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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)

COMPLETION OF ISSUE OF CONVERTIBLE NOTES

Reference is made to the announcement dated 27 June 2014 (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 to Completion for the issue of the Convertible Notes under the Subscription Agreement have been fulfilled and that the Completion of the issue of the Convertible Notes in the aggregate principal amount of HK\$40,775,000 took place on 8 July 2014.

By Order of the Board
China E-learning Group Limited
Yuan Wei
Executive Director

Hong Kong, 8 July 2014

As at the date of this announcement, the Board comprises one executive director, namely Mr. Yuan Wei; one non-executive director, Mr. Li Xiangjun; and three independent non-executive directors, namely Dr. Huang Chung Hsing, Mr. Li Qunsheng 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 GEM Listing Rules 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 in 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.