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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)

### **COMPLETION OF ISSUE OF CONVERTIBLE NOTES**

Reference is made to the announcement dated 18 December 2015 (the “**Announcement**”) issued by China E-Learning Group Limited in relation to the proposed issue of the Convertible Notes. Terms defined in the Announcement shall have the same meanings when used herein, unless the context requires otherwise.

The Board is pleased to announce that all the conditions precedent to Completion for the issue of the Convertible Notes under the Subscription Agreement have been fulfilled and that the Completion of the issue of the Convertible Notes in the aggregate principal amount of HK\$10,000,000 took place on 13 January 2016.

### **CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY**

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the Conversion Shares upon the exercise of the Conversion Rights in full, and assuming that the Conversion Price is HK\$0.35 per Conversion Share and there is no further allotment or repurchase of Shares from the date of this announcement other than the Conversion Shares.

<b>Shareholders</b>	<b>As at the date of this announcement</b>		<b>Immediately after the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights in full</b>	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Li Xiangjun ( <i>Note</i> )	313,590	0.01	313,590	0.01
Public Shareholders	2,944,789,606	99.99	2,944,789,606	99.03
Ms. Li	—	—	28,571,428	0.96
<b>Total</b>	<b>2,945,103,196</b>	<b>100</b>	<b>2,973,674,624</b>	<b>100</b>

*Note:*

Li Xiangjun is a non-executive Director.

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

Hong Kong, 13 January 2016

*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 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](http://www.hkgem.com) on the “Latest Company Announcements” page and the website of the Company at [www.chinae-learning.com](http://www.chinae-learning.com) for at least 7 days from the date of its publication.*