

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

COMPLETION OF ISSUE OF CONVERTIBLE NOTES

Reference is made to the announcement dated 29 November 2013 (the “**Announcement**”) issued by China E-Learning Group Limited in relation to the proposed issue of the Convertible Notes. Terms defined in the Announcement shall have the same meanings when used herein, unless the context requires otherwise.

The Board is pleased to announce that all the Conditions Precedent for the issue of the Convertible Notes under the Subscription Agreements have been fulfilled and that the Completion of the issue of the Convertible Notes 1 in the aggregate principal amount of HK\$5,000,000 and the Convertible Notes 2 in the aggregate principal amount of HK\$6,000,000 took place on 16 December 2013.

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

Hong Kong, 16 December 2013

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Chen Hong (Chairman) and Mr. Yuan Wei; one non-executive director, Mr. Li Xiangjun; and three independent non-executive Directors, namely Dr. Huang Chung Hsing, Mr. Cheung Wai Tak and Ms. Li Ya Ru Nancy.

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 not 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.