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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)

SIGNING OF STRATEGIC COOPERATION AGREEMENT WITH ZHONG HE XIN YUAN TECHNOLOGY COMPANY LIMITED

This is a voluntary announcement made by the Company.

SIGNING OF STRATEGIC COOPERATION AGREEMENT

The Company is pleased to announce that on 20 March 2017, the Company and Zhong He Xin Yuan entered into the Strategic Cooperation Agreement, pursuant to which the Company and Zhong He Xin Yuan will cooperate in irradiation business.

This is a voluntary announcement made by the Company.

The Board is pleased to announce that on 20 March 2017, the Company and Zhong He Xin Yuan Technology Company Limited* 中核新源科技有限公司 (“**Zhong He Xin Yuan**”) entered into a strategic cooperation agreement (the “**Strategic Cooperation Agreement**”).

THE STRATEGIC COOPERATION AGREEMENT

Set out below are the principal terms of the Strategic Cooperation Agreement:

Parties:

1. The Company;
2. Zhong He Xin Yuan

Zhong He Xin Yuan is a company incorporated with limited liability in the People's Republic of China and is a member of the China Nuclear Industry Group* 中國核工業集團. Zhong He Xin Yuan owns the core technologies in the application of nuclear technologies, including but not limited to the design and setting of the standards of irradiation station, and in the manufacturing and application of irradiation accelerators.

To the best of the knowledge, information and belief of the directors of the Company (the "Directors") after having made all reasonable enquiries, Zhong He Xin Yuan is a third party independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited).

Details of the Cooperation

1. Each party to the Strategic Cooperation Agreement will treat the other party as its important partner in the cooperation in irradiation business and will support each other for mutual benefits.
2. The parties will develop in-depth cooperation in the businesses of irradiation of food being import or export and in irradiation of household products. The Company will provide funds, resources and management, whereas Zhong He Xin Yuan will provide investment, equipment and technologies.
3. The parties will set up joint venture company and invite relevant parties to manage it professionally and to expand the business and look for capital cooperation when appropriate.
4. The parties will progressively develop the irradiation business and, depending on the status of actual operation of the business and implementation of relevant projects, develop and further expand the cooperation projects by capital raising and introduction of strategic investors. The business development will in principle be directed by the Company and supported by Zhong He Xin Yuan.
5. The senior management of each party will meet periodically and will develop a joint-working committee for mutual communication and projects development.

Exclusivity

Each party to the Strategic Cooperation Agreement will exclusively cooperate with the other party in the areas of their cooperation.

Term of cooperation

The Strategic Cooperation Agreement has a term of 3 years commencing from its date of signing.

REASONS FOR SIGNING THE STRATEGIC COOPERATION AGREEMENT

The Directors consider that the signing of the Strategic Cooperation Agreement and the cooperation with Zhong He Xin Yuan will enable the Company to venture into in the business of irradiation, being an industry area which the Directors believe to be of great development potential and will bring long term benefits to the Company and its shareholders.

The Company will issue further announcement as and when necessary to inform its shareholders and potential investors of the development of the cooperation between the parties to the Strategic Cooperation Agreement.

* *For identification purpose only*

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

Hong Kong, 20 March 2017

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Yuan Wei, Mr. Wang Weihua 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 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.