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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the provisions of inside information under Part XIVA of the SFO.

The Board would like to inform the Shareholders and potential investors that based on the preliminary review by the Group's management on the unaudited management accounts of the Group for the year ended 31 December 2013, the Group is expected to record a significant loss for the year ended 31 December 2013 as compared to the results for the year ended 31 December 2012.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by China E-Learning Group Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rule 17.10 of 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**") and the provisions of inside information under Part XIVA of the Securities and Future Ordinance (Cap. 571, Laws of Hong Kong) (the "**SFO**").

The board (the "**Board**") of directors (the "**Directors**") of the Company would like to inform the shareholders of the Company (the "**Shareholders**") and potential investors that based on the preliminary review by the Group's management of the unaudited management accounts of the Group for the year ended 31 December 2013, the Group is expected to record a significant loss for the year ended 31 December 2013 as compared to the results for the year ended 31 December 2012. The loss of the Group for the year ended 31 December 2013 was mainly attributable to (1) the loss arising from the proposed disposal of the subsidiaries of the Company, namely Everjoy International Media Corporation and Everjoy Technology Development Corporation (the "**Disposal**") and the transfer of the ownership of the online ticketing system (the "**Transfer**") as disclosed in the announcements of the Company dated 31 October 2013 and 27 February 2014; and (2) the increase in the share-based payment expenses in 2013.

The actual financial effect from the Disposal and the Transfer to be accounted for in the consolidated financial statements of the Company for the financial year ended 31 December 2013 will be computed based on the financial information of the Disposal and the Transfer as at completion of the Disposal and the Transfer and which is subject to audit. As at the date of this announcement, the Disposal and the Transfer have not been completed.

The information contained in this announcement is only based on a preliminary review by the Group's management on the unaudited management accounts of the Group and the information currently available, which have not been reviewed or audited by the audit committee and the auditors of the Company, and is subject to any adjustment. The audited annual results of the Group for the year ended 31 December 2013 will be announced by the Company in March 2014.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 28 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 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 "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting.