

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

(Mark One)

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-34386

CHINA EDUCATION ALLIANCE, INC.  
(Exact name of registrant as specified in its charter)

North Carolina	56-2012361
State or other jurisdiction of Incorporation or organization	(I.R.S. Employer Identification No.)
58 Heng Shan Road, Kun Lun Shopping Mall, Harbin, People's Republic of China	150090
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: + 86-451-8233-5794

Securities registered pursuant to Section 12(b) of the Act: **None.**

Title of each class	Name of each exchange on which registered
_____	_____
_____	_____

Securities registered pursuant to section 12(g) of the Act:

**Common Stock, \$0.001 par value**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

**Note** – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter was \$1,104,803.20 (5,620,684 shares of common stock held by non-affiliates, closing price on June 30, 2014 was \$0.20).

**Note.** —If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided that the assumptions are set forth in this Form.

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.  Yes  No

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

The number of shares of common stock, par value \$0.001 (the "Common Stock"), outstanding as of March 30, 2015 is 10,582,530.

#### DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933. The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1980).

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## Cautionary Statement Regarding Forward Looking Statements

The discussion contained in this Annual Report on Form 10-K (“Annual Report”) contains “forward-looking statements” within the meaning of Section 27A of the United States Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the United States Securities Exchange Act of 1934, as amended, or the Exchange Act. Any statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases like “anticipate,” “estimate,” “plans,” “projects,” “continuing,” “ongoing,” “target,” “expects,” “management believes,” “we believe,” “we intend,” “we may,” “we will,” “we should,” “we seek,” “we plan,” the negative of those terms, and similar words or phrases. We base these forward-looking statements on our expectations, assumptions, estimates and projections about our business and the industry in which we operate as of the date of this Annual Report. These forward-looking statements are subject to a number of risks and uncertainties that cannot be predicted, quantified or controlled and that could cause actual results to differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. Statements in this Annual Report describe factors, among others, that could contribute to or cause these differences. Actual results may vary materially from those anticipated, estimated, projected or expected should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect. Because the factors discussed in this Annual Report could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement made by us or on our behalf, you should not place undue reliance on any such forward-looking statement. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Except as required by law, we undertake no obligation to publicly revise our forward-looking statements to reflect events or circumstances that arise after the date of this Annual Report or the date of documents incorporated by reference herein that include forward-looking statements.

## PART I

### Item 1. Business.

#### History of our Organization

We were incorporated in North Carolina on December 2, 1996 under the name of ABC Realty Co. to engage in residential real estate transactions as a broker or agent. Following the September 2004 reverse acquisition described below, our corporate name was changed to China Education Alliance, Inc. At the time of the reverse acquisition, we were not engaged in any business activity and we were considered to be a blank-check shell.

On September 15, 2004, we entered into an agreement pursuant to which:

- the stockholders of Harbin Zhong He Li Da Education Technology, Inc., a PRC corporation (“ZHL D”), transferred all of the stock of ZHL D to us and we issued to those stockholders a total of 18,333,333 shares of Common Stock, representing 95% of our outstanding Common Stock after giving effect to the transaction.
- Duane Bennett, who was then our chairman of the board and controlling shareholder, caused 3,666,667 shares of Common Stock that were controlled by him to be transferred to us for cancellation, for which ZHL D or its stockholders paid \$400,000, of which \$300,000 was paid in cash and the balance was paid by a promissory note, which has been paid.

We changed our corporate name to China Education Alliance, Inc. on November 17, 2004.

#### General

We are an education service company that provides on-line education and on-site training in the People’s Republic of China (“PRC”). We were organized to meet what our founders believe is an unmet need for educational resources throughout the PRC. Based on the Chinese Ministry of Finance’s report, *The Implementation of Central and Local Budgets for 2013*, the appropriation for education spending in 2014 was RMB4.1 trillion (approximately \$667 billion), an increase of 8.2% as compared to the previous year (source: [http://news.china.com.cn/2015lianghui/2015-03/06/content\\_34975795.htm](http://news.china.com.cn/2015lianghui/2015-03/06/content_34975795.htm)). According to Chinese tradition, a good education has always been highly valued, as the people believe that education ensures not only the future and development of the individual but also the family and the country as a whole. Thus, spending on education is one of a family’s major expenditure. However, just as economic development is not even throughout the PRC, there is an uneven allocation of educational resources in the PRC. In general, only students who pass the numerous examinations, which are given at various stages of the educational process, can obtain better educational opportunities at a higher level. We believe that the examination-oriented education has created a market for products from companies that address this need.

One of our principal businesses is the distribution of educational resources through the internet. Our website, [www.edu-chn.com](http://www.edu-chn.com), is a comprehensive education network platform which is based on network video technology and large data sources of elementary education resources. We have a database comprised of such resources as test papers that were used for secondary education and university level courses as well as video on demand. Our database includes more than 350,000 exams and test papers and courseware for college, secondary and elementary schools. While some of these exams were given in previous years, we engage experienced instructors and reputable teachers to develop new exams and a methodology for taking the exams. We market this database under the name “Famous Instructor Test Paper Store.” We also offer, through our website, video on demand, which includes tutoring of exam papers and exam techniques. We complement the past exams and test papers by providing an interactive platform for students to understand the key points from the papers and exams. Although a number of the resources are available through our website without charge, we charge our subscribers for services such as the Famous Instructor Test Paper Store and video-on-demand. Subscribers can purchase debit cards which can be used to pay to download material from our website. ZHL D, our wholly owned PRC subsidiary, operates this website and mainly focuses on online education.

We also provide on-site teaching and training services in northern China, which we market under the name “Classroom of Famed Instructors”. We have over ten training facilities in Heilongjiang province and Beijing, which can accommodate over 8,000 students at the same time. These training facilities, which complement our on-line education services, provide classroom tutoring to our students. The courses cover primarily the compulsory education curriculum of junior, middle and high school. Except for ZHLD, ZHLDT and BJHY (as defined below), the rest of our schools and subsidiaries provide onsite teaching classes and training services.

We have also introduced a program of on-line vocational training services, through our collaboration with the China Vocation Education Society on the website [www.360ve.com](http://www.360ve.com), which is an internet platform for training agencies and schools to offer their services. We launched [www.360ve.com](http://www.360ve.com) in September 2007 and through this website we offered job search capability and career planning courses for university students. We developed this website in response to the high unemployment rate of PRC college graduates. Many college graduates pursue vocational training after their college education in order to find employment. Our program is designed to establish a long-term training program for college students to build connections with corporations and participate in educational programs prescribed by hiring corporations. As we are currently focusing on the optimization of our on-site training operation and the development and promotion of the Platform as more fully described below, we only devote minimum resources to the maintenance and update of this website. Nevertheless, we will look after opportunities to further venture into the vocational training business once they arise.

On January 4, 2009, our subsidiary, ZHLD entered into an agreement with Mr. Guang Li to jointly incorporate and invest in a joint venture company, Zhong He Li Da (Beijing) Management Consultant Co., Ltd. (“ZHLDBJ”). ZHLDBJ has a registered capital of RMB 500,000 (approximately \$73,067) and a business term of 20 years. ZHLD owns an 85% equity interest in ZHLDBJ and Mr. Guang Li owns a 15% equity interest in ZHLDBJ. ZHLD has authorized Mr. Xiqun Yu to hold 20% of its equity interest in ZHLDBJ on its behalf.

In February 2010, the Company, through ZHLD, incorporated a new company in the PRC, Beijing New Shifan Education & Technology Co., Ltd. (“New Shifan”) with a registered capital of RMB 1.95 million (approximately \$291,132). ZHLD owned a 65% equity interest in New Shifan and the other equity holders together owned a 35% equity interest in New Shifan. In September 2011, New Shifan changed its name to Beijing Hua Yu Pin Xue Education Technology Co., Ltd (“HYPX”). In October 2011, ZHLD took over the 35% equity interest from the other equity holders of HYPX with no consideration, and authorized Mr. Xiqun Yu to hold the 35% equity interest on its behalf. In November 2011, HYPX increased its share capital to RMB 2 million (approximately \$298,597). In 2012, HYPX established a wholly owned school - Beijing Xicheng District Hua Yu Pin Xue Training School, and together with a previously established wholly owned subsidiary of the Company - Beijing Shifanxuezhitang Information Science Institute, established the Company’s new brand image and reputation in several districts in Beijing. HYPX focuses on expansion of our training centers in Beijing, as well as developing extensive marketing strategy to establish new markets in other main cities.

In October 2010, the Company founded a “Hundred Celebrity Teachers Club” in the PRC. The goal of the club is to “assemble famous teachers, train students, and promote basic education in China”. The “Hundred Celebrity Teachers Club” (the “Club”) is the first dynamic educational platform aimed at promoting math, physics, and chemistry in middle and high schools in the PRC. So far, 100 teachers from 15 provinces of the PRC have joined the Club, making us one of the largest bases of well-known teachers in the PRC. As members of the Club, these famous teachers will promote high teaching standards in all three major disciplines – math, physics and chemistry – and provide consultation services to select middle and high schools in the PRC. The Club’s activities include teacher training, lectures given by celebrity teachers, education evaluation, teaching cases analysis, subjects study, and international exchanges. It provides an excellent platform for teachers to explore resources, discuss hot education topics, and promote academic growth. The “Hundred Celebrity Teachers Club” is endorsed by the PRC Ministry of Education.

On March 4, 2011, the Company entered into a management agreement (the “Management Agreement”) with Nanchang Institute of Technology (“NIT”), a vocational training institution based in Nanchang, the PRC. Pursuant to the Management Agreement, the Company will manage the daily operations of NIT for ten years for an annual management fee of RMB 10 million (approximately \$1,586,445). The management fee is payable on a quarterly basis and in the event of late payment, a late fee is imposed. Additionally, a liquidated damage of RMB 50 million (approximately \$7,935,122) will be paid by the party that defaults on the agreement.

In connection with the Management Agreement, the Company entered in to a loan agreement (the “Loan Agreement”), pursuant to which the Company loaned NIT RMB 50 million (approximately \$7,935,122) to build training facilities and NIT will repay the RMB 50 million (approximately \$7,935,122) in ten years from the date NIT received the loan principal. The loan has an annual interest rate of 20% and the interests will be waived by the Company if NIT makes all payments under the Management Agreement in a timely manner. In the event it prepays the principal and interests that are not due, NIT is subject to a prepayment penalty in the amount of 25% of the loan principal. The loan is secured by the assets of certain guarantors. On March 21, 2011, the Company entered into another agreement (the “Joint College Agreement”) with NIT whereby the Company and NIT would jointly establish Nanchang Institute of Technology College of Vocational Training and Certification. Pursuant to the Joint College Agreement, NIT would provide facilities for free and the Company would provide teachers, curriculums and certificates of trainings and pay all the expenses incurred in the teaching process. In return, NIT and the Company would receive 20% and 80% of the total revenue of the College, respectively.

Pursuant to the Loan Agreement, we loaned NIT an aggregate of RMB 50 million (approximately \$7,935,122) and NIT paid us RMB 7.5 million (approximately \$1,189,689) in interest in total. Because we received 20% annual interest income due quarterly, the management fee under the Management Agreement was waived. On March 29, 2013, NIT repaid the loan principal of RMB 50 million and accrued interests, and the parties terminated the Management Agreement, the Loan Agreement and the Joint College Agreement upon mutual agreement.

On March 14, 2011, the Company entered into a Share Transfer Agreement with the sole shareholder of Harbin Tianlang Culture and Education School (“Tianlang”), a tutoring school based in Harbin, the PRC, whereby the Company acquired 60% of the equity interests in Tianlang for RMB 35 million (approximately \$5.3 million). The shareholder and the Company also provided RMB 2 million (approximately \$0.3 million) and RMB 3 million (approximately \$0.5 million) as working capital for Tianlang, respectively. After the execution of the Share Transfer Agreement, Tianlang established a new board of directors with five directors, of which three directors were appointed by the Company and two directors were appointed by the shareholder. We are currently co-managing Tianlang with the previous majority owner.

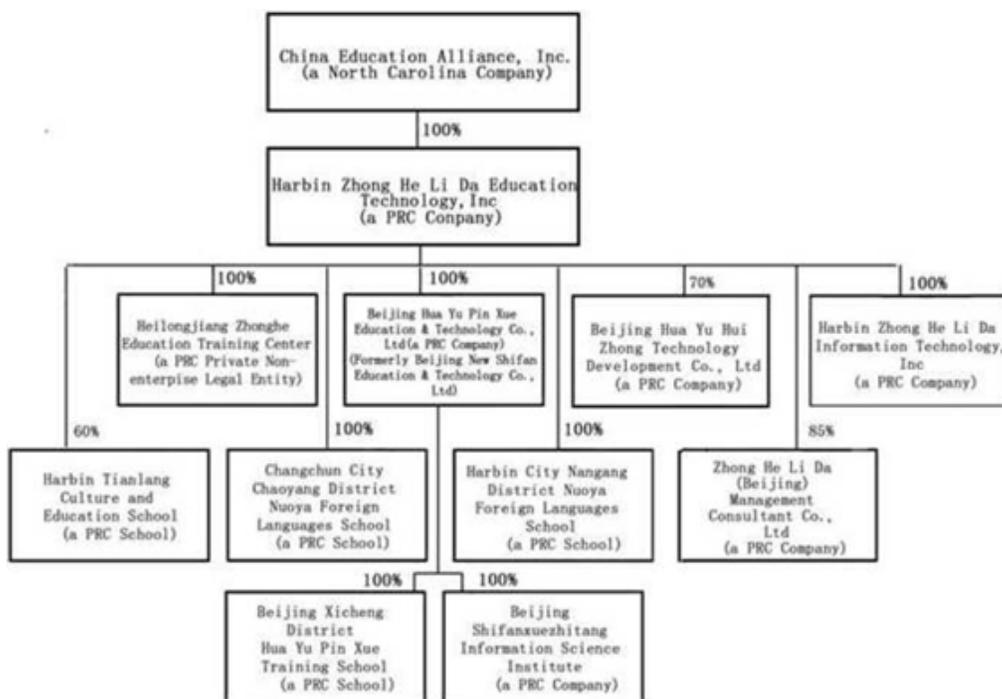
On May 31, 2011, we purchased 100% ownership of Changchun City Chaoyang District Nuoya Foreign Languages School (“Changchun Nuoya”) and Harbin City Nangang District Nuoya Foreign Languages School (“Harbin Nuoya”), two foreign language schools based in the PRC, for RMB 8 million (approximately \$1.23 million) pursuant to the share transfer agreements with the shareholders of these two schools. As a result of the acquisition, we have licenses to offer classes in English, Japanese, Korean, Russian, German, French, Spanish, Italian, Arabic, etc. As there is little demand for non-English classes at the time being, the Company has suspended the operation of both schools. However, once the demand for non-English language classes increases, we believe we will be able to quickly offer demanded courses.

On June 15, 2012, we, through ZHLD, incorporated a limited liability company in the PRC, Harbin Zhong He Li Da Information Technology Co., Ltd. (“ZHLDT”) with a registered capital of RMB2 million (approximately \$ 317,405). The Company authorized Mr. Yu to hold the 100% equity interest in ZHLDT on behalf of ZHLD because ZHLDT is an internet technology company to be engaged in the business of providing internet value added services, an industry where foreign investment is prohibited.

Based on extensive market research and professional field study, at the beginning of 2012, the Company, through ZHLD, started to design and build a web-based information platform for its online education program - “China Education Cloud Platform” (the “Platform”). One of the main objectives and functions of this Platform is to provide a stable long distance education network for schools, teachers, students, and parents including video/audio courses, cloud-based network service and an online educational administration services system. This Platform is also intended to serve as a comprehensive cloud-based resource/space for educational institutions and individual teachers to store and share resources, market and sell their courses and services, including course management, video releases, examination system, courseware, study cards management system, etc. We launched this platform in early October 2014 and are currently offering free access to teachers, students, schools and educational institutions to develop our user base. After the initial promotion period, we will share with educational institutions and teachers the platform usage, maintenance and service fees paid by the students. Our plan is to contract up to one thousand schools and reputational teachers by the end of 2015. As of the date of this report, we have signed up over 100 schools and educational institutions and we believe we will be able to attract more students to use our platform through extensive partnership with more schools and teachers. We are optimistic about the future profitability of the Platform and hope that the Platform will start generating revenue following the initial promotion period. However, there can be no assurance that we will be able to sign up educational institutions and teachers as planned and if we fail, our revenue will be adversely affected.

## **Corporate Structure**

The following diagram illustrates our corporate structure as of the date of this Annual Report.



### Education Systems in the PRC

Ever since the PRC was founded in 1949, the PRC government has considered education an important component of its economic and social development. Recently, with the emergence of its market economy, education has become a priority in the PRC.

According to the Ministry of Finance’s report, *The Central and Local Budgets Report for 2015*, the government will continue to promote education, science and technology, cultural reform and development. The gross domestic education expenditure of the PRC in 2015 is estimated to be approximately RMB13.5 trillion, an increase of 8.8% over the prior year’s budget. (Source: [http://news.china.com.cn/2015lianghui/2015-03/06/content\\_34975795\\_2.htm](http://news.china.com.cn/2015lianghui/2015-03/06/content_34975795_2.htm)). For the majority of families in China, education costs represent up to 10 percent of their annual household income, second only to their food budget. We believe that many parents are willing to invest in their children for better and higher education because it is critical for their future opportunities and advancement. The educational system in the PRC is under pressure to reform and develop. On March 5, 2014, the second session of the 12th National People’s Congress concluded that the PRC government sets education as a strategic priority with a focus to promote equitable education development, with continued increment of educational resource investments. The government is expected to deepen the comprehensive reform of the education, to actively reform the examination and enrollment system, encourage the development of private schools and accelerate the construction of a modern employment-oriented vocational education system.

The central government in the PRC, through the Ministry of Education, manages education in the PRC at a macro level, responsible for carrying out related laws, regulations, guidelines and policies of the central government; planning development of the education sector; integrating and coordinating educational initiatives and programs nationwide; maneuvering and guiding education reform countrywide. To a large degree, the provincial governments are left to implement basic education through development of teaching plans to supplement the required coursework from the central Ministry of Education and the funding of basic education in poorer areas. Provincial level governments have the main responsibilities for implementing basic education on a day-to-day basis.

Education is funded by a variety of sources: schools directly controlled by the central government are generally funded from the central financial pool; schools controlled by local governments are supported by local governments, the central government, and fund raising projects initiated by these schools themselves; schools sponsored by township and village governments and by public institutions are mainly financed by the sponsor institutions and subsidized by local governments; private schools are funded by sponsors (including collecting tuition from students and soliciting contributions).

In the PRC, primary and secondary education takes 12 years to complete. Primary education generally is six years, junior middle school is three years, and senior middle school is three years. Children generally begin primary school at the age of six. In 1986, the PRC passed the Compulsory Education Law, which dictates that nine years of compulsory education (grades 1 through 9) is to become mandatory and requires that provincial and local governments take the necessary steps to ensure that all students receive at least the required nine years of education. The goal of the Compulsory Education Law, as well as the subsequent guidelines, was to universalize compulsory education and to eliminate illiteracy among the PRC people. According to the Progress in China’s Human Rights in 2009 issued by the information office of the State Council, the nine-year compulsory education has covered 99.7% of the PRC’s population since its inception. The PRC began to aggressively incorporate English into its elementary school curriculum in 2012.

On March 3, 2004, the State Council approved and disseminated the 2003-2007 Action Plan for Invigorating Education in the 21st Century, which was formulated by the Ministry of Education. The plan recognizes the need to make the PRC competitive in the world economy and provides a blueprint to speed up educational reform and development in the PRC. The plan is based on two fundamental concepts to “Rejuvenating China through Science and Education” and “Re-invigorating China through Human Resource Development.” The objectives of the plan are to establish a well-to-do society and perfect the socialistic market economy in the PRC. The plan has goals to consolidate and universalize the nine-year compulsory education program and eradicate illiteracy, to continue educational reforms, to improve the quality of education and to provide a system designed to enable the public to have access to quality education. The plan emphasizes the use of information technology in education and training.

Since 2000, the PRC government has been implementing reform in educational policy to change the orientation of the education system from one based on memory learning to a more individualized creative approach.

### **On-line Education**

Our core business is the exam-oriented education of junior, middle, and high school students. We believe that our on-line education programs are in line with the government policy of using information technology to make educational resources available throughout the country. The reforms in education policy has created a demand for new curriculum, updated educational materials and educational resources. Our portal enables our customers to access the new curriculum created by various levels of government and leading academic experts, which are endorsed by the Ministry of Education. Our courses have the necessary certification or registration with the Ministry of Education.

Our website makes use of its internet network resources beyond the traditional teaching methods and face-to-face constraints by providing students with access to multi-media resources such as college, middle school and elementary school test papers, courseware designed to prepare students for taking the exams, and video on demand courseware. We market our website as a platform to offer services like “Famed Instructors Test Paper Store” by offering prepaid learning debit cards that can be used to purchase our products. The learners can have materials downloaded for off-line education or study the material on-line.

We believe that through our website, we can help to level the uneven distribution of education resources since our material is designed for nationwide exams and, through the Internet, students can have access to our materials nationwide. We sell our exam papers, test papers, and video on demand through our website [www.edu-chn.com](http://www.edu-chn.com). We offer both exams that were previously given as well as copyrighted exams that were developed by teachers who we hire for that purpose. These examinations cover PRC primary, middle and high school exams which are used by students primarily between the ages of six to eighteen.

