

**Annual General Meeting of ChinaEdu Corporation**

Date: September 18, 2012  
See Voting Instruction On Reverse Side.  
Please make your marks like this:  Use pen only

- |   | For                      | Against                  | Abstain                  |
|---|--------------------------|--------------------------|--------------------------|
| 1. To re-elect Tianwen Liu as director to serve in accordance with the Articles of Association of the Company;  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the annual report, directors' report and auditor's report for the period ended December 31, 2011;   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To appoint Deloitte Touche Tohmatsu CPA Ltd. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012 and to authorize the Directors to fix their remuneration; and | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To transact such other business as may properly come before the Annual General Meeting or any adjournment or postponement of the meeting.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Annual General Meeting of ChinaEdu Corporation  
to be held September 18, 2012  
For Holders as of July 24, 2012**



- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

**All votes must be received by 5:00 pm, Eastern Time September 10, 2012.**

**PROXY TABULATOR FOR  
CHINAEDU CORPORATION  
P.O. BOX 8016  
CARY, NC 27512-9903**

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑



**EVENT #**

**CLIENT #**

**Authorized Signatures - This section must be completed for your instructions to be executed.**

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Date Above

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Date Above

## CHINAEDU CORPORATION

### Instructions to The Bank of New York Mellon, as Depositary (Must be received prior to 5:00 p.m. New York City time on September 10, 2012)

The undersigned registered holder of American Depositary Receipts hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of shares or other Deposited Securities represented by such Receipt of ChinaEdu Corporation registered in the name of the undersigned on the books of the Depositary as of the close of business on July 24, 2012 at the Annual General Meeting of the Shareholders of ChinaEdu to be held at the conference center located at 4th Floor A, GeHua Building No. 1, Qinglong Hutong, Dongeheng District Beijing People's Republic of China 100007 at 10:00 a.m. Beijing time, on September 18, 2012.

**NOTE:**

1. Please direct the Depositary how it is to vote by placing an X in the appropriate box opposite the resolution. It is understood that, if this form is signed and returned, but no instructions are indicated in the boxes, then a discretionary proxy will be given to a person designated by the Company.
2. It is understood that, if this form is not signed and returned, the Depositary will deem such holder to have instructed the Depositary to give a discretionary proxy to a person designated by the Company.

**(Continued and to be marked, dated and signed, on the other side)**

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