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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 TRANSACTIONS**  
**AMENDMENT TO TERMS**  
**OF**  
**ACQUISITIONS OF**  
**SHAG MEI INTERNATIONAL FOOD LIMITED**  
**AND**  
**MAXI TRICK INVESTMENT LIMITED**  
**AND**  
**ISSUE OF CONVERTIBLE NOTES**

**Amendment to terms of SM Agreement**

On 23 June 2017, the Company and the SM Vendor entered into the SM Supplemental Agreement for making certain amendments to the terms of the SM Agreement.

**Delay in despatch of Circular**

Since the Company still needs further time to gather and provide all necessary information in the Circular which contains, among other matters, (i) further details of the SM Acquisition; and (ii) notice of the EGM, the Company will issue the Circular on or before 7 July 2017.

References are made to the Company's announcements dated 21 December 2016, 29 December 2016 and 17 May 2017 related to the SM Acquisition and the MT Acquisition.

Terms defined in the Announcements shall have the same meanings when used herein, unless the context requires otherwise

## **AMENDMENT TO TERMS OF SM AGREEMENT**

On 23 June 2017, the Company and Legend International Food Limited (formerly known as Legend Japanese Food Limited) (the “**SM Vendor**”) entered into a supplemental agreement (the “**SM Supplemental Agreement**”) for making the following amendments to the terms of the agreement for the SM Acquisition (the “**SM Agreement**”).

1. The long stop date by which the conditions precedent to the SM Acquisition have to be fulfilled has been changed from 31 March 2017 to 31 December 2017;
2. In the calculations of the 2017 Actual Profit, 2017 Profit Target, 2018 Actual Profit and 2018 Profit Target of Shag Mei International Food Limited (“**Shag Mei**”), only the profits generated in the ordinary course of business of Shag Mei will be taken into account, whereas extraordinary items and extraordinary income will be excluded.
3. The SM Vendor undertakes to the Company that the key management employees of Shag Mei will remain employed by Shag Mei for a term of 3 years after completion of the SM Acquisition, unless the Company through Shag Mei dismisses such employees.

Save and except the above amendments, the other terms of the SM Agreement (as amended by the SM Supplemental Agreement) will remain in full force and effect.

## **DELAY IN DESPATCH OF CIRCULAR**

Since the Company still needs further time to gather and provide all necessary information in the circular 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 report to be included in the circular to be issued by the Company (the “**Circular**”) which contains, among other matters, (i) further details of the SM Acquisition; and (ii) notice of the extraordinary general meeting related to the granting of a specific mandate and the issue of conversion shares related to the SM Acquisition (“**EGM**”), the Company will issue the Circular on or before 7 July 2017.

As the relevant information related to the MT Acquisition for inclusion in the circular related to the MT Acquisition will only be available to the Company at a later stage, in the interest of time, the Circular to be despatched by 7 July 2017 will only be related to the SM Acquisition, and the Company intends to convene another extraordinary general meeting and issue another circular for the MT Acquisition at a later stage. The Company will publish further announcement to inform its shareholders and potential investors about the progress of the MT Acquisition in due course.

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

Hong Kong, 23 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.*