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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
AUDIT COMMITTEE MEMBER,  
NOMINATION COMMITTEE MEMBER AND  
REMUNERATION COMMITTEE MEMBER**

The Board announces the following changes with effect from 7 February 2014:

- (1) Mr. Li Qunsheng has been appointed as independent non-executive director, chairman of the audit committee, member of the nomination committee and member of the remuneration committee of the Company; and
- (2) Mr. Cheung Wai Tak has resigned as independent non-executive director, chairman of the audit committee, member of the nomination committee and member of the remuneration committee of the Company.

The board of directors (the “**Board**”) of China E-Learning Group Limited (the “**Company**”) is pleased to announce that Mr. Li Qunsheng has been appointed as independent non-executive director, chairman of the audit committee, member of the nomination committee and member of the remuneration committee of the Company with effect from 7 February 2014. The Board also announces that Mr. Cheung Wai Tak (“**Mr. Cheung**”) has resigned as independent non-executive director, chairman of the audit committee, member of the nomination committee and member of the remuneration committee of the Company with effect from 7 February 2014 in order to pursue his other business engagements. Mr. Cheung is appointed as consultant of the Company with effect from 10 February 2014. Mr. Cheung has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

Mr. Li Qunsheng (“**Mr. Li**”), aged 54, graduated from Dongbei University of Finance and Economics in China in 1982 and is currently a certified public accountant in China. From 1982 to 1993, Mr. Li served in the Ministry of Finance, Investment Department of the National Audit Office and the China Audit Administration. In 1993, he served as vice president of BOT investment & Development Corporation and was in charge of the financial affairs of the company as well as the management of its subsidiaries. He was also involved in planning the investments into high-grade highways and M&A activities. Mr. Li left office in 1997, and then joined Golden Sino (China Infrastructure) Development Holdings Limited as general manager, responsible for project

planning, negotiations, project construction management, capital operation etc. In 1999, Mr. Li joined Shenzhen Xiansheng Technology Development Co., Ltd. as chief executive officer, responsible for daily operation and management of the company and capital operation of the company. Mr. Li joined Ever Crown International (HK) Limited in 2002 upon its invitation and served as chief executive officer. After that, Mr. Li joined Guangzhou Huan Long Expressway Co., Ltd. in 2009 as managing director, and has been responsible for managing the Guangzhou City Nansha Port Expressway project since then.

Save as disclosed herein, prior to the appointment with the Company, Mr. Li does not hold any position with the Company or any of its subsidiaries nor did he hold any directorship or any other major appointment or qualification in other listed companies in the last three years.

Mr. Li does not have any relationship with any other 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 of the Stock Exchange (the “**GEM Listing Rules**”). As at the date hereof, Mr. Li does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

There is no service contract between the Company and Mr. Li. The remuneration of Mr. Li will be proposed by the remuneration committee of the Company with reference to the prevailing market conditions and his roles and responsibilities with the Company and then will be determined by the Board. Mr. Li has not been appointed for a fixed term of service but will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company.

Save as disclosed herein, the Board is not aware of any matters or information relating to appointment of Mr. 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.

The Board would like to express its appreciation to Mr. Cheung for his contribution to the Company during his term of service and welcome Mr. Li on his new appointment.

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

Hong Kong, 7 February 2014

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Chen Hong (Chairman) and 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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