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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)

SUPPLEMENTAL INFORMATION

TO

ANNUAL REPORT 2014

This announcement is made pursuant to Rule 18.32 of the GEM Listing Rules for disclosing supplemental information to the Annual Report issued by the Company.

This announcement is made pursuant to Rule 18.32 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the annual report 2014 published on 30 March 2015 (the “**Annual Report**”) by China E-Learning Group Limited (the “**Company**”).

In the sub-section headed “Capital structure, liquidity and financial resources” under the section headed “Management Discussion and Analysis” in the Annual Report, it was disclosed that on 7 November 2014, the Company entered into the placing agreement (the “**Placing Agreement**”) with the placing agent to place an aggregate of 465,000,000 shares of HK\$0.1 each at the price of HK\$0.539 per placing share (the “**Placing**”). The aggregate net proceeds of the Placing were approximately HK\$247,000,000. The issuance of the placing shares completed on 21 November 2014. The net proceeds from the Placing, after deduction of the placing commission and other related expenses, of approximately HK\$247,000,000, were intended to be used for general working capital of the Group and for any possible acquisition and other investment opportunities in the future.

The Company wishes to inform its shareholders and potential investors of the following additional information about the Placing:

- (i) the placing shares were placed to six placees (the “**Placees**”) who, and their respective ultimate beneficial owners, were third parties independent of and not connected with the Company, its connected persons (as defined in the GEM Listing Rules) and their respective associates (as defined in the GEM Listing Rules). None of the Placees and their ultimate beneficial owners had become a substantial shareholder of the Company immediately upon completion of the Placing;
- (ii) the closing price per share of the Company as quoted on the Stock Exchange on 7 November 2014, being the date on which the Placing Agreement was signed and thereby the terms of the Placing were fixed, was HK\$0.64; and
- (iii) part of the net proceeds from the Placing in the sum of approximately HK\$72,179,000 were used for general working capital of the Group (including a deposit of HK\$54,500,000 paid for establishment of a new wholly-owned subsidiary of the Company in the People’s Republic of China), and the remaining net proceeds in the sum of approximately HK\$174,646,000 were remained as cash kept in the Group’s bank accounts as at 31 December 2014.

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

Hong Kong, 28 August 2015

** For identification purpose only*

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Yuan Wei and Mr. Yang Jilin; 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 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.