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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)

**TERMINATION OF MEMORANDUM OF UNDERSTANDING  
RELATING TO POSSIBLE ACQUISITION**

References are made to the announcement (the “**Announcement**”) made by China E-Learning Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 16 January 2015 in respect of the memorandum of understanding relating to Possible Acquisition. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise specified.

The board of directors (the “**Directors**”) of the Company wishes to announce that as the Company and the Vendor could not reach an agreement on the Possible Acquisition, the Company and the Vendor had decided to terminate the MOU and not to proceed with the Possible Acquisition.

The Directors consider that the termination of the MOU would have no material adverse impact on the financial and operational position of the Group.

The Directors would continue to negotiate and discuss the details of the proposed cooperation and transactions contemplated under the strategic cooperation agreement as set out in the announcement of the Company dated 17 November 2014.

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

Hong Kong, 4 February 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](http://www.hkgem.com) on the “Latest Company Announcements” page and the website of the Company at [www.chinae-learning.com](http://www.chinae-learning.com) for at least 7 days from the date of its publication.*