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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)

**AMENDMENT TO TERMS AND CONDITIONS
OF CONVERTIBLE NOTES BECOMING EFFECTIVE**

Reference is made to the announcements dated 15 August 2014, 16 September 2014, 15 October 2014 and the circular dated 25 September 2014 (the “**Circular**”) issued by China E-Learning Group Limited in relation to the amendment to terms and conditions of the Convertible Notes. Terms defined in the Circular shall have the same meanings when used herein, unless the context requires otherwise.

The Board is pleased to announce that the Stock Exchange granted its approval for the Amendment of Terms and the listing of the Conversion Shares to be issued as a result of the exercise of the Conversion Rights attaching to the Convertible Notes as amended by the Deeds of Amendment on 27 October 2014 and therefore all the conditions precedent for the Amendment of Terms under the Deeds of Amendment have been fulfilled and the Amendment of Terms has become effective on 27 October 2014.

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

Hong Kong, 28 October 2014

As at the date of this announcement, 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 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.