

不愛兄魂。 閣下如作出虛假聲明,可能會被檢控。 閣下必須以書面方式(不得以個人印章方式)簽署本申請表格,否則本申請會被拒絕受理

this Application Form if you are an elig			Form 香港公開發售 一粉紅色表格 fits subsidiaries 閣下如為現代教育集團有限公司或	或其任何附屬公司之合資格全職僱員 [,] 請使用本申請			
Number of Hong Kong Offer Shapplied for (unless provided other not to exceed 1,160,000 Shares) 申請香港發售股份數目(除另有規超過1,160,000股股份)	erwise,		Cheque/banker's cashier order number 支票/銀行本票號碼				
Total amount of payment 付款總額	HK\$	港元	Name of bank on which cheque/ banker's cashier order is drawn* 支票/銀行本票的付款銀行名稱*				
Education Public Offer * 支票或銀行本票須以「只	'. .准入抬頭人賬戶」方	式劃線開出,並須註明抬頭人為] nd made payable to " Bank of China (H 街「中國銀行 (香港) 代理人有限公司 - 玥 pplicants should give one address.	ong Kong) Nominees Limited – Modern 見代教育公開發售」。			
Name in English 英文姓名	Family name 姓氏		Forename(s) 名字				
Name in Chinese 中文姓名	Family name 姓氏		Forename(s) 名字				
Position in the Company or any of its subsidiaries (in English) 於本公司或其任何附屬公 司的職位(以英文)			Hong Kong Identity Card No./ Passport No.*** (please delete as appropriate) 香港身份證號碼/護照號碼** (請刪去不適用者)				
Your address (in English) and telephone number. Only an address in Hong Kong will be accepted 地址(以英文填寫)及電話號碼。 只接受香港地址	Telephone Number 電話號碼						
Hong Kong Identity Car be used for checking the 只限為本公司或其任何附 用以查核申請表格是否有 (2) Part of your Hong Kong refund purpose. Your bar Hong Kong Identity Car 閣下所提供的香港身份證	d number. If you do not l validity of your Applicati 屬公司合資格全職僱員之 效,而有關資料可能就此: Identity Card number/pa nker may require verifica d number/passport numb 號碼 / 護照號碼的一部份	nold a Hong Kong Identity Card, plea on Form(s) and such data may be tran 個人申請人填寫。如開下持有香港身代 傳交第三方,辦理以上事項。 issport number provided by you may tion of your Hong Kong Identity Card or may lead to delay in encashment or 可能被印刷在、關下的返款支票(如有	se provide your passport number. Your Hong Kon sterred to third parties for the accomplishment o 證,請填寫閣下的香港身份證號碼;否則,請填 be printed on your refund cheque, if any. Such d number/passport number before encashment of y may invalidate your refund cheque.	寫閣下的護照號碼。香港身份證號碼或護照號碼將 ata would also be transferred to a third party for 'our refund cheque. Inaccurate completion of your 方。在兑現 閣下的退款支票之前,銀行可能要求			
 上述所有資料必須與本公司或注 Tick this box if you apply Hong Kong Branch Share is expected to be on Thurs for details of when, where 凡申請1,000,000版或以 道東28號金銷碼中心26個 	其任何附屬公司所存有者 for 1,000,000 or more Hon Registrar, Trieor Investor S day, 30 fune 2011 Please and how to collect your re 奇挑發也投份。希提於路	z Kong Offer Shares and wish to collect ervices Limited, at 26/F., Tesbury Centr see the spections overleaf headed "If your hnd cheque(s) (if any) and/or share cert 送股票/退款支票日期(預計為 2011 (如有)及/或股票(如適用),請在方	your refund cheque(s) (if any) and/or share certificate , 28 Queen's Road East, Hong Kong on the date of application for Hong Kong Offer Shares is successfu ificate(s) (where applicable). 半6月30日(星期四)) 親臨本公司的香港股份過戶考	2(s) (where applicable) in person from the Company's despatch of share certificate(s)/refund cheques whicl al (in whole or in part)" and "Refund of your money" 能力處卓佳證券登記有限公司(地址為香港皇后大 / 或股票(如適用)的時間、地點及手續詳情,請參			
Please fill in your name(s) and addre	ESS LABEL 地 ess in Hong Kong as set ou 皆填寫上表所示姓名/名	tt above in BLOCK letters in English	For Bank use 此欄供銀行填寫				
Address 地址							

Hong Kong Public Offering – PINK Form Use this Application Form if you are an eligible full-time employee of Modern Education Group Limited or any of its subsidiaries