We have developed some educational software and we own a database covering all levels of basic education from primary school through high school. Our plans for expansion of our business operations include the following:

- By the end of 2014, we have successfully launched the Platform for the online education which aims to provide a stable network for long-distance education program, video/audio courses, cloud-based network service and the network educational administration services system for teachers, students, and parents and also serve as a comprehensive cloud-based resource/space for educational institutions to share resources among themselves, including course management, video releases, examination system, courseware, study cards management system, etc. Although many e-commerce based company have seen the potential high profitability of the online education, and have entered or invested in similar kind of products or platforms, we believe we are ahead of them since our Platform has been put into operation. Our marketing focus in 2015 is to engage more educational institutions to sign up for the Platform and build up our courseware resources.
- Even though our website is accessible from anywhere in the PRC, course materials are not standardized throughout the PRC, and there are many differences in both the course materials and the resources among the different regions in the PRC. As a result, we believe that we can best serve the students in a region by using our onsite training center to employ local teachers who understand the local educational system. In the past few years, competition in the onsite training market has become very intense, and our expansion plan for training centers has been hampered. In response to the change in market, we have adjusted our strategy and begin integrating our existing onsite training centers and customizing course materials to develop one-on-one tutorial centers to strengthen our competitiveness in the market.

### **China Education Cloud Platform**

Based on extensive market research and professional field study, at the beginning of 2012, the Company, through ZHLD, started to design and build the web-based information Platform. One of the main objectives and functions of this Platform is to provide a stable long distance education network including video/audio courses, cloud-based network service and an online educational administration services system for teachers, students, and parents. This Platform is also intended to serve as a comprehensive cloud-based resource/space for educational institutions and individual teachers to store and share resources, market and sell their courses and services, including course management, video releases, examination system, courseware, study cards management system, etc. We launched this Platform in early October 2014 and are currently offering free access to teachers, students, schools and educational institutions to develop our user base. After the initial promotion period, we will share with educational institutions and teachers the platform usage, maintenance and service fees paid by the students.

As of the date of this report, we have signed up over 100 schools and educational institutions to use our platform. We believe we will be able to attract more students to use our platform through extensive partnership with more schools and teachers. Our plan is to contract up to one thousand schools and reputational teachers by the end of 2015. We are optimistic about the future profitability of the Platform and hope that the Platform will start generating revenue following the initial promotion period. However, there can be no assurance that we will be able to sign up educational institutions and teachers as planned and if we fail, our revenue will be adversely affected.

### **Training Center**

We provide on-site teaching services to students including both classroom training and one-on-one tutoring. We have fifteen training facilities in Heilongjiang and Beijing, which can accommodate approximately 2,000 students at the same time. The courses cover each phase of compulsory education, of which junior, middle and high schools are the key parts. Our courses are designed to complement our students' daily school curriculum, and will vary depending on the age of the students as well as the progress of the class. Class subjects include Math, Physics, Chemistry, English, Chinese, etc. We charge students for each class taken. Thus, we determine our enrollment by the number of classes that were taken during a given period of time, and not by the number of individual students. Since the term of the classes vary, we do not schedule classes on a semester basis.

### **Vocational Training**

We have introduced a program of on-line vocational training services through our collaboration with the National Association of Vocation Education of China, on the website, [www.360ve.com](http://www.360ve.com), which is an internet platform for training agencies and schools to offer their services.

We launched [www.360ve.com](http://www.360ve.com) in September 2007 and through this website we offered job search capability and career planning courses for university students. We developed this website in response to the high unemployment rate of PRC college graduates. Many college graduates pursue vocational training after their college education in order to find employment. Our program is designed to establish a long-term training program for college students to build connections with corporations and participate in educational programs prescribed by hiring corporations. As we are currently focusing on the optimization of our on-site training operation and the development and promotion of the Platform as more fully described below, we only devote minimum resources to the maintenance and update of this website. Nevertheless, we will look after opportunities to further venture into the vocational training business once they arise.

During December 2006, we acquired the fixed assets and franchise rights of Harbin Nangang Compass Computer Training School for their onsite training resources and became the exclusive partner of Beida Qingniao APTEC Software Engineering (“Beida Qingniao”) within Heilongjiang Province in the PRC for vocational training for three years. Our teachers and computer software experts have further updated and developed the course materials acquired from Beida Qingniao, which are used for our on-site vocational training classes on network engineering. As our current strategy is to focus on the development and expansion of the Platform and the optimization of existing training centers, starting 2015, we have suspended our classes at Harbin Nangang Compass Computer training school. However, we believe in the huge potential for vocational training market and will resume and expand our business in vocational training when the chances arise.

### **Schools**

#### *Tianlang*

Established in 1999, Tianlang is a tutoring school based in Harbin, the PRC. Tianlang has a number of campuses, including the provincial government campus, Aijian campus, Yanchang campus, Harbin Institute of Technology – Science Park campus, and Hujunjie campus, etc., with the main school campus located at Jiao Hua Road, Harbin. Tianlang mainly offers examination orientated training classes for primary school, middle school, and high school students, also provides one-on-one tutoring lessons with reputable teachers. In the middle of 2014, the government of Heilongjiang province, where Tianlang is located announced policies prohibiting teachers of public schools from engaging in any tutoring/training classes outside of public schools. All the teachers hired by Tianlang are public school teachers. As a result, Tianlang had to cut its class offerings dramatically due to lack of teachers and the revenue from Tianlang dropped approximately 32% to \$0.8 million for the year 2014. The Company did not foresee that the investment cost in Tianlang is recoverable in the near future. As a result, the Company conducted impairment test by the end of 2014, and recorded an impairment loss of \$3,254,308 for the year 2014.

#### *Harbin Nuoya and Changchun Nuoya*

Harbin Nuoya was established in 2006 and Changchun Nuoya was established in 2007. Both schools offered various language learning classes including English, Korean, Japanese, Russian, French, German, and Spanish. Both schools used to be among the largest language learning schools in their provinces, especially for non-English foreign languages. However, due to the little market demand for non-English classes, the Company has suspended course offerings in both schools, and as such, the Company has taken an impairment charge of \$2,053,205 for Changchun Nuoya and Harbin Nuoya for the fiscal year ended December 31, 2013. There were no further impairment charges during year ended December 31, 2014.

## **Marketing**

We employ sales persons to market our products to the Ministry of Education and the provincial education commissions. Although the government agencies do not purchase our products, we need to obtain their approval for the use of our programs in connection with the curriculums in schools under their jurisdiction. We also use marketing calls to generate information to assist us in developing new educational products and opportunities. Our sales force is also actively involved with educators in developing curriculums based on our products.

We intend to use our web-based educational portal to assist us in marketing our educational products. This portal provides data and other materials for free but charges users for downloads of our products.

We also market our schools, training center and vocational training products by way of the following methods: (A) directly at conferences and events where we invite teachers, students and their families to learn about our education materials; (B) through various internet links and search engines; (C) by traditional media advertising, such as TV and newspaper advertisements; and (D) through fliers or coupons handed out to students in front of high schools and other major education institutions. We are also able to attract users by reputation and referrals from current students or users.

Towards the end of 2014, we successfully launched our Platform. In order to promote the platform, we are offering free trials to students, teachers, schools and educational institutions during the initial promotion period. Meanwhile, we have engaged our own sales personnel and third party marketing firms to market and promote this Platform by setting up roadshow at education exhibitions, attending school conferences in different areas and conducting direct one-on-one demonstrations.

Our total advertising and marketing expenses incurred for the years ended December 31, 2014 and 2013 were \$4,080,944, and \$6,714,005, respectively.

## **Major Customers**

We have own sales team to market and sell our products and services directly to our end customers and do not engage any third party agency for sales. The Company does not have any major customer that contributed to a significant part of its revenue for the fiscal years of 2014, and 2013.

## **Competition**

We are currently under business restructuring and transition stage, and compete with a number of PRC and international companies that sell educational materials in the PRC market. Many of our competitors are larger, more established companies, such as Longwen Education Group and TAL Education, many of which have diverse businesses and are better specialized in either online educational filed, onsite training businesses, or both. Apart from large well established educational groups, these are many new local companies that are entering the educational market in the PRC and usually offer products and services at lower costs to build up their market shares. Additionally, many companies that traditionally were not involved in the education industry, such as Tencent and Alibaba, have realized the potential profitability of online education, and have invested or developed online education platforms of similar kind, which pose challenges for our Platform. We believe we are one step ahead in the competition since our Platform is already in operation and we also have ongoing and planned business promotion activities to further market the Platform. However, we will have to ensure our marketing strategies are effective and advance our competitive strength in this market.

## **Research and Development**

Towards the end of 2012, we engaged third party internet technology companies to develop the Platform to provide a stable long-distance education network including video/audio courses, cloud based network service for teachers, students, and parents and the network educational administration services system and also serve as a comprehensive cloud based resource/space for educational institutions to share resources among themselves, including course management, video releases, examination system, courseware, study cards management system, etc. We also teamed our own personnel to assist these third party developers to add functionalities to the platform. By the end of 2014, we successfully launched the platform. Our research and development efforts will be focused on further improvement and upgrade of the Platform based on market demand and customer feedbacks as well as routine maintenance.

## **Government Regulations**

The education industry in the PRC is heavily regulated at all levels - national, provincial and local. PRC practices and policies have limited contact with non-PRC entities in the education industry. In addition, our business is subject to numerous PRC rules and regulations, including restrictions on foreign ownership of Internet and education companies and regulation of Internet content. Many of the rules and regulations that we face are not explicitly communicated, but arise from the fact that education and the Internet are politically sensitive areas of the economy. We believe that the Ministry of Education and the provincial education commissions prefer to contract with PRC companies in the education industry. As a result, all of our PRC subsidiaries are staffed with PRC nationals. All of our revenue is derived from our PRC subsidiaries, and our success is dependent on the skill and experience of the employees of our subsidiaries.

## ***Regulations on Private Education***

The principal regulations governing private education in China consist of the Education Law of the PRC, the Law for Promoting Private Education (2003), as amended, and the Implementation Rules for the Law for Promoting Private Education (2004), and the Regulations on Chinese-Foreign Cooperation in Operating Schools. Below is a summary of the relevant provisions of these regulations.

### *Education Law of the PRC*

On March 18, 1995, the National People's Congress enacted the Education Law of the PRC, or the Education Law. The Education Law sets forth provisions relating to the fundamental education systems of the PRC, including a school system of pre-school education, primary education, secondary education and higher education, a system of nine-year compulsory education and a system of education certificates. The Education Law stipulates that the government should formulate plans for the development of education and establish and operate schools and other institutions of education, and that in principle, enterprises, social organizations and individuals are encouraged to operate schools and other types of educational organizations in accordance with PRC laws and regulations. However, no organization or individual may establish or operate a school or any other institution of education for profit-making purposes, though private schools may be operated for "reasonable returns," as described in more detail below.

### *The Law for Promoting Private Education (2003) and the Implementation Rules for the Law for Promoting Private Education (2004)*

The Law for Promoting Private Education became effective on September 1, 2003 and was amended on June 29, 2013, and the Implementation Rules for the Law for Promoting Private Education became effective on April 1, 2004. Under these regulations, "private schools" are defined as schools established by social organizations or individuals using non-government funds. In addition, private schools providing certifications, pre-school education, education for self-study aid and other academic education shall be subject to approval by the education authorities, while private schools engaging in occupational qualification training and occupational skill training shall be subject to approvals from the authorities in charge of labor and social welfare. A duly approved private school will be granted a Permit for Operating a Private School, and shall be registered with the Ministry of Civil Affairs or its local counterparts as a privately run non-enterprise institution. Each of our schools has obtained the Permit for Operating a Private School and has been registered with the relevant local counterpart of the Ministry of Civil Affairs.

Under the above regulations, private schools have the same status as public schools, though private schools are prohibited from providing military, police, political and other kinds of education which are of a special nature. Government-run schools that provide compulsory education are not permitted to be converted into private schools. In addition, the operation of a private school is highly regulated. For example, the types and amounts of fees charged by a private school providing certifications shall be approved by the governmental pricing authority and be publicly disclosed. A private school that does not provide certifications shall file its pricing information with the governmental pricing authority and publicly disclose such information. Currently none of our schools provides a diploma or certification to students.

Private education is treated as a public welfare undertaking under the regulations. Nonetheless, investors of a private school may choose to require "reasonable returns" from the annual net balance of the school after deduction of costs, donations received, government subsidies, if any, the reserved development fund and other expenses as required by the regulations. Private schools are divided into three categories: private schools established with donated funds; private schools that require reasonable returns and private schools that do not require reasonable returns.

The election to establish a private school requiring reasonable returns shall be provided in the articles of association of the school. The percentage of the school's annual net balance that can be distributed as reasonable return shall be determined by the school's board of directors, taking into consideration the following factors: (1) items and criteria for the school's fees, (2) the ratio of the school's expenses used for educational activities and improving the educational conditions to the total fees collected, and (3) the admission standards and educational quality. The relevant information relating to the above factors shall be publicly disclosed before the school's board determines the percentage of the school's annual net balance that can be distributed as reasonable returns. Such information and the decision to distribute reasonable returns shall also be filed with the approval authorities within 15 days from the decision made by the board. However, none of the current PRC laws and regulations provides a formula or guidelines for determining "reasonable returns." In addition, none of the current PRC laws and regulations sets forth different requirements or restrictions on a private school's ability to operate its education business based on such school's status as a school that requires reasonable returns or a school that does not require reasonable returns.

At the end of each fiscal year, every private school is required to allocate a certain amount to its development fund for the construction or maintenance of the school or procurement or upgrade of educational equipment. In the case of a private school that requires reasonable returns, this amount shall be no less than 25% of the annual net income of the school, while in the case of a private school that does not require reasonable returns, this amount shall be equal to no less than 25% of the annual increase in the net assets of the school, if any. Private schools that do not require reasonable returns shall be entitled to the same preferential tax treatment as public schools, while the preferential tax treatment policies applicable to private schools requiring reasonable returns shall be formulated by the finance authority, taxation authority and other authorities under the State Council. To date, however, no regulations have been promulgated by the relevant authorities in this regard. As of the date of this report, three of our schools elected as schools not requiring reasonable returns, one of our schools elected as schools requiring reasonable returns, and the remaining schools are not classified. Preferential tax treatments granted to our schools by governmental authorities are subject to review and may be adjusted or revoked at any time in the future.

## **Ownership Restrictions on Foreign Internet Service Providers**

The State Council promulgated the Administrative Rules on Foreign-Invested Telecommunications Enterprises in December 2001, as amended on September 10, 2008, or the FITE Rules. The FITE Rules set forth detailed requirements with respect to capitalization, investor qualifications and application procedures in connection with the establishment of a foreign-invested telecommunications enterprise. Pursuant to the FITE Rules, the ultimate capital contribution ratio of the foreign investor or investors in a foreign-funded telecommunications enterprise that provides value-added telecommunications services shall not exceed 50%. In addition, pursuant to the FITE Rules, permitted foreign investment ratio of value-added telecommunications services is no more than 50%.

In addition, for a foreign investor to acquire any equity interest in a value-added telecommunications business in the PRC, it must satisfy a number of stringent performance and operational experience requirements, including demonstrating a track record and experience in operating a value-added telecommunications business overseas. Moreover, foreign investors that meet these requirements must obtain approvals from the PRC Ministry of Industry and Information (“MII”) and the Ministry of Commerce or their authorized local counterparts, which retain considerable discretion in granting approvals.

On July 26, 2006, MII publicly released the Notice on Strengthening the Administration of Foreign Investment in Operating Value-added Telecommunications Business, dated July 13, 2006, or the MII Notice, which reiterates certain provisions under the FITE Rules. According to the MII Notice, if any foreign investor intends to invest in a Chinese telecommunications business, a foreign-invested telecommunications enterprise shall be established and such enterprise shall apply for the relevant telecommunications business licenses. The MII Notice prohibits domestic telecommunication services providers from leasing, transferring or selling telecommunications business operating licenses to any foreign investor in any form, or providing any resources, sites or facilities to any foreign investor for their illegal operation of a telecommunications business in the PRC. According to the MII Notice, either the holder of a value-added telecommunication service license or its shareholders must directly own the domain names and trademarks used by such license holders in their provision of value-added telecommunication services. The MII Notice also requires each license holder to have the necessary facilities, including servers, for its approved business operations and to maintain such facilities in the regions covered by its license.

We completed our reverse merger and our corporate structure was established in September 2004, before the implementation of the FITE Rules and the MII Notice. Accordingly, we do not believe that the FITE Rules and the MII Notice apply to us. Further, even if they did, we do not believe that we are in the telecommunications business. We do not provide connectivity and internet services. We are primarily in the education business and only a portion of our education resources is disseminated to our paying customers as opposed to the general public via internet download. Finally, our vocational training services are provided in collaboration with and through a PRC company, China Vocation Education Society. We do not own or have any equity stake in China Vocation Education Society.

However, there are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including the laws and regulations governing the enforcement and performance of our contractual arrangements in the event of imposition of statutory liens, bankruptcy and criminal proceedings. Accordingly, we cannot assure you that the PRC regulatory authorities will not ultimately take a contrary view.

If the PRC government finds that the agreements that establish the structure of our operations in the PRC do not comply with PRC government restrictions on foreign investment in our industry, we could be subject to severe penalties.

Under our current corporate structure, ZHLD is our sole wholly foreign owned entity (“WFOE”).

## **Regulation of Online and Distance Education**

Pursuant to the Administrative Regulations on Educational Websites and Online and Distance Education Schools issued by the Ministry of Education (“MOE”) in 2000, or the Online Education Regulation, educational websites and online education schools may provide education services in relation to higher education, elementary education, pre-school education, teacher education, occupational education, adult education and other educational services. Under the Online Education Regulations, “Educational websites” refer to education websites providing education or education-related information services to website visitors by means of a database or an online education platform connected via the Internet or an educational television station through an Internet service provider, or ISP. Under the Online Education Regulations, “Online education schools” refer to organizations providing academic education services or training services with the issuance of various certificates.

Under the Online Education Regulations, setting up educational websites and online education schools is subject to approval from relevant education authorities, depending on the specific types of education provided. Under the Online Education Regulations, any educational website and online education school shall, upon receipt of approval, indicate on its website such approval information as well as the approval date and file number.

According to the Administrative License Law promulgated by the National People’s Congress on August 27, 2003 and effective as of July 1, 2004, only laws promulgated by the National People’s Congress and regulations and decisions promulgated by the State Council may establish administrative license requirements. On June 29, 2004, the State Council promulgated the Decision on Cutting Down Administrative Licenses for the Administrative Examination and Approval Items Really Necessary to be Retained, in which the administrative license for “online education schools” was retained, while the administrative license for “educational websites” was not retained. On January 1, 2014, the State Council promulgated the Decision to Cancel or to Delegate another Batch of Administrative Approval Items to Lower Level, in which the administrative license for “online education schools” was cancelled.

We believe we are not required to obtain a license to operate “education websites” or “online education schools” from the MOE under the current PRC laws and regulation because we do not offer through our website education services or training programs that directly offer government accredited academic degrees or other government accreditation certifications. For the same reason, we do not believe that we need to obtain a license to operate our onsite tutoring services. Finally, there appears to be no restriction against foreign ownership and it is unclear whether foreign ownership is restricted for businesses providing such “education websites” or “online education schools”.

### **Business Scope of our PRC Operating Entities**

All our PRC operating subsidiaries, including ZHLD are in the business of providing education services. Particularly, ZHLD is a holding company of all other subsidiaries and also provides online exam preparation services; Heilongjiang Zhonghe Education Training Center provides onsite vocational training and after school tutoring services; Beijing Hua Yu Hui Zhong Technology Development Co., Ltd. provides onsite vocational training, online college graduate electronic database and pre-employment training; ZHLDBJ provides onsite vocational training services; HYPX, together with its subsidiaries and Tianlang provide onsite examination-oriented training and after school tutoring services; Changchun Nuoya and Harbin Nuoya are authorized to provide onsite program for foreign language trainings. ZHLDIT initiates and designs communication platform for online education programs.

### **Intellectual Property**

The exams and other materials on our websites include material that is generally available, such as exams that were previously given, and exams and other material that were developed for us. We engage authors, who are teachers, university professors or experts in their fields, to develop materials for our websites. Under the terms of our contracts, we own the copyright on all materials produced for us by these authors. We pay each author a fixed fee and certain percentage of sales as royalty. We also enter into agreements to use and publish educational materials developed by others, for which we pay for the use right.

### **Employees**

As of date of this report, we had approximately 1,071 employees, consisting of 35 executives, 52 administrative and finance employees, 128 marketing and sales personnel, 613 research and development staff, 57 information technology technicians, 12 designers, 121 teaching and education administrative staff, and 53 other employees engaged in security, planning, human resources and other activities. We have no collective bargaining agreements, and we believe that we have good relations with our employees.

### **Education and Business Licenses**

Below is a list of the education and business licenses and permits of the Company and our operating subsidiaries:

Harbin Zhong He Li Da Education Technology, Inc.

1. Certificate of Approval
2. Business License
3. Tax Registration Certificate
4. Organization Code Certificate
5. State Administration of Foreign Exchange Registration Card

Heilongjiang Zhonghe Education Training Center

1. Certificate of Approval

Beijing Hua Yu Hui Zhong Technology Development Co., Ltd.

1. Business License
2. Tax Registration Certificate
3. Organization Code Certificate

Zhong He Li Da (Beijing) Management Consultant Co., Ltd.

1. Business License
2. Tax Registration Certificate
3. Organization Code Certificate

Beijing Hua Yu Pin Xue Education Technology Co., Ltd.

1. Business License
2. Tax Registration Certificate
3. Organization Code Certificate

Beijing Xicheng District Hua Yu Pin Xue Training School

1. Private Non-enterprise Certificate
2. Private School License

Beijing Shifanxuezhitang Information Science Institute

1. Business License
2. Tax Registration Certificate
3. Organization Code Certificate

Harbin Tianlang Culture and Education School

1. Private Non-enterprise Certificate
2. Private School License

Harbin City Nangang District Nuoya Foreign Languages School

1. Private Non-enterprise Certificate
2. Private School License

Changchun City Chaoyang District Nuoya Foreign Languages School

1. Private Non-enterprise Certificate
2. Private School License

Harbin Zhong He Li Da Information Technology Co., Ltd.

1. Business License
2. Tax Registration Certificate
3. Organization Code Certificate

**Item 1A. Risk Factors.**

Not applicable.

**Item 1B. Unresolved Staff Comments.**

Not applicable.

