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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)

EXTENSION OF TIME UNDER THE STRATEGIC COOPERATION AGREEMENT

On 16 May 2015, the Company and Beijing Beizhong agreed in writing to extend the time for taking practical actions in respect of the Cooperation under the Strategic Cooperation Agreement for another nine months and extend the time limit for the Strategic Cooperation Agreement to lapse and cease to have any legal effect for one more year.

Reference is made to the announcement (the “**Announcement**”) issued by China E-Learning Group Limited (the “**Company**”) dated 17 November 2014 in relation to the Strategic Cooperation Agreement entered into between the Company and Beijing Beizhong for the Cooperation and the announcement of the Company dated 12 February 2015 in relation to the extension of time under the Strategic Cooperation Agreement. Capitalised terms used herein shall have the same meanings as those defined in the Announcement, unless the contents otherwise require.

On 16 May 2015, the Company and Beijing Beizhong agreed in writing to extend the time for taking practical actions in respect of the Cooperation under the Strategic Cooperation Agreement for another nine months (that is, a total of 12 months from 17 November 2014) and extend the time limit for the Strategic Cooperation Agreement to lapse and cease to have any legal effect for one more year (that is, a total of 2 years from 17 November 2014). Save for the aforesaid amendments, all other terms of the Strategic Cooperation Agreement remain unchanged and continue to be of full force and effect.

The Cooperation is still under negotiation and discussion between the Parties. **The Cooperation may or may not be consummated, shareholders and investors of the Company should exercise caution when dealings in the Shares.** Further announcement will be made in respect of the Cooperation as and when required by the GEM Listing Rules.

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

Hong Kong, 16 May 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.