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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)

UNUSUAL PRICE AND VOLUME MOVEMENTS

This announcement is made at the request of The Stock Exchange of Hong Kong Limited.

The board of directors (the “Board”) of China E-Learning Group Limited (the “Company”) has noted the recent decrease in the trading price and increase in the volume of the shares of the Company and wishes to state that it is not aware of any reasons for such changes.

Reference is made to the two announcements of the Company dated 1 September 2011 and 13 October 2011 that, the Company signed letters of intent to acquire the entire issued share capital of Everjoy International Media Corporation (永樂國際傳媒有限公司) and Everjoy Technology Development Corporation (永樂科技發展有限公司). The Company is currently in the final stage of negotiation and no agreement has been signed.

Save as disclosed above, the Board confirms that there are no negotiations or agreements relating to intended acquisitions or realisations which are disclosable under Chapters 19 and 20 of the Rules Governing the Listing of Securities on The Growth Enterprise market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), neither is the Board aware of any matter disclosable under the general obligation imposed by Rule 17.10 of the GEM Listing Rules, which is or may be of a price-sensitive nature.

Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.

Made by the order of the Board of the China E-Learning Group Limited, the directors of which collectively and individually accept responsibility for the accuracy of this announcement.

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

Hong Kong, 3 February 2012

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 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.