**Item 2. Properties.**

All land in the PRC is owned by the government and cannot be sold to any individual or entity. Instead, the government grants landholders a “land use right” after a purchase price for such “land use right” is paid to the government. The “land use right” allows the holder the right to use the land for a specified long-term period of time and enjoys all the incidents of ownership of the land. The following are the details regarding our land use rights with regard to the land that we use in our business.

Our main office, which is owned by us, is located at 58 Heng Shan Road, Kun Lun Shopping Mall Harbin, Heilongjiang Province, PRC 150090, which has a total area of 669 square meters (7,198 square feet). This space is adequate for our present and our planned future operations. No other businesses operate from this office. We have no current plans to occupy other or additional office space.

The Company has 18 office leases and training center leases which expire at various dates from February 2015 through February 2019. The Company incurred an aggregate of \$1,361,739 as rent expenses for the year ended December 31, 2014. Set forth below are some of our major leases:

Our Beijing office is located at 8 Gaojing Culture Park, Chaoyang District, Beijing, PRC, with a total floor area of 1,325 square meters (approximately 14,262 square feet). We began using this office space in April 2014. The office's lease term is 60 months from April 11, 2014 to April 10, 2019. The annual rent is RMB 202,150 (approximately \$32,893).

Heilongjiang Zhonghe Education Training Center (“ZHTEC”) has several locations for the onsite training facility, and its main office is located at 480 Xinyang Road, Daoli District, Harbin, Heilongjiang Province, PRC.

HYPX’s main training center is located at 12 Meishuguan Road, Dongcheng District, Beijing, PRC, which has a total area of 370 square meters (approximately 3,982 square feet) with an annual rent of RMB 83,333 (approximately \$13,600).

Tianlang has several locations, and the main school is located at Jiao Hua Street , Harbin, PRC, which has a total area of 1,600 square meters (approximately 17,222 square feet) with an annual rent of RMB 304,800 (approximately \$47,224).

**Item 3. Legal Proceedings.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**PART II**

**Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

**Market for Common Equity and Related Stockholder Matters**

Our common stock is traded on OTCQX since January 25, 2012 under the symbol “CEAI.” From December 29, 2011 to January 24, 2012, our common stock was traded on OTCQB under the symbol “CEAI.” Our common stock was traded on the NYSE from January 27, 2010 to December 28, 2011 under the symbol CEU. From July 20, 2009 to January 26, 2010, our common stock was traded on the NYSE Amex under the symbol CEU. Prior to July 20, 2009, our common stock was traded on the OTC Bulletin Board under the trading symbol CEUA.OB. The table below presents the high and low bid for our common stock for each quarter from January 1, 2013 through December 31, 2014. These prices reflect inter-dealer prices, without retail markup, markdown, or commission, and may not represent actual transactions.

	High	Low
<b>Year ended December 31, 2013</b>		
1st Quarter	\$ 0.76	\$ 0.25
2nd Quarter	\$ 0.60	\$ 0.23
3rd Quarter	\$ 0.48	\$ 0.24
4th Quarter	\$ 0.64	\$ 0.23
<b>Year ended December 31, 2014</b>		
1st Quarter	\$ 0.44	\$ 0.23
2nd Quarter	\$ 0.39	\$ 0.16
3rd Quarter	\$ 0.27	\$ 0.12
4th Quarter	\$ 0.20	\$ 0.06

As of March 30, 2015, we had 10,582,530 shares of common stock outstanding and held of record by 168 stockholders. Within the holders of record of our common stock are depositories such as Cede & Co. that hold shares of stock for brokerage firms, which, in turn, hold shares of stock for beneficial owners. On March 30, 2015, the closing price of our common stock on OTCQX was \$0.08 per share.

**Securities Authorized for Issuance under Equity Compensation Plans.**

On June 18, 2009, we adopted the China Education Alliance, Inc. 2009 Incentive Stock Plan (the “2009 Plan”). We registered 333,334 shares of our common stock under the 2009 Plan on a Form S-8, effective June 18, 2009. As of March 30, 2014, 24,109 shares are still available under the 2009 Plan.

On June 21, 2011, we adopted the China Education Alliance Inc. 2011 Incentive Stock Plan (the “2011 Plan”), which was approved by our shareholders on September 18, 2011. We registered 333,334 shares of our common stock under the 2011 Plan on a Form S-8, effective July 1, 2011. As of March 28, 2014, 274,000 shares are still available under the 2011 Plan.

Set forth below is our equity compensation plan information as of December 31, 2014.

**Equity Compensation Plan Information**

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	-	-	24,109
Equity compensation plans not approved by security holders	-	-	274,000
Total	-	-	298,109

### ***Stock Transfer Agent***

Our stock transfer agent is VStock Transfer, LLC, 18 Lafayette Place, Woodmere, NY 11598.

### ***Dividends***

We have not declared or paid any dividends on our common stock and presently do not expect to declare or pay any such dividends in the foreseeable future. We have not yet formulated a future dividend policy in the event restrictions on our ability to pay dividends are created. Payment of dividends to our stockholders would require payment of dividends by our PRC subsidiaries to us. This, in turn, would require a conversion of *Renminbi* into US dollars and repatriation of funds to the United States. Under current PRC law, the conversion of *Renminbi* into foreign currency generally requires government consent. Government authorities may impose restrictions that could have a negative impact in the future on the conversion process and upon our ability to meet our cash needs, and to pay dividends to our stockholders. Although, our subsidiaries' classification as wholly-owned foreign enterprises under PRC law permits our subsidiaries to declare dividends and repatriate their funds to us in the United States, any change in this status or the regulations permitting such repatriation could prevent them from doing so. Any inability to repatriate funds to us would in turn prevent payments of dividends to our stockholders.

### ***Repurchase of Equity Securities by China Education Alliance and Affiliated Purchasers***

None.

### ***Recent Sales of Unregistered Securities***

None.

### **Item 6. Selected Financial Data.**

Not applicable.

### **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

The following discussion of the results of our operations and financial condition should be read in conjunction with our consolidated financial statements and the related notes thereto, which appear elsewhere in this Quarterly Report. Except for the historical information contained herein, the following discussion, as well as other information in this report, contain "forward-looking statements," within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the "safe harbor" created by those sections. Forward-looking statements include, but are not limited to, statements that express our intentions, beliefs, expectations, strategies, predictions or any other statements relating to our future activities or other future events or conditions. These statements are based on current expectations, estimates and projections about our business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and are likely to, differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those discussed from time to time in this report, as well as any risks described in the "risk factors" section of our filings we make with the SEC. In addition, such statements could be affected by risks and uncertainties related to the ability to conduct business in the PRC, demand, including demand for our products resulting from change in the educational curriculum or in educational policies, our ability to raise any financing which we may require for our operations, competition, government regulations and requirements, pricing and development difficulties, our ability to make acquisitions and successfully integrate those acquisitions with our business, as well as general industry and market conditions and growth rates, and general economic conditions. Any forward-looking statements speak only as of the date on which they are made, should not be relied upon as representing our views as of any subsequent date and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this report.

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses. On an ongoing basis, we evaluate these estimates, including those related to useful lives of property and equipment, bad debts, impairment, net intangibles, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. There can be no assurance that actual results will not differ from those estimates.

## Overview

We are engaged in the business of distribution of educational resources through the Internet. Our website, [www.edu-chn.com](http://www.edu-chn.com), is a comprehensive education network platform which is based on network video technology and large data sources of education resources. We have a database comprising such resources as test papers for secondary education courses as well as video on demand. Our database includes more than 500,000 exams, test papers and courseware for secondary and elementary schools. We generate revenue through our website by selling prepaid debit cards to our subscribers and sales of advertisement on our website.

We also provide on-site teaching and training services and have training facilities in Heilongjiang and Beijing, which can accommodate over 15,000 students each year. The courses cover primarily the compulsory education curriculum of junior, middle and high school. We also provide vocational training services and language training services. We charge tuition fees for these classes and services.

We have also introduced another online service aimed at students who want to attend vocational school. These students include high school students who do not intend to continue their education at universities and university graduates who are looking for employment. The core business for our vocation education will be in three main areas: vocation training, vocational certification, and career development for college graduates. We have collaborated with the National Vocational Education Association of China in setting up [www.360ve.com](http://www.360ve.com), which provides information regarding vocation training schools and vocation training both on-line and on-site at our training centers. We will also be involved in a project called the “Zhong He Win-Win Program”, which is designed to fit the needs of Chinese entrepreneurs and to improve their leadership, management and marketing skills. Our comprehensive business training initiatives integrate research-based, proprietary content with processes that are specifically connected to the critical business issues that most private Chinese companies are facing.

Based on extensive market research and professional field study, at the beginning of 2012, the Company, through ZHLD, started to design and build a web-based information platform for its online education program - “China Education Cloud Platform” (the “Platform”). One of the main objectives and functions of this Platform is to provide a stable long distance education network for schools, teachers, students, and parents including video/audio courses, cloud-based network service and an online educational administration services system. This Platform is also intended to serve as a comprehensive cloud-based resource/space for educational institutions and individual teachers to store and share resources, market and sell their courses and services, including course management, video releases, examination system, courseware, study cards management system, etc. We launched this platform in early October 2014 and are currently offering free access to teachers, students, schools and educational institutions to develop our user base. After the initial promotion period, we will share with educational institutions and teachers the platform usage, maintenance and service fees paid by the students. Our plan is to contract up to one thousand schools and reputational teachers by the end of 2015. As of the date of this report, we have signed up over 100 schools and educational institutions and we believe we will be able to attract more students to use our platform through extensive partnership with more schools and teachers. We are optimistic about the future profitability of the Platform and hope that the Platform will start generating revenue following the initial promotion period. However, there can be no assurance that we will be able to sign up educational institutions and teachers as planned and if we fail, our revenue will be adversely affected.

## Significant Accounting Estimates and Policies

The discussion and analysis of our financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities. On an on-going basis, we evaluate our estimates including the allowance for doubtful accounts, the salability and recoverability of our products, income taxes and contingencies. We base our estimates on historical experience and on other assumptions that we believe to be reasonable under the circumstances, the results of which form our basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Property and equipment are evaluated for impairment whenever indicators of impairment exist. Accounting standards require that if an impairment indicator is present, we must assess whether the carrying amount of the asset is unrecoverable by estimating the sum of the future cash flows expected to result from the asset, undiscounted and without interest charges. If the recoverable amount is less than the carrying amount, an impairment charge must be recognized based on the fair value of the asset.

Intangible assets and capitalized software, which we acquired from third parties, are amortized over the lives of the rights agreements, which are two to five years. We evaluate the carrying value of the franchise rights during the fourth quarter of each year and between annual evaluations if events occur or circumstances change that would more likely than not reduce the fair value of the intangible asset below its carrying amount.

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes. This process involves estimating our current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities. Our deferred tax assets are from US corporate parent and have been fully reserved. Our US parent provides corporate and administrative functions for the entire consolidated Company. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income, and, to the extent we believe that recovery is not likely, we must establish a valuation allowance. To the extent that we establish a valuation allowance or increase this allowance in a period, we must include a tax provision or reduce our tax benefit in the statements of operations. We use our judgment to determine our provision or benefit for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against our net deferred tax assets. We believe, based on a number of factors including historical operating losses, which we will not realize the future benefits of a significant portion of our net deferred tax assets and we have accordingly provided a full valuation allowance against our deferred tax assets. However, various factors may cause those assumptions to change in the near term.

We cannot predict what future laws and regulations might be passed that could have a material effect on our results of operations. We assess the impact of significant changes in laws and regulations on a regular basis and update the assumptions and estimates used to prepare our financial statements when we deem it necessary.

We have determined the significant principles by consulting accounting policies that involve the most complex and subjective decisions or assessments. Our most significant accounting policies are those related to revenue recognition and deferred revenue.

Revenue is recognized when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the service has been rendered; (3) the selling price is fixed or determinable; and (4) collection of the resulting receivable is reasonably assured. We believe that these criteria are satisfied upon customers' download of prepaid study materials. Prepaid debit cards allow our subscribers to purchase a predetermined monetary amount of download materials posted on our website. Prepaid service contracts are amortized to income on a straight-line basis over the length of the service contract. These service contracts allow the user to obtain materials for a designated period of time. At the time that the prepaid debit card is purchased, the receipt of cash is recorded as deferred revenue.

Revenue is recognized in the month when services are actually rendered. Unused value relating to debit cards is recognized as revenue when the prepaid debit card has expired. Revenue from advertising on our website is recognized when the advertisement is run. Since advertising customers are billed monthly, there is no unearned advertising revenue.

The Company engages an advertisement agency to manage its on-line advertisement revenue. Per the contract with this agency, upon posting of an on-line advertisement on the Company's website, the Company is entitled to share with the agency 50% of the amount charged to the on-line advertiser. The Company recognizes revenue upon posting of an advertisement on their web-site. The agency is responsible for collection of all advertisement revenue from advertisers. The agency is required to make their remittance for on-line advertising within six months after on-line ads are posted on our website.

Prepaid expenses are primarily comprised of advance payments made for services to teachers for on-line materials and video, outdoor advertising and prepaid rent.

Deferred revenue includes subscriber prepayments and education fee prepayments. Subscriber prepayments represents deferred revenue for the purchase of debit cards used to pay for the on-line downloading of education materials, including testing booklets, supplemental materials and teaching video clips. We value the sales based on the actual occurrence of customer download. Therefore, the spare time between the purchase of debit cards and actual download is recorded under advances on accounts as deferred or unearned revenue. Once the download takes place, the amount is then transferred from advances on accounts to sales. Education fee prepayments represent tuition payments and payments for service contracts which are amortized over their respective terms.

We have granted options under the 2011 Incentive Stock Plan to our officers, directors or key employees to purchase 52,667 shares of common stock of the Company. To the extent that we do adopt such plans in the future, such grants will be valued at the grant date and expensed over the applicable vesting period.

#### Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective, accounting standards or pronouncements, if currently adopted, would have a material effect on the Company's consolidated financial statements.

#### Results of Operations

##### Comparison of the Years Ended December 31, 2014 and 2013

The following table sets forth information from our statements of operations for the years ended December 31, 2014 and 2013:

	<b>Years Ended</b>			
	<b>December 31, 2014</b>		<b>December 31, 2013</b>	
Revenue	\$ 2,727,571	100.00%	\$ 6,709,830	100.00%
Cost of revenue	5,729,540	210.06%	7,559,193	112.66%
Gross Loss	-3,001,969	-110.06%	-849,363	-12.66%
Selling expenses	6,776,783	248.45%	10,217,712	152.28%
Administrative expenses	23,747,084	870.63%	8,701,767	129.69%
Other income	(3,115,130)	-114.21%	(2,577,860)	-38.42%
Loss from operations	(35,894,422)	-1315.98%	(23,055,789)	-343.61%
Net loss before provision for income tax	(39,009,552)	-1430.19%	(25,633,649)	-382.03%
Provision for income taxes	-	0.00%	-	0.00%
Net loss - attributable to CEAI and Subsidiaries	(37,385,905)	-1370.67%	(24,669,775)	-367.67%
Net loss	(39,009,552)	-1430.19%	(25,633,649)	-382.03%

## Revenue

Revenue for the year ended December 31, 2014 decreased by \$3,982,259, or 59%, to \$2,727,571 from \$6,709,830 for the year ended December 31, 2013.

Revenue from the online education division includes revenue generated from online examination orientated material downloads, tutorial exercise downloads, and advertisement income. Revenue generated by the online education division decreased by \$1,660,180, or 77%, to \$508,623 for the year ended December 31, 2014 from \$2,168,803 for the prior year.

Revenue from the training center division is mostly from after school tutoring for primary and middle school students. Revenue generated by the training center division decreased by \$2,322,079, or 51% to \$2,218,948 for the year ended December 31, 2014 from \$4,541,027 for the prior year.

The decline in revenue in the year 2014 was a result of decline in revenue across all of our business. We believe the main reason was our continuously weakening brand recognition in the main targeted market and increased competition from new competitors who entered into this market during the year 2014. In addition, in the middle of 2014, the local government in Harbin announced policies prohibiting teachers of public schools from engaging in any tutoring/training classes outside of public schools. Since all the teachers hired by Tianlang are public school teachers, Tianlang had to cut its class offerings dramatically as a result of these policies, which directly affected our revenue for the training center division.

However, we believe the rise of the online education industry in China presents a good opportunity for us to improve and develop our online education business. We have been focusing on the development and promotion of our online education business and successfully launched the Platform by the end of 2014.

During the initial operation period of the Platform, we offer free access to the platform to teachers and students with an aim to quickly develop the user base, establish an interactive teaching and learning platform with an aim to achieve a leading position within the industry. After this initial promotion period, we will share with teachers and educational institutions the platform usage, maintenance and service fees paid by students. Our plan is to contract up to one thousand educational institutions and reputable teachers in China by the end of 2015. As of the date of this report, we have entered into agreements with over 100 schools and educational institutions that will use our Platform and services to offer live or on demand online courses. We hope that the Platform will start to generate revenue upon expiration of the one year free trial period. However, there can be no assurance that we will be able to sign up educational institutions and teachers as planned and if we fail, our revenue will be adversely affected.

## Cost of Revenue

Our overall cost of revenue decreased by \$1,829,653 or 24% to \$5,729,540 for the year ended December 31, 2014, from \$7,559,193 for the prior year.

Cost of revenue for the online education business comprises cost of obtaining new materials to offer students, depreciation related to computer equipment, amortization related to software, and direct labor cost. Direct labor cost in connection with the maintenance and operation of our websites are fixed costs whereas the costs for purchase of materials and depreciation of equipment and software are variable costs. While the direct labor cost usually stays stable, the costs for purchase of materials and depreciation of equipment and software vary as we purchase new materials, equipment and software. The cost of revenue for the purchase of new materials, equipment and software does not directly correlate with revenue. We constantly have to invest in and update our content to be competitive and current in spite of falling revenue in the online education business.

The cost of revenue for the online education division decreased by \$1,117,683 or 21% to \$4,182,498 for the year ended December 31, 2014, from \$5,300,181 for the prior year. The decrease was primarily due to the decrease in purchase of study materials and decrease in depreciation costs resulting from decreased expenditure on fixed assets. While we strive to provide high-quality and update-to-date online materials, we continue to control cost of revenue for the online education division by closely monitoring the variable costs while maintaining fixed costs at a stable level.

The principal components of cost of revenue at our training centers are rentals, direct labor costs and the depreciation expense. While the rental expenses are fixed and depreciation usually remains stable, the costs for direct labor (i.e. teachers' salary) vary. Cost of revenue for the training center division decreased by \$711,970 or 32% to \$1,547,042 for the year ended December 31, 2014 from \$2,259,012 for the prior year. The decrease in cost of revenue was mainly due to a decrease in teachers' salary as our teachers are paid by the number of classes they teach and there was a decrease in classes we offered during the year ended December 31, 2014 particularly the dramatic decrease in the course offerings of Tianlang as compared to the year 2013,

## Gross Profit (Loss)

The following table sets forth information as to the gross profit (loss) and gross margin for our two lines of business for the years ended December 31, 2014 and 2013:

	Years Ended	
	December 31, 2014	December 31, 2013
<b>Online Education</b>	\$	\$
Revenue	508,623	2,168,803
Cost of revenue	4,182,498	5,300,181
Gross loss	-3,673,875	-3,131,378
Gross margin	-722%	-144%
<b>Training Center Revenue</b>		
Revenue	2,218,948	4,541,027
Cost of revenue	1,547,042	2,259,012
Gross profit	671,906	2,282,015
Gross margin	30%	50%

The gross margin for online education division is negative 722% for the year ended December 31, 2014 as compared with negative 144% for the prior year. The significant drop in gross margin was because there was a significant decrease in revenue from online education while the cost of revenue did not decrease proportionately.

The gross margin for our training center division decreased to 30% for the year ended December 31, 2014 from 50% for the prior year because cost of revenue did not decrease as much as revenue due to reasons discussed above.

## Selling Expenses

Selling expenses include advertising and marketing expense, consulting fees, sales commissions, and other expenses. Selling expenses decreased by \$3,440,929 or 34% to \$6,776,783 for the year ended December 31, 2014, from \$10,217,712 for the prior year. The decrease in selling expenses was mainly due to the decrease in expenditures in connection with outsourced marketing activities to rebuild our brand name and reputation. During the year ended December 31, 2014, we continued our efforts to rebuild our brand name and reputation mostly through our own personnel. We expect our selling expenses to increase because we will incur marketing and advertising expenses to promote our Platform in order to develop a large user base as quick as possible.

## Administrative Expenses

Administrative expenses increased by \$15,045,317 or 173%, to \$23,747,084 for the year ended December 31, 2014, from \$8,701,767 for the prior year. This was mainly due to the increase in research and development expenses for the development and launch of the Platform. In the future we expect the administrative expenses to remain at this level because we will incur ongoing research and development expenses for the maintenance and further development of the Platform.

## Other Income (Expense)

Other income or expense includes loss on disposal of property and equipment, interest income and impairment loss on intangible assets. Net other expense was \$3,115,130 for the year ended December 31, 2014, an increase of \$537,270, as compared to net expense of \$2,577,860 for the year ended December 31, 2013. This is mainly due to increase in impairment expenses of \$507,686, or 18% to \$3,254,308 we incurred for Tianlang for the reason described in the above during the year ended December 31, 2014, as compared with an impairment loss of \$2,746,622 which was recorded for Harbin Nuoya and Changchun Nuoya in 2013.

## Income Taxes

The provision for income tax was nil for the year ended December 31, 2014 and 2013. In 2014, the applicable income tax rate is 15% for ZHLD, as ZHLD has been approved by the local government as being involved in a high technology industry. Otherwise, the regular PRC statutory tax rate is 25%. ZHTC, Tianlang, Changchun Nuoya, Harbin Nuoya and Beijing Xicheng District Hua Yu Pin Xue Training School are currently exempt from PRC taxation, as they operate as a business enterprise engaged in educational opportunities. The Company's other subsidiaries: BHYHZ, ZHLDBJ, HYPX, ZHLDIT and Beijing Shifanxuezhitang Information Science Institute are taxed at the PRC regular statutory rate (25%), and have not accrued taxes since inception due to recurring losses or not having generated income since inception.

