

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and C	Clearing Limited			
Name of Issuer China E-Learning Group Limited				
Date Submitted 05/06/2017				
I. Movements in Authorised Shar	e Capital			
1. Ordinary Shares				
(1) Stock code : <u>8055</u>	Description :	Ordinar	y Shares	
	No. of ordin shares	Par value ary (State currency)	Authorised share capital (State currency)	
Balance at close of preceding mo	nth50,000,000,0	000 HK\$0.10	HK\$5,000,000,000.00	
Increase/(decrease)	Nil		Nil	
Balance at close of the month	50,000,000,0	000 HK\$0.10	HK\$5,000,000,000.00	
(2) Stock code :	Description :			
	No. of ordin shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding mo	nth			
Increase/(decrease)				
Balance at close of the month				

31/05/2017

2. Preference Shares				
Stock code :	Descrip	otion:		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of prec	eding month			
Increase/(decrease)				
Balance at close of the i	month			
3. Other Classes of Shar	res			
Stock code :	Descrip	otion:		
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of prec	eding month			
Increase/(decrease)				
Balance at close of the i	month			
Total authorised share c	capital at the end	of the month (State	currency): HK\$	\$5,000,000,000.00
II. Movements in Issued	d Share Capital			
		dinary shares	-	No. of other classes
Balance at close of preceding month	(1) 3,304,979,386	(2)	shares	of shares
Increase/ (decrease) during the month	153,917,647			
Balance at close of the month	3,458,897,033			

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 theret
approval date	N	Movement durin	ng the month		thereto	as at close of the mon
(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)						
0.E ' D'						
2.Exercise Price						
HK\$0.652						
Meeting approved						
(24/11/2001)						
Ordinary shares						14,936,322
(Note 1)						17,750,322
(,						
3.Exercise Price						
HK\$0.168						
Meeting approved						
(23/05/2011)						
Ordinary shares						30,000,000
(Note 1)						
4.Exercise Price						
HK\$0.28						
Π1140.20						
Meeting approved						
(23/05/2011)						
Ordinary shares						144,600,000
(Note 1)						
5.Exercise Price						
HK\$0.311						
ПКФ0.511						
Meeting approved						
(23/05/2011)						
Ordinary shares						330,000,000
(Note 1)						
6 Evanoiae Dries						
6.Exercise Price HK\$0.285						
111Χψυ.203						
Meeting approved						
(23/05/2011)						
Ordinary shares	330,000,000					330,000,000
(Note 1)						
			Total A. (Ordi	nary shares)		
			(Prefer	ence shares)		
			(Other class)		
otal funds raised du		om exercise of				
otions (State current	`					

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)	(/ /)				
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)	(/ /)				
	Т	(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 issuer shares of which may be issuer issued 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) HK\$ 10,000,000.00 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) (09/06/2015) (dd/mm/yyyy) 2. Convertible Notes 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 (Note 1) **Ordinary Shares** Subscription price HK\$0.238 AGM approval date (if applicable) (dd/mm/yyyy) (30/06/2016) 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*) 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 of issuer issued during the month	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	pursuant thereto	
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)		
Ordinary shares (wote 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)		
Ordinary shares (<i>Note 1</i>)		
2		
3		
-		
	1	
shares (Note 1)		<u> </u>
	1	
Total D. (Ordinary shares)		_
(Preference shares)		_
(Other class)		_

	Other Moveme	ents in Issued Share Capital					
		•			d	To. 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)	(/ /)		
						-	

	Other Movement	ts in Issued Share Capital			N 6	N
Tvi	oe 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
\	90 01 10000					
			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 issu	e At price : State currency	Issue and allotment date : (dd/mm/yyyy))		
			EGM approval date: (dd/mm/yyyy) (/ /)		
						$\overline{}$

	No. of new shares No. of new
	of issuer issued during the month pursuant thereto may be issued pursuant thereto as at close of the month
Class of shares issuable(Note 1)	-
Issue and allotment date : (dd/mm/yyyy))
EGM approval date: (/ / (dd/mm/yyyy))
Class of shares issuable (Note 1)	
Issue and allotment date : (dd/mm/yyyy))
EGM approval date: (dd/mm/yyyy))
(Preference	
	Class of shares issuable (Note 1) Class of shares issuable (Note 1) EGM approval date: (dd/mm/yyyy) Class of shares issuable (Note 1) EGM approval date: (dd/mm/yyyy) Class of shares issuable (Note 1) EGM approval date: (dd/mm/yyyy) Class of shares issuable (Note 1) Class of shares issuable (Note 1)

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):		
(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
(Director, Secretary or other duly authorised officer)
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.