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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China E-Learning Group Limited (the “**Company**”) will be held at Unit 2610, 26th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Wednesday, 15 October 2014 to consider and, if thought fit, passing the following resolution as ordinary resolution (with or without amendments):

ORDINARY RESOLUTION

“**THAT:**

- a. The deeds of amendment dated 15 August 2014 as supplemented by the supplemental deeds dated 16 September 2014 (the “**Deeds of Amendment**”) entered into between the Company and the existing noteholders of (i) the existing redeemable convertible notes with an aggregate principal amount of HK\$58,235,956, all of which is still outstanding, and (ii) the existing redeemable convertible notes with an aggregate principal amount of HK\$9,611,906, of which HK\$2,000,00 is still outstanding at the date of this resolution, issued by the Company on 20 December 2012 (the “**Convertible Notes**”) (details of the Convertible Notes and the Deeds of Amendment are set out in the circular of the Company dated 25 September 2014 and a copy of the Deeds of Amendment marked “A” and signed by the chairman of the EGM for the purpose of identification has been produced to the EGM in relation to the proposed amendment of certain terms and conditions of the Convertible Notes and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- b. The directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue ordinary shares of HK\$0.1 each in the share capital of the Company (the “**Conversion Shares**”) at a conversion price of HK\$0.35 per Conversion Share (subject to adjustments) upon an exercise of the conversion rights attaching to the Convertible Notes in accordance with the terms and conditions of the Convertible Notes as amended by the Deeds of Amendment; and

- c. The Directors be and are hereby authorized to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Deeds of Amendment including without limitation to:
- (1) The execution, amendment, delivery, submission and/or implementation of any further documents, instruments or agreements in relation to the Deeds of Amendment and the allotment and issue of the Conversion Shares; and
 - (2) The taking of all necessary actions to implement the transactions contemplated under the Deeds of Amendment.”

By order of the Board
CHINA E-LEARNING GROUP LIMITED
Yuan Wei
Executive Director

Hong Kong, 25 September 2014

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Unit 2610, 26th Floor,
Office Tower, Convention Plaza,
No. 1 Harbour Road,
Wanchai,
Hong Kong

Notes:–

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, must be delivered at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the appointed time for holding the meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude members from attending and voting at the extraordinary general meeting or any adjournment thereof.

As at the date of this notice, the Board comprises two executive directors, namely Mr. Yuan Wei and Mr. Yang Jilin; 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 notice, 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 notice is accurate and complete in all material respects and no misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice 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.