

读书郎

Readboy Education Holding Company Limited

讀書郎教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2385)

Form of proxy for use by shareholders at the Annual General Meeting to be held on 30 May 2024

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.001 each in the capital of Readboy Education Holding Company Limited (the “Company”) HEREBY APPOINT ^(Note 3) _____ the chairman of the Meeting, or failing him _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (or at any adjournment thereof) (as the case may be) to be held at No. 38, Changyi Road Wuguishan Zhongshan City Guangdong Province, the PRC on Thursday, 30 May 2024 at 10:00 a.m. (the “Meeting”) in respect of the resolutions set out in the notice convening the Meeting (the “Notice”) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and of the auditors for the year ended 31 December 2023.		
2.	(a) To re-elect Mr. Deng Denghui as an executive director of the Company.		
	(b) To re-elect Mr. Shen Jianfei as a non-executive director of the Company.		
	(c) To re-elect Ms. Kong Fanhua as an independent non-executive director of the Company.		
	(d) To authorise the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint Ernst & Young as auditors of the Company and to approve their remuneration.		
4.	To grant a general mandate to the directors to repurchase the shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of the Meeting.		
5.	To grant a general mandate to the directors to allot, issue and deal with the shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of the Meeting.		
6.	To extend, conditional upon the passing of resolutions 4 and 5, the total number of shares of the Company repurchased under resolution 4 to the mandate granted to the directors under resolution 5.		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	To approve the proposed amendments to the amended and restated articles of association of the Company (the “Proposed Amendments”) and to adopt the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments in substitution for, and to the exclusion of, the amended and restated memorandum and articles of association of the Company.		

* The full text of the resolutions appear in the notice of the Meeting dated 25 April 2024, which is included in the circular dispatched to the shareholders.

Dated the _____ day of _____ 2024

Signature(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) 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).
- If any proxy other than the chairman of the Meeting is preferred, delete words “the chairman of the Meeting, or failing him” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Meeting will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST AN 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.
- 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 executed under its seal or under the hand of any officer or attorney or other person duly authorised to sign the same. 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- In order to be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the Meeting (or any adjournment thereof).
- Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

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 (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 by mail to Computershare Hong Kong Investor Services Limited at the above address.