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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)

ANNOUNCEMENT
CHANGE OF AUDITORS

The Board announces that Lo and Kwong C.P.A. Company Limited has resigned as auditors of the Group with effect from 12 November 2010. Parker Randall CF (H.K.) CPA Limited has been appointed as auditors of the Group on 12 November 2010 to fill the casual vacancy following the resignation of Lo and Kwong C.P.A. Company Limited and to hold office until the next annual general meeting of the Company.

The board (the “Board”) of the directors (the “Directors”) of the Company announces that Lo and Kwong C.P.A. Company Limited has resigned as auditors of the Company and its subsidiaries (together, the “Group”) with effect from 12 November 2010 due to the fact that the Company’s management and Lo and Kwong C.P.A. Company Limited could not reach an agreement on the audit fees for the financial year ended 31 December 2010.

Lo and Kwong C.P.A. Company Limited has confirmed in its letter of resignation dated 12 November 2010 that there were no circumstances connected with its resignation that needed to be brought to the attention of the shareholders of the Company. The Board also confirms that there are no circumstances in respect of the change of auditors which should be brought to the attention of the shareholders of the Company.

Parker Randall CF (H.K.) CPA Limited has been appointed as auditors of the Group on 12 November 2010 to fill the casual vacancy following the resignation of Lo and Kwong C.P.A. Company Limited and to hold office until the next annual general meeting of the Company.

Lo and Kwong C.P.A. Company Limited has not yet commenced its audit work for the financial year ending 31 December 2010.

The Board would like to thank Lo and Kwong C.P.A. Company Limited for their services and support in the past.

By Order of the Board
China E-Learning Group Limited
Lau Kwok Fai
Company Secretary

Hong Kong, 12 November 2010

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Chen Hong (Chairman) and Ms Wei Jianya; three independent non-executive Directors, namely Dr. Huang Chung Hsing, Mr. Cheung Wai Tak and Mr. Wu Tao.

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. The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement 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.