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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)

CHANGES OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of China E-Learning Group Limited (the “**Company**”) hereby announces that:

RESIGNATION OF EXECUTIVE DIRECTOR

Mr. Yang Jilin (“**Mr. Yang**”) has tendered his resignation as an executive Director, with effect from 13 July 2016, due to his personal career. Upon his resignation, the Company and China E-Learning (Hong Kong) Company Limited, a wholly owned subsidiary of the Company, will appoint Mr. Yang as a consultant with effect from 13 July 2016.

Mr. Yang has confirmed that he has no disagreement with the Board. Both Mr. Yang and the Board are not aware of any matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Mr. Yang for his services and valuable contributions to the Company during his tenure of office with the Company.

APPOINTMENT OF EXECUTIVE DIRECTOR

To fill the vacancy caused by the resignation of Mr. Yang, the Board announces that Ms. Zhang Jianxin (“**Ms. Zhang**”) has been appointed as an executive Director with effect from 13 July 2016.

Ms. Zhang Jianxin, aged 48, graduated from the Central Radio and Television University in accounting in 2003, and obtained the Senior International Finance Manager Qualification Certificate from International Financial Management Association and China Association of Chief Financial Officers in 2008. From July 2007 to Aug 2013, Ms. Zhang was the financial controller of Beijing Hua Tuo Education Technology Company Limited, a wholly own subsidiary of the Company. Since September 2013, Ms. Zhang has been the director of Hunan IIN Medical Network Technology Development Company Limited* (湖南國訊醫藥網絡科技開發有限公司), a wholly own subsidiary of the Company. Save as disclosed above, Ms. Zhang 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. Zhang 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**”). Ms. Zhang 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 Ms. Zhang and the Company. Ms. Zhang has not been appointed for any fixed term but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Currently, Ms. Zhang’s emolument for acting as an executive director of the Company has not been determined. Should there be any contract made between Ms. Zhang and the Company in relation to her emoluments for acting as an executive director in the future, further disclosure will be made accordingly.

Save as disclosed herein, the Board is not aware of any matters or information relating to Ms. Zhang 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 Ms. Zhang on her appointment.

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

Hong Kong, 13 July 2016

* *For identification purpose only*

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Yuan Wei and Zhang Jianxin; 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.