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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)

NOTICE OF BOARD MEETING

The Board of Directors (the “**Board**”) of China E-Learning Group Limited (the “**Company**”) hereby announces that a meeting of the Board will be held at Unit 2610, 26th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on 26 March 2015 (Thursday) at 4:00 p.m. for the following purpose:

1. To consider and approve the audited consolidated results of the Company and its subsidiaries for the year ended 31 December 2014 and to approve the draft announcement of the audited consolidated results to be published on the GEM website and the Company’s website;
2. To consider and approve the draft 2014 annual report of the Company;
3. To consider the payment of a final dividend, if any;
4. To consider the closure of the Register of Members, if necessary; and
5. To transact any other business.

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

Hong Kong, 16 March 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.