



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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 30 JANUARY 2023

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

	ORDINARY RESOLUTION ⁽⁵⁾	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve and adopt the proposed amendments (the “ Proposed Amendments ”) to the restricted share unit scheme of the Company currently in force, and to approve and adopt the amended restricted share unit scheme which incorporates the Proposed Amendments.		

Date: _____ 2023 Signed ⁽⁶⁾ _____

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 EGM 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 EGM or any adjournment thereof other than those referred to in the notice convening the EGM.
- (5) The full text of the resolutions are set out in the notice of the EGM dated 6 January 2023.
- (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 EGM or any adjournment thereof.
- (8) Completion and return of the form of proxy will not preclude members from attending and voting at the EGM 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.