



# Chen Lin Education Group Holdings Limited

## 辰林教育集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1593)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 30 JANUARY 2023

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_  
share(s) of HK\$0.0001 each in the capital of Chen Lin Education Group Holdings Limited (the “Company”), hereby appoint <sup>(3)</sup> the chairman of the meeting, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us on my/our behalf at the annual general meeting of the Company (“AGM”) to be held at Unit 2503, 25th Floor, Office Tower 1, The Harbourfront, Hung Hom, Kowloon, Hong Kong on Monday, 30 January 2023 at 3:00 p.m. and at any adjournment thereof on the following resolutions as indicated.

| ORDINARY RESOLUTIONS <sup>(5)</sup> |  | FOR <sup>(4)</sup> | AGAINST <sup>(4)</sup> |
|-------------------------------------|--|--------------------|------------------------|
| 1.                                  | To approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“Directors”) and the independent auditors of the Company for the year ended 31 August 2022.   |                    |                        |
| 2.                                  | (a) To re-elect the following retiring Directors (as separate resolutions):  |                    |                        |
|                                     | (i) To re-elect Mr. Wang Li as an executive Director.  |                    |                        |
|                                     | (ii) To re-elect Ms. Gan Tian as an executive Director.  |                    |                        |
|                                     | (iii) To re-elect Mr. Li Cunyi as a non-executive Director.  |                    |                        |
|                                     | (iv) To re-elect Mr. Wang Donglin as an independent non-executive Director.  |                    |                        |
|                                     | (b) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.  |                    |                        |
| 3.                                  | To re-appoint PricewaterhouseCoopers, Certified Public Accountants, as the auditors of the Company and to authorise the Board to fix their remuneration.   |                    |                        |
| 4.                                  | To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company.  |                    |                        |
| 5.                                  | To grant a general mandate to the Directors to repurchase shares of the Company.   |                    |                        |
| 6.                                  | To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by adding the shares repurchased by the Company.   |                    |                        |
| SPECIAL RESOLUTION                  |  | FOR <sup>(4)</sup> | AGAINST <sup>(4)</sup> |
| 7.                                  | To approve the proposed amendments (the “Proposed Amendments”) to the existing memorandum and articles of association of the Company (the “Existing M&A”); to adopt the second amended and restated memorandum and articles of association of the Company (the “Amended M&A”) in substitution for and to the exclusion of the Existing M&A; 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 Amended M&A. |                    |                        |

Date: \_\_\_\_\_ 2023

Signed <sup>(6)</sup> \_\_\_\_\_

#### Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) 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 Company registered in your name(s).
- (3) If any proxy other than the chairman of the AGM 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 ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
- (4) **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. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM or any adjournment thereof other than those referred to in the notice convening the AGM.
- (5) The full text of the resolutions are set out in the notice of the AGM dated 30 December 2022.
- (6) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (7) 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 completed and lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (8) Completion and return of the form of proxy will not preclude members from attending and voting at the AGM or any adjournment thereof, and in such event, the relevant form of proxy shall be deemed revoked.
- (9) For the avoidance of doubt, any special instructions written on this form of proxy will not be accepted.