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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)

**DISCLOSEABLE TRANSACTION**  
**AMENDMENTS TO LOAN AGREEMENT**

Reference is made to the announcement (the “**Announcement**”) of China E-Learning Group Limited (the “**Company**”) dated 16 September 2011 in relation to the provision of the Loan to Beijing Everjoy Cultural Communication Co. Ltd. and Mr. Yang Bo, Mr. Wang Ren and Ms. Yuan Qun (collectively, the “**Borrowers**”). Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

As disclosed in the Announcement, on 16 September 2011, a loan agreement (the “**Loan Agreement**”) was entered into between the Borrowers and Beijing Hua Tuo Education Technology Company Limited (the “**Lender**”), a wholly owned subsidiary of the Company, pursuant to which the Lender agreed to grant a loan of RMB8,182,000 (the “**Loan**”) to the Borrowers.

On 16 September 2012, the Lender and the Borrowers entered into a supplemental agreement (the “**First Supplemental Agreement**”), pursuant to which the Lender and the Borrowers agreed to extend the Loan Period commencing from the date of advancement of the Loan from 12 months to 24 months. On the same day, the Lender and the Borrowers further entered into a second supplemental agreement (the “**Second Supplemental Agreement**”), pursuant to which the Lender and the Borrowers agreed to extend the periods of the Profits Guarantee from 2011 and 2012 to 2012 and 2013 respectively.

On 16 September 2013, the Lender and the Borrowers entered into a third supplemental agreement (the “**Third Supplemental Agreement**”) pursuant to which the Lender and the Borrowers agreed to extend the Loan Period commencing from the date of advancement of the Loan from 24 months to 36 months.

Save for the above amendments, all other terms and conditions of the Loan Agreement (as amended by the First Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement) remain unchanged.

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

Hong Kong, 24 September, 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](http://www.hkgem.com) on the “Latest Company Announcements” page and the website of the Company at [www.chinae-learning.com](http://www.chinae-learning.com) for at least 7 days from the date of its publication.*