## Net Loss

As a result of the foregoing, we had net loss attributable to the Company and its subsidiaries of \$37,385,905, or negative return of \$3.53 per share basic and diluted, for the year ended December 31, 2014, as compared to net loss of \$24,669,775 or negative return of \$2.33 per share basic and diluted, for the year ended December 31, 2013.

## Liquidity and Capital Resources

Our current assets primarily consist of cash, prepaid expenses, and other receivable. We do not have inventory. Because students who purchase our on-line programs purchase debit cards for the programs that they use and students who enroll in our training classes pay their tuition before starting classes, we do not have accounts receivable except some accounts receivable from our advertising business on our website. Our prepaid expenses are primarily advance payments made to teachers for on-line materials, prepaid advertisement expense, prepaid rent, and other prepayments.

As of December 31, 2014, we had working capital of \$21,779,187, a decrease of \$33,546,070, or 61% from working capital of \$55,325,257 at December 31, 2013 mainly due to significant losses from operations. We consider current working capital and borrowing capabilities adequate to cover our planned operating and capital requirements.

At December 31, 2014, we had cash and cash equivalents of \$22,696,126, a decrease of \$33,681,028 or 60%, from \$56,377,154 for the prior year.

	<u>Years Ended December 31,</u>	
	<u>2014</u>	<u>2013</u>
Net cash (used in) provided by operating activities	\$(31,748,956)	\$(16,258,462)
Net cash used in investing activities	(1,606,732)	7,098,505
Net cash used in financing activities	-	(355,177)

### Cash Flow in Operating Activities

Our net cash used in operating activities was \$31,748,956 for the year ended December 31, 2014, an increase of \$15,490,494 or 95% from \$16,258,462 for the year ended December 31, 2013. This increase was mainly due to the increase in net loss of \$13,375,903, from \$25,633,649 for the year ended December 31, 2013 to net loss of \$39,009,552 for the year ended December 31, 2014.

### Cash Flow in Investing Activities

Our cash used in investing activities was \$1,606,732 for the year ended December 31, 2014, as compared with cash inflow of \$7,098,505 by investing activities for the year ended December 31, 2013. Cash used in our investing activities for the year ended December 31, 2014 was primarily for renovation of the new offices we rented in April 2014 while the cash inflow from investing activities in the year ended December 31, 2013 primarily resulted from the repayment of a loan from NIT in 2013.

### Cash Flow in Financing Activities

Our cash used in financing activities was \$0 for the year ended December 31, 2014, as compared with cash dividend totaling \$355,177 paid to noncontrolling shareholders in 2013.

We believe that our working capital will be sufficient to enable us to meet our cash requirements for the next 12 months. However, we may incur additional expenses as we seek to improve and promote our platform as well as to optimize the operation of our on-site training centers. We believe we have adequate working capital to fund future growth activities. Although currently we do not have any plans to complete any acquisitions, it is possible that we may seek to acquire one or more businesses in the education sector, and we may require financing for that purpose. We cannot assure you that funding will be available if and when we require funding.

### Off-Balance Sheet Arrangements

As of December 31, 2014, we have no off-balance sheet arrangements.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

Not applicable.

**China Education Alliance, Inc. and Subsidiaries**  
**Index to Consolidated Financial Statements**

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**Item 8. Financial Statements and Supplementary Data.**



**AWC (CPA) LIMITED**  
Certified Public Accountants (Practising)  
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To: The board of directors and stockholders of  
China Education Alliance, Inc. ("the Company")

**Report of Independent Registered Public Accounting Firm**

We have audited the accompanying consolidated balance sheets of China Education Alliance, Inc. and subsidiaries ("the Group") as of December 31, 2014 and 2013 and the related consolidated statements of operations, stockholders' equity and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

We were not engaged to examine management's assertion about the effectiveness of the Company's internal control over financial reporting as of December 31, 2014 and 2013 included in the Company's Item 9A "Controls and Procedures" in the Annual Report on Form 10-K and, accordingly, we do not express an opinion thereon.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of China Education Alliance, Inc. as of December 31, 2014 and 2013 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Hong Kong, China  
March 31, 2015

/s/ AWC (CPA) Limited  
AWC (CPA) Limited  
Certified Public Account

**China Education Alliance, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**

December 31,      December 31,  
2014                      2013

<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 22,696,126	\$ 56,377,154
Accounts receivable	22,763	-
Other receivables	464,550	262,547
Prepaid expenses and other current assets	594,390	727,708
Total current assets	<u>23,777,829</u>	<u>57,367,409</u>
<b>Non-current Assets</b>		
Property and equipment, net	6,555,511	8,251,612
Intangibles and capitalized software, net	961,839	5,099,934
Total non-current assets	<u>7,517,350</u>	<u>13,351,546</u>
<b>Total Assets</b>	<u>\$ 31,295,179</u>	<u>\$ 70,718,955</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 468,098	\$ 1,076,625
Deferred revenue	1,319,962	854,027
Income tax and other taxes payable	210,582	111,500
Total current liabilities	<u>1,998,642</u>	<u>2,042,152</u>
Commitments and Contingent Liabilities	-	-
<b>Stockholders' Equity</b>		
Common stock (\$0.001 par value, 150,000,000 shares authorized, 10,582,530 and 10,582,530 issued as of December 31, 2014 and 2013, respectively; 137,512 and 137,512 shares held in treasury, as of December 31, 2014 and 2013, respectively)	10,583	10,583
Additional paid-in capital	40,942,009	40,942,009
Statutory reserve	3,792,161	3,792,161
Retained earnings	(25,859,244)	11,516,661
Accumulated other comprehensive income	12,338,272	12,705,287
Less: Treasury stock	(977,072)	(977,072)
Stockholders' equity - CEAI and Subsidiaries	<u>30,246,709</u>	<u>67,989,629</u>
Noncontrolling interests in subsidiaries	(950,172)	687,174
Total stockholders' equity	<u>29,296,537</u>	<u>68,676,803</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 31,295,179</u>	<u>\$ 70,718,955</u>

The accompanying notes are an integral part of these consolidated financial statements.

**China Education Alliance, Inc. and Subsidiaries**  
**Consolidated Statements of Operations and Comprehensive Income**

	<b>Year ended December 31</b>	
	<u>2014</u>	<u>2013</u>
<b>Revenue</b>		
Online education revenue	\$ 508,623	\$ 2,168,803
Training center revenue	2,218,948	4,541,027
Total revenue	<u>2,727,571</u>	<u>6,709,830</u>
<b>Cost of Revenue</b>		
Online education costs	4,182,498	5,300,181
Training center costs	1,547,042	2,259,012
Total cost of revenue	<u>5,729,540</u>	<u>7,559,193</u>
<b>Gross Profit/(Loss)</b>		
Online education gross loss	(3,673,875)	(3,131,378)
Training center gross profit	671,906	2,282,015
Total gross loss	<u>(3,001,969)</u>	<u>(849,363)</u>
<b>Operating Expenses</b>		
Selling expenses	6,776,783	10,217,712
Administrative expenses	23,747,084	8,701,767
Depreciation and amortization	2,368,586	3,286,947
Total operating expenses	<u>32,892,453</u>	<u>22,206,426</u>
Loss from operations	<u>(35,894,422)</u>	<u>(23,055,789)</u>
<b>Other Income (Expense)</b>		
Other income(expenses), net	29,985	(24,355)
Loss on disposal of property and equipment	(38,210)	(22,859)
Impairment loss on intangible assets	(3,254,308)	(2,746,622)
Interest income	147,403	215,976
Total other expense, net	<u>(3,115,130)</u>	<u>(2,577,860)</u>
Net Loss Before Provision for Income Tax	(39,009,552)	(25,633,649)
Income taxes:		
Current	-	-
Deferred	-	-
Net Loss	(39,009,552)	(25,633,649)
Net Loss attributable to the noncontrolling interests	(1,633,647)	(963,874)
Net Loss - attributable to CEAI and Subsidiaries	<u>\$ (37,375,905)</u>	<u>\$ (24,669,775)</u>
Net Loss per common stock-basic and diluted	<u>\$ (3.53)</u>	<u>\$ (2.33)</u>
Weighted Average Shares Outstanding-basic and diluted	<u>10,582,530</u>	<u>10,582,530</u>
<b>The Components of Other Comprehensive Income</b>		
Net Loss	\$ (37,375,905)	\$ (24,669,775)
Foreign currency translation adjustment	(367,015)	2,382,797
Comprehensive Loss	<u>\$ (37,742,920)</u>	<u>\$ (22,286,978)</u>

The accompanying notes are an integral part of these consolidated financial statements.

**China Education Alliance, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**

	<b>Year ended December 31,</b>	
	2014	2013
<b>Cash flows from operating activities</b>		
Net loss	\$ (39,009,552)	\$ (25,633,649)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization - operating expenses	2,368,586	3,286,948
Depreciation and amortization - cost of revenue	1,730,107	2,709,788
Loss on disposal of fixed assets	38,210	22,859
Bad debt written off on other receivables	-	-
Impairment loss on intangible assets	3,254,308	2,746,622
Stock based compensation	-	794
Net changes in operating assets and liabilities		
Accounts receivable	(22,764)	-
Prepaid expenses and other receivables	(74,083)	549,542
Deferred tax assets	-	-
Accounts payable and accrued liabilities	(603,505)	(37,798)
Income tax and other taxes payable	99,082	(68,044)
Deferred revenue	470,655	164,476
Net cash used in operating activities	(31,748,956)	(16,258,462)
<b>Cash flows from investing activities</b>		
Purchases of property and equipment	(1,625,599)	(996,551)
Loan received back from NIT	-	8,072,197
Proceeds from disposal of property and equipment	18,867	22,859
Net cash (used in) provided by investing activities	(1,606,732)	7,098,505
<b>Cash flows from financing activities</b>		
Dividend paid to noncontrolling shareholders	-	(355,177)
Net cash used in financing activities	-	(355,177)
Effect of exchange rate changes on cash	(325,340)	1,719,371
Net decrease in cash and cash equivalents	(33,681,028)	(7,795,763)
Cash and cash equivalents at beginning of period	56,377,154	64,172,917
Cash and cash equivalents at end of period	\$ 22,696,126	\$ 56,377,154
<b>Supplemental disclosure of cash flow information</b>		
Income tax paid	\$ -	\$ -

The accompanying notes are an integral part of these consolidated financial statements.

**China Education Alliance, Inc. and Subsidiaries**  
**Consolidated Statements of Stockholder's Equity**

	Common stocks US\$	Additional paid- in capital US\$	Statutory reserve US\$	Retained earnings US\$	Accumulated other comprehensive income US\$	Treasury stocks US\$	Total CEAI stockholders' equity US\$	Noncontrolling interest US\$	Total stockholders' equity US\$
As of December 31, 2013	10,583	40,942,009	3,792,161	11,516,661	12,705,287	(977,072)	67,989,629	687,174	68,676,803
Loss for the period				(37,375,905)			(37,375,905)	(1,633,647)	(39,009,552)
Stock based compensation							-		-
Exchange adjustments					(367,015)		(367,015)	(3,699)	(370,714)
Dividend									-
As of December 31, 2014	<u>10,583</u>	<u>40,942,009</u>	<u>3,792,161</u>	<u>(25,859,244)</u>	<u>12,338,272</u>	<u>(977,072)</u>	<u>30,246,709</u>	<u>(950,172)</u>	<u>29,296,537</u>

The accompanying notes are an integral part of these consolidated financial statements.

**China Education Alliance, Inc. and Subsidiaries**  
**Notes to Unaudited Consolidated Financial Statements**  
**for the Years Ended December 31, 2014 and 2013**

**1. Description of Business**

**Nature of organization** - China Education Alliance, Inc. (the "Company"), formerly known as ABC Realty Co., was organized under the laws of the State of North Carolina on December 2, 1996. ABC Realty Co.'s primary purpose was to act as a broker or agent in residential real estate transactions. On September 15, 2004, ABC Realty Co., pursuant to a Plan of Exchange, acquired Harbin Zhong He Li Da Education Technology, Inc. ("ZHL D"), a corporation formed on August 9, 2004 in the City of Harbin in the Heilongjiang Province, People's Republic of China (the "PRC"), with an authorized capital of \$60,386 (Renminbi ("RMB") 500,000).

On September 15, 2004, ABC Realty Co. entered into a Plan of Exchange with ZHL D and Duane C. Bennett, the former Chairman of ABC Realty Co., pursuant to which the shareholders of ZHL D exchanged all of their registered capital of \$60,386 for 18,333,334 shares of common stock of the Company, or approximately 95% of the Company's then issued and outstanding common stock. On November 17, 2004, the Company changed its name to China Education Alliance, Inc. On December 13, 2004, the Company consummated the Plan of Exchange with ZHL D and ZHL D's shareholders. As a result of the Plan of Exchange, the transaction was treated for accounting purposes as a recapitalization of ZHL D.

ZHL D is a technology company engaged in the online education industry in the PRC. Its mission is to promote online exam preparation services in the PRC, to improve the efficiency and effectiveness of elementary education, secondary education, vocational education, skill education, continuing education, and professional training programs, and to integrate with the international education system.

ZHL D's subsidiary, Heilongjiang Zhonghe Education Training Center ("ZHTC") was registered in the PRC on July 8, 2005 with a registered capital of RMB0.5 million (approximately \$60,788) and is accounted for as a wholly owned subsidiary of ZHL D. ZHL D owns 99% of ZHTC with 1% held in trust by Mr. Xiqun Yu, the Company's CEO, for the benefit of ZHL D. In December 2013, ZHTC increased its share capital to RMB1 million (approximately \$142,412).

ZHL D also owns 70% of the equity interests of Beijing Hua Yu HuiZhong Technology Development Co., Ltd. ("BHYHZ"). BHYHZ was formed on September 30, 2006 in the PRC. At the time of its organization, we transferred a 30% interest in this subsidiary to the National Vocational Education Association of China, a non-profit, quasi-government entity, for no consideration to enable us to work with the Association's network to expand our business.

On January 4, 2009, ZHL D entered into an agreement with Mr. Guang Li to jointly incorporate and invest in a joint venture company, Zhong He Li Da (Beijing) Management Consultant Co., Ltd. ("ZHLDBJ"). ZHL D contributed RMB425,000 (approximately \$62,107), and Mr. Guang Li contributed RMB 75,000 (approximately \$10,960) towards the registered capital of ZHLDBJ, amounting to a total registered capital of RMB500,000 (approximately \$73,067). In return for their respective contributions, ZHL D owns an 85% equity interest, and Mr. Guang Li owns a 15% equity interest in ZHLDBJ. ZHL D has entrusted Mr. Xiqun Yu to hold 20% of its equity interest of ZHLDBJ on its behalf. ZHLDBJ will be involved in the vocational training business, which includes IT engineering, and accounting training. In February 2010, the Company, through ZHL D, incorporated a new company in the PRC, Beijing New Shifan Education & Technology Co., Ltd. ("New Shifan") with a registered capital of RMB1.95 million (approximately \$291,132). ZHL D owned a 65% equity interest in New Shifan and the other equity holders together owned a 35% equity interest in New Shifan. In September 2011, New Shifan changed its name to Beijing Hua Yu Pin Xue Education Technology Co., Ltd ("HYPX"). In October 2011, ZHL D took over the 35% equity interest from the other equity holders of HYPX without any consideration, and entrusted Mr. Xiqun Yu to hold the 35% equity interest on behalf of ZHL D. In November 2011, HYPX increased its share capital to RMB2 million (approximately \$298,567). In January 2012, due to changes in government regulations, the Company authorized Mr. Yu to hold the 100% equity interest on behalf of ZHL D. In 2012, HYPX established a wholly owned school - Beijing Xicheng District Hua Yu Pin Xue Training School, and together with a previously established wholly owned subsidiary of the Company - Beijing Shifanxuezhitang Information Science Institute, established the Company's new brand image and reputation in several districts in Beijing. HYPX focuses on expansion of our training centers in Beijing, as well as developing extensive marketing strategy to establish new markets in other main cities.

On March 4, 2011, the Company entered into a management agreement with Nanchang Institute of Technology ("NIT"), a vocational training institution based in Nanchang, PRC. Pursuant to the agreement, the Company would assist in managing the daily operations of NIT for ten years for an annual management fee of RMB 10 million (approximately \$1,461,347). The management fee was payable on a quarterly basis and in the event of late payment, a late fee would be imposed. Additionally, a liquidated damage of RMB 50 million (approximately \$7,935,122) would be paid by any party that defaulted on the agreement.

In connection with the management agreement, the Company entered in to a loan agreement, pursuant to which the Company loaned NIT RMB 50 million (approximately \$7,935,122) to build training facilities and NIT would repay the RMB 50 million (approximately \$7,935,112) in ten years from the date NIT received the principal. The loan had an annual interest rate of 20% and the Company would waive the interest if NIT made all payments under the management agreement in a timely manner. We received 20% annual interest income due each quarter, therefore, the management fee was waived. The assets of certain guarantors secured the loan. On March 29, 2013, NIT repaid the loan principal of RMB50 million and accrued interests and the loan agreement was terminated. On the same day, the management agreement with NIT was also terminated.

On February 25, 2011, the Company entered into a share transfer agreement with the shareholder of Harbin Tianlang Culture and Education School (“Tianlang”), a tutoring school with 5,000 students, based in Harbin, PRC. Pursuant to the share transfer agreement, the Company purchased 60% of the equity interests of Tianlang for RMB 35 million (approximately \$5.3 million). The shareholder and the Company also provided RMB 2 million (approximately \$0.3 million) and RMB 3 million (approximately \$0.5 million) as working capital for Tianlang, respectively. Tianlang had established a new board of directors with five directors, of which three directors were appointed by the Company and two directors were appointed by the shareholder. The acquisition of Tianlang was completed in April 2011. We are currently co-managing Tianlang with the previous majority owner. The Company and the previous majority owner will be entitled to 60% and 40%, respectively, of the profits of Tianlang. The Company did not foresee that the investment cost in Tianlang is recoverable in the near future. As a result, the Company conducted impairment test by the end of 2014, and the impairment loss of \$3,254,308 has been included in this financial statement.

On May 31, 2011, the Company entered into share transfer agreements with the shareholders (the “Shareholders”) of Changchun City Chaoyang District Nuoya Foreign Languages School (“Changchun Nuoya”) and Harbin City Nangang District Nuoya Foreign Languages School (“Harbin Nuoya”), two foreign language schools based in the PRC.

Pursuant to the agreements, the Company purchased 100% of the two schools for an aggregate of RMB 16 million (approximately \$2.5 million), and all consideration had been paid up. The Shareholders’ obligations under the agreements are guaranteed by a guarantor who will be jointly and severally liable in the event of a breach by the Shareholders. The acquisition of Changchun Nuoya and Harbin Nuoya was completed by the end of May 2011 and their financial statements had been consolidated with the Company’s financial statements since May 2011. The Company did not foresee that the investment cost in Harbin Nuoya and Changchun Nuoya is recoverable in the near future. As a result, the Company fully impaired its investment in the two schools. As there is little demand for non-English classes at the time being, the Company has suspended the operation of both schools.

In June 2012, the Company, through ZHLD, incorporated a new company in the PRC, Harbin Zhong He Li Da Information Technology Co., Ltd. (“ZHLGIT”) with a registered capital of RMB2 million. Mr. Yu has been entrusted to hold the 100% equity interest on behalf of ZHLD. ZHLGIT was established to initiate and design a platform for online education programs, and provide this effective and efficient communication service to all the teachers and students.

## 2 Basis of Preparation of Financial Statements

The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”). The consolidated financial statements include the financial statements of the Company and its subsidiaries. All significant inter-company transactions and balances have been eliminated in consolidation. The portion of the income applicable to noncontrolling interests in subsidiaries undertakings is reflected in the consolidated statement of operations.

## 3. Summary of Significant Accounting Policies

**Use of estimates** - The preparation of these financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of net sales and expenses during the reported periods.

Significant estimates include values, classification, useful lives assigned to and impairment of acquired intangible assets, the useful lives and impairment of property and equipment, collectability of accounts receivable, reserves for allowances and stock option valuation. Actual results may differ from these estimates.

**Cash and cash equivalents** - The Company considers all highly liquid debt instruments purchased with a maturity period of three months or less to be cash or cash equivalents. The carrying amounts reported in the accompanying unaudited condensed consolidated balance sheets for cash and cash equivalents approximate their fair value. All of the Company’s cash that is held in bank accounts in the PRC is not protected by Federal Deposit Insurance Corporation (“FDIC”) insurance or any other similar insurance in the PRC. The cash that the Company maintains in US banks is insured up to \$250,000 at each bank as of December 31, 2014 and 2013. The Company’s cash at their US banks is in excess of statutorily insured limits at \$788,942 and \$1,282,348, as of December 31, 2014 and 2013, respectively.

**Property and equipment** - Property and equipment is stated at the historical cost, less accumulated depreciation and impairments. Depreciation on property and equipment is provided using the straight-line method over the estimated useful lives of the assets as follows:

Buildings	20 years
Communication equipment	10 years
Transportation vehicles	5 years
Furniture and fixtures	5 years
Leasehold improvements	over unexpired lease terms

Expenditures for renewals and betterments are capitalized while repairs and maintenance costs are normally charged to the statement of operations in the period/year in which they are incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the asset, the expenditure is capitalized as an additional cost of the asset.

Upon sale or disposal of an asset, the historical cost and related accumulated depreciation and impairment of such asset are removed from their respective accounts and any gain or loss is recorded in the statements of operations.

The Company reviews the carrying value of property and equipment for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. The factors considered by management in performing this assessment include current operating results, trends and prospects, the manner in which the property and equipment are used, and the effects of obsolescence, demand, competition, and other economic factors.

**Intangibles** - Intangibles consist of franchise rights on educational products, software, teacher list, student list, domain/brand name, course materials, goodwill, magazine rights and contest operation rights. Most intangible assets are amortized over the lives of the rights agreements, or their respective operational useful lives.

