



Second Quarter Fiscal 2015 Results Presentation



May 20, 2015

Safe Harbor Statement

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This presentation contains forward-looking statements. These statements are made under the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as "will," "may," "should," "potential," "continue," "expect," "predict," "anticipate," "future," "intend," "plan," "believe," "is/are likely to," "estimate" and similar statements. Among other things, the outlook for the third quarter of fiscal year 2015 and the full fiscal year 2015 and certain statements from management made in conjunction with this presentation, as well as the Company's strategic and operational plans (in particular, the Company's College Cooperation Program initiative and its intended benefits and the trend of professional education moving online, open learning platform and plan to build lifelong, comprehensive online and mobile learning programs) contain forward-looking statements. The Company may also make written or oral forward-looking statements in its periodic and annual reports to the SEC, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about the Company's beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: our goals and growth strategies; our future prospects and market acceptance of our online and offline courses and other products and services; our future business development and results of operations; projected revenues, profits, earnings and other estimated financial information; projected enrollment numbers; our plans to expand and enhance our online and offline courses and other products and services; competition in the education and test preparation markets; and changes of Chinese laws, regulations and policies, including those applicable to the Internet and Internet content providers, the education and telecommunications industries, mergers and acquisitions, taxation and foreign exchange.

Further information regarding these and other risks is included in the Company's annual report on Form 20-F and other documents filed with the SEC. The Company does not undertake any obligation to update any forward-looking statement, except as required under applicable law. All information provided in this presentation is as of the date of May 20, 2015.





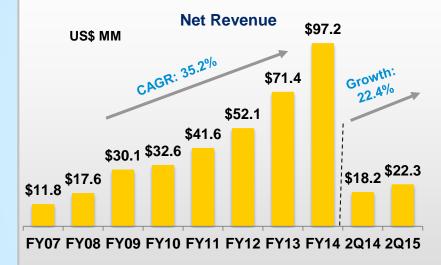
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Healthy Revenue Growth Steady Progress on Long-term Strategic Initiatives

Strong Performance

Net Revenue Meeting Guidance



- Course enrollments:
- > Net income:
- Down 5.8% to \$1.2 million in 2Q

> Non-GAAP Net Income:

- > Cash receipts from online course registration:
- Operating cash inflow:
- \$13.0 million in 2Q
- > Cash balance as of March 31, 2015:
- \$130.4 million



Strategic & Operational Updates





СРА	2Q FY15	APQE	2Q FY15
Enrollments ¹	- 10.0%	Enrollments	1 30.2%
Average Student Payment (ASP)	1 30.4%	Average Student Payment (ASP) ²	- 3.3%
Accounting Continuing Education	2Q FY15	Other Accounting Test- Preparation Courses	2Q FY15
Enrollments	1 0.3%	Enrollments ⁴	- 32.3%
Average Student Payment (ASP) ³	- 16.1%	Average Student Payment (ASP)	- 1.5%

Notes:

1. The decrease in CPA enrollments was mainly because CPA exams will be held in October 2015, one month later than last year 2. The decrease in APQE ASP was mainly due to relatively more enrollments in lower ASP courses

3. The decrease in Accounting Continuing Education ASP was mainly due to greater enrollments from some districts where the ASPs were relatively lower

4.The decrease in Other Accounting Test-Prep Courses enrollments was due to lower enrollments for the RTA exam caused by government policy changes which created uncertainty as to when or if the RTA exam will be administered in 2015 or in the future



Healthcare and Engineering & Construction ("E&C")

Healthcare Test Preparation

- 2Q enrollments increased by 48.0% YoY
- 2Q ASP increased by 2.0% YoY

E&C Test Preparation

- Enrollments down 29.5% YoY in 2Q, primarily due to a government policy change which negatively impacted the demand for the certification exam for associate constructors
- 2Q ASP up 17.2% YoY
- E&C Continuing Education
- Enrollments decreased 43.9% in 2Q, mainly due to seasonality
- 2Q ASP up 111.5% YoY

Achievements and Goals



Focusing on Strategic Initiatives, Reinforcing Leadership in Online Education Market

- Continued to execute the strategy that places a priority on delivering high quality courses
 - Increasing enrollments in existing courses
 - Expanding course offerings in existing verticals and offering new courses in high-demand subject areas
 - Launching life-long learning programs to serve students' life-long learning needs, from test prep and continuing education to career enhancement and hobby-based skills training
 - Further enhancing educational delivery capabilities through innovation
- > Expanding our reach to China's college market through College Cooperation Program
 - A four-step program tailored for the accounting vertical including Online and Offline Blended Learning, Practical Training courses, virtual internship opportunities on accounting cloud platform and employment guidance services
 - More than 100 colleges and universities joining this program
- > Developing our comprehensive and integrated mobile learning platform
 - Offered 9 stand-alone fee-based mobile courses across four verticals in 2QFY15
 - Offered 57 mobile applications with cumulative downloads of 8.7 million as the end of March 2015
 - Continued to develop mobile learning platform and add products and features to improve students' learning experience and learning outcomes, thus driving customer adoption and expanding user base

Cultivating our open learning platform

- 2Q cash registration for courses and services involving this platform reached \$1.8 million
- Over 800 fee-based courses on the platform; Continue to grow that number according to revenue and market opportunities



Financial Highlights





Income Statement Summary (US\$ in Thousands, except per ADS data)

	2Q FY14	2Q FY15	YoY Change%
Net revenues:			
Online education services	14,196	16,930	19.3%
Books and reference materials	1,765	2,140	21.2%
Others including in-person training	2,286	3,266	42.9%
Total net revenues	18,247	22,336	22.4%
Cost of sales	(9,695)	(11,158)	15.1%
Gross profit	8,552	11,178	30.7%
Gross margin	46.9%	50.0%	+310 ppt
Operating expenses:			
Selling expenses	(5,708)	(7,259)	27.2%
General and administrative expenses	(2,331)	(3,088)	32.5%
Total operating expenses	(8,039)	(10,347)	28.7%
Operating Income	518	871	68.1%
Income tax expense	(325)	(312)	(4)%
Net income attributable to CDEL	1,301	1,225	(5.8)%



-	(US\$ in Millions)	2Q FY14	2Q FY15
	Net Operating Cash Inflow	36.9*	13.0

The inflow in 2QFY15 was due to:

-Net income before non-cash items generated in the second quarter of fiscal 2015

-The decrease in deferred cost, and the increase in deferred revenue also contributed to the cash inflow

-Partially offset by the increase in accounts receivable, and other non-current assets, and decrease in refundable fees

Note*: Net operating cash inflow in the second quarter of fiscal 2014 included \$25 million of net proceeds received on behalf of certain selling shareholders in the follow-on public offering completed in March 2014.



Balance Sheet Summary

(US\$ in Millions)

Assets	Sep 30, 2014	Mar 31, 2015	Change %
Cash and Cash Equivalents, Term Deposits and Restricted Cash	140.4	130.4	(7.1)%
Receivables	1.6	2.8	70.0%
Inventories	0.5	1.1	144.8%
Net PP&E	10.7	10.8	0.4%
Other Assets	18.4	19.8	7.6%
Total	171.6	164.9	(3.9)%
Liabilities and Shareholders' Equity	Sep 30, 2014	Mar 31, 2015	Change %
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Accrued Expenses and Other Liabilities	28.0	27.0	(3.4)%
Accrued Expenses and Other Liabilities Deferred Revenues, current portion	• · · · ·		
	28.0	27.0	(3.4)%
Deferred Revenues, current portion	28.0 23.4	27.0 40.6	(3.4)% 73.3%
Deferred Revenues, current portion Refundable Fees	28.0 23.4 5.2	27.0 40.6 3.2	(3.4)% 73.3% (39.1)%
Deferred Revenues, current portion Refundable Fees Bank Debt	28.0 23.4 5.2	27.0 40.6 3.2 16.6	(3.4)% 73.3% (39.1)%

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Business Outlook





3Q FY15 net revenue expected range: US\$27.5 million –28.7 million, 10% - 15% year-over-year growth

FY15 net revenue guidance: US\$116.6 million – 121.5 million, 20% - 25% year-over-year growth Prior FY15 net revenue guidance: US\$123.4 million – 128.3 million