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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)

### **DISCLOSEABLE TRANSACTIONS ACQUISITIONS OF SHAG MEI INTERNATIONAL FOOD LIMITED AND MAXI TRICK INVESTMENT LIMITED AND ISSUE OF CONVERTIBLE NOTES**

References are made to the announcements dated 21 December 2016 and 29 December 2016 (the “**Announcements**”) issued by China E-Learning Group Limited (the “**Company**”) related to (i) the Company’s acquisition of the entire issued share capital of Shag Mei International Food Limited and all indebtedness owing by Shag Mei International Food Limited to Legend International Food Limited (the “**SM Acquisition**”); and (ii) the Company’s acquisition of the entire issued share capital of Maxi Trick Investment Limited and all indebtedness owing by Maxi Trick Investment Limited to Joyful Area Worldwide Limited (the “**MT Acquisition**”). Terms defined in the Announcements shall have the same meanings when used herein, unless the context requires otherwise.

Since further time is needed for the Company to gather and provide all necessary information in the Circular (as defined below) for giving holders of its securities and potential investors the required information to make an informed decision and for the independent professional valuer appointed by the Company to finalise the valuation reports to be included in the circular to be issued by the Company which contains, among other matters, (i) further details of the SM Acquisition and the MT Acquisition; and (ii) notice of the EGM (the “**Circular**”), the Company will issue the Circular on or before 22 June 2017.

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

Hong Kong, 17 May 2017

*As at the date of this announcement, the Board comprises five executive directors, namely Mr. Yuan Wei, Mr. Wang Weihua, Ms. Zhang Jianxin, Mr. Zheng Zhijing and Ms. Lin Yan; 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](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*