

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Modern Education Group Limited

現代教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1082

**APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHANGE OF COMPOSITION OF AUDIT COMMITTEE,
REMUNERATION COMMITTEE AND
NOMINATION COMMITTEE AND
CHANGE OF COMPANY SECRETARY**

The Board announces that with effect from 21 December 2012,

- (i) Ms. Wu Mei Chu has been appointed as the independent non-executive Director, member of the audit committee, the remuneration committee and the nomination committee of the Company;
- (ii) Ms. Yiu Wai Yee, Catherine has resigned as the company secretary of the Company;
and
- (iii) Mr. Lei Keng Kuong has been appointed as the company secretary of the Company.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
MEMBER OF THE AUDIT COMMITTEE, THE REMUNERATION
COMMITTEE AND THE NOMINATION COMMITTEE**

The board of (the “**Board**”) directors (the “**Director(s)**”) of Modern Education Group Limited (the “**Company**”) is pleased to announce that Ms. Wu Mei Chu (“**Ms. Wu**”) has been appointed as the independent non-executive Director, member of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 21 December 2012.

Biographical details of Ms. Chu are set out below:

Ms. Wu, aged 48, graduated from The University of Hong Kong with a bachelor degree in Arts in 1987. Ms. Wu has over 20 years of experience in marketing and business development in the People's Republic of China and Asia Pacific region. Prior to joining the Company, Ms. Wu had worked as an area manager at an international satellite communications company for seven years and had been responsible for the development of the distribution network of the company in Asian markets including the People's Republic of China. Ms. Wu was an executive director of China Natural Investment Limited, a listed company on the Growth Enterprise Market of the Stock Exchange (stock code: 8250) from January 2011 to October 2011.

Ms. Wu has entered into a letter of appointment with the Company for an initial term of 3 years commencing from 21 December 2012 and will continue thereafter until terminated by not less than 2 months' notice in writing served by either party on the other. Ms. Wu is entitled to a director remuneration of HK\$72,000 per year in accordance with her letter of appointment. Her remuneration is determined by the Board by reference to her background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Saved as disclosed above, Ms. Wu:

- (1) has not held any other positions in the Company or in any other members of the Group, nor any directorships in other listed public companies in the last three years in Hong Kong or overseas prior to the date of this announcement;
- (2) does not have any other relationships with any Directors, members of senior management, substantial shareholders or controlling shareholders of the Company (which have the meaning ascribed to them respectively under the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) as at the date of this announcement;
- (3) does not hold any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the date of this announcement; and
- (4) does not receive any other remuneration from the Company as at the date of this announcement.

The appointment of Ms. Wu is subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association.

Save as disclosed above, there is no other information relating to Ms. Wu which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. There is also no further information which needs to be brought to the attention of the shareholders of the Company in respect of the appointment of Ms. Wu as independent non-executive Director.

The Board would like to take this opportunity to welcome Ms. Wu joining the Board.

CHANGE OF COMPANY SECRETARY

The Board announces that Ms. Yiu Wai Yee, Catherine (“**Ms. Yiu**”) has resigned as the company secretary of the Company with effect from 21 December 2012 due to her other commitments in the Company. Ms. Yiu is currently and will remain as the executive Director of the Company.

The Board confirms that Ms. Yiu has no disagreement with the Board. There are no other matters in relation to Ms. Yiu’s resignation as company secretary of the Company that need to be brought to the attention of The Stock Exchange of Hong Kong Limited or the shareholders of the Company.

The Board also announces that Mr. Lei Keng Kuong (“**Mr. Lei**”) has been appointed as the company secretary of the Company with effect from 21 December 2012. Mr. Lei is a member of Hong Kong Institute of Certified Public Accountants; Association of International Accountants, UK and The Taxation Institute of Hong Kong with solid experience in the field of accounting and company secretarial matters.

By Order of the Board
Modern Education Group Limited
Yiu Wai Yee, Catherine
Executive Director

Hong Kong, 20 December 2012

As of the date of this announcement, the executive directors of the Company are Mr. Ng Kam Lun, Eric, Ms. Yiu Wai Yee, Catherine, Mr. Ng Norman, Mr. Lee Wai Lok, Ignatious and Mr. Chow Kai Wah, Gary; and the independent non-executive directors of the Company are Mr. Kwok Shun Tim, Mr. Wong Yuk Tong and Mr. Yu Cheeric James.