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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)

LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION

The members of the board of directors (the “**Board**”) of company are set out below:

EXECUTIVE DIRECTORS:

Mr. Chen Hong (*Chairman*)
Ms. Wei Jianya

NON-EXECUTIVE DIRECTOR:

Mr. Li Xiangjun

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Cheung Wai Tak
Dr. Huang Chung Hsing
Ms. Li Bailing

The Board has set up three committees and their memberships are set out below:

AUDIT COMMITTEE:

Mr. Cheung Wai Tak (*Chairman*)
Dr. Huang Chung Hsing
Ms. Li Bailing

REMUNERATION COMMITTEE:

Mr. Chen Hong (*Chairman*)
Mr. Cheung Wai Tak
Ms. Li Bailing

NOMINATION COMMITTEE:

Mr. Chen Hong (*Chairman*)
Mr. Cheung Wai Tak
Dr. Huang Chung Hsing

By Order of the Board
CHINA E-LEARNING GROUP LIMITED
Chen Hong
Chairman

Hong Kong, 21 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, 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.