

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 12 DECEMBER 2016

The Board is pleased to announce that the resolution proposed at the EGM held on 12 December 2016 was duly passed.

The board (the “**Board**”) of directors (the “**Directors**”) of China E-Learning Group Limited (the “**Company**”) is pleased to announce that at the extraordinary general meeting of the Company held on 12 December 2016 (the “**EGM**”), the resolution proposed was duly passed by way of poll voting. The poll results are as follows:

Ordinary Resolution	Number of Votes (%) <i>(Note (a))</i>	
	For	Against
To refresh the existing scheme mandate limit under the existing share option scheme of the Company up to 10% of the issued shares of the Company as at the date of passing of this resolution.	738,209,523 (99.85%)	1,122,240 (0.15%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the EGM in person or by proxy.
- (b) As more than 50% of the votes were cast in favour of the above resolution, such ordinary resolution was duly passed.

- (c) The total number of shares of the Company in issue as at the date of the EGM: 3,304,979,386 shares.
- (d) The total number of shares of the Company entitling the holders to attend and vote on the resolution at the EGM: 3,304,979,386 shares.
- (e) The total number of shares of the Company entitling the holders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”): Nil.
- (f) The total number of shares of the Company that are required under the GEM Listing Rules to abstain from voting at the EGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Company’s circular dated 25 November 2016 to vote against or to abstain from voting on the resolution at the EGM.
- (h) The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, acted as the scrutineer for the vote-taking at the EGM.

On behalf of the Board
China E-Learning Group Limited
Yuan Wei
Executive Director

Hong Kong, 12 December 2016

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Yuan Wei and Ms. Zhang Jianxin; 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.irasia.com/listco/hk/chinaelearning/ for at least 7 days from the date of its publication.