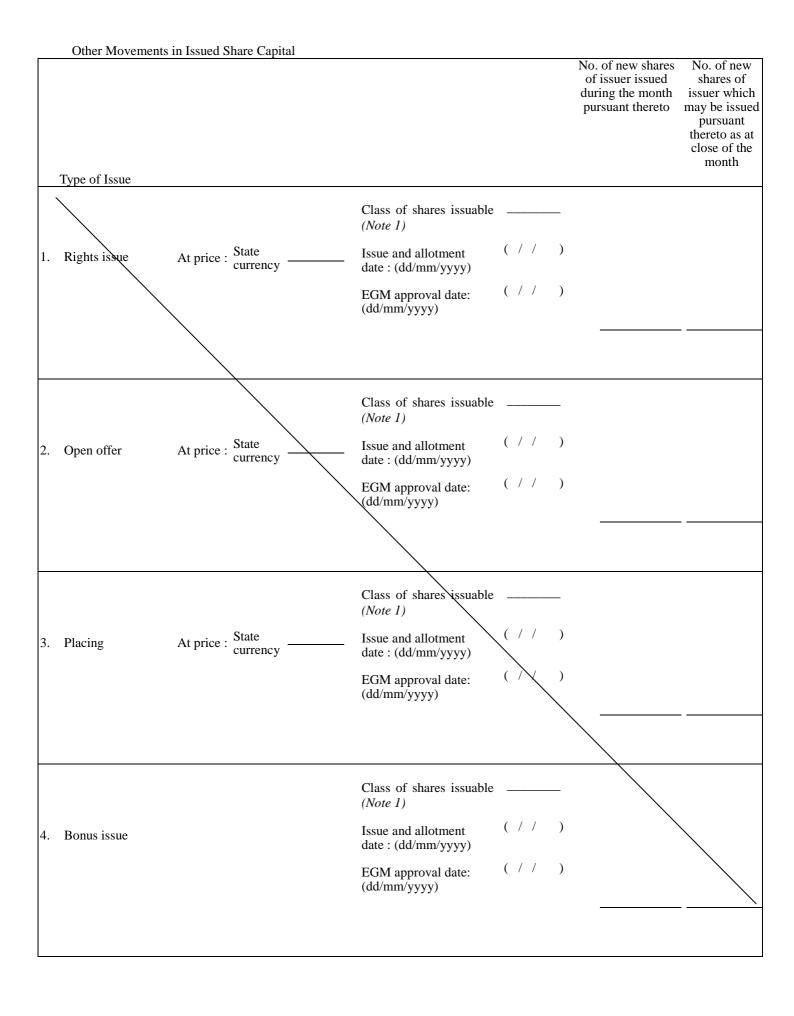
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>(2 and of output)</u> <u>and sime (5555)</u>	10100	p				
						<u> </u>
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / /	)				
2.	· · · ·					
<u>_</u>	$\backslash$					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date		<u> </u>				
(if applicable)		$\mathbf{i}$				
(dd/mm/yyyy)	( / /					
3.		$\backslash$				
		$\langle \rangle$				
		/				
Stock code (if listed)			$\backslash$			
Class of shares						
issuable ( <i>Note 1</i> ) Subscription price			$\backslash$			
EGM approval date			$\backslash$	$\mathbf{X}$		
(if applicable)	<i>.</i>	<sup>×</sup>		$\backslash$		
	( / /	)		$\backslash$		
4.						
				$\langle \rangle$		
( / / )						
Stock code (if listed)					$\backslash$	
Class of shares issuable ( <i>Note 1</i> )						
California di anciene						
EGM approval date					$\backslash$	
(if applicable) (dd/mm/yyyy)	( / /	)				$\backslash$
(dd/ iiiii/ yyyy)	( / /	/				$\backslash$
		Total	B. (Ordin	nary shares)		_ \
			(Prefere	ence shares)		- \
			(	Other class)		- \

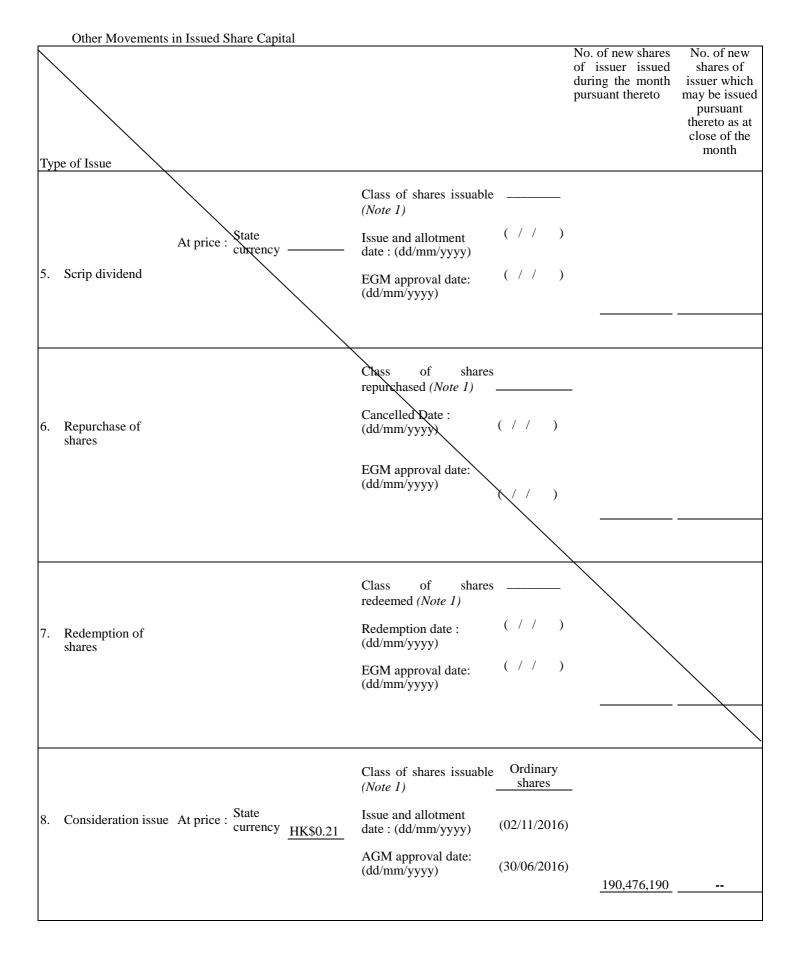
# Warrants to Issue Shares of the Issuer which are to be Listed

Convertibles (i.e. Convertibl	e into Shares of th	ne 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		10,000,000.00		28,571,428
Stock code (if listed) Class of shares	-					
issuable (Note 1)	Ordinary Shares	<u>.</u>				
Subscription price	HK\$ 0.35					
AGM approval date (if applicable) (dd/mm/yyyy)	(09/06/2015)					
2.	(0)/00/2013)					
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)						
issuable (Note 1)						
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)		
			(Pi	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)

Full particulars including EGM approval date (dd/mm/yyyy),	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
if applicable, and class of shares issuable:	pursuant mereto	
1. 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 (Note 1)		
2		
Ordinary shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		





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	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )		
	Total E.	(Ordinary sh (Preference sh (Other o		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	190,476,190
	(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 Is	ssued Shar	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.