Modern Education Group Limited

現 代 教 育 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Unless otherwise stated, terms used on these conditions have the same meanings ascribed thereto in the Prospectus

ns of your application Who can apply

- can apply You, the applicant, must be 18 years of age or older and must have a Hong Kong address. You must apply as an individual. Joint applications will not be accepted. You must be an Eligible Employee of the Company or any of its subsidiaries. Save under the circumstances permitted by the Listing Rules you cannot apply for any Hong Kong Offer Shares
- if you are
- are: an existing beneficial owner of Shares or the shares of any of the subsidiaries of the Company; the chief executive or a director of the Company or any of its subsidiaries; a connected person (as defined in the Listing Rules) of the Company or a person who will become a connected person (as defined in the Listing Rules) immediately upon completion of the Global
- a connected person (as defined in the Listing Rules); or
 offering;
 an associate of any of the above ("associate" as defined in the Listing Rules); or
 do not have a Hong Kong address.
 If you are a United States person (within the meaning of Regulation S under the U.S. Securities Act) or you are
 within the United States person (within the meaning of Regulation S under the U.S. Securities Act) or you are
 you area United States person (within the meaning of Regulation for Hong Kong Offer Shares shall be made.
 You cannot apply for any Hong Kong Offer Shares if you are:
 a legal or natural person in the People's Republic of China (other than Hong Kong, Macau and Taiwan); or

- make Form;

Lodge only one applications for space-feed multiple applications will be rejected. All of your applications will be rejected as multiple applications of you:
 make muse than one application of the APP application refers.
 apply on a PINK Application of the APP application of APP application of the APP application of the APP application application on a PINK Application Form is more than 1.60,000 OHT Shares, or APP APP applications of the APP application application on a APP application of the APP application application on a APP application of the APP application of the APP applications applications or applications application ap

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- application and will not rely on any other minimumation and representations are sub-services and the Prospectus; agree that the Company, the Sole Global Coordinator, the Joint Sponsors, the Sole Bookrunner, the Joint Lead Managers and the Underwriters and any of their respective directors, officers, employees, agents or advisors and any parties involved in the Global Offering are liable only for the information and representations contained in the Prospectus and any supplement thereto (and only then to the extent such liability is held to exist by a court with competent jurisdiction); the rights which you may have) that once your application has been accepted, you may not rescind it because of an innocent misrepresentation; (if the application is made for your own benefit) warrant that the application is the only application be made for your benefit in addition to application made (if any) under a WHITE or YELLOW Application Form;

- Form: (if the application is made by an agent on your behalf) warrant that you have validly and irrevocably conferred on your agent all necessary power and authority to make this application: undertake and confirm that, you have not applied for or taken up, or indicated an interest for, and will not apply for, take up or indicate an interest for, any International Offer Shares under the International Offering or otherwise participate in the International Offering: agree that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong; agree that your eyour application is accepted, your application will be evidenced by the results of the Hong Kong Public Offering made available by the Company;

- agree to disclose to the Company, and/or its Hong Kong Branch Share Registrar, receiving banks, the Sole Global Coordinator, the Joint Sponsors, the Sole Bookrunner, the Joint Lead Managers and the Underwriters and their respective advisors and agents any personal data and any information which they require about you or the person(s) for whose benefit you have made this application: agree with the Company and each Shareholder, and the Company agrees with each Shareholder, to observe and comply with the Companies Ordinance, Companies Law, the Memorandum of Association and the Articles of
- Association;
- Comparing with the Companies Ordinance, Companies Law, the Method and un or Association and the Artheres of Association; agree with the Company conter into a contract on your bonal with each Director and officer of the Company whereby each such Director and officer of the Company or bonal with each Director and officer of the Company or boligations to Shareholders as stipulated in the Memorandum of Association and Articles of Association; authorize the Company to place your name(s) on the Company's regimer of members as the holder(s) in Hong Kong of any Hong Kong Offer Shares allocated do you, and the Company to place your name(s) on the Company's regimer of members as the holder(s) in Hong Kong offer Shares allocated do you. And the Company's agaets to send any share certificate(s) (where applicable) and/or any refind, cheque volvere applicable) to you by ordinary post at your own risk to the address stated on your Application Form (except if you have applied for 1,000,000 Hong Kong Offer Shares or more and have undicated in work. Application: "error developed and compary the presony: warrant and undertake that you are not a United States person (as defined in Regulation S under the U.S. Securities Act): "represent, warrant and undertake that you are not a United States person (as defined in Regulation S under the U.S. Securities Act):
- the U.S. Securities Act); represent, warrant and undertake that you are not a United States person (as defined in Regulation S under the U.S. Securities Act); represent, warrant and undertake that you understand that the States (as clemed in Regulation S under the U.S. Securities Act) when completing and submitting the Application Form or are a person described in paragraph(h) (3) of Rule 902-of Regulation S under the U.S. Securities Act; confirm that you have read the terms and conditions and application procedures set out in the Prospectus and this Application form) and acree to be bound by them; confirm that you have read the terms and conditions on Global Offering of the Hong Kong Offer Shares described in the prospector; undertake and, agree to accept the Shares applied for, or any lesser number allocated to you under your application; and if the laws on any place outside Hong Kong are applicable to your application agrees and under the terms of the terms and the prospecture of the state of the state of the terms and conditions agrees and the state of the terms and conditions agrees and the state of the terms and the terms and the state of the terms and terms and the state of the terms and terms and the state of the terms and terms and terms and the state of the terms and t

