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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)

**FURTHER CHANGE IN EXPECTED TIMETABLE
FOR THE PROPOSED CAPITAL REORGANISATION**

The Court approved the Capital Reduction at a petition hearing held on 11 July 2013 (Cayman Islands time). Upon registration of the Court's order confirming the Capital Reduction and the minutes approved by the Court with the Registrar of Companies of the Cayman Islands which is expected to take place after 4:00 p.m. on Monday, 22 July 2013 (Hong Kong time), the Capital Reorganisation will become effective. The trading arrangements in respect of dealings in the Existing Shares and the New Shares on the Stock Exchange will be implemented in accordance with the further revised expected timetable as set out below.

Shareholders and investors should exercise caution when dealing in the Existing and the New Shares and are advised to consult their professional advisers if they are in doubt about their position.

Reference is made to the Company's announcements (the "Announcements") dated 4 December 2012 and dated 19 June 2013, and the Company's circular (the "Circular") dated 18 January 2013 in relation to the proposed Capital Reorganisation. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcements and the Circular.

CAPITAL REORGANISATION

The Court approved the Capital Reduction at a petition hearing held on 11 July 2013 (Cayman Islands time). Upon registration of the Court's order confirming the Capital Reduction and the minutes approved by the Court with the Registrar of Companies in the Cayman Islands which is expected to take place after 4:00 p.m. on Monday, 22 July 2013 (Hong Kong time), the Capital Reorganisation will become effective.

TIMETABLE FOR CAPITAL REORGANISATION

The timetable for the implementation of the Capital Reorganisation is set out below:

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	Monday, 22 July 2013
Expected effective date of the Capital Reorganisation (the “Effective Date”)	After 4:00 p.m. Monday, 22 July 2013
Free exchange of existing certificates for Existing Shares for new certificates for New Shares commences	Tuesday, 23 July 2013
Commencement of dealings in New Shares on the Stock Exchange	9:00 a.m., Tuesday, 23 July 2013
Free exchange of existing certificates for Existing Shares for new certificates for New Shares ends	4:30 p.m., Tuesday, 27 August 2013

Notes:

- (1) All times and dates above refer to Hong Kong times and dates.

Shareholders and investors should exercise caution when dealing in the Existing and the New Shares and are advised to consult their professional advisers if they are in doubt about their position.

GENERAL

Subject to the Capital Reorganisation becoming effective, Shareholders may, on or after Tuesday, 23 July 2013 and until 4:30 p.m. on Tuesday, 27 August 2013 (both dates inclusive), submit their existing certificates for the Existing Shares in light blue to the Hong Kong branch share registrars of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong to exchange for certificates for the New Shares in red at the expense of the Company.

After 4:30 p.m. on Tuesday, 27 August 2013, certificates for the Existing Shares will be accepted for exchange only with payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) by the Shareholders for each certificate issued or cancelled, whichever is higher. Certificates for the Existing Shares will continue to be good evidence of legal title but will cease to be valid for dealings, trading and settlement purposes and may only be exchanged for certificates for the New Shares at any time in accordance with the foregoing and subject to the change described above if submitted after 4:30 p.m. on Tuesday, 27 August 2013.

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

Hong Kong, 12 July, 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 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 respect 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.