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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)

### **SIGNING OF ADVERTISEMENTS AGENCY AGREEMENT WITH XINHUA GALLERY MEDIA COMPANY LIMITED**

The Company is pleased to announce that, on 18 January 2013, the Advertisements Agency Agreement was signed between Xinhua Gallery and the Company in relation to the cooperation between Xinhua Gallery and the Company for advertising production business and solicitation of advertisements broadcast business on the LED Screen for a period of three years.

#### **ADVERTISEMENTS AGENCY AGREEMENT**

On 18 January 2013, China E-Learning Group Limited (“**the Company**”) signed an advertisements agency agreement in relation to an outdoor LED screen in the Time Square of New York City in the United States of America (美國紐約時報廣場戶外屏幕廣告代理合同) (“**Advertisements Agency Agreement**”) with Xinhua Gallery Media Company Limited\* (新華影廊(北京)文化傳播有限責任公司) (“**Xinhua Gallery**”), a company which belongs to Xinhua News Agency (新華通訊社) (“**Xinhua**”).

#### **RENTAL OF AN OUTDOOR LED SCREEN**

Xinhua Gallery has rented an outdoor LED screen in the Time Square of New York City in the United States of America, also known as “the Chinese Screen” (“**the LED Screen**”), since August 2011 for 24-hour non-stop broadcast of advertisements of Xinhua and government of all levels in the People’s Republic of China and corporate image.

#### **SCOPE OF COOPERATION**

Pursuant to the Advertisements Agency Agreement, Xinhua Gallery agrees to appoint the Company as its sole agent in the advertising businesses in relation to the LED Screen involving central government enterprises (央企), state-owned enterprises (國企) and financial institutions (金融機構).

#### **COOPERATION TERM**

The cooperation term of the Advertisements Agency Agreement is three years.

During the first week after the end of each year, Xinhua Gallery and the Company will, based on the actual performance of the Company in meeting the income target of the previous year, assess and confirm whether or not the Advertisements Agency Agreement shall continue to be in force.

## TARGETS AND AGENCY FEE

During the term of the Advertisements Agency Agreement, the Company shall complete the broadcast of advertising projects of not less than 50 clients through the LED Screen.

Xinhua Gallery and the Company agree that the agency fee of the Company shall be 15% of the net income, subject to upward adjustments based on actual performance.

Xinhua Gallery and the Company guarantee to the other party the performance of the terms under the Advertisements Agency Agreement by way of mutually agreed methods, including without limitation, comprehensive credit line guarantee, letter of guarantee, letter of undertaking and third-party pledge guarantee.

The Company will issue further announcement as and when necessary for any further development of the abovementioned cooperation.

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

Hong Kong, 21 January 2013

*\* For identification purpose only*

*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, namely Mr. Li Xiangjun; and three independent non-executive Directors, namely Dr. Huang Chung Hsing, Mr. Cheung Wai Tak and Ms. Li Bailing.*

*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.*