



# CHINA E-LEARNING GROUP LIMITED

## 中國網絡教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08055)

### FORM OF PROXY

#### for the Extraordinary General Meeting (and any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of

**China E-Learning Group Limited** (the “Company”) hereby appoint<sup>3</sup> \_\_\_\_\_

of \_\_\_\_\_

or failing him/her, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the extraordinary general meeting of the Company to be held at Unit 2610, 26th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 15 October 2014 at 11:00 a.m. (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the meeting (with or without amendments) as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTION  | FOR <sup>4</sup> | AGAINST <sup>4</sup> |
|--|------------------|----------------------|
| To approve, confirm and ratify the deeds of amendment dated 15 August 2014 as supplemented by the supplemental deeds dated 16 September 2014 (the “ <b>Deeds of Amendment</b> ”) entered into between the Company and the noteholders of the convertible notes issued by the Company on 20 December 2012 (the “ <b>Convertible Notes</b> ”), and to grant a specific mandate to the Directors to issue the Conversion Shares upon the exercise of the conversion rights attached to the Convertible Notes in accordance with the terms and conditions of the Convertible Notes as amended by the Deeds of Amendment as set out in the notice of the Extraordinary General Meeting dated 25 September 2014. |                  |                      |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 Signature(s)<sup>5</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Insert in BLOCK CAPITALS the name and address of the proxy desired in the space provided. **If no name is inserted, the Chairman of the meeting will act as your proxy.** Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
4. PLEASE INDICATE WITH A “✓” in the appropriate space beside each item how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice of extraordinary general meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be signed under its seal or under the hand of an officer, attorney or other persons duly authorized on that behalf. Any alteration made to this form of proxy must be initialled by the person who signs it.
6. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.