

China Education Alliance, Inc. Securities Litigation  
c/o Strategic Claims Services  
P.O. Box 230  
600 N. Jackson Street, Suite 3  
Media, PA 19063  
Tel: (866) 274-4004  
www.strategicclaims.net

**PROOF OF CLAIM AND RELEASE**

**MUST BE POSTMARKED BY JANUARY 25, 2013**

IF YOU PURCHASED THE PUBLICLY-TRADED COMMON STOCK OF CHINA EDUCATION ALLIANCE, INC. (“CEU”) DURING THE PERIOD FROM MAY 15, 2008 THROUGH AND INCLUDING DECEMBER 7, 2010 (THE “CLASS PERIOD”), YOU MAY BE A “CLASS MEMBER” AND THEREFORE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS. HOWEVER, FILING A PROOF OF CLAIM IS NOT A GUARANTEE THAT YOU WILL SHARE IN THE PROCEEDS OF THE SETTLEMENT.

**YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE (“PROOF OF CLAIM”) AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN JANUARY 25, 2013 TO STRATEGIC CLAIMS SERVICES, THE CLAIMS ADMINISTRATOR, AT THE FOLLOWING ADDRESS:**

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**YOUR FAILURE TO SUBMIT YOUR CLAIM BY JANUARY 25, 2013 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOUR RECEIVING ANY MONEY FROM THE SETTLEMENT OF THIS ACTION. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL; SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.**

**IF YOU ARE A CLASS MEMBER AND DO NOT SUBMIT A PROOF OF CLAIM OR REQUEST EXCLUSION FROM THE CLASS, YOU WILL BE BOUND BY THE TERMS OF ANY ORDER AND JUDGMENT ENTERED IN THE LITIGATION.**

**DEFINITIONS AND INSTRUCTIONS**

1. All capitalized terms used in this Proof of Claim and Release are defined in the Notice.
2. How To Identify Yourself For the Form:

You are a beneficial and record acquirer if you:

- Acquired China Education Alliance common stock from May 15, 2008 through and including December 7, 2010 on a national securities exchange or an electronic quotation system, and
- Held the certificate(s) in your name.

You are the beneficial acquirer and a third party is the record acquirer if:

- The certificate(s) were registered in the name of a third party. A third party could be a nominee or brokerage firm.

**Please Note: This Proof of Claim must be filed by the actual beneficial acquirer(s), or the legal representative of such acquirer(s), of the China Education Alliance common stock purchased or sold in the Class Period.**

3. All joint purchasers of China Education Alliance common stock must sign this Proof of Claim and Release. Executors, administrators, guardians, conservators and trustees must complete and sign this Proof of Claim on behalf of persons represented by them; a copy of proof of their authority must accompany this Proof of Claim, and their titles or capacities must be stated. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

4. Use Part II, entitled “Schedule of Transactions in China Education Alliance, Inc. Common Stock”, to supply all required information regarding your ownership of and transaction(s) in China Education Alliance common stock. If you need more space or additional schedules, attach separate sheets with all of the same information. Sign and print or type your name on each additional sheet.

5. List each purchase and sale from May 15, 2008 through and including March 6, 2011, separately and in chronological order, by trade date. Start with the earliest date. You must accurately provide the month, day and year of each transaction you list, along with the quantity and selling price.

6. Any loans of China Education Alliance common stock to persons engaged in a “short sale” are not considered a sale.

7. You must attach photocopies of the documentation of all your transactions in China Education Alliance common stock. This includes any one of these documents: broker confirmation slips, broker statements, or other documentation. Failure to provide this documentation will delay verification of your claim and could result in rejection of your claim. Please do not send original documents.

8. The Claims Administrator may request additional information as required to calculate your claim. If the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class, it may require the production of additional information.

**Notice Regarding Electronic Files:** Certain claimants with a large number of transactions, such as institutional holders, may ask (or be asked) to submit claim information in an electronic format. The Claims Administrator will decide when electronic filing of information will be authorized. In these cases, all claimants must also submit a manually-signed paper Proof of Claim and Release form, listing all transactions in China Education Alliance common stock. Only electronic files authorized by the Claims Administrator will be considered properly submitted.

