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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 nine months ended 30 September 2015, the Group is expected to record a consolidated net loss for the nine months ended 30 September 2015 as compared to a consolidated net profit for the same corresponding period in 2014.

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 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 nine months ended 30 September 2015, the Group is expected to record a consolidated net loss for the nine months ended 30 September 2015 as compared to a consolidated net profit for the same corresponding period in 2014. The net loss of the Group for the nine months ended 30 September 2015 was mainly attributable to (1) the increase in share based payment as a result of the share options granted on 9 September 2015; and (2) an unrealized loss on change in fair value of securities investment held by the Group owing to fluctuation of the global financial market, which should be recorded in the consolidated financial statements of the Group for the nine months ended 30 September 2015 according to the accounting standards adopted by the Group.

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 for the nine months ended 30 September 2015 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. Detailed of the performance of the Group for the nine months ended 30 September 2015 will be disclosed in the unaudited consolidated third quarterly results announcement of the Company, which is scheduled to be published on 12 November 2015.

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, 5 November, 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 “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting.