

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/03/2017							
To: Hong Kong Exchanges a	nd Clearing	Limited					
Name of Issuer	China E-	Learning Group	Limited				
Date Submitted	03/04/20	017					
I. Movements in Authorised Share Capital							
1. Ordinary Shares							
(1) Stock code: 8055 Description: Ordinary Shares							
		No. of ordinar shares	Par value y (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		<u>Nil</u>			
Balance at close of the month		50,000,000,000	HK\$0.10	HK\$5,000,000,000.00			
(2) Stock code :	Descrip	tion: <u></u>					
		No. of ordinary	Par value y (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	otion: <u></u>		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of prece	eding month			_
Increase/(decrease)			- –	
Balance at close of the n	nonth			
3. Other Classes of Shar	es			
Stock code :	Descrip	otion: <u></u>		
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of prece	eding month			
Increase/(decrease)			- –	
Balance at close of the n	nonth			
Total authorised share ca	apital at the end	of the month (State	currency): HK	\$5,000,000,000.00
II. Movements in Issued	l Share Capital			
		•	No of preference shares	e No. of other classes of shares
Balance at close of preceding month	3,304,979,386	(2)		
Increase/ (decrease) during the month 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 approval date (dd/mm/yyyy) and Movement du		Movement durin	,		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
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)				<del></del>		30,000,000
4.Exercise Price HK\$0.28						
Meeting approved (23/05/2011) Ordinary shares (Note 1)		<del></del>	<del></del>		<del></del> _	144,600,000
5.Exercise Price HK\$0.311						
Meeting approved (23/05/2011) Ordinary shares (Note 1)						330,000,000
			Total A. (Ordi	nary shares)		
				ence shares) Other class)	<u></u> 	
Total funds raised duri options (State currence		rom exercise of				

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	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
1.					
	· · ———				
Stock code (if listed) Class of shares issuable (Note 1)		-			
Subscription price EGM approval date (if applicable)		-			
(dd/mm/yyyy) 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)		-			
EGM approval date (if applicable)					
(dd/mm/yyyy)4.	-	-			
( / / )	·		$\longrightarrow$		
0. 1. 1. (101) . 1)		-			
EGM approval date (if applicable)	( / / )	-			
	Tota	(Prefere	nary shares) ence shares) Other class)		-

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Class and description  1. Convertible Notes (CN2018)		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
(61/2010)	<u> </u>					
	HK\$	10,000,000.00		10,000,000.00		28,571,428
Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy)	Ordinary Shares HK\$ 0.35	<u> </u>				
2.	(09/00/2013)					
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.						
4.						
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)

Share Option Schemes)		
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
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		
	4	
2016 and 24 October 2016.		
AGM approval date: 30 June 2016		
Ordinary shares (Note 1)		
2. Proposed issue of Convertible Notes with an aggregate principal amount of		
HK\$96,000,000 (subject to adjustments), which may be converted into 369,230,769		
Conversion Shares upon full conversion at the Conversion Price of HK\$0.26 per		
Conversion Share (subject to adjustments) pursuant to the Agreement dated		
21 December 2016.		
For more details, please refer to the Company's announcement dated 21 December		
2016.		
EGM approval date: To be confirmed		
Ordinary shares (Note 1)	- <u></u>	
		-
3. Proposed issue of Convertible Notes with an aggregate principal amount of	=	
HK\$157,500,000 (subject to adjustments), which may be converted into 637,651,821	=	
Conversion Shares upon full conversion at the Conversion Price of HK\$0.247 per		
Conversion Share (subject to adjustments) pursuant to the Agreement dated		
29 December 2016.	-	
For more details, please refer to the Company's announcement dated 29 December	-	
2016.	4	
EGM approval date: To be confirmed	4	
EGIVI approvai date: 10 de confirmed	=	
0.1 1 /27 - 1)	4	
Ordinary shares (Note 1)		<del></del>
	4	
Total D. (Ordinary shares)		-
(Preference shares)		<u>.</u>
(Other class)		
(other enass)		-

	Other Movements	s 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 month
	Type of Issue					
			Class of shares issuable (Note 1)			
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )		
			Class of shares issuable (Note 1)			
2.	Open offer	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )		
			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)			
4.	Bonus issue		Issue and allotment date: (dd/mm/yyyy)	( / / )		
			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
Тур	e 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 shares redeemed ( <i>Note</i> X)			
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)	)		

Other Movements in Issued Share Capital						
Type of Issue			of du	o. of new sissuer sissuer sissuer sissuer sissuer sissuer sissuer sissue	issued month	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 (Note 1)  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / /				
10. Other At price: State currency	Class of shares issuable (Note 1)  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / /	)			
	Total E.	(Ordinary (Preference (Oth	-	s)		·

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 Is	sued Share	e Capital").)

Remarks (if any):			
Submitted by:	Tricor Tengis Limited	_	
Title:	Branch Share Registrar	<u></u>	
(Director, S	ecretary 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.