#### CLAIMANT'S STATEMENT

1. I (we) purchased the publicly-traded common stock of China Education Alliance, Inc. (“CEU”) and was (were) damaged thereby.
2. By submitting this Proof of Claim, I (we) state that I (we) believe in good faith that I am (we are) a Class Member(s) as defined above and in the Notice, or am (are) acting for such person(s); that I am (we are) not a Defendant in the Litigation; that I am (we are) not excluded from the Class; that I (we) have read and understand the Notice; that I (we) believe that I am (we are) entitled to receive a share of the Net Settlement Fund; that I (we) elect to participate in the proposed Settlement described in the Notice; and that I (we) have not filed a request for exclusion.
3. I (we) consent to the jurisdiction of the Court with respect to this Claim, the enforcement of all related releases, and all questions concerning the validity of this Claim. I (we) understand and agree that my (our) claim may be subject to verification on all issues, including investigation and discovery to determine my (our) status as a Class Member(s) and the validity and amount of my (our) claim.
4. I (we) have set forth where requested below all relevant information with respect to each purchase of CEU common stock during the Class Period, and each sale, if any, of such securities. I (we) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so.
5. I (we) have enclosed photocopies of the stockbroker’s confirmation slips, stockbroker’s statements, or other documents evidencing each purchase, sale or retention of CEU common stock listed below in support of my (our) claim.
6. Upon the occurrence of the Court’s approval of the Settlement and its Effective Date, as detailed in the Notice, I (we) agree and acknowledge that I (we) am (are) bound by the terms of any judgment in the Litigation, and my (our) signature(s) on this document will effect and constitute a full and complete release, remise and discharge by me (us) and my (our) current and former heirs, executors, administrators, successors, attorneys, legal representatives, and assigns of each of the “Released Parties” of all “Settled Claims,” as defined in the Notice. If I am (we are) submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, this release is made by it, him, her or them, and by its, his, her or their current and former heirs, executors, administrators, successors, attorneys, legal representatives, and assigns. Note: This means that you are giving up all rights to sue concerning the claims in this Litigation and all related claims, defined as the “Settled Claims”. The “Released Parties” are CEU, James Hsu, Yizhao Zhang, Xiqun Yu, Zibing Pan, Susan Liu, Chunqing Wang, Liansheng Zhang, and any of their current, former or future parents, subsidiaries, affiliates, partners, joint venturers, officers, directors, principals, shareholders, members, agents (acting in their capacity as agents), employees, attorneys, insurers, reinsurers, advisors, accountants, associates and/or any other individual or entity in which any Defendant has a controlling interest or which is related to or affiliated with any of the Defendants and the current, former and future legal representatives, heirs, successors in interest or assigns of the Defendants. “Settled Claims” means any and all claims, debts, demands, liabilities, rights and causes of action of every nature and description whatsoever (including but not limited to any claims for damages, interest, attorneys’ fees, expert or consulting fees, and any other costs, expenses or liability whatsoever), whether based on federal, state, local, statutory or common law or any other law, rule or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class or individual in nature, including both known claims and Unknown Claims, (i) that have been asserted in the Litigation by the Lead Plaintiffs and/or Class Members or any of them against any of the Defendants; or (ii) that could have been alleged, asserted or contended in the Litigation, including but not limited to any claim arising out of or relating to any of the acts, omissions, misrepresentations, facts, events, matters, transactions or occurrences referred to in the Litigation or otherwise alleged, asserted or contended in the Litigation; provided, however, that with respect to (ii), Settled Claims do not include those wholly unrelated to the purchase, acquisition or holding of CEU common stock; and provided, further, that Settled Claims do not include any claims to enforce any of the terms of this Stipulation or of the Order and Final Judgment. **Please read the Notice for a much more complete definition of these terms.**
7. I (we) have not submitted any other claim covering the same acquisitions or sales of CEU common stock. I (we) know of no other Person having done so on my (our) behalf.



**Ending Holdings:**

State the total number of shares of CEU common stock owned at the close of trading on March 6, 2011, long or short (*must be documented*).

**If additional space is needed, attach separate, numbered sheets, giving all required information, substantially in the same format, and print your name and Social Security or Taxpayer Identification number at the top of each sheet.**

**III. SUBSTITUTE FORM W-9**

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service ("I.R.S.") requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number  
(for individuals)

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or

Taxpayer Identification Number  
(for estates, trusts, corporations, etc.)

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**IV. CERTIFICATION**

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1) (c) of the Internal Revenue Code because: (a) I am (We are) exempt from backup withholding, or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

**NOTE:** If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM AND RELEASE FORM IS TRUE, CORRECT AND COMPLETE.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign):

\_\_\_\_\_

(Signature)

\_\_\_\_\_

(Signature)

\_\_\_\_\_

(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)  
Please enclose proof of authority to file.

Date: \_\_\_\_\_

**THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN JANUARY 25, 2013 AND MUST BE MAILED TO:**

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A Proof of Claim received by the Claims Administrator will be deemed to have been submitted when posted, if mailed by first-class mail by January 25, 2013 and if a postmark is indicated on the envelope. In all other cases, a Proof of Claim will be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please be patient.

**REMINDER CHECKLIST**

- Please be sure to sign this Proof of Claim on page 14. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
- Please remember to attach copies of supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit.
- Do NOT use highlighter on the Proof of Claim or any supporting documents.
- If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.

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FIRST CLASS MAIL  
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**PLEASE FORWARD**

**FIRST CLASS MAIL**

**PLEASE FORWARD—IMPORTANT LEGAL NOTICE**