The Company evaluates the carrying value of intangible assets during the second quarter of each year and between annual evaluations if events occur, or circumstances change, that would more likely than not reduce the fair value of the intangible asset below its carrying amount. For the years ended December 31, 2014 and 2013, the Company recorded \$3,254,308 and \$2,746,622, respectively, as impairment loss.

In April 2011, the Company purchased 60% equity interest of Tianlang for RMB35 million (approximately \$5.3 million) and 100% ownership of Changchun Nuoya and Harbin Nuoya. These three schools' net assets included identifiable intangible assets such as domain name/brand name, cost of materials, student list, course materials and teacher lists. The economic useful life for domain name/brand name is estimated to be 10 years and the others are estimated to be 3 years.

**Long-lived assets** - The Company reviews its long-lived assets for impairments when changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Long-lived assets under certain circumstances are reported at the lower of carrying amount or fair value. Assets to be disposed of and assets not expected to provide any future service potential to the Company are recorded at the lower of carrying amount or fair value less cost to sell. To the extent carrying values exceed fair values; an impairment loss is recognized in operating results.

**Foreign Currency** - The Company's principal country of operations is the PRC. The financial position and results of operations of the Company are recorded in USD as the functional currency, and the financial position and results of operations of the Company's PRC subsidiaries are recorded in RMB as the functional currency. The results of operations denominated in foreign currency are translated at the average rate of exchange during the respective reporting period.

Assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the market rate of exchange at that date. The registered equity capital denominated in the functional currency is translated at the historical rate of exchange at the time of capital contribution. All translation adjustments resulting from the translation of the financial statements into the reporting currency ("U.S. Dollars" or "US\$") are recorded in accumulated other comprehensive income, a separate component within shareholders' equity. The accompanying consolidated financial statements are presented in US\$. The functional currency of the Company is RMB. The consolidated financial statements are translated into US\$ from RMB at year-end exchange rates as to assets and liabilities and average exchange rates as to revenues and expenses. Capital accounts are translated at their historical exchange rates when the capital transactions occurred. The resulting translation adjustments are recorded as a component of shareholders' equity included in other comprehensive income. Gains and losses from foreign currency transactions are included in profit or loss. There were no gains and losses from foreign currency transactions during the years ended December 31, 2014 and 2013.

	<u>As of December 31,</u>	
	<u>2014</u>	<u>2013</u>
RMB: US\$ exchange rate	6.1460	6.1122

	<u>Year Ended December 31,</u>	
	<u>2014</u>	<u>2013</u>
Average RMB: US\$ exchange rate	6.1457	6.2132

The RMB is not freely convertible into foreign currency and all foreign exchange transactions must take place through authorized institutions. No representation is made that the RMB amounts could have been, or could be, converted into US\$ at the rates used in translation.

**Noncontrolling interest** - Noncontrolling interest in the Company's subsidiaries are recorded in accordance with the provisions of Financial Accounting Standard Board ("FASB") Codification 810 Consolidation ("ASC 810") and are reported as a component of equity, separate from the parent's equity. Purchase or sales of equity interests that do not result in a change of control are accounted for as equity transactions. Results of operations attributable to the noncontrolling interest are included in our consolidated results of operations and, upon loss of control, the interest sold, as well as interest retained, if any, will be reported at fair value with any gain or loss recognized in earnings.

**Revenue recognition** - Revenue is recognized when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the service has been rendered; (3) the selling price is fixed or determinable; and (4) collection of the resulting receivable is reasonably assured. The Company believes that these criteria are satisfied when customers download prepaid study materials.

Prepaid debit cards allow the Company's subscribers to purchase a predetermined monetary amount of download materials downloadable from its website. The Company tracks usage of the debit card and records revenue when the debit card is used.

At the time that the prepaid debit card is purchased, the receipt of cash is recorded as deferred revenue. Revenues are recognized in the month when card is used. Unused value relating to debit cards is recognized as revenues when the prepaid debit card expires.

Tuition from courses is recognized ratably over the period that fees are earned, typically the life of the course. The Company offers credits to students if they should withdraw, or are unable to complete their courses. Historically the issuances of credits have not been high with regards to tuition fees. The Company offers cash refunds on a limited basis based on individual circumstances.

The Company engages an advertisement agency to manage its on-line advertisement revenue. Pursuant to the contract with this agency, upon posting of an on-line advertisement on the Company's website, the Company is entitled to share with the agency 50% of the amount charged to the on-line advertiser.

The Company recognizes advertising revenue monthly on receipt of the confirmation from the agent. The agency is responsible for collection of all ad revenue from advertisers. The agency is required to make their remittance for on-line advertising six months after on-line ads are posted on the Company's website.

Deferred revenue reflects the unearned portion of debit cards sold and tuition payments received. Tuition is recognized as revenue ratably over the periods in which it is earned, generally the term of the program or as the debit card is used.

**Deferred revenue** - Deferred revenue reflects the unearned portion of debit cards sold and tuition payments received. Deferred revenue as of December 31, 2014 and 2013 was \$1,319,962 and \$854,027, respectively.

**Advertising** - The Company expenses advertising costs at the time they are published on the media channel and for all other advertising the first time the respective advertising takes place. These costs are included in selling and administrative expenses. The total advertising expenses incurred for the years ended December 31, 2014 and 2013 were \$4,080,994 and \$7,035,270, respectively.

**Taxation** - Taxation on profits earned in the PRC are calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the PRC after taking into effect the benefits from any special tax credits or "tax holidays" allowed in the PRC.

The Company does not accrue United States income tax on unremitted earnings from foreign operations, as it is the Company's intention to invest these earnings in foreign operations for the foreseeable future. All of the Company's revenues are generated in the PRC. The Company's US operations provide corporate and administrative functions for the entire Company. The Company's tax provisions for the years ended December 31, 2014 and 2013 are related to the Company's PRC operations.

If the Company should have an uncertainty in accounting for income taxes, the Company evaluates a tax position in a two-step process. The first step is to determine whether it is more-likely-than-not that a tax position will be sustained upon examination, including the resolution of any related appeals or litigation based on the technical merits of the position. The second step is to measure the tax position that meets the more-likely-than-not threshold to determine the amount of provision or benefit to be recognized in the financial statements. A tax position is measured at the largest amount of provision or benefit where there is a greater than 50% likelihood of being realized upon ultimate settlement.

Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent period in which the threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not criteria should be de-recognized in the first subsequent reporting period in which the threshold is no longer met.

### **Income Tax**

Private schools or colleges operated for reasonable returns, such as our subsidiary Tianlang, are subject to income taxes at 25%, but were sometimes subject to deemed amounts or preferential tax arrangement of income tax to be determined by the relevant tax authorities. Our subsidiary Tianlang had not yet been charged income taxes under current regulation. The Company is unable to accurately estimate the chance of having the Tianlang's tax position being challenged by PRC tax authorities; therefore the Company did not record any tax liabilities in respect of Tianlang's profits.

Based on all known facts and circumstances and current tax law, the Company believes that the total amount of unrecognized tax provisions or benefits as of December 31, 2014, is not material to its results of operations, financial condition or cash flows. The Company also believes that the total amount of unrecognized tax provisions or benefits as of December 31, 2014, if recognized, would not have a material effect on its effective tax rate. The Company further believes that there are no tax positions for which it is reasonably possible, based on current PRC tax laws and policies, that the unrecognized tax provisions or benefits will significantly increase or decrease over the next 12 months producing, individually or in the aggregate, a material effect on the Company's results of operations, financial condition or cash flows.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets, including tax loss and credit carry forwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The effect of deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred income tax expense represents the change during the period in the deferred tax assets and deferred tax liabilities. The components of the deferred tax assets and liabilities are individually classified as current and non-current based on their characteristics. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company had no deferred tax assets as of December 31, 2014 and 2013.

#### **Value added tax**

The Provisional Regulations of the People's Republic of China Concerning Value Added Tax ("VAT") promulgated by the State Council came into effect on January 1, 1994. Under these regulations and the Implementing Rules of the Provisional Regulations of the PRC Concerning VAT is imposed on goods sold in or imported into the PRC and on processing, repair and replacement services provided within the PRC.

VAT payable in the PRC is charged on an aggregated basis at a rate of 13% or 17% (depending on the type of goods involved) on the full price collected for the goods sold or, in the case of taxable services provided, at a rate of 17% on the charges for the taxable services provided, but excluding, in respect of both goods and services, any amount paid in respect of VAT included in the price or charges, less any deductible VAT already paid by the taxpayer on purchases of goods and services. The Company records all revenues net of VAT.

**Stock-based compensation** - The Company records compensation expense associated with stock-based awards and other forms of equity compensation. Such compensation would include the recording of cost resulting from all stock-based payment transactions including shares issued under its stock option plans. The Company records expense over the vesting period in connection with stock options granted. The compensation expense for stock-based awards includes an estimate for forfeitures and is recognized over the expected term of the award on a straight-line basis.

The Company did not record any stock-based compensation expenses for the years ended December 31, 2014 and 2013.

**Fair value of financial instruments** - The Company has adopted newly issued generally accepted accounting principles with regards to fair value measurement for assets and liabilities that establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements, establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of these principles did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

Fair value is defined fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, current standards require the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

- Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any assets or liabilities valued using Level 2 or Level 3 inputs as of December 31, 2014 and 2013, respectively.

**Treasury stock** - We account for treasury stock under the cost method and include treasury stock as a component of stockholders' equity. When retired, the excess of the cost of treasury stock over its par value is allocated between retained earnings and additional paid-in capital.

**Recent accounting pronouncements** - Management does not believe that any recently issued, but not yet effective, accounting standards or pronouncements, if currently adopted, would have a material effect on the Company's consolidated financial statements.

#### **4. Concentrations of business and credit risk**

The majority of the Company's bank accounts are with banks located in the PRC that are not covered by any type of protection similar to that provided by the FDIC on funds held in U.S. banks.

The Company is operating in the PRC, which may give rise to significant foreign currency risks from fluctuations and the degree of volatility of foreign exchange rates between the US\$ and the RMB.

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash and accounts receivable, the balances of which are stated on the balance sheet. The Company places its cash in high credit quality financial institutions; however, such funds are not insured in the PRC. As of December 31, 2014 and 2013, the Company maintains cash in the US, in a financial institution insured by the FDIC that has approximately \$788,942 and \$1,282,348, respectively, in funds in excess of FDIC insured amounts.

For the years ended December 31, 2014 and 2013, no sales to a single customer accounted for 10% or more of our revenue.

Our subsidiaries, ZHTC, Changchun Nuoya and Harbin Nuoya, are private schools not operated for reasonable returns; therefore, are not allowed to distribute dividends. As of December 31, 2014 and 2013, the total un-distributable net assets of ZHTC, Changchun Nuoya and Harbin Nuoya amounted to \$32,884,052 and \$34,041,297, respectively.

## 5. Cash and cash equivalents

Cash and cash equivalents consist of the following:

	<u>December 31, 2014</u>	<u>December 31, 2013</u>
Cash on Hand -China	\$ 50,871	\$ 384,189
Bank Deposits-China	21,606,313	54,460,617
Bank Deposits-US	1,038,942	1,532,348
	<u>\$ 22,696,126</u>	<u>\$ 56,377,154</u>

## 6. Other Receivables

Other receivable consist of the following:

	<u>December 31, 2014</u>	<u>December 31, 2013</u>
Deposits	\$ 386,750	\$ 257,061
Staff Borrowings	54,350	5,486
Others	23,450	-
	<u>\$ 464,550</u>	<u>\$ 262,547</u>

## 7. Prepaid expenses and other current assets

Prepaid expenses consist of the following:

	<u>December 31, 2014</u>	<u>December 31, 2013</u>
Prepaid rent	\$ 339,888	\$ 517,375
Prepaid teachers and online material	215,715	172,128
Prepaid services and professional fees	12,474	16,349
Other prepaid expenses	26,313	21,856
	<u>\$ 594,390</u>	<u>\$ 727,708</u>

## 8. Property and equipment, net

Property and equipment consist of the following:

	<u>December 31, 2014</u>	<u>December 31, 2013</u>
<b>Buildings</b>	\$ 1,446,146	\$ 1,454,144
<b>Transportation vehicles</b>	142,066	107,547
<b>Communication equipment</b>	9,535,304	10,353,715
<b>Furniture and fixtures</b>	5,224,229	5,600,492
<b>Leasehold improvement</b>	5,554,811	4,006,759
	21,902,556	21,522,657
<b>Less: Accumulated Depreciation</b>	(15,347,045)	(13,271,045)
<b>Property and Equipment, net</b>	<u>\$ 6,555,511</u>	<u>\$ 8,251,612</u>

For the years ended December 31, 2014 and 2013, depreciation expenses totaled \$3,242,752 and \$4,373,308, respectively. For the years ended December 31, 2014 and 2013, loss on disposal of fixed assets was \$38,210 and \$ 22,859, respectively.

## 9. Intangibles and capitalized software, net

Intangibles of the Company consisted of franchise rights on educational products, software, magazine rights, contest operation rights, domain name/brand name, course materials, student list and teacher list, and goodwill.

### Franchise rights

The franchise rights owned by the Company consist of the following:

- The ACCP training course is an authority for training software engineers under training procedures with textbooks;
- The BENET training course is an authority for training internet engineers under training procedures with textbooks.

### Capitalized software

The capitalized software of the Company consists of all the Company's software, among which two main ones are the following:

- The usage rights for job seekers is software to help university students to search jobs, post their resumes, and communicate with potential employers;
- The usage right for learners is software to help elementary and secondary students to do assignments, test papers, and get instructions from teachers.

### Intangible assets on acquisitions

In March 2011, the Company acquired a 60% controlling interest in Tianlang for a purchase price of RMB 35 million (approximately \$5.3 million). The school had insignificant tangible assets or liabilities at the acquisition date. The entire estimated fair value of approximately \$8.9 million has been allocated to the net identifiable assets of Tianlang; the intangible assets recorded are all subject to amortization.

In May 2011, the Company acquired a 100% ownership in Changchun Nuoya and Harbin Nuoya. The aggregate purchase price for the two schools was RMB 16 million (approximately \$2.5 million). The schools had insignificant tangible assets or liabilities at the acquisition date. The entire estimated fair value of approximately \$2.5 million has been allocated to the net identifiable assets of Changchun Nuoya and Harbin Nuoya; the intangible assets recorded are all subject to amortization.

The Company did not foresee that the investment cost is recoverable in the near future, and concluded for the group reporting that certain triggering events had occurred which could result in it being more likely than not that the fair value of each reporting unit would be less than its carrying value. As a result, the Company conducted the impairment test for intangible assets, which resulted in impairment expenses for the years ended December 31, 2014 and 2013 were \$3,254,308 and \$2,746,622, respectively.

Intangibles and capitalized software consist of the following:

	<u>December 31, 2014</u>	<u>December 31, 2013</u>
<b>ACCP training course</b>	\$ 820,046	\$ 824,580
<b>BENET training course</b>	57,436	57,753
<b>Usage rights- Job Seekers</b>	488,122	490,822
<b>Usage rights- Learners</b>	325,415	327,214
<b>Others</b>	2,507,075	2,515,352
<b>Domain names</b>	9,634,749	9,677,038
<b>Course materials</b>	545,164	547,663
<b>Student list</b>	806,103	809,702
<b>Teacher list</b>	1,061,977	1,066,476
	<u>16,246,087</u>	<u>16,316,600</u>
<b>Less: Impairments</b>	(7,390,020)	(4,142,169)
<b>Less: accumulated amortization</b>	(7,894,228)	(7,074,497)
<b>Intangible and Capitalized Software, net</b>	<u>\$ 961,839</u>	<u>\$ 5,099,934</u>

For the years ended December 31, 2014 and 2013, amortization expenses were \$855,941 and \$1,623,428, respectively.

Amortization of intangibles and capitalized software over the next five years is as follows:

Years ending December 31,	
2015	\$ 298,785
2016	203,375
2017	108,160
2018	108,160
2019	108,160
	<u>\$ 826,640</u>

#### 10. Accounts payable and accrued expenses

Accounts payable and accrued expenses consist of the following:

	<u>December 31, 2014</u>	<u>December 31, 2013</u>
Accrued payroll	115,615	108,492
Accrued expenses	13,750	153,162
Other payables	338,733	814,971
	<u>\$ 468,098</u>	<u>\$ 1,076,625</u>

#### 11. Deferred revenue

Deferred revenues include subscriber prepayments and education fee prepayments. Subscriber prepayments represent deferred revenue for the purchase of debit cards used to pay for the online downloading of education materials. The Company recognizes revenue when the card is used to download material. During the period between the purchase and use of debit cards, the unused portion of the debit card is treated as deferred revenue to the Company. Education fee prepayments represent payments for tuition for the Company's training schools, which are amortized over the term of the course. As of December 31, 2014 and 2013, the Company had deferred revenue of \$1,319,962 and \$854,027, respectively.

#### 12. Stockholders' Equity

The Company had no equity transactions for the years ended December 31, 2014 and 2013.

#### 13. Warrants and options

##### Stock Options

During the years ended December 31, 2014 and 2013, the Company did not issue any stock options. The total stock based compensation was \$0 and \$794, respectively, related to the vesting of previously granted options.

The Company measures the fair value of options at the end of each reporting period until options are exercised, cancelled or expire unexercised. As of December 31, 2014, there were no stock options outstanding. As of December 31, 2014, there was no unrecognized compensation expense related to stock options.

Stock option activity for the year ended December 31, 2014 is summarized as follows:

	<u>Shares underlying options</u>	<u>Weighted average exercise price</u>
Outstanding as of December 31, 2013	52,667	\$ 2.67
Granted	-	-
Exercised	-	-
Expired / cancelled / forfeited	(52,667)	2.67
Outstanding as of December 31, 2014	<u>-</u>	<u>\$ -</u>
Exercisable and vested as of December 31, 2014	<u>-</u>	<u>\$ -</u>

#### 14. Earnings per share

Per GAAP the Company reconciles the numerator and denominator of the basic and diluted earnings per share (EPS) computations.

For the years ended December 31, 2014 and 2013, dilutive shares include shares attributable to exercisable options only if such inclusion would be dilutive.

The following reconciles the components of the EPS computation:

	Years Ended December 31,	
	2014	2013
Net loss to common shareholders	\$ (37,375,905)	\$ (24,669,775)
Weighted average shares outstanding - basic	10,582,530	10,582,530
Weighted average shares outstanding - diluted	10,582,530	10,582,530
Loss per share – basic and diluted	\$ (3.53)	\$ (2.33)

During the years ended December 31, 2014 and 2013, options to purchase 0 and 52,667 shares of common stock with exercise prices greater than the average fair market value of the Company's stock were not included in the calculation because the effect is anti-dilutive.

#### 15. Commitments and contingencies

##### *Employee Benefits*

The full time employees of subsidiaries based in the PRC are entitled to employee benefits including medical care, welfare subsidies, unemployment insurance and pension benefits through a Chinese government mandated multi-employer defined contribution plan. The Company is required to accrue for those benefits based on certain percentages of the employees' salaries and make contributions to the plans out of the amounts accrued for medical and pension benefits. The total provision and contributions made for such employee benefits for the years ended December 31, 2014 and 2013 were \$113,905 and \$94,052, respectively. The Chinese government is responsible for the medical benefits and the pension liability to be paid to these employees.

##### *Minimum Lease Commitments*

The Company has office leases and training center leases which expire at various dates from February 2015 through April 2019. The Company recorded an aggregate of 1,361,739 and 1,680,150 as rent expenses for the years ended December 31, 2014 and 2013, respectively. Rental commitments as of December 31, 2014 are as follows:

Years ending December 31,	
2015	\$ 918,962
2016	723,058
2017	490,167
2018	443,021
2019	-
	<u>\$ 2,575,208</u>

#### 16. Operating Risk

##### (a) Country risk

Currently, the Company's revenue is mainly derived from sale of educational products and services in the PRC. The Company hopes to expand its operations in the PRC, however, there are no assurances that the Company will be able to achieve such an expansion successfully. Therefore, a downturn or stagnation in the economic environment of the PRC could have a material adverse effect on the Company's financial condition.

##### (b) Products risk

The Company competes with larger companies, who have greater funds available for expansion, marketing, research and development and the ability to attract more qualified personnel. There can be no assurance that the Company will remain competitive with larger competitors.

##### (c) Exchange rate risk

The Company cannot guarantee that the current exchange rate will remain steady, therefore there is a possibility that the Company could post the same amount of profit for two comparable periods and because of a fluctuating exchange rate actually post higher or lower profit depending on exchange rate of RMB converted to US\$ on that date. The exchange rate could fluctuate depending on changes in the political and economic environments without notice.

(d) Political risk

Currently, the PRC is in a period of growth and is openly promoting business development in order to bring more business into the PRC. Additionally, the PRC allows for certain Chinese corporation to be owned by a United States corporation. If the PRC government changes the laws or regulations, the Company's ability to operate in the PRC could be affected.

(e) Key personnel risk

The Company's future success depends on the continued services of executive management in the PRC. The loss of any of their services would be detrimental to the Company and could have an adverse effect on business development. The Company does not currently maintain key-man insurance on their lives. Future success is also dependent on the ability to identify, hire, train and retain other qualified managerial and other employees. Competition for these individuals is intense and increasing.

(f) Non-compliance with financing requirements

The Company might need to obtain future financing that require timely filing of registration statements, and have declared effective those registration statements, to register the shares being offered by the selling stockholders in future financing. The Company might be subject to liquidated damages and other penalties if they continue to obtain future financing requiring registration statements, and not having those registration statements filed and declared effective in a prompt manner.

