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**CHINA E-LEARNING GROUP LIMITED**  
**中國網絡教育集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 08055)

**DELAY IN DESPATCH OF CIRCULAR IN RELATION TO  
AND REVISED EXPECTED TIMETABLE FOR  
THE PROPOSED CAPITAL REORGANISATION**

References are made to the Company's announcement dated 4 December 2012 in relation to the Capital Reorganisation (the "**Announcement**") and the announcement of the Company dated 19 December 2012 regarding the delay in despatch of the circular (the "**Circular**") of the Company in respect of the Capital Reorganisation. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement.

It is expected that the Circular will be despatched on Friday, 18 January 2013.

The revised expected timetable for the proposed Capital Reorganisation is set out below:

**REVISED EXPECTED TIMETABLE**

*Set out below is the expected timetable for the Capital Reorganisation:*

Despatch of the circular and notice of the EGM ..... Friday, 18 January 2013

Latest time for lodging forms of proxy for the EGM  
(not less than 48 hours before the time of the EGM) ..... 11:00 a.m., Saturday, 16 February 2013

Date and time of the EGM ..... 11:00 a.m., Monday, 18 February 2013

Announcement of results of EGM ..... Monday, 18 February 2013

Expected date on which the Capital Reorganisation is  
confirmed by the Court ..... Monday, 17 June 2013

Expected date of registration of a copy of the court order  
confirming the Capital Reorganisation and the minutes  
approved by the Court pursuant to the Companies Law ..... Tuesday, 16 July 2013

Expected effective date of the Capital Reorganisation (the “ <b>Effective Date</b> ”) .....	After 4:00 p.m. Tuesday, 16 July 2013
First day for free exchange of existing certificates for Existing Shares for new certificates for New Shares .....	Wednesday, 17 July 2013
Commencement of dealings in New Shares on the Stock Exchange .....	9:00 a.m., Wednesday, 17 July 2013
Last day for free exchange of existing certificates for Existing Shares for new certificates for New Shares .....	Wednesday, 21 August 2013

*Notes:*

- (1) All times and dates specified in this announcement refer to Hong Kong times and dates.
- (2) Dates or deadlines specified in the revised expected timetable above are indicative only and may be extended or varied by the Company. If there is any change to the revised expected timetable, the Company will publish further announcement to notify the Shareholders as and when appropriate.

By Order of the Board  
**China E-learning Group Limited**  
**Chen Hong**  
*Chairman*

Hong Kong, 15 January 2013

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Chen Hong (Chairman) and Ms. Wei Jianya; one non-executive Director, Mr. Li Xiangjun and two independent non-executive Directors, namely Dr. Huang Chung Hsing and Mr. Cheung Wai Tak.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page and the website of the Company at [www.chinae-learning.com](http://www.chinae-learning.com) for at least 7 days from the date of its publication.*