- undertake and agree to accept the Shares applied for, or any lesser number allocated to you under your application; and
 If the laws obany place outside Hong Kons are applicable to your application, agree and warrant that you have complied with all state have and know of the company, the Sole Global Coordinator, the Joint Sponsors, the Sole Bookmuner, the Joint Lead Mangers and the Underwriters nor any of their respective officers or advisors arising from your raths and obligations thefer the terms and conditions contained in the Prospectus.
 The Company, the Sole Global Coordinator, the Joint Sponsors, the Sole Bookmuner, the Joint Lead Managers, the terms and conditions contained in the Prospectus.
 The Company, the Sole Global Coordinator, the Joint Sponsors, the Sole Bookmuner, advisors, and any other parties involved in the Global Othering are entitled to rely on any warranty, representation or declaration made by you in this application.

The Company, the Sole Global Goordinator, the Joint Sponsors, the Sole Bookrunner, the Joint Lead Managers, the Underwriters and their trapector literoits, officers, employees, partners, agents, advisers, and any other parties involved in the Global Offering are entitled to rely on any warranty, representation or declaration made by you in this application.
 You may be prosecuted if you make a false declaration.
 Force of attorney If your application is made by a duly authorized attorney, the Company and the Sole Global Coordinator (or their agents or aoritnees) may accept it at their discretion and subject to any conditions as any of them may think fit, including with coce of the authority of your attorney.

 19. Determination of number of Offer Shares The Sole Glipbal Coordinator, on behalf of the Underwriters, may with the consent of the Company, reduce the number of Offer Shares being offered pursuant to the Global Offering at any time on or prior to the moment of Hong Kong Economic Journal (in Chinese) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Such notice will also be available at the website of the Hong Kong Stock Exchange at <u>www.hkexnews.hk</u> and the Company's website at <u>www.ndecreducationgroup.com</u>.

 Motent of Hong Kong Offer Shares The Orgony Public Offering and the basis of allocation on Thursday, 30 June 2011 in the South China Morning Post (in English) and the Glong Kong Offer Shares selegistration numbers of the Section Hong Kong Stock Exchange at <u>www.ndecreducation.</u> Journal (in Chinese) and the website of the Hong Kong Public Offering, and the basis of allocation and the section headed "How to Apply for Hong Kong Stock Exchange at <u>www.ndecreducation.</u> Journal (in Chinese) and the website of the Hong Kong Stock Exchange at <u>www.ndecreducation.</u> Journal (in Chinese) and the website of the Hong Kong Stock Exchange at <u></u>

certificate. If you do not collect your share certificate(s) (where applicable) personally within the time specified for collection, they will be despatched promptly to you by ordinary post to the address as specified on this Application Form at your own risk. If you have applied for less than 1,000,000 Hong Kong Offer Shares or if you have applied for 1,000,000 or more Hong Kong Offer Shares but have not indicated on your Application Form that you wish to collect your share certificate(s) will be sent to the address on this Application Form on or around Thursday, 30 June 2011 by ordinary not and at your own rick.

person, then your share certificate(s) will be sent to the address on this Application Form on or around Thursday, 30 June 2011, by ordinary post and at your own risk.
The Company will not issue temporary documents of title. No receipt will be issued for sums paid on application. Share certificates will only become valid certificates of title at around 8:00 a.m. on Monday, 4 July 2011 provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination described in the paragraph headed "Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination" under the section in the Prospectus entitled "Underwriting" has not been exercised.
Circumstances in which you will not be allotted Hong Kong Offer Shares
You may not be allotted Hong Kong Offer Shares for any of the following reasons:
1. Full discretion of the Company or its agents to reject or accept your application:
The Company and the Sole Global Coordinator (as agents for the Company), or their respective agents and nominees, have full discretion to the given for any rejection or accept any application.
No reason have to be given for any rejection or accept and application.
If your application is rejected:
You will not receive any allotment if:

- If your application is rejected:
 You will not receive any allotment if:
 you make multiple applications or suspected multiple applications;
 the application for Shares is not for one of the amounts set out in the table in this Application Form;
 you have applied for or taken up, or indicated an interest for or have been or will be placed or allocated (including conditionally and/or provisionally) Offer Shares and/or International Offer Shares in the International Offering, Reasonable steps will be taken to identify and reject applications in the Hong Kong Public Offering from investors who received Offer Shares in the International Offering, and to identify and reject applications in the Hong Kong Offer Shares in the Hong Kong Vence Dublic Offering.
- to metest in the menatorial orienting from investors who have received from kong Orien shares in the from Kong Public Offering; your Application Form is not completed in accordance with the instructions as stated in the Application Form (if you apply by an Application Form); your payment is not made correctly;

- your payment is not made correctly; you pay by cheque or banker's cashier order and the cheque or banker's cashier order is dishonoured upon its first presentation; the Underwriting Agreements do not become unconditional; one or both the Underwriting Agreements are terminated in accordance with their respective terms; the Company or the Sole Global Coordinator believe that by accepting your application, they would violate the applicable securities or other laws, rules or regulations of the jurisdiction in which your application is completed and signed; or your application is for more than 1,160,000 Shares, exceeding 10% of the 11,600,000 Hong Kong Offer Shares initially comprised in the Hong Kong Public Offering.