## 17. Statutory Reserves

The Company is required to make appropriations to reserve funds, comprising the statutory surplus reserve, statutory public welfare fund and discretionary surplus reserve, based on after-tax net income determined in accordance with generally accepted accounting principles of the People's Republic of China (the "PRC GAAP"). Appropriation to the statutory surplus reserve should be at least 10% of the after tax net income determined in accordance with the PRC GAAP until the reserve is equal to 50% of the entities' registered capital or members' equity. Appropriations to the statutory public welfare fund are at a minimum of 5% of the after tax net income determined in accordance with PRC GAAP. Commencing on January 1, 2006, the new PRC regulations waived the requirement for appropriating retained earnings to the statutory public welfare fund. The public welfare fund no longer requires the Company to contribute, but the Company can't dissolve it. As of December 31, 2007, the Company appropriated 50% of its registered capital to statutory reserve for Heilongjiang Zhonghe Education Training Center, and has not contributed additional funds to this subsidiary statutory surplus reserve, as they are in compliance with all applicable PRC rules. The Company's other subsidiary has not reached their maximum contribution required for their statutory reserve; accordingly contributions were made for the year ended December 31, 2013. For the years ended December 31, 2014 and 2013, statutory reserves activity is as follows:

	Harbin Zhong He Li Da Education Technology, Inc	Heilongjiang Zhonghe Education Training Center	Total
Balance – January 1, 2013	\$ 3,510,294	\$ 281,867	\$ 3,792,161
Allocations to Statutory reserves	-	-	-
Balance – December 31, 2013	3,510,294	281,867	3,792,161
Allocations to Statutory reserves	-	-	-
Balance – December 31, 2014	<u>\$ 3,510,294</u>	<u>\$ 281,867</u>	<u>\$ 3,792,161</u>

## 18. Related Party Transactions

For the years ended December 31 2014 and 2013, the Company entered into transactions with a related party amounting to \$0 and \$960,503, respectively. As of December 31, 2014 and 2013, the Company owed a related party \$0 and \$689,720, respectively.

## 19. Income Taxes

The Company and its subsidiaries are subject to income taxes on an "entity" basis that is, on income arising in or derived from the tax jurisdiction in which each entity is domiciled. It is management's intention to reinvest all the income earned by the Company's subsidiaries outside of the US. Accordingly, no US federal income taxes have been provided on earnings of foreign based subsidiaries.

The Company was incorporated in the United States, and is subject to United States federal income taxes and has incurred operating losses since inception.

In the years ended December 31, 2014 and 2013, ZHLD continues being qualified as a technology and software entity, and is entitled to a 15% statutory PRC enterprise income tax rate. The Company's subsidiaries, ZHTC, TL, Harbin Nuoya, Changchun Nuoya and Beijing Xicheng District Hua Yu Pin Xue Training School are currently exempted from PRC taxation, as these subsidiaries operate a business enterprise engaged in educational opportunities. The Company's other subsidiaries; BHYHZ, ZHLDBJ, ZHLDIT, HYPX and Beijing Xicheng District Hua Yu Pin Xue Training School are taxed at the PRC statutory rate (25%), and have incurred operating losses during the year.

The components of income (loss) before income tax consist of approximately following:

	Year Ended December 31,	
	2014	2013
U.S Operations	\$ (469,400)	\$ (1,302,000)
Chinese Operations	(38,540,100)	(24,332,000)
	<u>\$ (39,009,500)</u>	<u>\$ (25,634,000)</u>

The table below approximately summarizes the reconciliation of the Company's income tax provision computed at the statutory U.S. Federal rate and the actual tax provision:

	Years Ended December 31,	
	2014	2013
Income tax (benefit) provision at Federal statutory rate	\$ (13,653,000)	\$ (7,589,000)
State income taxes, net of Federal benefit	(1,755,000)	(976,000)
U.S. tax rate in excess of foreign tax rate	5,974,000	3,159,000
Increase in valuation allowance	9,434,000	5,406,000
Tax provision	<u>\$ -</u>	<u>\$ -</u>

The Company has a U.S net operating loss carryforward of approximately \$8,400,000 as of December 31, 2014 which will expire through 2030. Under IRC section 382, certain of these loss carryforward amounts may be limited due to the more than 50% change in ownership which took place during 2005.

The deferred tax asset of approximately \$7,150,000 associated with these net operating loss carryforwards was fully reserved as of December 31, 2014.

Deferred income tax for 2014 and 2013 reflect the effect of temporary differences between amounts of assets, liabilities, and equity for financial reporting purposes and the bases of such assets, liabilities, and equity as measured by tax laws.

The approximately tax effects of temporary differences that give rise to the Company's net deferred tax assets as of December 31, 2014 and 2013 are as follows:

	2014	2013
Deferred tax assets:		
Tax loss carried forward	\$ 7,150,000	\$ 6,807,000
Valuation allowance	(7,150,000)	(6,807,000)
Total non-current deferred tax assets	<u>\$ -</u>	<u>\$ -</u>

## 20. Subsequent Events

The Company has evaluated subsequent events through the issuance of the consolidated financial statements and no subsequent event is identified.

## Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

## **Item 9A. Controls and Procedures.**

### ***Evaluation of Disclosure Controls and Procedures***

The Company maintains a set of disclosure controls and procedures designed to ensure that information required to be disclosed by the Company in the reports filed under the Securities Exchange Act, is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms. Disclosure controls are also designed with the objective of ensuring that this information is accumulated and communicated to the Company's management, including the Company's chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Pursuant to Rule 13a-15(b) under the Exchange Act, the Company carried out an evaluation with the participation of the Company's management, including Xiqun Yu, the Company's chief executive officer, and Cloris Li, the Company's chief financial officer, of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the fiscal year ended December 31, 2014. Based upon that evaluation, the Company's chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures were effective.

### ***Management's Annual Report on Internal Control over Financial Reporting***

The Company's management is responsible for establishing and maintaining adequate internal control over our financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act. The Company's management is also required to assess and report on the effectiveness of the Company's internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 ("Section 404"). Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of the Company's financial reporting for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes policies and procedures that: (i) pertain to maintaining records that in reasonable detail accurately and fairly reflect the Company's transactions; (ii) provide reasonable assurance that transactions are recorded as necessary for preparation of the Company's financial statements and that receipts and expenditures of company assets are made in accordance with management authorization; and (iii) provide reasonable assurance that unauthorized acquisition, use or disposition of company assets that could have a material effect on our financial statements would be prevented or detected on a timely basis.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

The Company's management assessed the effectiveness of our internal control over financial reporting as of December 31, 2014. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control—Integrated Framework*. This evaluation was conducted by Xiqun Yu, the Company's chief executive officer, and Cloris Li, the Company's chief financial officer. Based on our evaluation, we determined that, as of December 31, 2014, our internal control over financial reporting was effective.

This annual report does not include an attestation report of the Company's registered accounting firm regarding internal control over financial reporting. The management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission.

### ***Changes in Internal Controls over Financial Reporting***

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes.

There have been no changes in our internal control over financial reporting during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### ***Limitations on Controls***

Management does not expect that the Company's disclosure controls and procedures or the Company's internal control over financial reporting will prevent or detect all error and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected. The Company's disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and the Company's chief executive officer and chief financial officer have concluded that the Company's disclosure controls and procedures are effective at that reasonable assurance level.

## **Item 9B. Other Information.**

On January 13, 2015, our independent public accounting firm, Albert Wong & Co. was succeeded by AWC (CPA) Limited, in the registration status in Public Company Accounting Oversight Board ("PCAOB"). AWC (CPA) Limited is not a separately registered entity with the PCAOB and therefore we are not required to file a current report on Form 8-K under item 4.01.

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance.

The following are our officers and directors as of the date of this Annual Report. All of our officers and directors are reside of the PRC and, therefore, it may be difficult for investors to effect service of process within the U.S. upon them or to enforce judgments against them obtained from the U.S. courts.

The following table sets forth certain information concerning our directors and executive officers:

Name	Age	Position
Xiqun Yu	47	Chairman of the board, Chief Executive Officer, and President
Cloris Li	33	Chief Financial Officer
Xiaohua Gu <sup>1,2,3</sup>	41	Director
Liansheng Zhang <sup>1,2,3</sup>	73	Director

- 1 Member of the audit committee.
- 2 Member of the compensation committee.
- 3 Member of the nominating committee.

**Mr. Xiqun Yu** has been our chairman and chief executive officer since the organization of our subsidiaries in 2001. He has more than 20 years of experience in senior management with several Northern PRC-based enterprises. He was responsible for marketing, strategic planning and designing for many of these corporations. Mr. Yu previously served as the chief executive officer of RETONG.COM, and chairman of Harbin Zhonghelida Technology Corporation, Heilongjiang Retong Advertising Co., Ltd. and Heilongjiang Wantong Telecommunication Project Co., Ltd. Mr. Yu is a member of the Council of China Harbin Advertising Association and is a Director of the China Internet Network Association. Mr. Yu received a degree in Business Administration from the Harbin University of Science and Technology in 1989.

**Ms. Cloris Li** is a certified public accountant in Australia and a member of Certified Public Accountant Australia. Before joining the Company as Chief Financial Officer, she was a consultant in PricewaterhouseCoopers, focusing on the function of assurance and risk & control, providing audit, internal control advice and SOX compliance services to both public and private companies. From 2007 to 2009, Ms. Li served as vice president in a private family fund assisting domestic Chinese companies seeking overseas listings. She worked as senior auditor and tax advisor in national wide Australian accounting firm, providing financial auditing, planning and tax advice to both local and multinational companies from 2004 to 2006. Ms. Li graduated from Queensland University Technology Australia with a Bachelor of Business in Accounting in 2004.

**Mr. Xiaohua Gu** is a partner at Richlink Capital, a financial service institution focusing on private equity fund management and investment banking services. From July 2006 to February 2010, Mr. Gu worked as assistant manager in taxation at the Hangzhou Office of KPMG Advisory (China) Limited, where he was engaged in providing tax advisory and compliance services. Mr. Gu received his Master of Science in Accounting from Lees Metropolitan University in 2004 and his Master of Business Administration from University of Newcastle upon Tyne in 2001. He got his bachelor degree in tourism from Shanghai University in 1995.

**Mr. Liansheng Zhang** has been a director since October 2007. Since July 1990, Mr. Zhang has served as Pluralism Director at the Heilongjiang provincial Base of Research and Experiment in Polymer Science & Technology. Mr. Zhang has also been appointed as a People's Representative during the 9th (1998) and 10th (2003) National People's Congress of the PRC for his extraordinary achievement in Polymer Science and Technology. Mr. Zhang received a Bachelor's Degree in Organic Chemistry from the Heilongjiang University and Master's Degree in Polymer Chemistry at the Jilin University. Mr. Zhang was also a visiting scholar at the University of Bradford.

Our directors will serve until the annual meeting of stockholders in 2015 and until his respective successors have been elected and have qualified, or until his earlier resignation, removal or death.

#### Director Qualifications

Directors are responsible for overseeing the Company's business consistent with their fiduciary duty to stockholders. This significant responsibility requires highly-skilled individuals with various qualities, attributes and professional experience. The board believes that there are general requirements for service on the Company's board of directors that are applicable to all directors and that there are other skills and experience that should be represented on the board as a whole but not necessarily by each director. The board and the Nominating Committee consider the qualifications of director and director candidates individually and in the broader context of the board's overall composition and the Company's current and future needs

#### Qualifications for All Directors

In its assessment of each potential candidate, including those recommended by stockholders, the Nominating Committee considers the nominee's judgment, integrity, experience, independence, understanding of the Company's business or other related industries and such other factors the Nominating Committee determines are pertinent in light of the current needs of the board. The Nominating Committee also takes into account the ability of a director to devote the time and effort necessary to fulfill his or her responsibilities to the Company.

The board and the Nominating Committee require that each director be a recognized person of high integrity with a proven record of success in his or her field. Each director must demonstrate innovative thinking, familiarity with and respect for corporate governance requirements and practices, an appreciation of multiple cultures and a commitment to sustainability and to dealing responsibly with social issues. In addition to the qualifications required of all directors, the Board conducts interviews of potential director candidates to assess intangible qualities including the individual's ability to ask difficult questions and, simultaneously, to work collegially. The board does not have a specific diversity policy, but considers diversity of race, ethnicity, gender, age, cultural background and professional experiences in evaluating candidates for board membership. Diversity is important because a variety of points of view contribute to a more effective decision-making process.

***Qualifications, Attributes, Skills and Experience to be Represented on the Board as a Whole***

The board has identified particular qualifications, attributes, skills and experience that are important to be represented on the board as a whole, in light of the Company's current needs and its business priorities. The board believes that it should include some directors with a high level of financial literacy and some directors who possess relevant business experience as a Chief Executive Officer or a President or like position. Marketing is the core focus of our business and the Company seeks to develop and deploy the world's most innovative and effective marketing and technology. Therefore, the board believes that marketing and technology experience should be represented on the board. The Company is involved in the education business in the PRC. Therefore the Company's business also requires compliance with a variety of regulatory requirements and relationships with various governmental entities. Therefore, the board believes that governmental, political or diplomatic expertise should be represented on the Board.

Set forth below are a chart and a narrative disclosure that summarize the specific qualifications, attributes, skills and experiences described above. An "X" in the chart below indicates that the item is a specific reason that the director has been nominated to serve on the Company's Board. **The lack of an "X" for a particular qualification does not mean that the director does not possess that qualification or skill.** Rather, an "X" indicates a specific area of focus or expertise of a director on which the board currently relies.

	<u>Xiqun Yu</u>	<u>Xiaohua Gu</u>	<u>Liansheng Zhang</u>
High level of financial literacy		X	
Extensive knowledge of the Company's business	X		
Marketing/Marketing related technology experience	X		
Relevant Chief Executive/President or like experience	X		
Governmental, political or diplomatic expertise	X		X

Xiqun Yu

*Extensive knowledge of Company's business* - Mr. Yu has been our chairman and Chief Executive Officer since the organization of our subsidiaries in 2001.

*Marketing/Marketing related technology experience* - He has more than 20 years of experience in senior management with several Northern PRC-based enterprises and was responsible for marketing, strategic planning and designing for many of these corporations.

*Relevant Chief Executive/President or like experience* – Apart from being our chairman and Chief Executive Officer since the organization of our subsidiaries in 2001, Mr. Yu previously served as the chief executive officer of RETONG.COM, and chairman of Harbin Zhonghelida Technology Corporation, Heilongjiang Retong Advertising Co., Ltd. and Heilongjiang Wantong Telecommunication Project Co., Ltd.

*Governmental, political or diplomatic expertise* - Mr. Yu is a member of the Council of China Harbin Advertising Association and is a Director of the China Internet Network Association.

Liansheng Zhang

*Governmental, political or diplomatic expertise* - Mr. Zhang also been appointed as a People's Representative during the 9th (1998) and 10th (2003) National People's Congress of the PRC for his extraordinary achievement in Polymer Science and Technology.

Xiaohua Gu

*High level of financial literacy* – Mr. Gu received his Master of Science in Accounting from Lees Metropolitan University. From July 2006 to February 2010, Mr. Gu worked as assistant manager in taxation at the Hangzhou Office of KPMG Advisory (China) Limited, where he was engaged in providing tax advisory and compliance services.

Save as otherwise reported above, none of our directors hold directorships in other reporting companies.

There are no family relationships among our directors or officers.

To our knowledge, during the last ten years, none of our directors and executive officers (including those of our subsidiaries) has:

- Had a bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time.
- Been convicted in a criminal proceeding or been subject to a pending criminal proceeding, excluding traffic violations and other minor offenses.
- Been subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities.
- Been found by a court of competent jurisdiction (in a civil action), the SEC, or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.
- Been the subject to, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization, any registered entity, or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

#### **Committees of the Board of Directors**

Our board of directors has three committees, the audit committee, the compensation committee and the nominating committee. The audit committee and compensation committee were established in October 2007, and the nominating committee was established in June 2009. Prior to October 2007, our entire board of directors acted as the audit and compensation committee for the purpose of overseeing the accounting and financial reporting processes, and audits of our financial statements.

#### **Audit Committee and Audit Committee Financial Expert**

Our board of directors established an audit committee in October 2007. The audit committee is responsible for (i) recommending independent accountants to the Board, (ii) reviewing our financial statements with management and the independent accountants, (iii) making an appraisal of our audit effort and the effectiveness of our financial policies and practices and (iv) consulting with management and our independent accountants with regard to the adequacy of internal accounting controls. Our audit committee members are Xiaohua Gu (Chairman) and Liansheng Zhang.

Our board of directors has determined that it has an “audit committee financial expert” as defined by Item 401(h) of Regulation S-K as promulgated by the Securities and Exchange Commission. Our audit committee financial expert is Xiaohua Gu. The directors who serve on the audit committee are “independent” directors based on the criteria for independence set forth in our Corporate Governance Guidelines which is available on our website at <http://www.chinaeducationalliance.com/Corporate.jsp>. Our Board of Directors has adopted a written charter for the Audit Committee which was amended on January 13, 2013. The amended charter is available on our website at <http://www.chinaeducationalliance.com/Governance.jsp>.

#### **Compensation Committee**

Our board of directors established a compensation committee in October 2007.

The compensation committee of the board of directors is responsible for (i) determining the general compensation policies, (ii) establishing compensation plans, (iii) determining senior management compensation and (iv) administering our stock option plans. The members of the compensation committee currently are Liansheng Zhang (Chairman) and Xiaohua Gu. The members of our compensation committee or their affiliates did not provide additional service to the Company or its affiliates in an amount in excess of \$120,000 during the Company’s fiscal year ended December 31, 2014.

Our board of directors has adopted a written compensation committee charter which was amended on January 13, 2013. The amended charter is available on our website at <http://www.chinaeducationalliance.com/Governance.jsp>. The directors who serve on the compensation committee are “independent” directors based on the criteria for independence set forth in our Corporate Governance Guidelines which is available on our website at <http://www.chinaeducationalliance.com/Corporate.jsp>.

#### **Nominating Committee**

Our board of directors established a nominating committee in June 2009.

The purpose of the nominating committee of the board of directors is to assist the board of directors in identifying and recruiting qualified individuals to become board members and select director nominees to be presented for board and/or stockholder approval. The nominating committee will be involved in evaluating the desirability of and recommendation to the board of any changes in the size and composition of the board, and evaluation of and successor planning for the chief executive officer and other executive officers. The qualifications of any candidate for director will be subject to the same extensive general and specific criteria applicable to director candidates generally. The members of the nominating committee currently are Liansheng Zhang (Chairman) and Xiaohua Gu.

The directors who serve on the nominating committee are “independent” directors based on the criteria for independence set forth in our Corporate Governance Guidelines which is available on our website at <http://www.chinaeducationalliance.com/Corporate.jsp>. The nominating committee has a written charter which was amended on January 13, 2013. The amended charter is available on our website at <http://www.chinaeducationalliance.com/Governance.jsp>. The nominating committee will consider qualified director candidates recommended by stockholders if such recommendations for director are submitted in writing to our Secretary at 58 Heng Shan Road, Kun Lun Shopping Mall, Harbin, the PRC 150090, provided such recommendation has been made in accordance with the relevant by-laws.

At this time, no additional specific procedures to propose a candidate for consideration by the nominating committee, nor any minimum criteria for consideration of a proposed nomination to the board, have been adopted.

#### **Material Changes to the Procedures by which Security Holders May Recommend Nominees to the Board of Directors**

There have been no material changes to the procedures by which security holders may recommend nominees to the Board of Directors.

#### **Code of Ethics**

On January 13, 2013, we have adopted a new Code of Business Conduct and Ethics to replace the Company’s previous Code of Business Conduct and Ethics by its entirety. The new code is applicable to our directors, officers, employees and agents and is currently available on our website at <http://www.chinaeducationalliance.com/Corporate.jsp>.

The board and its committees held the following number of meetings during the fiscal year of 2014.

Board of Directors	4
Audit Committee	4
Compensation Committee	0
Nominating Committee	1

The meetings include meetings that were held by means of a conference telephone call, but do not include actions taken by unanimous written consent, which amounted to one such action.

Each director attended at least 75% of the total number of meetings of the board and those committees on which he served during the year.

#### **Board Leadership Structure and Role in Risk Oversight**

Xiqun Yu is our chairman and chief executive officer. We have two independent directors. Our lead independent director is Xiaohua Gu. Our Board has three standing committees, each of which is comprised solely of independent directors with a committee chair. The Board believes that the Company’s chief executive officer is best situated to serve as Chairman of the Board because he is the director most familiar with our business and industry and the director most capable of identifying strategic priorities and executing our business strategy. In addition, having a single leader eliminates the potential for confusion and provides clear leadership for the Company. We believe that this leadership structure has served the Company well.

Our Board of Directors has overall responsibility for risk oversight. The Board has delegated responsibility for the oversight of specific risks to Board committees as follows:

- The Audit Committee oversees the Company’s risk policies and processes relating to the financial statements and financial reporting processes, as well as key credit risks, liquidity risks, market risks and compliance, and the guidelines, policies and processes for monitoring and mitigating those risks.
- The Nominating Committee oversees risks related to the company’s governance structure and processes.

Our Board of Directors is responsible to approve all related party transactions. We have not adopted written policies and procedures specifically for related person transactions.

#### **Limitations on Liability**

Article VIII of our Bylaws limits the liability of our directors, officers and employees to the fullest extent permitted by North Carolina law. Consequently, our directors and officers may not be personally liable for monetary damages regarding their duties as directors.

### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors and persons who own more than 10% of a registered class of our equity securities to file with the SEC initial statements of beneficial ownership, reports of changes in ownership and annual reports concerning their ownership of our common stock and other equity securities, on Form 3, 4 and 5, respectively. Executive officers, directors and greater than 10% shareholders are required by the SEC regulations to furnish our company with copies of all Section 16(a) reports they file.

Based solely on our review of the copies of such reports received by us and on written representations by our officers and directors regarding their compliance with the applicable reporting requirements under Section 16(a) of the Exchange Act, we believe that, with respect to the fiscal year ended December 31, 2014, our officers and directors, and all of the persons known to us to own more than 10% of our common stock, filed all required reports on a timely basis.

### Item 11. Executive Compensation.

The following table sets forth information with respect to the compensation of each of the named executive officers for services provided in all capacities to China Education Alliance, Inc. and its subsidiaries in the fiscal years ended December 31, 2014 and 2013 in their capacity as such officers. Mr. Xiqun Yu, our chief executive officer and also one of our directors, receives no additional compensation for his services in his capacity as director. No other executive officer or former executive officer received more than \$100,000 in compensation in the fiscal years except reported below.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Xiqun Yu Chief Executive Officer (principal executive officer)(1)	2013	34,900	—	—	—	—	—	—	34,900
	2014	35,146	—	—	—	—	—	—	35,146
Cloris Li Chief Financial Officer (principal financial officer)	2013	120,000	—	—	—	—	—	—	120,000
	2014	120,000	—	—	—	—	—	—	120,000

- (1) Mr. Yu is entitled to an annual salary of RMB 216,000 (approximately \$35,146) for his services serving as Chief Executive Officer of the Company. He does not receive any compensation for his services on the board of directors.

### Outstanding Equity Awards at 2014 Fiscal Year End

None.

### Employment Agreements

We do not currently provide any contingent or deferred forms of compensation arrangements, annuities, or retirement benefits to our executive officers or directors.

Pursuant to the terms of the Employment Agreement between the Company and Mr. Xiqun Yu, dated August 9, 2012, Mr. Yu shall be paid an annual salary of RMB 216,000 (approximately \$34,267) in addition bonuses and benefits as may be determined by the Company's Compensation Committee. The Employment Agreement is valid for five years expiring August 8, 2017, subject to early termination upon not less than 30 days' notice.

On November 28, 2011, Ms. Cloris Li was appointed our Chief Financial Officer. Ms. Li's compensation as Chief Financial Officer is set forth in an employment agreement between Ms. Li and the Company dated November 30, 2011. Pursuant to the agreement, Ms. Li is to receive an annual salary of \$120,000 for her services as Chief Financial Officer. Ms. Li's employment agreement continues on a year-to-year basis unless terminated by either party on not less than thirty day notice.

## Compensation Discussion and Analysis

We strive to provide our named executive officers (as defined in Item 402 of Regulation S-K) with a competitive base salary that is in line with their roles and responsibilities when compared to peer companies of comparable size in similar locations.

It is not uncommon for PRC private companies in the PRC to have base salaries as the sole form of compensation. The base salary level is established and reviewed based on the level of responsibilities, the experience and tenure of the individual and the current and potential contributions of the individual. The base salary is compared to the list of similar positions within comparable peer companies and consideration is given to the executive's relative experience in his or her position. Base salaries are reviewed periodically and at the time of promotion or other changes in responsibilities.

We plan to implement a more comprehensive compensation program, which takes into account other elements of compensation, including, without limitation, short and long term compensation, cash and non-cash, and other equity-based compensation such as stock options. We expect that this compensation program will be comparable to the programs of our peer companies and aimed to retain and attract talented individuals.

### Board Compensation

The following table sets forth the compensation received by our directors in fiscal year of 2014 in their capacity as directors:

Name and Principal Position	Fee earned or paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Xiqun Yu Chief Executive Officer and director	—	—	—	—	—	—	—
Xiaohua Gu Director	15,000	—	—	—	—	—	15,000
Liansheng Zhang Director	5,000	—	—	—	—	—	5,000

### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth certain information with respect to the beneficial ownership of our voting securities by (i) any person or group owning more than 5% of any class of voting securities, (ii) each director, (iii) our chief executive officer and (iv) all executive officers and directors as a group as of March 30, 2015.

Name and Address	Number of Shares Beneficially Owned (1)	Percentage of Outstanding Shares (1)
<b>5% Shareholder</b> Zesiger Capital Group LLC 460 Park Avenue, 22nd Floor New York, NY 10022 (2)	727,400	6.87%
<b>Executive Officers and Directors</b> Xiqun Yu 58 Heng Shan Rd. Kun Lun Shopping Mall Harbin, PRC 150090 (3)	4,227,779	39.95%
Cloris Li 58 Heng Shan Rd. Kun Lun Shopping Mall Harbin, PRC 150090	-	-
Liansheng Zhang (4) 58 Heng Shan Rd. Kun Lun Shopping Mall Harbin, PRC150090	-	-
Xiaohua Gu 58 Heng Shan Rd.Kun Lun Shopping Mall Harbin, PRC150090	-	-
<b>Officers and Directors as a group (four individuals)</b>	4,227,779	39.95%

\*Represents less than 1%

- (1) In determining beneficial ownership of our common stock as of a given date, the number of shares shown includes shares of common stock which may be acquired on exercise of warrants or options or conversion of convertible securities within 60 days of that date. In determining the percent of common stock owned by a person or entity on March 30, 2015, (a) the numerator is the number of shares of the class beneficially owned by such person or entity, including shares which may be acquired within 60 days on exercise of warrants or options and conversion of convertible securities, and (b) the denominator is the sum of (i) the total shares of common stock outstanding on March 30, 2015 (10,582,530), and (ii) the total number of shares that the beneficial owner may acquire upon conversion of the preferred and on exercise of the warrants and options. Unless otherwise stated, each beneficial owner has sole power to vote and dispose of its shares.
- (2) Clients for whom Zesiger Capital Group LLC (“ZCG”) acts as investment adviser may withdraw dividends or the proceeds of sales from the accounts managed by ZCG. No single client account owns more than 5% of the class of securities.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence.**

#### **Related Party Transactions**

As of December 31, 2014 and 2013, the Company owed a related party \$0 and \$668,832, respectively.

#### **Independent Directors**

Our Board of Directors is currently comprised of a majority of independent directors, as such term is defined in our Corporate Governance Guidelines which is available on our website at <http://www.chinaeducationalalliance.com/Corporate.jsp>, and the independent directors are Xiaohua Gu and Liansheng Zhang.

### **Item 14. Principal Accounting Fees and Services.**

#### ***Audit Fees***

We incurred approximately \$102,000 and \$102,000 for professional services rendered by our registered independent public accounting firm, Albert Wong & Co.(succeeded by AWC (CPA) Limited), for the integrated audit of the Company for fiscal years ended December 31, 2013 and 2014, respectively.

#### ***Audit-Related Fees***

We did not incur any audit-related fees in the fiscal years ended December 31, 2013 and 2014.

#### ***Tax Fees***

We did not incur any tax fees in the fiscal years ended December 31, 2013 and 2014.

#### ***All Other Fees***

We did not incur any fees from our registered independent public accounting firm for services other than the services covered in “Audit Fees” in the fiscal years ended December 31, 2013 and 2014.

## Pre-Approval Policies and Procedures

The Audit Committee pre-approves all audit and non-audit services performed by the Company's auditor and the fees to be paid in connection with such services in order to assure that the provision of such services does not impair the auditor's independence.

### PART IV

#### Item 15. Exhibits, Financial Statement Schedules.

Exhibit No.	Description
3.1	Articles of Incorporation filed December 2, 1996 in the State of North Carolina are incorporated herein by reference to Exhibit 3.1 to the Form SB-2 Registration Statement of China Education Alliance, Inc. (File No. 333-101167) filed on November 13, 2002.
3.2	Articles of Amendment Business Corporation dated May 23, 2002 are incorporated herein by reference to Exhibit 3.2 to the Form SB-2 Registration Statement of China Education Alliance, Inc. (File No. 333-101167) filed on November 13, 2002.
3.3	Articles of Amendment Business Corporation filed November 17, 2004, changing the name of the Company from ABC Realty Co. to China Education Alliance, Inc. is incorporated herein by reference to Exhibit 3.3 filed with the Company's Form 10-KSB annual report for its fiscal year ended December 31, 2005.
3.4	Articles of Share Exchange of China Education Alliance, Inc. filed with the Department of The Secretary of State of the State of North Carolina on December 30, 2004 are incorporated herein by reference to Exhibit 3.1 filed with China Education Alliance, Inc.'s Form 10-QSB quarterly report for its quarter ended September 30, 2007 filed with the SEC on November 14, 2007.
3.5	Articles of Amendment to Articles of Incorporation filed with the Department of The Secretary of State of the State of North Carolina on October 4, 2007 are incorporated herein by reference to Exhibit 3.2 filed with China Education Alliance, Inc.'s Form 10-QSB quarterly report for its quarter ended September 30, 2007 filed with the SEC on November 14, 2007.
3.6	Articles of Amendment to Articles of Incorporation filed with the Department of The Secretary of State of the State of North Carolina on September 26, 2011 is incorporated herein by reference to Exhibit 3.6 to the Form 10-K filed with the SEC on April 16, 2012.
3.7	Bylaws of China Education Alliance, Inc. are incorporated herein by reference to Exhibit 3.3 to the Form SB-2/A Registration Statement of China Education Alliance, Inc. filed on February 7, 2003 (File No. 333-101167).
3.8	Amendment to Bylaws of China Education Alliance, Inc. is incorporated herein by reference to the Form 8-K filed with the SEC on January 14, 2013.
4.1	China Education Alliance, Inc. 2009 Stock Incentive Plan is incorporated herein by reference to Exhibit 4.1 to the Post-Effective Amendment to Registration Statement on Form S-8 filed with the SEC on June 19, 2009.
4.2	China Education Alliance, Inc. 2011 Stock Incentive Plan is incorporated herein by reference to Exhibit 4.1 to Form S-8 filed with the SEC on July 1, 2011.
10.1	Employment Agreement dated August 9, 2012 between China Education Alliance, Inc. and Xiqun Yu is incorporated herein by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K filed with the SEC on April 1, 2013.
10.2	Employment Agreement dated as of November 30, 2011 between Cloris Li and the Registrant is incorporated herein by reference to Exhibit 10.1 to the Form 8-K filed with the SEC on November 30, 2011.
10.3	Translation of Appointment Agreement between the Company and Xiaohua Gu, dated June 30, 2011, is incorporated herein by reference to Exhibit 10.1 to the Form 8-K filed with the SEC on June 30, 2011.
10.4	Lease Agreement, dated March 16, 2009, between Harbin Tianlang Culture and Education School and Harbin ZhongTianHengJi Real Estate Consulting Firm is incorporated herein by reference to Exhibit 10.35 to the Form 10-K filed with the SEC on April 16, 2012.
10.5	Lease Agreement, dated April 11, 2014, by and between Harbin Zhong He Li Da Education Technology, Inc. and Beijing Zhongshidongsheng Culture Media Co., Ltd.*
10.6	Lease Agreement, dated March 23, 2012, by and between Beijing Hua Yu Pin Xue Education Technology Co., Ltd and Lei Zhou*
10.7	Lease Agreement, dated October 16, 2012, by and among Heilongjiang Zhonghe Education and Training Center and Xuepu Liu and Lu Liu*
21.1	List of Subsidiaries is incorporated herein by reference to Exhibit 21.1 to the Company's Annual Report on Form 10-K filed on March 31, 2014.

- 23.1 Consent of Independent Registered Public Accounting Firm.\*
- 31.1 Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 31.2 Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 32.1 Certification of the Principal Executive Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*\*
- 32.2 Certification of the Principal Financial Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*\*
- 101.INS XBRL Instance Document\*
- 101.SCH XBRL Taxonomy Extension Schema Document\*
- 101.CAL XBRL Taxonomy Calculation Linkbase Document\*
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document\*
- 101.LAB XBRL Taxonomy Label Linkbase Document\*
- 101.PRE XBRL Taxonomy Presentation Linkbase Document\*

\*Filed herewith.

\*\*Furnished herewith.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### CHINA EDUCATION ALLIANCE, INC.

Date: March 31, 2015

By: /s/ Xiqun Yu  
Xiqun Yu  
President and Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Xiqun Yu</u> Xiqun Yu	President, Chief Executive Officer Chairman of the Board of Directors and Director (Principal Executive Officer)	March 31, 2015
<u>/s/ Cloris Li</u> Cloris Li	Chief Financial Officer (Principal Financial and Accounting Officer)	March 31, 2015
<u>/s/ Xiaohua Gu</u> Xiaohua Gu	Director	March 31, 2015
<u>/s/ Liansheng Zhang</u> Liansheng Zhang	Director	March 31, 2015

Lease Agreement

Beijing Zhongshidongsheng Culture Media Co., Ltd.

Harbin Zhong He Li Da Education Technology, Inc.

8 Gaojing Culture Park Road, Chaoyang District, Beijing

April, 2014

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The Contract was signed by the two parties in Beijing on April 11, 2014.

Parties to the Contract:

Lessor (hereinafter referred to as Party A): Beijing Zhongshidongsheng Culture Media Co., Ltd.

Tenant ((hereinafter referred to as Party B): Harbin Zhong He Li Da Education Technology, Inc.

Having reached unanimity through friendly consultant and negotiation, Party A and Party B, hereby agree to enter into the Lease Agreement to be abided by both party.

**1. Property Basic Information**

- 1.1 Property location: 8 Gaojing Culture Park Road, Chaoyang District, Beijing, area of premises is 1,325 square meters;
- 1.2 Property is currently basic decorate.

**2. Lease Term**

- 2.1 The lease term shall be from April 11, 2014 to April 10, 2019, as 5 years in total.
- 2.2 Agreed housing delivery date is April 11, 2014, and the rental day is the date of delivery. Party B shall start house renovations upon the delivery, Party A shall be responsible for water and electricity supplies upon the delivery.  
  
The rent-free period: from the agreed housing delivery date until June 10, 2014.
- 2.3 Party A has rights to take back the house upon the lease expiration. When the lease term expires, if Party B requires a renewal of the lease, Party B shall notice Party A 90 days before the expiration of this agreement.

**3 The Rental, Property Management and Other Fees:**

- 3.1 Rental standard:

For the period from April 11, 2014 to April 10, 2016, the daily rental of per square meter is ¥4.6 ,so the total amount of yearly rental agreed upon both parties shall be ¥2,224,675.

For the period from April 11, 2016 to April 10, 2017, the daily rental of per square meter is ¥4.92 ,so the total amount of yearly rental agreed upon both parties shall be ¥2,379,435.

For the period from April 11, 2017 to April 10, 2018, the daily rental of per square meter is ¥5.26 ,so the total amount of yearly rental agreed upon both parties shall be ¥2,543,867.5.

For the period from April 11, 2018 to April 10, 2019, the daily rental of per square meter is ¥5.63 ,so the total amount of yearly rental agreed upon both parties shall be ¥2,722,808.8.

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3.2 The first payment:

The first payment shall be the rental from June 11, 2011 to October 10, 2014, which shall be ¥741,558.3. The first payment shall be made upon the signature of this agreement.

NO.	PAYMENT DAY	LEASE TERM	MONTHS	PRICE (yuan / m <sup>2</sup> * day)	EACH PERIOD RENT(RMB)
1	YEAR/MONTH/DATE	April 11, 2014 to June 10, 2014	2	4.6	Decoration-free period
2	Contract date	June 11, 2014 to October 10, 2014	4	4.6	741,558.30
3	11-Sep-14	October 11, 2014 to February 10, 2015	4	4.6	741,558.30
4	11-Jan-15	February 11, 2015 to June 10, 2015	4	4.6	741,558.30
5	11-May-15	June 11, 2015 to October 10, 2015	4	4.6	741,558.30
6	11-Sep-15	October 11, 2015 to February 10, 2016	4	4.6	741,558.30
7	11-Jan-16	February 11, 2016 to April 10, 2016	2	4.6	370,779.20
8	11-Mar-16	April 11, 2016 to August 10, 2016	4	4.92	793,145.00
9	11-Jul-16	August 11, 2016 to December 10, 2016	4	4.92	793,145.00
10	11-Nov-16	December 11, 2016 to April 10, 2017	4	4.92	793,145.00
11	11-Mar-17	April 11, 2017 to August 10, 2017	4	5.26	847,955.50
12	11-Jul-17	August 11, 2017 to December 10, 2017	4	5.26	847,955.50
13	11-Nov-17	December 11, 2017 to August 10, 2018	4	5.26	847,955.50
14	11-Mar-18	April 11, 2018 to August 10, 2018	4	5.63	907,602.90
15	11-Jul-18	August 11, 2018 to December 10, 2018	4	5.63	907,602.90
16	11-Nov-18	December 11, 2018 to April 10, 2019	4	5.63	907,602.90
17	Total		60	/	11,724,681.80

Interest of 0.5% per day will be charged upon the late payment.

3.3 Security deposit: on the date of signing this contract, Party B shall pay 2 months rental and property costs as a rental security deposit ,which shall be ¥370.779.2 as to guarantee the contractual obligation of Party B under this contract.

3.4 Party A designated bank account:

Opening Bank Account: Bank of Beijing Beichen Road Branch

Beneficiary: Beijing Zhongshidongsheng Culture Media Co., Ltd.

Bank Account: 01090516600120102197117

3.5 All payments include security deposit and rental payments shall be made by cash, bank transfer or bank cheques.

#### **4. Management Fee and Other Fees:**

4.1 The management fee is ¥5.9 per month per square meters. Party B shall make the management fee prior relevant period start.

4.2 Central air-condition usage fee is ¥76 per year per square meters(2 quarters shall be charges for this fee per year), Party B shall make the payment prior relevant period start, i.e. ¥50,350 shall be made by May 15 each year, and¥50,350 shall be made by October 15, each year.

4.3 The water usage fee is ¥6.5 per ton. And electricity fee is ¥1.25 per unit.Party B shall make the management fee within 7 days upon the payment notice delivery.

4.4 Party A provides parking space for Party B to use, all motor vehicle parking shall obtain parking permit from the onsite management.

4.5 All other special maintenance, renovation deposit, or other chargeable services fees shall refer to onsite management fees and charges standards.

4.6 Unless otherwise agreed in this contract, Party A and Party B shall send the written notice.

4.7 Onsite Management designated bank account: Opening Bank Account: Beijing Rural Commercial Bank Jingliang Branch  
Beneficiary: Beijing Dongyifangyuan Property Management Co., Ltd. Bank Account: 0122000103000003045

#### **5 Housing and restrictions**

5.1 Party B wants to rent the China Overseas Plaza for the need of business expansion.

5.2 Party B shall not let the house to other parties without notify Party A.

5.3 Unless otherwise agreed in this agreement, Party B shall not change or modify any of house structures, fire control systems, electrical systems, sewage systems, etc.

5.4 Party B shall not change, modify, extend or demolish the house out of relevant government policies, any penalty or fine occurs, shall be responsible by Party B.

5.2 Without written consent, Party B shall not build extra property outside the agreed area.

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## **6 House use and damages**

- 6.1 During the lease term, Party B shall strictly abide by the laws, regulations and administrative provisions of the state. Party B shall take all effective measures to prevent the occurrence of various fire, and security incidents. Party B shall take responsibility for its visitors, employees, students, agents, and other others accident and compensation for all losses third party suffered.
- 6.2 Party B shall take care of equipment and facilities within the premises in the lease term. Party B shall be responsible for equipment or facility damages caused by its visitors, employees, students, agents, and others unreasonable use. Party B shall be responsible for the equipment repairs or facilities maintenance. If Party B refuses to repair Party A can repair or replace the damages, and the cost is responsible by Party B.
- 6.3 Party A is responsible for any damages to housing facilities and equipment caused by reasonable use, Party A shall take inspection and repair within 48 hours upon Party B's report. If Party A refuses to repair, Party B can repair or replace the damages, and the cost is responsible by Party A.
- 6.4 For the renovation, and improvement done by Party B, Party A has no obligation to repair or maintain.

## **7 Breach of the agreement**

7.1 the occurrence of the following circumstances:

- a. The house shall be includ in the urban planning, or demolition range by local government;
- b. Due to earthquakes, fires and other force, houses damaged, lost, or destoried.

When above circumstances occurs the agreement shall be terminate, both party shall not responsible.

7.2 If one of the following situations occurs,

- a. Party B does not execute the payment term within 30 days from the due date,
- b. Party B not use the house for business operating purpose, or change the house's structure, or build illegal extension buildings, or sublet this property to a third party.
- c. Party B shall be responsible for any damages caused by unreasonable use;
- d. Party B use houses engage in illegal activities, harm the public interest or interfere with others' normal working life.

Party A shall have the right to terminate this agreement, and will get the secure deposit as liquidated damages

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**8 Breach of the agreement**

- 8.1 Party B fail to make payment according to the term within this agreement, Party A shall have right to terminate the agreement;
- 8.2 Any delay in house transfer procedure caused by Party B, Party A shall have the right to terminate this agreement. If Party B has not fulfill the agreement terms with 30 days upon the signature of this agreement, Party A can terminate the agreement and will get the secure deposit as liquidated damage.
- 8.3 If Party A wants to execute the agreement during the lease term, Party A shall give Party B 60 day notice, with amount of 200% of current rental payment as compensation to Party B.
- 8.4 If Party B wants to execute the agreement during the lease term, Party B shall give Party A 60 day notice, with amount of 200% of current rental payment as compensation to Party A.

**9 House return**

- 9.1 If Party A wants to terminate the agreement based on any of terms in clause 7 occurs during the lease term, Party B shall be move out of the house within 5 day notice sent by Party A, Party B shall ensure all equipment and facility is under good condition when house return to Party A.
- 9.2 Upon the expiry of the lease term, both parties shall check equipment and facility's conditions, clear debts balance. Any damages caused by Party B during its lease shall be responsible by Party B, otherwise Party A can deduct amount for repair if Party B refuse to pay.
- 9.3 Upon the expiry of the lease term, Party B continue to stay in the house without renew the agreement, Party B shall be responsible to amount of 200% of first year rental payment as compensation to Party A.

**10 Others**

- 9.1 Both parties at the time of the signing of this contract shall well understand and accept all terms and conditions within the agreement.
- 9.2 Agreement is written in Chinese, currency is Renminbi.
- 9.3 Both parties shall firstly negotiate in private when debate happen during lease term, if debate cannot settle, then may take legal action in the court.
- 9.4 There are four copies of the Contract with same legal effect. Each party shall keep two copies.

Party A: Beijing Zhongshidongsheng Culture Media Co., Ltd.

Legal representative or authorized representative:

Party B: Harbin Zhong He Li Da Education Technology, Inc

Legal representative or authorized representative:

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## LEASE AGREEMENT

## Party A: (Lessor)

Name of Lessor / Legal Representative: Lei Zhou  
Title: Party A Representative  
Address: Phone number: 13651044288

## Party B: (Lessee)

Name of Legal Representative: Xulei Yang  
Title: Representative of Beijing Hua Yu Pin Xue Education Technology Co., Ltd  
Address: Phone number: 13810539506

In accordance with the provisions of "Contract Law of the People's Republic of China ", "The Urban Real Estate Administration Law of the People's Republic of China " and other relevant laws and regulations, on the basis of equality, voluntariness and consensus, Party A hereby rent the premises to Party B pursuant to the following terms:

**Article I. Basic Conditions of the Premises**

The premises of Party A (hereinafter referred to as the Premises) is located 12 Meishuguan Road, Dongcheng District, Beijing.  
Type: shop with complete structure.  
The Premises are leased as is, with a measured use area of 370 square meters.

**Article II. Use of the Premises**

Party A rents the premises to Party B for the purpose of teaching, management and office use. In addition to meeting requirements as office for Party B, when Party B applies for Industry and Commerce registration, the Premises should also meet State Industry and Commerce Administration ("SAIC") registration requirements. When the Party B applies for SAIC registration and other business procedures, Party B shall apply for it independently but Party A shall help provide related materials. Currently Party A is the person who moves back to the premises after demolition and the premises is in the process of applying for ownership certificates. Party A shall provide replacement housing agreement for the SAIC registration.

**Article III. Term of Lease**

The term of the lease is five years, from March 23, 2012 to May 1, 2017, with a total of five years and 40 days. The period from March 23, 2012 to May 1, 2012 is the rent-free period (the rent-free period is 40 days in total).

**Article IV. Rent and Payment.**

1. The rent is RMB One Million each year (RMB 1,000,000). The rent includes: property management fee, heat, rental invoice taxes and fees. (Note: 940,000 yuan rent +RMB 60,000 of property management fee and heat = RMB 1 million).
  2. Party B shall pay the rent to Party A semiannually. During the term of the lease, the rent shall remain the same unless agreed upon mutual consent, Party A shall not raise the rent for whatever reason.
  3. Timing and Amount: Party B shall make the first payment of rent in the amount of RMB 500,000 and two month deposit of RMB 166,666 (a total of RMB 666,666) to the bank account designated by Party A prior to March 2012, 28 (i.e., within three working days after the effectiveness of this Agreement). Thereafter, Party B shall pay the rent semiannually and the payment shall be made within 15 days before the next payment month.
  4. Party A shall issue to Party B invoices evidencing the amount of rent and expenses Party B has paid pursuant to the agreement.
-

Designated bank account information by Party A:  
Bank: DongSi Subbranch, Beijing branch of China Construction Bank  
Account: 4367 4200 1159 0185 821  
Account Name: Lei Zhou

Party A and Party B financial transactions must comply with the provisions of the country's existing laws and regulations and policies.

Party A shall provide invoices to Party B within 15 business days after the payment by Party B of the rent, expenses and fees.

**Article V. Deposit.**

1. The security deposit (equivalent to two months) shall be RMB 166,666 yuan, payable at the same time of the first rent.
2. During the term of this Agreement, if Party B's breach or inappropriate use caused economic losses to Party A, in the amount of loss that is unanimously recognized by both sides or evaluated by a qualified appraisal institution, Party A shall deduct the corresponding losses from the deposit. Party B shall make up the deposit within five business days after receipt of a written notice.
3. Party A shall return the deposit to Party B within 3 business days after Party B returns the Premises completely to Party A and pays all amounts due under the agreement upon the expiration, termination or cancellation of the agreement. If Party B does not make the full payment, Party A shall deduct the expenses from deposit and return the balance to Party B and issue written statement on the details of expenses deducted.

**Article VI. Premises Delivery Date.**

Party A shall deliver the Premises to Party B upon effectiveness of this agreement and make sure the Premises meet all the conditions for lease confirmed by Party B. Party A shall provide a list of fixtures and equipment. The current renovation and facilities shall be provided in a list by the Parties. Unless otherwise agreed by the Parties, the list shall be the basis for acceptance when returning the Premises upon expiration of the term of the agreement.

**Article VII. Warranties of Party on the Premises.**

Party A warrants and represents that it holds the legal and sole ownership and disposition right of the Premises and there is no disputes with respect to the ownership of the Premises. Except otherwise agreed by both parties, Party A has paid all the expenses such as mortgage, debt, rent, taxes and all costs prior to delivery of the Premises. If there is any aforementioned matter outstanding, Party A shall be fully responsible. If any economic losses are incurred to Party B as a result thereof, Party A shall be responsible for compensation.

**Article VIII. Maintenance.**

1. During the lease term, Party A shall conduct inspection and maintenance of the Premises every other year and Party shall cooperate with Party A. Party A shall notify Party B of such inspection and maintenance work with 7 day advance notice in writing and shall not affect Party B's use of the Premises.
  2. Party A is responsible for the maintenance of property covered by the maintenance costs (the roof, the main structure, floor, pipes, excluding parts renovated by Party B). Party B shall be responsible for the extra expenses that exceed the maintenance costs.
  3. Party B shall be responsible for repair of any damages to the Premises and its facilities due to inappropriate use by Party B (excluding the parts built or renovated by Party B and Party B's own facilities)
  4. During the lease term, Party B shall strictly implement the provisions of the relevant departments in the city regarding fire safety, comprehensive control and safety and security work, and cooperate with supervision and inspection by Party A.
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**Article IX Renovation.**

1. Both parties agree that Party B can enter into the Premises for renovation from March 23, 2012.
2. During the lease term, Party B may renovate the Premises based on its needs but may not change the main structure and the load-bearing wall. The lease shall be terminated upon occurrence. Party B should notify Party A decorate plan to, and obtain the agreement of Party A. Party B to decorate the expenses shall be borne by Party B.
3. Party B during the lease of the house decoration, decoration and add the ownership of the equipment and facilities all belong to Party B. Termination of the contract or after the termination, such decoration or facilities can be dismantled, to remove removed by Party B, the sealed, decorate part should be maintained, handled by Party A, Party A will not give Party B the compensation for decoration.
4. Due to Party A the house has seven property right, the ground with the property owner property area reticule, Party B is decorated should be maintained. If Party B because decorate need change, we should get together to allow the property right person.

**Article X. Expenses.**

1. During the term of the lease, Party A shall pay for property management fees, heating, and is responsible for the open rental invoice, in addition to all expenses are paid by Party B is responsible for.
2. During the lease term, Party A shall pay Party B: all except property management fee, heating fee, such as water, electricity, phone, all kinds of Internet fee and operation cost related expenses, etc.
3. During the lease term, the property management fee and heating fee has been included in the rent room star, generation of Party B by Party A relevant departments pay, such as the cost part, on the basis of the original has a rising price Ge exceed the amount of the existing standard quota shall be borne by Party B, Party A shall provide corresponding actual legal invoice shall prevail.

**Article XI. Party A's Rights and Obligations.**

1. Party A has the obligation to assist Party B to handle the fire, property transfer procedures, etc. At the same time, Party A shall provide relevant formalities to assist Party B to get the business license.
  2. Within 10 days after the expiration, termination, or cancellation of this agreement, if Party B has not removed its personal properties from the Premises, Party A shall have the right to send Party B's personal properties in storage, and related expenses shall be borne by Party B.
  3. Party A shall guarantee the air conditioning and building elevator are working on Saturday, Sunday and public holidays. If this affects the normal use of Party B, Party B will be able to install air-conditioning equipment, without the consent of Party A.
  4. Party A shall promptly coordinate with the property management company to fix the issues with roof, main structure, floor, pipes, wires, telephone wires, internet wires or air conditioners upon notice of Party B.
  5. Party A has the obligation to assist Party B to deal with other owners, property management company, and government management departments.
  6. During the lease term, Party A has the right to send staff to the Premises for necessary inspection, but should inform Party B in advance, and shall not interfere with the normal operation of Party B. Party B should cooperate.
  7. Party A shall guarantee that the Premises can be used for SAIC registration, and provide relevant documents to Party B. If the SAIC registration cannot be completed due to the Premises, Party B has the right to terminate this agreement, and shall have the right to require Party A to be responsible for liabilities provided in Section 3, Article XVI.
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## **Article XII. Party B's Rights and Obligations.**

1. Party B has the right to according to this contract, the use of the property, real estate internal facilities equipment and the property equally Shared parts, utility equipment.
2. During the lease term, if Party A shall sell the property, it shall send written notice to Party B three months in advance. Under the same conditions, Party B shall have right of first refusal with respect to the purchase of the Premises. Party A shall ensure that its sale of the Premises does not affect the performance of this agreement and effectiveness of this agreement.
3. Upon expiration of the agreement, if Party A continues to rent the Premises, Party B shall have the priority to sign a lease for the Premises under the same terms and conditions.
4. Party B shall pay the rent and other fees in accordance with the terms of this agreement.
5. Party B shall not sublease or transfer to others the Premises without consent of Party A. Otherwise, the agreement shall be terminated.
6. Party B shall reasonably use and care for the Premises and facilities as stipulated in the agreement.
7. Upon expiration, termination or cancellation of this agreement, Party B shall remove its personal properties from the Premises and return the Premises in the original conditions to Party A.

The original conditions of the Premises are: the main structure remains complete and safe with basic lighting and Party B shall return the Premises tidy and clean.

## **Article XIII. Amendment, Termination and Renewal**

1. The agreement may be amended and supplemented through mutual negotiation and agreement.
2. Party A shall have the right to unilaterally terminate the agreement and retain the deposit if Party B fails to pay any expenses and fees in the amount of one month rent, without any justified reason, tear open or change the main structure and landmark line without authorization, engages in illegal activities, harms public interests, or sublets, transfers, or lends or invests or exchanges the lease with others without authorization.
3. Party B may terminate the agreement unilaterally and receive the refund of the deposit and two month rents if Party A fails to deliver the Premises for ten days, or the conditions of the Premises significantly differs from what are set forth herein.
4. During the lease period, either party may terminate the lease with three month advance notice in writing to the other party. The Parties shall execute a termination agreement to terminate this lease upon mutual negotiation. This agreement remains binding prior to the effectiveness of the termination agreement.
5. This agreement shall terminate upon expiration of the lease term. If Party B wishes to continue to lease the Premises, Party B shall notify Party A in writing three months in advance and Party A shall respond in writing two months before the expiration of the agreement and both Parties shall renew the lease agreement.

## **Article XIV. Force Majeure.**

Because of the typhoon, earthquake, storm, war, coup this building was caused by such force majeure damage and losses, both sides each other is not liable. Therefore affect any party cannot perform the contract or cannot fulfill the contract on the agreed terms and conditions, the party in case of force majeure, shall be immediately to the telegraph, the telephone or by fax to notify the other party, and provide details of force majeure within 15 days and all or part of this contract fails to fulfill the needs to be extended, or perform the valid certification of the reason. According to the force majeure to the influence degree of the performance of this contract, decide whether to terminate the contract by both parties agreement, or partial exemption perform the responsibilities of this contract, or delay to perform the contract such as solution.

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#### **Article XV. Registration and Filing**

Within 7 days from the date of the effectiveness of this agreement, both parties shall submit the agreement and relevant documents to the local real estate administrative department to apply for registration and filing. Party B (the business license, organization code certificate, legal representative ID, educational credentials) shall provide photocopies stamped with official seal to Party A for record; Party A (ID card, replacement housing agreement) shall provide photocopies to Party B for record. Party A shall provide a copy of the ownership certificate to Party B upon receipt.

#### **Article XVI. Liability.**

1. If Party B fails to pay the rent, Party A has the right to inform Party B in writing and request immediate payment. Party B shall pay a penalty for each day the rent remains outstanding at the rate of 0.1% of the unpaid rent. Party A shall have the right to terminate the agreement and retain the deposit if Party B fails to pay rent for 10 days. The date of termination shall be the date when Party B receives the termination notice. If there is any force majeure as provided in Article XIV, the Parties shall abide by Article XIV.

2. Party A shall deliver the Premises to Party B on March 23, 2012 and shall pay a penalty to Party B for each day delayed at the rate of 0.1% of the amount paid by Party B. Party B shall have the right to unilaterally terminate this agreement if the delivery is delayed for 10 days and Party A shall return the total amount paid by Party B with interest and pay Party B two month rent as compensation.

3. If the agreement is terminated or may not be performed due to Party A's fault, Party A shall refund Party B the deposit and the rest of the rent, and Party A shall pay Party B liquidated damages equivalent to three months' rent.

4. Party A shall be responsible for Party B's damages resulting from the failure to perform the agreement or to pass the inspection of relevant authorities or obtain approval due to Party A's breach of this agreement.

5. Since the Premises are owned by seven persons who are signing this agreement with Party B as Party A, in order to protect the legitimate rights and interests of Party B, if one or more of the owners of the Premises unilaterally terminates the agreement without any fault on part of Party B and causes Party B not able to run its business or suffer losses, the conduct shall be considered as a breach by all the owners and Party B shall have the right to terminate the agreement unilaterally. Party A shall return the deposit and the balance of rent to Party B and pay Party B a penalty in the amount of three month rent.

6. Any party that breaches the agreement shall be responsible for the reasonable losses of the non-breaching party in addition to the liabilities for breach provided herein.

#### **Article XVII. Dispute Resolution.**

1. The laws of the People's Republic of China shall govern the execution, performance, termination, cancellation and dispute resolution of this agreement.

2. The Parties shall consult and negotiate with each other to resolve disputes on implementation, suspension, termination, all disputes arising in the course of process. If such consultation fails, both Parties can bring a lawsuit in the People's Court at the county where the Premises are located.

#### **Article XVIII. Advertising Space**

Party A shall provide reasonable advertising space at the gate of the base for Party B to use at no charge. Party B shall handle relevant procedures on its own and bear the costs. Party A shall cooperate to provide corresponding materials.

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**Article XIX Miscellaneous.**

The Parties shall separately decide on matters not stipulated in this agreement and sign a supplementary agreement. Supplementary agreement has the same legal effect as this agreement. If there is any inconsistency between this agreement and the supplementary agreement, the supplementary agreement shall prevail.

The attachments to this agreement are an integral part of this agreement and have the same legal effect. Matters that are not stipulated in this agreement and its attachments and the supplementary agreement, shall be carried out in accordance with relevant laws, regulations and policies of the People's Republic of China.

The agreement shall become effective upon signing and stamping by both Parties.

The agreement has three copies with one copy held by each of the Parties and one copy submitted to Rental Management Administration for record.

Party a (the Lessor) signature:  
Certificate number: 110108195907036023  
The legal representative or agent:  
Telephone: 13651044288  
Date: on March 22, 2012

Party B (Tenant) Signature:  
License number:  
The legal representative or agent:  
Telephone: 13810539506  
Date: on March 23, 2012

Execution venue: Beijing Guanganmen Chanlong Mansion

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**Lease Agreement**

Lessor (hereinafter referred to as Party A): Xuepu Liu and Lu Liu

Lessee (hereinafter referred to as Party B): Heilongjiang Zhonghe Education and Training Center

Having reached agreement through friendly consultant and negotiation, Party A and Party B, hereby agree to enter into the Lease Agreement to be abided by both parties.

1. Party A shall comply with the relevant national rental housing provisions
2. Housing information
  - i) The address of the leased premise is at 472 and 480 Xinyang Road, Daoli District, Harbin.
  - ii) The registered area of the premise leased by Party A shall be 244.17 square meters
  - iii) The existing housing and facilities condition, equipment details refer to appendix.
3. Party A shall provide real estate certificate and identification document, Party B shall to provide proof of identity. Both parties shall keep each other's identity documents on file.
4. Lease terms
  - i) The lease term is 3 years which is from October 16, 2012 to November 9, 2015.
  - ii) The premise is for training center use only.
  - iii) Upon the expiry of the lease agreement, Party A have rights to take back the house, Party B shall return the house.  
When the rent term expires, if Party B requires a renewal of the lease, Party B shall notice Party A three months before the expiration of this Contract
5. The Rental Fees
  - i) Rental standard: the monthly rental is ¥14083.33 per month, the total amount of yearly rental agreed upon both parties shall be ¥169,000.
  - ii) Party A shall provide receipt to Party B upon the payment received.
6. The Property Management and Other Fees
  - i) Party A shall bear the costs as below list:
    - i. houses and land property taxes, and any other government charges shall be responsible by Party A;
    - ii. Party A shall be responsible for property management costs, and heating fees.
  - ii) Party B shall bear the costs as below list:
    - i. Party B shall be responsible for water, electricity, gas, cleaning, Broadband, and telephone costs;
    - ii. Party A shall not charge any other cost which are not listed above.
7. House repair and maintenance
  - i) In the effective period of the agreement, Party A is responsible for public safety. Apart from terms in contains in this agreement, all other repair and maintenance shall be responsible by Party A(excludes damages caused by Party B's improper use).

Party A shall provide written notice to Part B 7 days prior all repair and maintenance work.

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Upon the report of damage from Party B, Party A shall promptly provide maintenance services.

Party A is not responsible for repair and maintenance for the decoration done by Party B.

- ii) During the lease term, Party B shall reasonable use all the equipment and facilities within the house, damages caused by Party B due to unreasonable use to the housing equipment and facilities, Party A has the right to request compensation.
8. House Sublet
    - i) During the lease term, Party A can has the right to assign the lease agreement in accordance with legal procedures, after the transfer, the agreement for the new lessor and party B continues to be valid
    - ii) During the lease term, Party B can sublet the premise to third party with no harmful to Party A's benefits.
    - iii) If Party A sells the house, Party A shall provide 2 month notice in advance, Party B has priority to purchase the house.
  9. Adjust, Beach and Termination
    - i) Both parties can negotiate to adjust or terminate the lease agreement.
    - ii) Party B shall terminate the agreement if Party A is:
      - i. Unable to provide the house or the house is breach the terms contains within.
      - ii. The house is not in useable condition and Party A is not fulfilling its responsibility.
    - iii) In the effective period of the Contract, Party A shall terminate the lease agreement if Party B is:
      - i. Without the written consent of Party A, Party B changes the internal and external structure of the house.
      - ii. If damages to the housing facilities are caused by Party B, and Party B is unable to repair upon Party A's request.
      - iii. Uses house to store dangerous good or engages in illegal activities in the house.
    - iv. Delay to make any agreed payments.
    - iv) When the lease term expires, if Party B requires a renewal of the lease, Party B shall notice Party A one months before the expiration of this Contract.
    - v) The lease agreement is terminate upon the lease expiration.
  10. House Delivery and Return
    - i) Party A requires strict compliance with the entry system and all relevant facilities are under good condition for use.
    - ii) Both party shall be attend house inspection for delivery and return, any concerns shall be raised within 3 days after inspection.
    - iii) Party B shall return the house to Party A in useable condition.
    - iv) Party B shall ensure all equipment, facilities are in a good condition when return the house, shall not lease any inventory or other goods in the house.
  11. Breach of the Contract by Party A
    - i) If Party A is unable to provide house according to the condition underlined within this agreement, Party B will get 30% of the rent as liquidated damages.
    - ii) If Party B has fulfill the agreement terms, Party A shall be responsible to pay double rent amount to Party B as compensation for any delays of house delivery.
    - iii) If Party A incurs any delay for damage repairs, Party B can arrange for the repair, but Party A shall bear the costs upon the receipt provide by Party B.
    - iv) If Party A does not execute the Contract, Party B will get 50% of the total rent as liquidated damages.
    - v) If Party A cannot guarantee the house is under good condition accordance with the laws and regulations, Party B shall get compensation from Party A.
  12. Breach of the Contract by Party B
    - i) During the lease term, If one of the following situations occurs, Party A shall have the right to terminate this agreement:, and will get 30%of total rent amount as penalty from Party B:
      - i. Without the written consent of Party A, Party B changes the internal and external structure of the building.
      - ii. Party B engages in illegal activities in the property.
    - ii) In the effective period of the agreement, if any payment is overdue (exclude rental payment), Party A shall charge interest of 50% based on the rent amount.
    - iii) In the effective period of the agreement, if rent payment is overdue, Party A shall charge penalty of 200% based on the rent amount.
  13. Others
    - i) Both parties shall be competent to execute this Contract. If one party does not comply with the contract, the other will get the compensation.
    - ii) The supplementary provisions shall be made upon the agreement of two parties, and its provisions shall be equally binding to both sides.
    - iii) There are two copies of the Contract. Each party keeps one copy with same legal effect.

Party A: /s/ Xuepu Liu and Lu Liu

Party B: /s/ Heilongjiang Zhonghe Education and Training Center

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**AWC (CPA) LIMITED**  
Certified Public Accountants (Practising)  
正大會計師事務所有限公司

7th Floor, Nan Dao Commercial Building, 359-361 Queen's Road Central, Hong Kong.  
香港皇后大道中三五九至三六一號南島商業大口七樓  
Tel : (852) 2851 7954 Fax: (852) 2545 4086

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To: The board of directors and stockholders of  
China Education Alliance, Inc. ("the Company")

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (File Nos. 333-160075 and 333-175308) of China Education Alliance, Inc., of our report dated March 31, 2015 relating to the consolidated financial statements of China Education Alliance, Inc., and subsidiaries as of December 31, 2014 and 2013 and for the years then ended, which report appears in this annual report on Form 10-K of China Education Alliance, Inc.

Hong Kong, China  
March 31, 2015

/s/ AWC (CPA) Limited  
AWC (CPA) Limited  
Certified Public Account

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**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Xiqun Yu, certify that:

1. I have reviewed this annual report on Form 10-K of China Education Alliance, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal controls over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of:
  - a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: March 31, 2015

/s/ Xiqun Yu  
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Xiqun Yu, Chief Executive Officer  
(Principal Executive Officer)

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**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Cloris Li, certify that:

1. I have reviewed this annual report on Form 10-K of China Education Alliance, Inc.:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal controls over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of:
  - a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: March 31, 2015

/s/ Cloris Li  
Cloris Li, Chief Financial Officer  
(Principal Financial and Accounting Officer)

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**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of China Education Alliance, Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Xiqun Yu, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Xiqun Yu  
Xiqun Yu  
Chief Executive Officer  
(Principal Executive Officer)

Date: March 31, 2015

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**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of China Education Alliance, Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Cloris Li, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Cloris Li  
Cloris Li  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

Date: March 31, 2015

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