



CHINA YUHUA EDUCATION CORPORATION LIMITED

中国宇华教育集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6169)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 17 APRIL 2023 AT 11:00 A.M.

I/We ^(Note 1) _____ (name)
of _____ (address)
being the registered holder(s) of ^(Note 2) _____ shares
in the issued share capital of China YuHua Education Corporation Limited (the “Company”) hereby appoint the Chairman of the
meeting ^(Note 3) or _____ (name) of
_____ (address) as
my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting (the “Annual General Meeting”) of the Company to be
held at 4/F, YuHua Education Building, Jinhui West Street, Zhengdong New District, Zhengzhou, Henan Province, PRC on Monday, 17 April 2023 at 11:00
a.m. (and at any adjournment thereof) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 August 2022 and the reports of the directors and auditors of the Company thereon.		
2.	(a)(i) To re-elect Mr. Xia Zuoquan as independent non-executive director of the Company.		
	(a)(ii) To re-elect Mr. Zhang Zhixue as independent non-executive director of the Company.		
	(b) To authorise the board of directors (the “Board”) of the Company to fix the directors’ remuneration.		
3.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix the auditors’ remuneration for the year ending 31 August 2023.		
4(A).	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
4(B).	To give a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
4(C).	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of shares repurchased by the Company.		
SPECIAL RESOLUTION			
5.	To approve the adoption of the new amended and restated memorandum and articles of association of the Company (the “New Articles of Association”) and authorize any one of the Directors to do all things necessary to implement the adoption of New Articles of Association.		

Date: _____ 2023

Signature(s) ^(Note 5): _____

Notes:

- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a shareholder of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- Please insert the number of shares for this proxy. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (“✓”) THE BOX MARKED “AGAINST”.** Failure to tick or complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion or to abstain from voting. **Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.**
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the 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 holding the meeting or any adjournment thereof.
- Completion and return of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.