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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 MEMORANDUM OF COOPERATION

On 27 May 2017, the Company and Mr. Ma and Mr. Zhao agreed to extend the time for taking practical actions in respect of the Cooperation under the Memorandum of Cooperation for another six months.

Reference is made to the announcement (the “**Announcement**”) of China E-Learning Group Limited (the “**Company**”) dated 28 November 2016 in relation to the Memorandum of Cooperation entered into between the Company and Mr. Ma Liejun (“**Mr. Ma**”) and Mr. Zhao Dongyin (“**Mr. Zhao**”) for the Cooperation. Capitalised terms used herein shall have the same meanings as those defined in the Announcement, unless the contents otherwise require.

On 27 May 2017, the Company and Mr. Ma and Mr. Zhao agreed to extend the time for taking practical actions in respect of the Cooperation under the Memorandum of Cooperation for another six months. Save for the aforesaid amendment, all other terms of the Memorandum of Cooperation remain unchanged and continue to be in 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, 5 June 2017

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Yuan Wei, Mr. Wong Wai Wa and 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.

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.irasia.com/listco/hk/chinaelearning/ for at least 7 days from the date of its publication.