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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)

**POSTPONEMENT OF MATURITY DATE OF
CONVERTIBLE NOTES**

Reference is made to the announcement of the Company dated 1 March 2013 in relation to the Proposed Amendments of the terms of the Tranche 2 Notes for a 12-month postponement of the original Maturity Date to 6 March 2014 and so the related Conversion Period during which the Noteholders can exercise the conversion rights attaching to the Tranche 2 Notes shall accordingly expire on (but excluding) the fifth Business Day immediately before the New Maturity Date, that is, 27 February 2014. Terms defined in the aforementioned announcement shall have the same meanings when used herein, unless the context requires otherwise.

The Board is pleased to announce that the Company has obtained the approval of the Proposed Amendments from the Stock Exchange on 7 March 2013 and therefore the Proposed Amendments have taken effect on the same day.

Based on the aggregate outstanding principal of HK\$12,800,000 and the current Conversion Price of HK\$0.50 per Conversion Share (subject to adjustments), 25,600,000 Conversion Shares will be issued upon the exercise in full of the conversion rights attaching to the Tranche 2 Notes. All the Conversion Shares to be issued under the Tranche 2 Notes will be issued under the Company's existing general mandate which was refreshed at the annual general meeting of the Company held on 11 May 2012.

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

Hong Kong, 7 March 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 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 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.