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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Ms. Li Bailing has been appointed as an independent non-executive director, member of the Audit Committee and member of the Remuneration Committee of the Company with effect from 18 January 2013.

The board of directors (the “**Board**”) of China E-Learning Group Limited (the “**Company**”) announces that Ms. Li Bailing (“**Ms. Li**”) has been appointed as an independent non-executive director, member of the Audit Committee and member of the Remuneration Committee of the Company with effect from 18 January 2013.

Ms. Li Bailing, aged 43, graduated from Xi’an International Studies University in China in 1990. Ms. Li started her career in the Beijing office of the People’s Government of Jilin Province in 1990, and subsequently served as representative of the Beijing offices for various companies. Ms. Li currently serves as manager of BONELLI Top Sourcing (北京寶耐力光電科技有限公司), and has rich managerial experiences in science and technology companies. Prior to this appointment, Ms. Li does not hold any position with the Company and its subsidiaries and she does not hold any directorship in other listed companies nor has any other major appointment or qualification in the last three years.

Ms. Li does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). As at the date of this announcement, Ms. Li did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Li has not been appointed for any fixed term. She will hold office until the next annual general meeting of the Company and will then be eligible for re-election in accordance with the articles of association of the Company (the “**Articles of Association**”). Ms. Li will be entitled to receive a director’s fee to be recommended by the remuneration committee of the Company (the “**Remuneration Committee**”), with reference to her duties and responsibilities with the Company and its subsidiaries and the market benchmark, and determined by the Board.

Save as disclosed herein, the Board is not aware of any matters or information relating to Ms. Li that are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company (“**Shareholders**”).

The Board would like to take this opportunity to extend a warm welcome to Ms. Li.

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

Hong Kong, 18 January 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, 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 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.