Hong Kong Public Offering – PINK Form

Use this Application Form if you are an eligible full-time employee of Modern Education Group Limited or any of its subsidiaries

If your application is revoked:

completing and submitting an Application Form, you agree that your application cannot be revoked on or before the fifth day after the time of opening of the application lists (excluding for this purpose any day which is Saturday, sunday or public holiday in Hong Kong). This agreement will take effect as a collateral contract with the Company, and will become binding when you lodge your Application Form. This collateral contract will be in consideration of the Company agreeing that it will not offer any Hong Kong Offer Shares to any person before the fifth day after the time of opening of the application lists (excluding for this purpose any day which is Saturday, Sunday or public holiday in Hong Kong), except by means of one of the procedures referred to in the Prospectus.

Your application may be revoked on or before the fifth day after the time of opening of the application lists rescaling for this purpose any day which is Saturday, Sunday or public holiday in Hong Kong) if a person responsible for the Prospectus under section 40 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) gives a public notice under that section which excludes or limits the responsibility of that person for the Prosp ectus. If any supplement to the Prospectus is issued, applicant(s) who have already submitted an application or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicant(s) have not been so notified, or if applicant(s) have been notified but have not withdrawn their applications in accordance with the procedure to be notified, all applications that have been submitted remain valid and may be accepted. Subject to the above, an application once made is irrevocable and applicants shall be deemed to have applied on the basis of the Prospectus (as supplemented, if any).

If your application has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the publication of the results of allocation, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such condition or results of the ballot respectively.

- If your allotment of Hong Kong Offer Shares is void: Your allotment of the Hong Kong Offer Shares will be void if the Listing Committee of the Stock Exchange does not grant permission to list the Shares either:

 - within 3 weeks from the closing date of the application lists; or within a longer period of up to 6 weeks if the Listing Committee of the Hong Kong Stock Exchange notifies the Company of that longer period within 3 weeks of the closing date of the application lists.

Refund of your money

If you do not receive any Hong Kong Offer Shares for any of the above reasons, the Company will refund to you your application monies, including the related brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange

If your application is accepted only in part, the Company will refund to you the appropriate portion of your application monies, including the related brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% without interest. All such interest accrued on such monies prior to the date of despatch of refund cheques will be retained for the benefit of the Company. In a contingency situation involving a substantial over-subscription, at the discretion of the Company and the Sole Global Coordinator, cheques for applications for certain small denominations of

Hong Kong Offer Shares (apart from successful applications) may not be cleared. Refund cheques will be crossed "Account Payee Only" and made out to you. Part of your Hong Kong Identity Card number/passport number provided by you may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purpose. Your banker may require verifications for your Hong Kong Identity Card ummber/passport number before encashment of your refund cheque. Inaccurate combilition of your Hong Kong Identity Card number/passport number may lead to delay in encashment or may invalidate, your refund cheque.

If you have applied for 1,000,000 Hong Kong Offer Shares or above and have indicated on your Application Form that wish to collect your refund cheque in person, you may collect if from: *Tricor Investor Services Limited* 26/F., Tesbury Centre

- - 28 Queen's Road East Wanchai

Hong Kong

from 9:00 a.m. to 1:00 p.m. on Thursday, 30 June, 2011 or any other place and date notified by the Company in the newspaper as the place and date of despatch/collection of share certificate(s)/refund cheque(s). If you opt for personal collection, you must not authorize any other person to make collection on your behalf. You must

produce evidence of identity (which must be acceptable to Tricor Investor Services Limited) for collection of x our refund . cheque If you do not collect your refund cheque(s) (where applicable) in person within the time specified for its colle will

If you do not cortect you retund endeets) (mitee appreciator) in person within the time spectra of the cortect appreciator) be despatched promptly to you by ordinary post to the address on this Application Form at your own risk. If you have applied for less than 1,000,000 Hong Kong Offer Shares or you have applied for 1,000,000 Hong Kong Off Shares or above but have not indicated on your Application Form that you will collect your refund cheque(s) (whe applicable) personally, your refund cheque(s) (where applicable) will be sent to the address on your Applic or around Thursday, 30 June 2011, by ordinary post and at your own risk.

It is intended that special efforts will be made to avoid any undue delay in refunding applicat on monies appropriate.

