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**CHINA E-INFORMATION TECHNOLOGY GROUP LIMITED**  
**中國網絡信息科技集團有限公司**

*(Formerly known as 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 TRANSACTION**  
**ESTABLISHMENT OF NUCLEAR INSPECTION ELECTRON BEAM**  
**TECHNOLOGY CO., LTD.**  
**SIGNING OF COOPERATION AGREEMENT**

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On 19 June 2017, China Nuclear Resources Group Co., Ltd.\* (中核資源集團有限公司), North Sheng Da (Beijing) Technical Trading Co., Ltd.\* (北方盛達(北京)科貿有限公司), Beijing Yuan Yin Due Diligence and Consulting Co., Ltd.\* (北京元音盡調諮詢有限公司) and Beijing Hua Tuo Education Technology Company Limited\* (北京華拓教育科技有限公司), a wholly-owned subsidiary of the Company, entered into the Cooperation Agreement in relation to the establishment of Nuclear Inspection Electron Beam Technology Co., Ltd.\* (核檢電子束技術有限公司).

**GEM LISTING RULES IMPLICATIONS**

As the applicable percentage ratios calculated in respect of the Investment exceed 5% but are less than 25%, the Investment constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval under Chapter 19 of the GEM Listing Rules.

\* *For identification purpose only*

Reference is made to the announcement issued by the Company dated 19 June 2017 related to the signing of the Cooperation Agreement dated 19 June 2017 by China Nuclear Resources, North Sheng Da, Beijing Hua Tuo and Beijing Yuan Yin Due Diligence in relation to the establishment of the JV Company.

## **THE COOPERATION AGREEMENT**

The principal terms of the Cooperation Agreement are set out below:

### **Date**

19 June 2017

### **Parties**

Party A: China Nuclear Resources

Party B: North Sheng Da

Party C: Beijing Hua Tuo

Party D: Beijing Yuan Yin Due Diligence

### **Subject matter of cooperation**

Pursuant to the Cooperation Agreement, Party A, Party B, Party C and Party D shall jointly invest in and establish the JV Company.

Address of the JV Company: Yiwu City, Zhejiang Province, the PRC

Scope of business of the JV Company Research and development of civil irradiation technologies, application of irradiation technologies in the provision of professional sterilization services for and improvement of material performance of agricultural by-products, medical products, food and application materials; treatment of solid, liquid and gas waste; technical development, technical consulting, etc.

Registered capital of the JV Company: RMB100 million

Names of shareholders, their respective capital commitment and percentage of equity interest in the JV Company	China Nuclear Resources	RMB35 million (representing 35% equity interest)
	North Sheng Da	RMB19 million (representing 19% equity interest)
	Beijing Hua Tuo	RMB36 million (representing 36% equity interest)
	Beijing Yuan Yin Due Diligence	RMB10 million (representing 10% equity interest)

Method of capital contribution: Capital contribution will be made in cash

Date of capital contribution To be paid by 1 January 2066

Term of operation of the JV Company The term of operation of the JV Company shall be 50 years, commencing on the date on which its business license is issued

Organisation of the JV Company: The JV Company shall establish a board of directors comprising five members to be nominated by Party A, Party B, Party C and Party D. The board of directors of the JV Company shall report to its general meetings and exercise the relevant functions, details of which shall be set out in the articles of association of the JV Company.

The JV Company shall establish a supervisory committee comprising members to be nominated by its shareholders, details of which shall be set out in the articles of association of the JV Company.

## Consideration

Pursuant to the Cooperation Agreement, the Consideration payable by Beijing Hua Tuo for the Investment shall be RMB36 million. The Consideration will be paid in cash and financed by the Group's internal resources.

The Consideration was determined after arm's length negotiations between Beijing Hua Tuo and the other parties to the Cooperation Agreement after taking into account of the expected size of business and related capital requirements of the JV Company.

Save and except the Investment, Beijing Hua Tuo has no contractual commitment in subscribing for further capital in the JV Company and has not given any guarantee or indemnity in connection with the establishment of the JV Company.

Upon the incorporation of the JV Company, Beijing Hua Tuo will hold 36% of its equity interest and therefore the JV Company will not become a subsidiary of the Company.

