



1. Gather Full International Group Ltd.
2. Liu Hao
3. First Affirmation
4. Exhibits LH1
5. 2014

IN THE GRAND COURT OF THE CAYMAN ISLANDS
CIVIL DIVISION

CAUSE NO: *60159* OF 2014

IN THE MATTER OF

AN EQUITABLE SHARE MORTGAGE DATED 7 APRIL 2014
BETWEEN GATHER FULL INTERNATIONAL GROUP LTD. AND
ABLE KNIGHT DEVELOPMENT LIMITED



AND IN THE MATTER OF:

GCR ORDER 50, RULE 11

AFFIRMATION OF LIU HAO

I, **LIU HAO**, Director of Gather Full International Group Ltd., of No. 11-71, DRC, No.1 Silk Street, Beijing China 100600, SOLEMLY AND SINCERELY AFFIRM as follows:

1. I am a duly authorised officer of Gather Full International Group Ltd. (the "**Applicant**"), a BVI business company incorporated under the laws of the British Virgin Islands with company number 1639786 and having its registered office at Portcullis TrustNet Chambers, P.O. Box 3444, Road Town, Tortola, British Virgin Islands. I am duly authorised to make this affirmation on behalf of the Applicant. I make this affirmation pursuant to Order 50, rule 11(2)(a) of the Grand Court Rules in support of the Stop Notice annexed hereto.
2. Able Knight Development Limited (the "**Legal Owner**") is the legal owner of 4,998,988 common shares, par value of US\$0.01 per share, (the "**Shares**") in ATA Inc., an exempted company (the "**Company**"). The Company is incorporated in the Cayman Islands with its registered office at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111. The Shares are specified in the Stop Notice annexed hereto.
3. The Applicant's beneficial entitlement to the Shares arises pursuant to an equitable share mortgage in respect of the Shares made in favour of the Applicant by the Legal Owner and dated 7 April 2014 (the "**Equitable Mortgage**"). Now produced and shown to me marked "**LH1**" is a true copy of the Equitable Mortgage which is exhibited to this affirmation.
4. The Applicant was granted the Equitable Mortgage as security for two promissory notes, each dated 7 April 2014, to the Legal Owner in the amount of US\$1,000,000 (the "**First Promissory**

Note") and US\$6,000,000 (the "Second Promissory Note") respectively. The First Promissory Note and the Second Promissory Note were separately documented and each made between the Legal Owner and the Applicant (as lender) on 7 April 2014 the "Promissory Notes"). Now produced and shown to me marked "LH2" are true copies of the Promissory Notes.

5. The address for service of a notice under Order 50, rule 12 is care of Walkers, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands (reference FH/CR/H10280).

SWORN at **6th Floor, Prince's Building,
10 Chater Road, Hong Kong**)
on the 20th day of *July* 2014)
before me)

Tang Chi Chuen

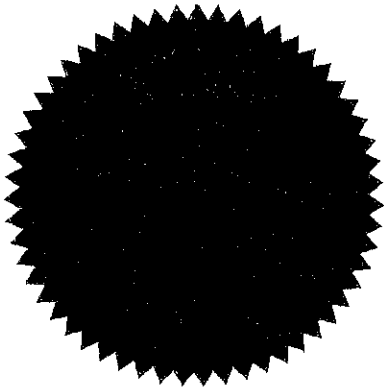
NOTARY PUBLIC

Liu Hao

LIU HAO

TANG Chi Chuen
Notary Public
Hong Kong SAR
Tel: (852) 2905 4699
Mobile: (852) 6055 8099
Email: cctang@wilgrist.com

6th Floor, Prince's Building,
10 Chater Road, Hong Kong



This Affirmation is filed by Walkers, Attorneys at Law, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands, for the Applicant whose address for service is care of its said Attorneys at Law.

STOP NOTICE

TO: **ATA INC.**, care of Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

TAKE NOTICE that the securities comprised in and subject to the Equitable Mortgage referred to in the affirmation to which this notice is annexed consists of the following:

4,998,988 common shares, par value of US\$0.01 per share, in **ATA Inc.**, registered in the name of **Able Knight Development Limited**.

This notice is intended to stop the transfer of the said securities without first giving fourteen days' notice in writing to **Gather Full International Group Ltd.**, and not the payment of any dividend or interest thereon.



Name: LIU Hao

Position: Director

For and on behalf of: Gather Full International Group Ltd.

NOTE: No transfer of the securities referred to above shall be registered until fourteen days after sending the notice thereof to the following person (on whose behalf the stop notice has been filed):

Gather Full International Group Ltd. c/o Walkers, Attorneys at Law, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands (reference FH/CR/H10280)

This Stop Notice is filed by Walkers, Attorneys at Law, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands, for the Applicant whose address for service is care of its said Attorneys at Law.

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IN THE GRAND COURT OF THE CAYMAN ISLANDS
CIVIL DIVISION

CAUSE NO. 90159 OF 2014

IN THE MATTER OF: AN EQUITABLE SHARE MORTGAGE DATED 7 APRIL 2014
BETWEEN GATHER FULL INTERNATIONAL GROUP LTD. AND
ABLE KNIGHT DEVELOPMENT LIMITED

AND IN THE MATTER OF: GCR ORDER 50, RULE 11

THIS IS EXHIBIT "LH1" TO THE AFFIRMATION OF

LIU HAO

AFFIRM BEFORE ME THIS 20th DAY OF *July* 2014

Tang Chi Chuen

NOTARY PUBLIC

TANG Chi Chuen
Notary Public
Hong Kong SAR
Tel: (852) 2905 4699
Mobile: (852) 6055 8099
Email: cctang@wilgrist.com

6th Floor, Prince's Building,
10 Chater Road, Hong Kong

