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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD
ON 18 FEBRUARY 2013**

The Board is pleased to announce that the special resolutions proposed at the EGM held on 18 February 2013 were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of China E-Learning Group Limited (the “**Company**”) dated 18 January 2013 in relation to the Capital Reorganisation and the Share Premium Reduction. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the special resolutions proposed at the EGM held on 18 February 2013 were duly passed by the Shareholders by way of poll. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed the scrutineer for the purpose of vote-taking at the EGM. Details of the poll results of the resolutions proposed at the EGM were as follows:

SPECIAL RESOLUTIONS	Number of votes cast and approximate percentage of total number of votes cast		
	For	Against	Total number of Shares cast
(A) To approve the proposed Capital Reduction and Sub-division set out in the Company’s notice of the Extraordinary General Meeting dated 18 January 2013.	502,481,242 (99.36%)	3,224,000 (0.64%)	505,705,242 (100%)
(B) To approve the proposed Share Premium Resolution set out in the Company’s notice of the Extraordinary General Meeting dated 18 January 2013.	502,481,242 (99.36%)	3,224,000 (0.64%)	505,705,242 (100%)

As at the date of the EGM, the total number of issued Shares was 1,471,878,902. The total number of Shares entitling Shareholders to vote for or against the resolutions proposed at the EGM was 505,705,242. There was no Shareholder who was entitled to attend the EGM but was only entitled to vote against the resolutions at the EGM.

No Shareholder was required to abstain from voting on any of the resolutions proposed at the EGM. No person has indicated in the Circular that he/she/it intends to vote against or abstain from voting on any of the resolutions proposed at the EGM.

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

Hong Kong, 18 February 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, 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 no 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 on the “Latest Company Announcements” page and the website of the Company at www.chinae-learning.com for at least 7 days from the date of its publication.