How to make your application

- Use the table set out below to calculate how much you must pay for the r of Hone Offe ng Kong Offe hares. Appli of Hong Kong want to subscribe for. Your application must be for a minimum of 2,000 H other number must be in one of the numbers set out in the table octors. To a_{PT} with the considered and any such application is liable to be rejected. The tap payable for such numbers of Hong Kong Offer Shares up to 0.100,000 Hong Kong you must pay the offer price of HSS1.30 per Share, plus brokerage he of 1.0%, the offer price of HSS1.30 per Share, plus brokerage he of 1.0%. must be in one of the numbers set out in the table below. No applic also sets out the total amou ceted. Inc tame also acts out of the 1 00 Hong Kong Offer Shares. On application, ree of 1.0%, SFC transaction levy of 0.003% the total amount payable for certain numbers and Stock Exchange trading fee of 0.005%. The table below sets of Hong Kong Offer Shares.
- atures will be acce Complete this Application Form and sign it. Only written sign epted
- banker' chequ
- Each application must be accompanied by either of Staple your cheque or banker's cashier order to You must pay for the Hong Kong Offer the App nn. Shares applied for by one cheque or by one ba orde If y

r order

- ou pay by cheque, the che be in Hong Kong dolla dollars
- be drawn on yo Hong Kong dollar bank
- name (either preprint mory of the bank on or endorsed on the reverse of the cheque by any bear an acco authorized signa is drawn), which must be the same as the name on your Application F

ong:

Bank of China (Hor be made payable to ng) Nominees Limited – Modern Education Public Offer": be crossed "Account Payee Only"; and

ane.

- not be post-dated. You
- not be post-dated. **application will be rejected if your che** does not meet all these requirements; or is dishonoured on its first presentation.

Personal data Personal Information Collection Statement

The main provisions of the Personal Data (Privacy) Ordinance (the "Ordinance") came into effect in Hong Kong on 20 December 1996. This Personal Information Collection Statement informs the applicant for and holder of Hong Kong Offer Shares of the policies and practices of the Company and its Hong Kong Branch Share Registrar in relation to personal data and the Ordinance.

- 1. Reasons for the collection of your personal data
 - From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company and its Hong Kong Branch Share Registrar when applying for securities r transferring securities into or out of their names or in procuring the services of the Hong Kong Branch Share Registra

Failure to supply the requested data may result in your application for securities being rejected, delay or the inability of the Company and the Hong Kong Branch Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfer of the Hong Kong Offer Shares which you have successfully applied for and/or the despatch of share certificate(s) and/or refund cheque(s) to which you are

It is important that holders of securities inform the Company and its Hong Kong Branch Share Registrar immediately of any inaccuracies in the personal data supplied

- Purpose
- Purpose
 The personal data of the holders of securities may be used, held and/or stored (by whatever means) for the following purposes:
 processing of your application and refund cheque, where applicable, and verifications of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results
- of allocations of Hong Kong Offer Shares; enabling compliance with all applicable laws and regul registering new issues or transfers into or out of ations in Hong Kong and elsewhere; the name of holders of securities including, where applicable, in the name of HKSCC Nominees;
- urities of maintaining or updating the registers of holders npany conducting or assisting the conduct of signature information; verificati other verification or exchange of
- information; establishing benefit entitlements of holders of secur e Company, ch as dividends, rights issues and and its s

3.

- bonus issues, etc; distributing communications from the C pmpa
- older profiles; s or regulation compiling statistical information and a making disclosures as required by laws
- or otherwise:
- disclosing identities of suc disclosing relevant inform accessful applicants by nation to facilitate clai
- any other incidental o ciated purposes relating ar to discharge their ob ses relating to enable the Company and the Hong the ab of securities and/or regulators and/or to holders of securitie om time to time agree. rs of securities
- any other incidental of Kong Branch Share Re any other purposes to y Transfer of personal data
 Personal data held by the Co holders of securities will be to the extent necessary for a and its Hong Kong Branch Share Registrar relating to the applicants and the confidential but the Company and its Hong Kong Branch Share Registrar may, mg the above purposes or any of them, make such enquiries as they consider the personal data and in particular, they may disclose, obtain, transfer (whether personal data of the applicants and the holders of securities to, from or with any to the exte ng Kong) the person ng persons ar necessary to within or outside Hong and all of the following the Company financial advisers, receiving banks and overseas principal
 - such registrars where applican deposit into CCASS, the HKSCC and HKSCC Nominees, who will
- where applicants ar securities request deposit into CCASS, the HKSCC and HKSCC Nominees, who will use the personal data for the purposes of operating the CCASS; any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Hong Kong Branch Share Registrar in connection with the operation of their respective businesses; any regulatory or governmental bodies (including the Hong Kong Stock Exchange and the SFC); and

any regulatory or governmental bodies (including the Hong Kong Stock Exchange and the SPC); and any opther persons or institutions with which the holders of securities have or propose to have dealings, such as them bankers, solicitors, accountants or stockbrokers, etc.
Access and correction of personal data
The Ordinance provides the holders of securities with rights to ascertain whether the Company or its Hong Kong Branch, Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccorrate. In accordance with the Ordinance, the Company and the Hong Kong Branch Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its registered address disclosed in the "Corporate Information" section in the Prospectus or as notified from time to time in accordance with applicable law, for the attention of the Company secretary or (as the case may be) its Hong Kong Branch Share Registrar for the attention of the Privacy Compliance Officer. case may be) its Hong Kong Branch Share Registrar for the attention of the Privacy Compliance Officer By signing this Application Form, you agree to all of the above.

