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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)

**CHANGE OF AUDITORS**

The Board announces that Messrs. Lo and Kwong C.P.A. Company Limited was appointed as the auditors of the Group on 19 December 2008 to fill the vacancy following the resignation of Messrs. Lak & Associates C.P.A. Limited.

The board of directors (the “**Board**”) of China E-Learning Group Limited (the “**Company**”) received a notice from Messrs. Lak & Associates C.P.A. Limited (“**Lak**”), the auditors of the Company and its subsidiaries (the “**Group**”), in respect of their resignation as auditors of the Group with effect from 16 December 2008 as the Company and Lak could not reach a consensus about the auditor’s remuneration. The Board accepted the resignation of Lak. The Board and Lak confirmed that there were no circumstances in connection with the resignation of Lak that should be brought to the attention of the shareholders of the Company.

The Board is pleased to announce that Messrs. Lo and Kwong C.P.A. Company Limited was appointed on 19 December 2008 as the auditors of the Group to fill the vacancy following the resignation of Lak and hold office until the conclusion of the next annual general meeting.

By Order of the Board  
**China E-Learning Group Limited**  
**Chen Hong**  
*Chairman*

Hong Kong, 19 December 2008

*The Board as of the date of this announcement comprises Mr. Chen Hong, Ms. Liang Juan, Ms. Wang Hui, Ms. Wei Jianya and Mr. Li Xiangjun as executive directors, and Dr. Wong Yun Kuen, Ms. Chan Hoi Ling and Dr. Huang Chung Hsing as independent non-executive Directors.*

*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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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