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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 23.06A 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 (the “**Stock Exchange**”).

The board of directors (the “**Board**”) of China E-Learning Group Limited (the “**Company**”) announces that on 15 December 2016, the Company granted 330,000,000 share options (the “**Options**”) to individuals (the “**Grantees**”), subject to acceptance of the Grantees, under the Company’s share option scheme adopted on 23 May 2011. The Options shall entitle the Grantees to subscribe for a total of 330,000,000 new ordinary shares of HK\$0.10 each (the “**Shares**”) in the share capital of the Company. A summary of such grant is set out below:

Date of grant	:	15 December 2016
Exercise price of Options granted	:	HK\$0.311
Number of Options granted	:	330,000,000
Closing price of the Shares on the date of grant	:	HK\$0.30 per Share
Validity period of the Options	:	From 15 December 2016 to 14 December 2026 (both days inclusive)

Of the total of 330,000,000 Options granted, 58,000,000 Options were granted to the following directors and chief executive officer of the Company:

Grantee	Position held in the Company	Number of Options granted
Yuan Wei	Executive Director	10,000,000
Zhang Jianxin	Executive Director	5,000,000
Wang Weihua	Executive Director	33,000,000
Wang Hui	Chief Executive Officer	10,000,000

The exercise price of each Options is HK\$0.311, which represents the highest of (i) the closing price of HK\$0.3 per Share on 15 December 2016, being the date of grant (the “**Date of Grant**”) of the Options; (ii) the average of the closing prices of HK\$0.311 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value HK\$0.10 of each Share.

Pursuant to Rule 23.04(1) of the GEM Listing Rules, the grant of the Options to the above directors and chief executive officer of the Company has been approved by the independent non-executive directors of the Company. Save as disclosed herein, none of the Grantees or their respective associates (as defined in the GEM Listing Rules) is a director, chief executive officer, or substantial shareholder of the Company.

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

Hong Kong, 15 December 2016

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