If you pay by banker's cashier order:

- he banker's cashier order must be in Hong Kong dollars
- the banker's cashier order must be issued by licensed banks in Hong Kong, and have your name certified on the back by a person authorized by the bank. The name on the back of the banker's cashier order and the name on the Application Form must be the same
- the banker's cashier order must be made payable to "Bank of China (Hong Kong) Nominees Limited -Modern Education Public Offer":
- the banker's cashier order must be crossed "Account Payee Only"; and the banker's cashier order must not be post-dated.
- Your application will be rejected if your banker's cashier order does not meet all these requirements Tear off this Application Form, fold the form once and return it to the Company's principal place of business in Hong Kong at Suite 2701, 27/F, Tower 2, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong
- before 5:00 p.m. on Wednesday, 22 June 2011
- The application lists will be open between 11:45 a.m. and 12:00 noon on Thursday, 23 June 2011. The application lists will not open if there is:
 - a tropical cyclone warning signal 8 or above, or

 a "black" rainstorm warning signal on local cost, at
 a "black" rainstorm warning signal
 in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, 23 June 2011. Instead they will
 be open between 11:45 a.m. and 12:00 noon on the next business day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon. Business day means a day that is not a Saturday, Sunday or public holiday in Hong Kong.

- The right is reserved to present all or any remittances for payment. However, your cheque or banker's cashier order will not be reserved to present an or any fermineter to payment, however, you checke to built of the sease of a sease of the sease of t reserved to retain any share certificates and/or any surplus application monies or refunds pending clearance of your cheque or banker's cashier.

NUMBER OF SHARES THAT MAY BE APPLIED FOR AND PAYMENTS

No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$
2,000	2,626.21	70,000	91,917.28	800,000	1,050,483.20
4,000	5,252.42	80,000	105,048.32	900,000	1,181,793.60
6,000	7,878.62	90,000	118,179.36	1,000,000	1,313,104.00
8,000	10,504.83	100,000	131,310.40	1,160,000(1)	1,523,200.64
10,000	13,131.04	200,000	262,620.80	(1) Maximum number of Hong Kong Offe	er Shares you may apply for.
20,000	26,262.08	300,000	393,931.20		
30,000	39,393.12	400,000	525,241.60		
40,000	52,524.16	500,000	656,552.00		
50,000	65,655.20	600,000	787,862.40		
60,000	78,786.24	700,000	919,172.80		



Modern Education Group Limited

現 代 教 育 集 團 有 限 公 司

(於開曼群島註冊成立的有限公司)

全球發售

除另有註明者外,該等條件所用詞彙具有招股章程所賦予的涵義。

由請修款及條件

- 條款及條件
 申請人資格
 1. 閣下(申請人)必須年滿18歲,並須有香港地址。
 2. 閣下須以個人名義提出申請。聯名申請概不受理。
 3. 閣下須為本公司或其任何附屬公司的合資格僱員。
 4. 除上市規則容許的情況下, 閣下如屬下列人士,不得申請任何香港發售股份:
 股份或本公司任何附屬公司股份的現有實益擁有人;
 本公司或其任何附屬公司的行政總裁或董事;
 本公司的關連人士(定義見上市規則))或於緊隨全球發售完成後將會成為本公司的關連人士(定義見上市規則));或
 並無香港地址。
- 並無香港地址。
 如 閣下於填寫及提交本申請表格時屬美籍人士(定義見美國證券法S規例)或身處 美國,且並非S規例第902條規則第h(3)段所述人士, 閣下不得申請任何香港發售 5. 股份
- 6. 如 閣下屬下列人士,則不得申請任何香港發售股份:
 中華人民共和國(香港、澳門及台灣除外)的法人或自然人;或
 已根據國際發售認購、獲得或已經或將獲配售(不論為有條件及/或暫時)國際發售股份,或表示有意參與國際發售。 **僅可為 閣下本身的利益提交一份申請**重複申請或疑屬重複的申請概不受理。如 閣下作出以下任何一項行為,則 閣下的所有申請將會視為重複申請而不獲受理:
 (不論個別或與他人共同)以白色或黃色申請表格遞交超過一份認購申請;
 以一份粉紅色申請表格申請超過1.160.000股發售股份;或
 已經申請或認購或表明有意認購或已經或將會獲配售(包括有條件及/或暫時)國際發售股份。
- 乙、僅可為
 - - 際發售股份。
 - 已以粉紅色申請表格申請認購香港發售股份的本公司或其任何附屬公司合資格僱員(上

