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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)

APPOINTMENT OF EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of China E-Learning Group Limited (the “**Company**”) hereby announces that Mr. Zheng Zhijing and Ms. Lin Yan have been appointed as executive directors of the Company with effect from 16 May 2017.

Mr. Zheng Zhijing (“**Mr. Zheng**”), aged 55, obtained Economics Law degree from Beijing College Finance and Commerce (北京財貿學院). Mr. Zheng has extensive experience in the management field. Mr. Zheng does not hold any position with the Company and its subsidiaries and he does not hold any directorship in other listed companies nor has any other major appointment or qualification in the last three years.

Mr. Zheng does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”). Mr. Zheng did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between Mr. Zheng and the Company and he has no fixed term of appointment with the Company. Mr. Zheng is subject to retirement by rotation and re-election at the forthcoming annual general meeting in accordance with the articles of association of the Company.

Mr. Zheng is entitled to a director’s remuneration of HK\$600,000 per annum which is determined by the Board upon the recommendation of the Remuneration Committee of the Company with reference to his experience and duties in the Company and the prevailing market conditions.

Save as disclosed herein, the Board is not aware of any matters or information relating to Mr. Zheng that are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

Ms. Lin Yan (“**Ms. Lin**”), aged 35, graduated from Finance and Accounting of Fujian Normal University (福建師範大學). Ms. Lin has extensive experience in the finance, accounting and management field. Ms. Lin does not hold any position with the Company and its subsidiaries and she does not hold any directorship in other listed companies nor has any other major appointment or qualification in the last three years.

Ms. Lin does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”). As at the date hereof, Ms. Lin is interested in 126,000,000 shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

There is no service contract between Ms. Lin and the Company and she has no fixed term of appointment with the Company. Ms. Lin is subject to retirement by rotation and re-election at the forthcoming annual general meeting in accordance with the articles of association of the Company.

Ms. Lin is entitled to a director’s remuneration of HK\$600,000 per annum which is determined by the Board upon the recommendation of the Remuneration Committee of the Company with reference to her experience and duties in the Company and the prevailing market conditions.

Save as disclosed herein, the Board is not aware of any matters or information relating to Ms. Lin that are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

The Board would also like to take this opportunity to extend a warm welcome to Mr. Zheng and Ms. Lin on their appointment.

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

Hong Kong, 16 May 2017

As at the date of this announcement, the Board comprises five executive directors, namely Mr. Yuan Wei, Mr. Wang Weihua, Ms. Zhang Jianxin, Mr. Zheng Zhijing and Ms. Lin Yan; 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 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.