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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)

SUPPLEMENTAL AGREEMENTS TO ADVERTISEMENTS AGENCY AGREEMENT WITH XINHUA GALLERY MEDIA COMPANY LIMITED

Reference is made to the Company's announcement dated 21 January 2013 in relation to the Advertisements Agency Agreement signed between Xinhua Gallery and the Company (the "**Announcement**"). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement.

SUPPLEMENTAL AGREEMENTS TO ADVERTISEMENTS AGENCY AGREEMENT

On 9 June 2013, the Advertisements Agency Agreement was amended pursuant to a supplemental agreement entered into between the Company and Xinhua Gallery (the "**Supplemental Agreement**") and the 3-party supplemental agreement entered into between the Company, Xinhua Gallery and Beijing Lulutong Technology Company Limited* (北京祿路通科技有限公司) ("**Beijing Lulutong**") (the "**3-party Supplemental Agreement**") (collectively, the "**Agreements**").

Beijing Lulutong, a limited liability company incorporated in the People's Republic of China, is a third party independent of the Company and its connected persons (as defined in the GEM Listing Rules).

Pursuant to the Supplemental Agreement:

- (1) the term of the Advertisements Broadcasting Contract shall be more than two years (instead of three years as originally agreed in the Advertisements Agency Agreement) but not exceeding the term (as may be extended) of Xinhua Gallery's existing tenancy in respect of the LED Screen;
- (2) the Company shall receive the agency fee subject to upward adjustments based on actual performance. The agency fee is capped at 20% of the advertisement broadcasting fee of RMB10 million paid by a client, and capped at 75% of the portion exceeding RMB10 million.

Pursuant to the 3-party Supplemental Agreement, the Company, Xinhua Gallery and Beijing Lulutong have agreed to appoint Beijing Lulutong as the Company's agent to carry out the Company's duties and obligations under the Advertisements Agency Agreement and the Supplemental Agreement.

Save as disclosed above, all other terms of the Advertisements Agency Agreement remain unchanged and continue to be in full force and effect.

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

Hong Kong, 10 June 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 and 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.