- ICAS DE MU O CARANT AND CARAN

亡、

- 國力位及加減、自時的時間入援力攝助自常投資位或的效目可能较表地中補问一首使發展股份數目的人主為時,而未獲抽中的申請人與可能不獲發任何香港發售股份。
 補充資料
 倘就招股章程刊發任何補充文件,已延交申請的申請人或會(視乎補充文件所載資料而)定)獲通知可撤回申請、加申請人將復通知,或申請人接獲通知後並無根據獲通知的手續撤回申請,則所有已遞交的申請將仍然有效而可能獲接納。在上文所述規限下,申請一經提交即不能撤回,而申請从將偽為根據經補充的招股章程提出申請。 **其示及授權**本公司、獨家全球協調人、獨家賬簿管理人、聯席牽頭經辦人及/或香港色銷筒(或其各自的代理人或代名人)代表 閣下辦理一切必需手續,以根據組織章程太綱及細則致使 閣下所獲分配的任何香港發售股份以 閣下的名義登記及使招股章程及中請表格所述的変現生效;
 承諾簽署所有文件並辦理一切必需手續,以根據組織章程細則致使閣下 所獲分配的各種發售股份將閣下 登記為持有人;
 確認 閣下在作出認購申請時,僅依據招股章程載列的資料及陳述,及不會倚賴招股章程任何增補所載者以外的任何其他資料及陳述;
 同意本公司、獨家全球協調人、聯席保薦人、獨家賬簿管理人、聯席牽頭經辦人及包納將閣下 登記為持有人;
 國驚 閣下在作出認購申請時,僅依據招股章程載列的資料及陳述,及不會倚賴招股章程任何增補所載者以外的任何其他資料及陳述;
 同意本公司、獨家全球協調人、聯席保薦人、獨家賬簿管理人、聯席牽頭經辦人及包約將因下 登記為持有人;
 國影 《在不影響》閣下可能擁有的任何其他權利的情況下)是項認購申請一經接納,便不可因非故意作出的失實陳述而將其撤銷;
 (如本申請由代理人代表 閣下本身的利益提出)保證申請乃為 閣下本身利益(除了白色或資色申請表格作出的申請(如有))作出的唯一認購申請乃為 閣下本身利益(除了白色或資色申請表帮作力及授權以提出近項申請;
 《如本申請由代理人代表 閣下提出)保證 閣下有效及不可撤回地授予 閣下代理人一切所需權力及授權以起此項申請;
 承諾及確認 图下並不曾申請或認購或表示不意意認購,亦將不會申請、認購或表示有意認購加數要對的任何國際發售」而的記載力及使權以此項申請;
 憂露 國際不會申請或認購申請一個人,對意不會自請,認購或表示有意認購,應於不會申請,對該申請的任何其他接利的情況下)是項認購申請一經接納,但一切所需權力及授權以做項目。

 - 與國際發售 网络家居台, 同意 閣下的認購申請、對該申請的任何接納及由此而產生的合約,均受香港法例 管轄,並須按其詮譯;
 - 閣下的申請一經接納, 閣下獲接納的申請將以本公司公佈的香港公開發售

- 結果為依據; 同意向本公司及/或其香港股份過戶登記分處、收款銀行、獨家全球協調人、聯 席保薦人、獨家賬簿管理人、聯席牽頭經辦人及包銷商及其各自的顧問及代理披露 其Mi需任何有關 閣下或 閣下為其利益提出申請的人士的任何個人資料及任何資
- 向本公司及各股東表示同意,而本公司亦向各股東表示同意遵守及符合公司條例、

如 閉下作出虛假聲明,可遭檢控。 反相書 如 開下透過獲得正式授權的人士提出申請,本公司及獨家全球協調人(或其代理人或 优务人)。有在符合彼等當中任何一方認為適當的條件的情況下,包括 開下的代表已獲 授權的證明的提供,酌情接納有關申請。 發售股份數目的釐定 場案之外,故期人(供書句純強)。經本公司及獨家馬等等理人同意,可於通

辛 發售股份數目的釐定 還家企理協調人(代表包銷商),經本公司及獨家賬簿管理人同意,可於遞 交看港公開發售申請最後日期早上或之前隨時調減根據全球發售提呈發售的 發售股份數目。在這種情況下,本公司將會不遲於遞交香港公開發售申請最 後日期早上在南華早報(以英文)及信報(以中文)刊登調減發售股份數目的 公告。該公告亦將載於香港聯交所續站(<u>www.hkexnews.hk</u>)及本公司網站 (<u>www.moderneducationgroup.com</u>)。 **香港發售股份酌配發** 公內前於截止發歸腳斷由誌後,士會開始處理柔進發程期忽佔在世界不可有

