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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)

VOLUNTARY ANNOUNCEMENT
ENTERING INTO A MEMORANDUM OF UNDERSTANDING
RELATING TO POSSIBLE ACQUISITION

This is a voluntary announcement made by China E-Learning Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) in relation to a memorandum of understanding relating to possible acquisition.

MEMORANDUM OF UNDERSTANDING

The board of directors (the “**Directors**”) of the Company (the “**Board**”) wishes to announce that on 16 January 2015 (after trading hours), the Company entered into a non-legally binding memorandum of understanding (the “**MOU**”) with an independent third party (the “**Vendor**”) in relation to the possible acquisition of the entire issued share capital of Ease Run Global Limited, a company incorporated in Seychelles, (the “**Ease Run**”) held directly by the Vendor (the “**Possible Acquisition**”).

The MOU serves as a basis for the Company and the Vendor’s negotiation of the formal sale and purchase agreement (the “**Formal Agreement**”) to be entered into for the Possible Acquisition. Pursuant to the MOU, the consideration of the Possible Acquisition shall be further negotiated and determined by the parties and set out in the Formal Agreement following a due diligence exercise (the “**Due Diligence Exercise**”) on Ease Run and its subsidiary, if any, and investments (collectively, the “**Target Companies**”), including but not limited to the legal, financial, taxation and business aspects of the Target Companies, to be conducted by the Company within six (6) months from the date of the MOU or such other period as agreed by the parties (the “**MOU Period**”). The consideration for the Possible Acquisition may be settled by cash and the Company will consider conducting fund raising activities for financing the Possible Acquisition as and when appropriate.

The Vendor has undertaken to the Company that during MOU Period, the Vendor will not engage in any discussions or enter into any agreement, memorandum or other documents with any other party other than the Group with respect to the matters contemplated in the MOU, namely the sale or disposition of any issued capital of or interest or control in the Target Companies.

In addition, the Vendor has undertaken to the Company that during MOU Period, Ease Run will not (1) declare or pay any dividends or distributions; or (2) purchase or redeem any securities or issue any securities; or (3) enter into any agreement or obligation with respect to the above matters.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the Vendor and members of the Target Companies are third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules).

TERMINATION OF THE MOU

The MOU shall be effective from the date of signing and continues until the earlier of: (1) expiry date of the MOU Period; (2) a date mutually agreed by the parties; or (3) the date of signing of the Formal Agreement.

INFORMATION ON EASE RUN AND ITS INTENDED INVESTMENTS

Ease Run is a company incorporated in Seychelles whose sole asset is its investment in approximately 0.33% interest in a company incorporated in the Cayman Islands (the "**Investment Company**"). To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the Investment Company is in the process of restructuring and/or investing and/or acquiring the economic rights and benefits of a group of investment holding companies and operating companies in the People's Republic of China (the "**Operating Group**") and upon completion thereof, the Investment Company and the Operating Company will be principally engaged in the internet finance business through an online peer-to-peer lending platform.

REASONS FOR THE POSSIBLE ACQUISITION

The Group is principally engaged in the provision of an internet platform for the facilitation of education program in Chinese medicine and other advisory and training programs. The Company is constantly exploring opportunities in the information technology industry with a view to maximizing return to the Company and its shareholders in the long run, and the Company has decided to enter into the MOU with the Vendor to explore the possibility of diversification of the business of the Group into the internet platform for financial services. The Company believes that the Possible Acquisition, when materialized, will provide the Group with a platform to leverage on the Company's information technology expertise and capabilities to enter into the online peer-to-peer business. In particular, the Group believes that diversifying into new business can reduce the Group's reliance upon existing business and strengthen the positive cash flow and earnings for the Group in the long run.

GENERAL

Shareholders and potential investors should note that the MOU is non-legally binding and only sets out the understanding and certain initial terms for the Possible Acquisition by the Group of the interests in the Target Companies in the future. The Possible Acquisition is subject to, among other things, further negotiations and the entering into the Formal Agreement. As at the date of this announcement, no definitive agreement in relation to the Possible Acquisition has been entered into, the Possible Acquisition may or may not proceed. Upon the entering into of the Formal Agreement, further announcement(s) will be made by the Company in accordance with the applicable requirements of the GEM Listing Rules as and when appropriate.

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

By order of the Board
China E-learning Group Limited
Yuan Wei
Executive Director

Hong Kong, 16 January 2015

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Yuan Wei and Mr. Yang Jilin; 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 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.