

*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated Monday, 20 June 2011 (the “Prospectus”) issued by Modern Education Group Limited (the “Company”) for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the shares thereby being offered.*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) 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.*

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.*



**Modern Education Group Limited**  
**現代教育集團有限公司**  
(incorporated in the Cayman Islands with limited liability)

**GLOBAL OFFERING**

**Number of Offer Shares under the Global : 116,000,000 Shares (subject to the Offering Over-allotment Option)**  
**Number of Hong Kong Offer Shares : 11,600,000 Shares (subject to reallocation)**  
**Number of International Offer Shares : 104,400,000 Shares (subject to reallocation and the Over-allotment Option)**  
**Offer Price : HK\$1.30 per Hong Kong Offer Share plus brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)**  
**Nominal Value : HK\$0.10 per Share**  
**Stock Code : 1082**

*Sole Global Coordinator and Sole Bookrunner*



**Kingsway Financial Services Group Limited**

*Joint Lead Managers*



**Kingsway Financial Services Group Limited**



**First Shanghai Securities Limited**

*Joint Sponsors*



**Kingsway Capital Limited**



**First Shanghai Capital Limited**

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the 284,000,000 Shares in issue, the 116,000,000 Offer Shares comprising 11,600,000 Hong Kong Offer Shares and 104,400,000 International Offer Shares (including additional Shares up to 17,400,000 Shares which may be issued pursuant to the exercise of the Over-allotment Option) and any Shares which may be issued upon the exercise of any options to be granted under the Share Option Scheme. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.**

The Company will be relying on section 9A of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong) and will be issuing the **WHITE**, **YELLOW** and **PINK** Application Forms without them being accompanied by a printed prospectus. The contents of the printed prospectus are identical to the electronic form prospectus which can be accessed and downloaded from the websites of the Company at <http://www.moderneducationgroup.com> under the “Investor Relations> HKIPO Prospectus” section and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk), under the “HKExnews > Listed Company Information > Latest Listed Company Information” section, respectively.

Members of the public who wish to obtain a copy of the printed prospectus may obtain a copy, free of charge, upon request during normal business hours from 9:00 a.m. on Monday, 20 June 2011 until 12:00 noon on Thursday, 23 June 2011 at the following locations:

1. any of the following branches of **Bank of China (Hong Kong) Limited**:
  - (a) Bank of China Tower Branch, 3/F, 1 Garden Road, Central, Hong Kong;
  - (b) Tsim Sha Tsui East Branch, Shop G02-03, Inter-Continental Plaza, 94 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong;
  - (c) Fo Tan Branch, No.2, 1/F, Shatin Galleria, 18-24 Shan Mei Street, Fo Tan, New Territories, Hong Kong;
2. any of the following addresses of the Joint Sponsors:
  - (a) **Kingsway Capital Limited**, 5/F Hutchison House, 10 Harcourt Road, Central, Hong Kong;
  - (b) **First Shanghai Capital Limited**, 19/F Wing On House, 71 Des Voeux Road Central, Hong Kong; and
3. the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.

**Details of where printed Prospectus may be obtained will be displayed prominently at every location where Application Forms are distributed.**

During normal business hours from 9:00 a.m. on Monday, 20 June 2011 until 12:00 noon on Thursday, 23 June 2011 (or until 5:00 p.m. on Wednesday, 22 June 2011 at the location where **PINK** Application Forms are distributed), at least three copies of the printed Prospectus will be available for inspection at every location where the **WHITE**, **YELLOW** or **PINK** Application Forms are distributed.

Applicants who would like to be allotted Hong Kong Offer Shares in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allotted Hong Kong Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to your CCASS Investor Participant stock accounts or the stock accounts of your designated CCASS Participants maintained in CCASS should complete and sign the **YELLOW** Application Forms. Applicants who are Eligible Employees, and who would like the Hong Kong Offer Shares to be registered in their own names and their applications to be given preferential treatment should complete and sign the **PINK** Application Forms.

Copies of the **WHITE** Application Forms may be obtained during business hours from 9:00 a.m. on Monday, 20 June 2011 until 12:00 noon on Thursday, 23 June 2011 from:

1. **Kingsway Capital Limited**, 5/F Hutchison House, 10 Harcourt Road, Central, Hong Kong;
2. **First Shanghai Capital Limited**, 19/F Wing On House, 71 Des Voeux Road Central, Hong Kong; and
3. any of the following branches of **Bank of China (Hong Kong) Limited**:

	<b>Branch name</b>	<b>Address</b>	
Hong Kong Island:	Bank of China Tower Branch	3/F, 1 Garden Road, Central, Hong Kong	
	Central District (Wing On House) Branch	71 Des Voeux Road Central, Hong Kong	
	North Point (Kiu Fai Mansion) Branch	413-415 King's Road, North Point, Hong Kong	
Kowloon:	Tsim Sha Tsui East Branch	Shop G02-03, Inter-Continental Plaza, 94 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong	
	Wang Kwun Road Branch	Unit G1, Nan Fung Commercial Centre, Wang Kwun Road, Kowloon Bay, Kowloon, Hong Kong	
	Wong Tai Sin Branch	Shop G13, Wong Tai Sin Plaza, Wong Tai Sin, Kowloon, Hong Kong	
	Shanghai Street (Mong Kok) Branch	611-617 Shanghai Street, Mong Kok, Kowloon, Hong Kong	
	Festival Walk Branch	Unit LG256, Festival Walk, Kowloon Tong, Kowloon, Hong Kong	
	New Territories:	Fo Tan Branch	No. 2, 1/F Shatin Galleria, 18-24 Shan Mei Street, Fo Tan, New Territories, Hong Kong
		Castle Peak Road (Yuen Long) Branch	162 Castle Peak Road, Yuen Long, New Territories, Hong Kong

Copies of the **YELLOW** Application Forms may be obtained during normal business hours 9:00 a.m. on Monday, 20 June 2011 until 12:00 noon on Thursday, 23 June 2011 from the Depository Counter of HKSCC at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such Application Forms available.

Copies of the **PINK** Application Forms may be obtained by Eligible Employees during normal business hours from 9:00 a.m. on Monday, 20 June 2011 until 5:00 p.m. on Wednesday, 22 June 2011 at the Company's principal place of business in Hong Kong at Suite 2701, 27/F, Tower 2, Nina Tower, 8 Yeung Uk Road, Tsune Wan, New Territories, Hong Kong.

Please refer to the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of Hong Kong Offer Shares on or before Thursday, 30 June 2011 in the *South China Morning Post* (in English), the *Hong Kong Economic Journal* (in Chinese), and on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.moderneducationgroup.com](http://www.moderneducationgroup.com)).

The results of allocations (with the successful applicants' identification document numbers, where applicable) under the Hong Kong Public Offering will be made available through a variety of channels from Thursday, 30 June 2011.

The Company will not issue any temporary document of title. No receipt will be issued for application monies paid.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 4 July 2011. The Shares will be traded in board lots of 2,000 each. The stock code of the Shares is 1082.

By Order of the Board  
**MODERN EDUCATION GROUP LIMITED**  
**Yiu Wai Yee, Catherine**  
*Executive Director*

Hong Kong, 20 June 2011

*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 and Mr. Lee Wai Lok, Ignatious; and the independent non-executive directors of the Company are Ms. Chan Mei Bo, Mabel, Mr. Yu Cheeric James and Mr. Choi Kin Cheong.*