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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)

CAPITAL REORGANISATION BECOMING EFFECTIVE

Reference is made to the Company's circular (the "Circular") dated 18 January 2013 and the Company's announcements (the "Announcements") dated 4 December 2012, dated 19 June 2013, dated 12 July 2013 and dated 17 July 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.

The Board is pleased to announce that as the relevant court order confirming the Capital Reduction and the minutes approved by the Court pursuant to the Companies Law have been filed with the Registrar of Companies in the Cayman Islands on Monday, 22 July 2013 (Cayman Islands time) and all other conditions of the Capital Reorganisation have been fulfilled, the Capital Reorganisation has become effective on Monday, 22 July 2013 (after trading hours).

FREE EXCHANGE OF SHARE CERTIFICATES

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, 22 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.