



HOPE EDUCATION GROUP CO., LTD.

希望教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1765)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals, please) of
(Address) _____

being the holder(s) of _____ (see Note 1) shares of USD0.00001 each in the capital of Hope Education Group Co., Ltd.
(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 4/F, Executive Building, Sichuan TOP IT Vocational Institute, 2000 West District Avenue, PI Du District, Chengdu, Sichuan, China on Friday, 24 February 2023 at 10:00 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 3)	Against (see Note 3)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 August 2022.		
2.	(a) To re-elect the following retiring directors of the Company:		
	(i) Mr. Xu Changjun as an executive director of the Company;		
	(ii) Mr. Wang Huiwu as an executive director of the Company;		
	(iii) Mr. Zhang Jin as an independent non-executive director of the Company;		
	(iv) Mr. Liu Zhonghui as an independent non-executive director of the Company; and		
	(v) Mr. Xiang Chuan as an independent non-executive director of the Company.		
	(b) To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company.		
3.	To re-appoint Ernst & Young as auditor of the Company and to authorise the Board to fix its remuneration.		
4.	(A) To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company.		
	(B) To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company.		
	(C) To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 4(A) to issue additional shares by adding the number of shares repurchased under ordinary resolution no. 4(B).		
Special Resolution (see Note 3)		For (see Note 3)	Against (see Note 3)
5.	To approve the proposed amendments to the Second Amended and Restated Memorandum and Articles of Association of the Company (the “Proposed Amendments”) and the adoption of the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments (“Amended M&A”) in substitution for, and to the exclusion of, the Second Amended and Restated Memorandum and Articles of Association of the Company with immediate effect, the details of which are set out in Appendix III to the circular of the Company dated 3 February 2023, and to authorise any Director or company secretary of the Company to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong. Details of the resolution are set out in resolution no. 5 of the notice of annual general meeting of the Company dated 3 February 2023.		

Dated this _____ day of _____ 2023 Signature(s) _____ (see Note 5)

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.
- 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.
- If the appointor is a corporation, this form must 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 votes 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 of members 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 10:00 a.m. on Wednesday, 22 February 2023) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.