



CHINA CHUNLAI EDUCATION GROUP CO., LTD.

中國春來教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1969)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

TO BE HELD ON MONDAY, 6 FEBRUARY 2023

I/We (note a) _____

of _____

being the holder(s) of _____ (note b) share(s) of HK\$0.00001 each of China Chunlai Education Group Co., Ltd. (the “Company”) hereby appoint the Chairman of the annual general meeting (the “Meeting”) of the Company

or _____

of _____

to act as my/our proxy (note c) at the Meeting to be held at 10:00 a.m. on Monday, 6 February 2023 at 35F, Building No. 9, east of Dongfeng South Road and north of Jinshui East Road, Zhengzhou Area (Zhengdong), China (Henan) Pilot Free Trade Zone (中國(河南)自由貿易試驗區鄭州片區(鄭東)東風南路東、金水東路北九號樓35層) (or at any adjournment thereof) and vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast in respect of such resolutions as hereunder indicated (note d).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve the audited financial statements of the Company and the reports of the directors (the “Director(s)”) and the auditor of the Company for the year ended 31 August 2022		
2.	To re-elect the following retiring Directors of the Company and to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration (as separate resolutions):		
	(i) To re-elect Ms. Zhang Jie as an executive Director		
	(ii) To re-elect Mr. Hou Chunlai as a non-executive Director		
	(iii) To re-elect Mr. Lau Tsz Man as an independent non-executive Director		
	(iv) To authorise the Board to fix the remuneration of the Directors		
3.	To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration		
4.	To grant a general and unconditional mandate to the Directors to allot, issue or otherwise deal with the unissued shares of the Company and to make or grant offers, agreements and options to the extent of not more than 20% of the existing number of issued shares of the Company [#]		
5.	To grant a general and unconditional mandate to the Directors to repurchase the Company’s shares to the extent of 10% of the total number of issued shares of the Company [#]		
6.	Conditional on the passing of resolutions numbered 4 and 5, to extend the issue mandate under resolution numbered 4		
7.	To approve the declaration and payment of a final dividend of RMB0.10 (equivalent to approximately HK\$0.1095) per share of the Company for the year ended 31 August 2022		
SPECIAL RESOLUTION		FOR	AGAINST
8.	To approve the proposed amendments (the “Proposed Amendments”) to the existing articles of association of the Company; to adopt the amended and restated articles of association of the Company (the “New AA”) in substitution for and to the exclusion of the existing articles of association; and to authorise any director or the company secretary of the Company to do all things necessary or expedient to give effect to the Proposed Amendments and the adoption of the New AA [#] .		

[#] Full text of the relevant resolutions are set out in the notice dated 29 December 2022 convening the Meeting.

Dated _____ Shareholder’s signature (notes e, f, g and h) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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 proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting (the “Meeting”) of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick (“✓”) the box marked “FOR” against such resolution. If you wish to vote against a resolution, please tick (“✗”) the box marked “AGAINST” against such resolution. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Company/Computershare Hong Kong Investor Services Limited at the above address.