

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China E-Learning Group Limited

Date Submitted 05/06/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>8055</u> Description : <u>Ordinary Shares</u>	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>50,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$5,000,000,000.00</u>
Increase/(decrease)	<u>Nil</u>	<u></u>	<u>Nil</u>
Balance at close of the month	<u>50,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$5,000,000,000.00</u>

(2) Stock code : <u>- -</u> Description : <u>- -</u>	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>	<u></u>	<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

2. Preference Shares

Stock code :	--	Description :	--
		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 :	--	Description :	--
		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 shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	3,304,979,386	--	--	--
Increase/ (decrease) during the month	153,917,647	--	--	--
Balance at close of the month	3,458,897,033	--	--	--

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

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
1. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
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 (<i>Note 1</i>) _____ 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 B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____						

Convertibles (i.e. Convertible into Shares of the 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 (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$ 0.35					
AGM approval date (if applicable) (dd/mm/yyyy)	(09/06/2015)					
2. Convertible Notes	HK\$	91,581,000.00	36,632,400.00	54,948,600.00	153,917,647	230,876,470
Stock code (if listed)	-					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$0.238					
AGM approval date (if applicable) (dd/mm/yyyy)	(30/06/2016)					
3.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
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)	153,917,647	
				(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)

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
1. 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)	--	--
2. 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. EGM approval date: To be confirmed Ordinary shares (Note 1)	--	--
3. (/ /) shares (Note 1)	--	--
Total D. (Ordinary shares)	--	
(Preference shares)	--	
(Other class)	--	

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 month
Type of Issue					
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____ _____
2.	Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____ _____
3.	Placing	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____ _____
4.	Bonus issue		Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____ _____

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 month
Type of Issue			
5. Scrip dividend	At price : State currency _____	Class of shares issuable _____ (Note 1)	
		Issue and allotment date : (dd/mm/yyyy) (/ /)	
		EGM approval date: (dd/mm/yyyy) (/ /)	
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6. Repurchase of shares		Class of shares repurchased (Note 1) _____	
		Cancelled Date : (dd/mm/yyyy) (/ /)	
		EGM approval date: (dd/mm/yyyy) (/ /)	
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7. Redemption of shares		Class of shares redeemed (Note 1) _____	
		Redemption date : (dd/mm/yyyy) (/ /)	
		EGM approval date: (dd/mm/yyyy) (/ /)	
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8. Consideration issue	At price : State currency _____	Class of shares issuable _____ (Note 1)	
		Issue and allotment date : (dd/mm/yyyy) (/ /)	
		EGM approval date: (dd/mm/yyyy) (/ /)	
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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 month
Type of Issue			
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 shares) _____	--
		(Preference shares) _____	--
		(Other class) _____	--

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	153,917,647
	(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):		--
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Submitted by: Tricor Tengis Limited

Title: 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.*