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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)

**RESIGNATION OF EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD,  
CHANGE OF AUTHORIZED REPRESENTATIVE, COMPLIANCE OFFICER,  
CHAIRMAN OF NOMINATION COMMITTEE AND  
CHAIRMAN OF REMUNERATION COMMITTEE**

The Board announces the following changes with effect from 14 February 2014:

- (1) Mr. Chen Hong has resigned as executive director, chairman of the Board, authorized representative, compliance officer, chairman of the nomination committee and chairman of the remuneration committee of the Company; and
- (2) Mr. Yuan Wei has been appointed as authorized representative, compliance officer, chairman of the nomination committee and chairman of the remuneration committee of the Company.

The board of directors (the “**Board**”) of China E-Learning Group Limited (the “**Company**”) announces that Mr. Chen Hong (“**Mr. Chen**”) has resigned as executive director, chairman of the Board, authorized representative, compliance officer, chairman of the nomination committee and chairman of the remuneration committee of the Company with effect from 14 February 2014 in order to pursue his other business developments. Mr. Chen is appointed as a consultant of the Company with effect from 17 February 2014. Mr. Chen 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.

The Board also announces that Mr. Yuan Wei (“**Mr. Yuan**”) has been appointed as authorized representative, compliance officer, chairman of the nomination committee and chairman of the remuneration committee of the Company with effect from 14 February 2014. Mr. Yuan is currently an executive director of the Company.

The Board would like to express its sincere appreciation to Mr. Chen for his valuable contribution to the Company during his term of service.

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

Hong Kong, 14 February 2014

*As at the date of this announcement, the Board comprises one executive Director, namely 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 of the Company (“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.*

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