



China Education Group Holdings Limited

中國教育集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 839)

PROXY FORM

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s), of China Education Group Holdings Limited (the “Company”),
hereby appoint the Chairman of the meeting or ^(Note 3) _____
of _____
as my/our proxy to attend the annual general meeting of the Company (the “AGM”) to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on
Monday, 13 February 2023 at 11:30 a.m. (or any adjournment thereof) and to vote on my/our behalf in respect of the following resolutions as indicated below or,
if no such indication is given, as my/our proxy/proxies thinks/think fit:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and the independent auditor for the year ended 31 August 2022.		
2.	To declare a final dividend.		
3.	(a) To re-elect Dr. Yu Kai as executive director.		
	(b) To re-elect Mr. Wang Rui as executive director.		
	(c) To re-elect Dr. Gerard A. Postiglione as independent non-executive director.		
	(d) To re-elect Dr. Rui Meng as independent non-executive director.		
	(e) To authorise the board of directors to fix the directors’ remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as the auditor and to authorise the directors to fix its remuneration.		
5.	To grant a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution.		
6.	To grant a general mandate to the directors to repurchase the shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares of the Company by the total number of shares repurchased by the Company.		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
8.	To adopt, confirm and approve the amended and restated memorandum of association and articles of association of the Company.		

Date: _____ Signature(s) ^(Note 5): _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- 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).
- If any proxy other than the Chairman of the AGM is preferred, please delete the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE ON THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE A “✓” IN THE APPROPRIATE BOX.** Failure to complete either box will entitle your proxy to cast your vote or abstain at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolutions properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed under the hand of the appointor or of his/her/its attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders of any share, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company. Where there are joint holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled to it but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the AGM (or any adjournment thereof).
- Completion and return of this form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this form of proxy.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and Hong Kong share registrar and/or other companies or bodies for any of the stated purposes and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited.