

# China Vocational Education Holdings Limited

## 中國職業教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1756)

### FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING TO BE HELD ON JANUARY 13, 2023

I/We (Name) \_\_\_\_\_ (Block letters) of

(Address) \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ (see Note 1) shares of US\$0.0001 each in the capital of China Vocational

Education Holdings Limited (the "Company") hereby appoint (Name) \_\_\_\_\_

of (Address) \_\_\_\_\_ or failing him/her

(Name) \_\_\_\_\_

of (Address) \_\_\_\_\_

or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at 6/F, The Administration Building of Guangzhou Huali Science and Technology Town, No. 11 Huali Road, Zengcheng District, Guangzhou, Guangdong Province, PRC on Friday, January 13, 2023 at 10 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For (see Note 4)	Against (see Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Director(s)") and independent auditor for the year ended August 31, 2022.		
2.	(a)		
	(i)	To re-elect Mr. Zhang Zhifeng as executive Director;	
	(ii)	To re-elect Mr. Ye Yaming as executive Director; and	
	(iii)	To re-elect Ms. Chiu Lai Kuen Susanna, M.H., J.P. as independent non-executive Director.	
(b)	To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
3.	To re-appoint PricewaterhouseCoopers as independent auditor of the Company and to authorise the Board to fix the auditor's remuneration.		
4.	(A)	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company as set out in the resolution numbered 4(A) of the Company's notice of annual general meeting dated December 21, 2022 (the "Notice").	
	(B)	To grant a general mandate to the Directors to repurchase shares of the Company as set out in the resolution numbered 4(B) of the Notice.	
	(C)	To extend the general mandate granted to the Directors to allot, issue and deal with new shares of the Company by the addition of the number of shares repurchased by the Company as set out in the resolution numbered 4(C) of the Notice.	
Special Resolution (see Note 3)		For (see Note 4)	Against (see Note 4)
5.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and to adopt the second amended and restated memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ Signature(s) \_\_\_\_\_ (see Notes 5 and 6)

#### 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 in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- The description of the above ordinary resolutions is by way of summary only. The full text appears in the notice of the annual general meeting of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this form must either be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time appointed for holding the meeting (i.e. by 10 a.m. on Wednesday, January 11, 2023, Hong Kong time) or any adjournment thereof. The completion and return of the form of proxy shall not preclude you from attending and voting in person at the above meeting (or any adjourned meeting thereof) if you so wish and in such event, the proxy shall be deemed to be revoked.
- A proxy needs not be a shareholder of the Company.