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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)

### POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 12 MAY 2017

The Board is pleased to announce that all the resolutions proposed at the AGM held on 12 May 2017 were duly passed.

The board (the “**Board**”) of directors (the “**Directors**”) of China E-Learning Group Limited (the “**Company**”) is pleased to announce that all the resolutions proposed at the annual general meeting of the Company held on 12 May 2017 (the “**AGM**”) were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the Directors and auditor for the year ended 31 December 2016.	583,835,348 (100.00%)	0 (0.00%)
2.	To re-elect Mr. Wang Weihua as an executive Director.	583,835,348 (100.00%)	0 (0.00%)
3.	To re-elect Ms. Zhang Jianxin as an executive Director.	583,835,348 (100.00%)	0 (0.00%)
4.	To re-elect Dr. Huang Chung Hsing as an independent non-executive Director.	582,715,348 (99.81%)	1,120,000 (0.19%)
5.	To re-elect Mr. Li Qunsheng as an independent non-executive Director.	582,715,348 (99.81%)	1,120,000 (0.19%)

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
6.	To authorize the Board to fix the respective Directors' remuneration.	583,835,348 (100.00%)	0 (0.00%)
7.	To re-appoint McMillan Woods SG CPA Limited as auditor and to authorize the Board to fix auditor's remuneration.	582,715,348 (99.81%)	1,120,000 (0.19%)
8.	To give a general mandate to the Directors to purchase the Company's shares not exceeding 10% of the total number of the issued shares of the Company as at the date of passing of this resolution (the " <b>Repurchase Mandate</b> ").	583,835,348 (100.00%)	0 (0.00%)
9.	To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of the issued shares of the Company as at the date of passing of this resolution (the " <b>Issuance Mandate</b> ").	582,713,108 (99.81%)	1,122,240 (0.19%)
10.	Conditional upon the passing of resolutions nos. 8 and 9, to extend the Issuance Mandate granted to the Directors to allot, issue and deal with additional issued shares of the Company by the total number of shares repurchased by the Company under the Repurchase Mandate.	582,713,108 (99.81%)	1,122,240 (0.19%)
11.	To refresh the existing scheme mandate limit under the existing share option scheme of the Company up to 10% of the total number of the issued shares of the Company as at the date of passing of this resolution.	582,713,108 (99.81%)	1,122,240 (0.19%)

*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 AGM in person or by proxy.
- (b) As all or a majority of the votes were cast in favour of each of the resolutions nos. 1 to 11, all such ordinary resolutions were duly passed.
- (c) The total number of shares of the Company in issue as at the date of the AGM: 3,304,979,386 shares.
- (d) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM: 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 resolutions at the AGM 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 AGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Company’s circular dated 5 April 2017 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, acted as the scrutineer for the vote-taking at the AGM.

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

Hong Kong, 12 May 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 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.irasia.com/listco/hk/chinaelearning/](http://www.irasia.com/listco/hk/chinaelearning/) for at least 7 days from the date of its publication.*