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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 ANNUAL GENERAL MEETING HELD ON 30 JUNE 2016**

The Board is pleased to announce that all the proposed resolutions as set out in the notice of the AGM were duly passed by the Shareholders by way of poll at the AGM.

Reference is made to the circular (the “**Circular**”) of China E-Learning Group Limited (the “**Company**”) dated 27 May 2016 in relation to the AGM. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of the AGM, the total number of issued shares of the Company was 2,955,103,196 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. A total of 639,209,495 Shares were held by the Shareholders who attended and voted for or against the resolutions at the AGM. No Shareholder was entitled to attend and vote only against any resolutions at the AGM. No Shareholder was required to abstain from voting in respect of any resolution proposed for approval at the AGM.

#### **POLL RESULTS OF THE AGM**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that the resolutions proposed as set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of the resolutions were as follows:

Resolutions		Number of Votes (approximate percentage)		
		For	Against	Total number of Shares cast
1.	To consider and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2015 together with the reports of the directors of the Company and auditors thereon.	639,209,495 (100%)	0 (0%)	639,209,495 (100%)
2a.	To re-elect Mr. Yuan Wei as an executive director of the Company.	639,209,495 (100%)	0 (0%)	639,209,495 (100%)
2b.	To re-elect Ms. Li Ya Ru Nancy as an independent non-executive director of the Company.	639,209,495 (100%)	0 (0%)	639,209,495 (100%)
2c.	To authorize the board of Directors to fix Directors' remuneration.	639,209,495 (100%)	0 (0%)	639,209,495 (100%)
3.	To re-appoint McMillan Woods SG CPA Limited as the auditors of the Company and to authorize the Board of Directors to fix their remuneration.	639,209,495 (100%)	0 (0%)	639,209,495 (100%)
4a.	To grant a general mandate to the Directors to issue and allot shares of the Company not exceeding 20% of the total nominal amount of the existing issued share capital of the Company.	639,209,495 (100%)	0 (0%)	639,209,495 (100%)
4b.	To grant a general mandate to the Directors to repurchase the Company's own shares not exceeding 10% of the total nominal amount of the existing issued share capital of the Company.	639,209,495 (100%)	0 (0%)	639,209,495 (100%)
4c.	To extend the general mandate granted to the Directors under resolution 4a above to issue and allot the shares by the number of shares repurchased by the Company under the mandate referred to in resolution 4b above.	639,209,495 (100%)	0 (0%)	639,209,495 (100%)

As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions. Please refer to the notice of the AGM for the full version of the proposed resolutions of the AGM. Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

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

Hong Kong, 30 June 2016

*As at the date of this announcement, the Board comprises two executive directors, namely Mr. Yuan Wei and Mr. Yang Jilin; one non-executive director, Mr. Li Xiangjun; 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.*