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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 pursuant to Rule 17.10 of the GEM Listing Rules.

The Board of the Company wishes to inform the shareholders of the Company and potential investors that Group is expected to record a loss for the three months ended 31 March 2016 as compared to a profit for the same period of 2015.

Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.

This announcement is made pursuant to Rule 17.10 of the Rule Governing The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). The board of Directors (the “**Board**”) of China E-Learning Group Limited (the “**Company**”) wishes to inform the shareholders of the Company and potential investors that Company and its subsidiaries (collectively the “**Group**”) is expected to record a loss for the three months ended 31 March 2016 as compared to a profit for the same period of 2015.

The expected loss is mainly attributable to the fair value change in financial assets. As the Company is still in the process of finalizing the results for the three months ended 31 March 2016, the information contained in this announcement is only based on the preliminary assessment by the Company’s management according to the management accounts of the Group. Shareholders of the Company and potential investors should read the Group’s first quarterly results announcement for the three months ended 31 March 2016 carefully, which is expected to be published on 12 May 2016.

Shareholders of the Company and potential investors should 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, 11 May 2016

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 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.