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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

This announcement is made by the board of directors (the “**Board**”) of China E-Learning Group Limited (the “**Company**”) pursuant to Rule 17.50(4) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”).

The Board announces that Parker Randall CF (H.K.) CPA Limited (“**Parker Randall**”) will retire as the auditors of the Company, and will not seek re-appointment, upon expiration of its current term of office at the conclusion of the forthcoming annual general meeting of the Company (the “**AGM**”) since the Company and Parker Randall could not reach an agreement on the audit fee of the Company.

Parker Randall has confirmed in writing that there are no matters in relation to its cessation to act as the Company’s auditors that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

As recommended by the audit committee of the Company, the Board has resolved to propose to appoint McMillan Woods SG CPA Limited as the auditors of the Company at the AGM who shall hold office from the conclusion of the AGM until the conclusion of the next annual general meeting.

The proposed change of auditors as described in this announcement is subject to the approval being given by the Shareholders at the AGM.

The Board is not aware of any other matters in relation to the change of auditors that need to be brought to the attention of the Shareholders. The Board and the audit committee of the Company have also confirmed that there are no disagreements or outstanding matters between the Company and Parker Randall.

The Board would like to extend its sincere gratitude to Parker Randall for its professional and quality services provided to the Company during the past years.

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

Hong Kong, 4 April 2014

As at the date of this announcement, the Board comprises one executive director, namely Mr. Yuan Wei; 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 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.