(Www.nournetineurongroup.com) **香港發售股份的配發** 本公司於截止登記認購申請後,方會開始處理香港發售股份的申請款項及分配任何該等股份。 本公司預期於2011年6月30日(星期四)在南華早報(英文)及信報(中文)及香港聯 交所 網 站(www.hkexnews.hk) 及本 公司 網 站(www.moderneducationgroup.com) 公佈國際發售的認購踴躍程度、香港公開發售的申請水平及分配基準。分配結果及香港公開 發售成功申請人的香港身份證/護照/香港商業登記證號碼將按招股章程「如何申請香港發 售股份 - VII.公佈結果、發送/領取股票及退回申請股款」--節所述的多種渠道公佈。 倘成功申請香港發售股份(全部或部份) 如 閣下申請認購1,000,000股或以上香港發售股份,且已在本申請表格上表明擬親自前往 卓往證券登記有限公司領取股票(如適用),同時亦已提供本申請表格所要求的一切資料, 則 閣下可於2011年6月30日(星期四)上午九時正至下午一時正期間,親自前往以下地點領 取,或在本公司於報章上公佈有關領取/發送退款支票/股票之其他地點及日期領取: *卓住證券登記有限公司*

- - 卓佳證券登記有限公司
 - 千花远分立祀7月 香港 皇后大道東28號
 - 金鐘匯中心26樓

金鐘匯中心26億 如 閣下選擇親自領取,則不得授權任何其他人士代為領取。 閣下必須於領取股票時出 示 閣下的身份證明文件(必須為獲得卓佳證券登記有限公司接納的身份證明文件)。 如 閣下未有在指定領取時間內親自領取股票(如適用),則股票(如適用)隨即會以普通郵 遞方式寄往本申請表略上所示地址,郵誤風險概由 閣下承擔。 如 閣下申請認購少於1000,000股香港發售股份,豆如 閣下申請認購1,000,000股或比上香 港發售股份但並沒有在 閣下的申請表格上表明擬親自領取股票,則 閣下的股票將於2011 年6月30日(星期四)或前後以普通郵遞方式寄往本申請表格所示地址,郵誤風險概由 閣下 产擔。 承擔

开始。 本公司將不會發出證明所有權的臨時文件,亦不會就申請時支付的認購申請款項發出收據。 股票僅在香港公開發售在各方面已成為無條件,以及招股章程「包銷」一節「包銷安排及費 用 - 香港公開發售 - 終止理由」一段所述的終止權利沒有被行使的情況下,方會於2011年7 月4日(星期一)上午八時正前後成為有效的所有權憑證。

- 月4日(星期一)上午八時正前後成為有效的所有權憑證。
 導致 閣下不獲配發香港發售股份的情況。
 關下可能因下列任何一個原因不獲配發香港發售股份:
 1. 本公司或現代理人可全權決定拒絕或接納 閣下的認購申請:
 本公司或獨家全球協調人(作為本公司代理人),或其各自的代理人及代名人,可全權酌情決定拒絕或接納任何認購申請,或僅接納任何理時。
 2. 如 閣下的申請遭拒絕:
 在下列情況下, 閣下將不獲配發股份:
 閣下的申請為重複或疑屬重複申請;
 申請的股份數目並非本申請表格下表所列的其中一個數目;
 閣下的申請為重複或疑屬重複申請;
 申請的股份數目並非本申請表格下表所列的其中一個數目;
 國下已申請茲認購或表示有意認購或已經或即將獲得配售或分配(包括有條件及/」 或暫定)發售股份及/或國際發售的國際發售股份。本公司將採取合理措施,識別並拒絕已在國際發售中獲得發售股份的投資者所提出的香港公開發售申請認購申請;
 - 閣下未有根據申請表格上的指示正確地填妥申請表格(如 閣下以申請表格提出申 請)

 - 開,「 閣下不按規定方式付款; 閣下以支票或銀行本票付款,但該支票或銀行本票在首次過戶時不獲兑現; 包銷協議未能成為無條件;

 - 包玥肠藏木能成為無條仟; 一份或兩仍包銷協議根據其各自的條款終止; 本公司或獨家全球協調人相信 閣下的申請一經接納,會違反 閣下填妥及簽署申 請表格所在司法管轄區的適用證券或其他法律,規則或法規;或 閣下申請認購超過1,160,000股份,即超過香港公開發售初步發售11,600,000股香 港發售股份10%。



可供申請認購股份數目及應繳款項								
申請認購的香港 發售股份數目	申請時應繳款項 港元	申請認購的香港 發售股份數目	申請時應繳款項 港元	申請認購的香港 發售股份數目	申請時應繳款項 港元			
2,000	2,626.21	70,000	91,917.28	800,000	1,050,483.20			
4,000	5,252.42	80,000	105,048.32	900.000	1,181,793,60			
6,000	7,878.62	90,000	118,179.36	1.000.000	1.313,104.00			
8,000	10,504.83	100,000	131,310.40	1.160.000(1)	,, - · · · ·			
10,000	13,131.04	200,000	262,620.80	1,160,000(*)	1,523,200.64			
20,000	26,262.08	300,000	393,931.20	 閣下可申請認購的香港發售股份最高 	閣下可申請認購的香港發售股份最高數目。			
30,000	39,393.12	400,000	525,241.60					
40,000	52,524.16	500,000	656,552.00					
50,000	65,655.20	600,000	787,862.40					
60,000	78,786.24	700,000	919,172.80					