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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)

ADJUSTMENTS TO CONVERTIBLE NOTES AND SHARE OPTIONS

Reference is made to the Company's circular (the "Circular") dated 18 January 2013 and announcements dated 19 June 2013 and 12 July 2013 (the "Announcements") in relation to the proposed Capital Reorganisation. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular and the Announcements.

ADJUSTMENTS TO THE CONVERTIBLE NOTES

Pursuant to the terms and conditions of the instrument constituting the Convertible Notes, no adjustments will be made to the conversion price of the outstanding Convertible Notes, as a result of the Capital Reorganisation becoming effective on the Effective Date.

| | Immediately before completion of the Capital Reorganisation | Immediately after completion of the Capital Reorganisation |
|--------------------------|---|--|
| Convertible Notes | Number of Existing Shares falling to be allotted and issued upon exercise of all the conversion rights attached to the Convertible Notes | Number of New Shares falling to be allotted and issued upon exercise of all the conversion rights attached to the Convertible Notes |
| Convertible Notes 2011 A | 59,999,868 | 59,999,868 |
| Convertible Notes 2011 D | 25,600,000 | 25,600,000 |
| ETCN | 19,223,812 | 19,223,812 |
| EICN | 116,471,912 | 116,471,912 |

All the terms and conditions of the Convertible Notes remain unchanged. An approved merchant bank has certified in writing as to the necessary adjustment (if any) required to be made pursuant to the terms of the Convertible Notes in respect of the exercise of the conversion rights attached to the Convertible Notes and the new conversion price of the Convertible Notes as a result of the Capital Reorganisation.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

Pursuant to the terms of the Share Option Scheme and the supplementary guidance on GEM Listing Rules issued by the Stock Exchange dated 5 September 2005 (the “Supplementary Guidance”), no adjustments will be required to be made to the exercise price of and/or the number of Shares that can be subscribed for under the outstanding Share Options as a result of the Capital Reorganisation becoming effective on the Effective Date.

| | Immediately before completion of the Capital Reorganisation | Immediately after completion of the Capital Reorganisation |
|---|---|--|
| Share Options | Number of Existing Shares entitled to be subscribed for upon exercise of all the outstanding Share Options | Number of New Shares entitled to be subscribed for upon exercise of all the outstanding Share Options |
| Outstanding Share Options granted under the Share Option Scheme | 26,516,167 | 26,516,167 |

The Board wishes to clarify and confirm that there were in fact 26,516,167 outstanding Share Options (instead of 15,800,000 outstanding Share Options as stated in the Circular) as of the Latest Practicable Date of the Circular and the date of this announcement.

All the terms and conditions of the Share Options remain unchanged. An independent financial adviser has certified in writing as to the necessary adjustment (if any) required to be made pursuant to the terms of the Share Option Scheme and the Supplementary Guidance in respect of the exercise price per Share at which the holders of the outstanding Share Options may subscribe for Shares upon the exercise of the Share Options and the number of their outstanding Share options as a result of the Capital Reorganisation.

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

Hong Kong, 17 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.