## **INFORMATION ON BEIJING HUA TUO AND THE GROUP**

Beijing Hua Tuo is a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company. The principal businesses of Beijing Hua Tuo are provision of occupational education, industry certification course, skills training and education consultation.

The Group is principally engaged in the provision of an internet platform for the facilitation of education program in Chinese medicine and other advisory and training programs.

## **INFORMATION ON CHINA NUCLEAR RESOURCES**

China Nuclear Resources is a company incorporated in the PRC with limited liability and a member of China National Nuclear Corporation Group. The principal businesses of China Nuclear Resources are technology development, technology transfer, technology consultation, technology promotion, provision of technological services and the software and hardware of computer and related facilities.

## **INFORMATION OF NORTH SHENG DA**

North Sheng Da is a company incorporated in the PRC with limited liability. The principal businesses of North Sheng Da are development of technologies and provision of technological services.

## **INFORMATION OF BEIJING YUAN YIN DUE DILIGENCE**

Beijing Yuan Yin Due Diligence is a company incorporated in the PRC with limited liability. The principal businesses of Beijing Yuan Yin Due Diligence are computer graphic design, market research and provision of technology promotion services.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of China Nuclear Resources, North Sheng Da and Beijing Yuan Yin Due Diligence and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons.

## **REASONS FOR AND BENEFITS OF SIGNING THE COOPERATION AGREEMENT**

The Board believes that the irradiation industry has strong growth potential. With the internet technology support and expertise provided by the Company, and leveraging on the financial resources and know-how of China Nuclear Resources, North Sheng Da and Beijing Yuan Yin Due Diligence, the Board is of the opinion that the establishment of the JV Company will enable the Company to expand into the business in the development and application of irradiation technology in e-commerce, which will bring long-term benefits to the Company and its Shareholders.

The Directors (including the independent non-executive Directors) believe that terms of the Cooperation Agreement are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

## **IMPLICATIONS UNDER THE GEM LISTING RULES**

As the applicable percentage ratios calculated in respect of the Investment exceed 5% but are less than 25%, the Investment constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements but is exempt from Shareholders' approval under Chapter 19 of the GEM Listing Rules.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Beijing Hua Tuo” or “Party C”	Beijing Hua Tuo Education Technology Company Limited (北京華拓教育科技有限公司), a company incorporated with limited liability in the PRC and a wholly-owned subsidiary of the Company
“Beijing Yuan Yin Due Diligence” or “Party D”	Beijing Yuan Yin Due Diligence and Consulting Co., Ltd.* (北京元音盡調諮詢有限公司), a company incorporated with limited liability in the PRC
“Board”	the board of Directors
“China Nuclear Resources” or “Party A”	China Nuclear Resources Group Co., Ltd.* (中核資源集團有限公司), a company incorporated with limited liability in the PRC
“Company”	China E-Information Technology Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (Stock Code: 8055)

“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules and the word “connected” shall be construed accordingly
“Consideration”	RMB36 million, being the total consideration for the Investment
“Cooperation Agreement”	the cooperation agreement dated 19 June 2017 made between China Nuclear Resources, North Sheng Da, Beijing Hua Tuo and Beijing Yuan Yin Due Diligence for the formation of the JV Company
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of the Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Investment”	Beijing Hua Tuo’s investment of RMB36 million in the JV Company pursuant to the Cooperation Agreement
“JV Company”	Nuclear Inspection Electron Beam Technology Co., Ltd.* (核檢電子束技術有限公司), a company to be incorporated with limited liability in the PRC pursuant to the Cooperation Agreement
“North Sheng Da” or “Party B”	North Sheng Da (Beijing) Technical Trading Co., Ltd.* (北方盛達(北京)科貿有限公司), a company incorporated with limited liability in the PRC

“PRC”	the People’s Republic of China, excluding, for the purposes of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.10 in the share capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent

By order of the Board  
**China E-Information Technology Group Limited**  
**Yuan Wei**  
*Executive Director*

Hong Kong, 21 June 2017

*As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Yuan Wei, Mr. Wong Wai Wa, 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.*

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