



## China Maple Leaf Educational Systems Limited

中國楓葉教育集團有限公司\*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1317)

Number of shares to which this form of proxy relates<sup>(Note 1)</sup>

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 24 AUGUST 2015

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of shares in the issued share capital of China Maple Leaf Educational Systems Limited (the “Company”) hereby appoint the Chairman of the meeting<sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “EGM”) of the Company to be held at Empire Room II, 1/F, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 24 August 2015 at 10:00 a.m. (and at any adjournment thereof) in respect of the resolution set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated Wednesday, 5 August 2015 unless the context requires otherwise.

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll<sup>(Note 4)</sup>.

ORDINARY RESOLUTION		FOR	AGAINST
1.	(a) To approve, ratify and confirm the engagement agreements dated 8 June 2015 (as amended by the respective supplemental agreements dated 17 July 2015) (the “Engagement Agreements”) entered into between the Company and each of Dingxianghui (Beijing) Investment Management Co., Ltd. (丁香匯(北京)投資管理有限公司) and Hong Kong Zhixin Financial News Agency Ltd. (香港智信財經通訊有限公司) (the “Consultants”). <sup>(Note 5)</sup>		
	(b) To grant the specific mandate (the “Specific Mandate”) to the directors of the Company (the “Directors”) to grant options (the “Options”) to subscribe for an aggregate of 25,000,000 shares of the Company (the “Option Shares”) to the Consultants and to allot and issue, credited as fully paid the Option Shares to the Consultants pursuant to the terms of their respective Engagement Agreements, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 4 February 2015 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution. <sup>(Note 5)</sup>		
	(c) To approve all other transactions contemplated under the Engagement Agreements and to authorise any one or more Directors to sign and execute such documents or agreements or deeds on behalf of the Company and do such things and take all such actions that he/they may in his/their sole discretion consider necessary or expedient to give effect to the foregoing authority. <sup>(Note 5)</sup>		

Date: \_\_\_\_\_ 2015

Signature(s)<sup>(Note 6)</sup> \_\_\_\_\_

\* For identification purposes only.

#### Notes:

- 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion.
- The full text of the ordinary resolution is set out in the notice of the Meeting dated Wednesday, 5 August 2015 which is sent to the shareholders of the Company together with this form of proxy.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Where there are joint registered holders of any share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting (or any adjournment thereof) and in such event, the form of proxy previously submitted shall be deemed to be revoked.