



枫叶教育

China Maple Leaf Educational Systems Limited

中國楓葉教育集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1317)

Number of shares to which this form of proxy relates ^(Note 1)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 13 JULY 2022

I/We ^(Note 2) _____ of _____ being the registered holder(s) of _____ shares in the issued share capital of China Maple Leaf Educational Systems Limited 中國楓葉教育集團有限公司* (the “Company”) hereby appoint the Chairman of the meeting ^(Note 3) or _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “EGM”) of the Company to be held at Conference Room, 4/F, Main Building, Maple Leaf Educational Park, 6 Central Street, Jinshitan National Tourist Area, Dalian, Liaoning Province, China on Wednesday, 13 July 2022 at 10:00 a.m. (and at any adjournment thereof) in respect of the resolution set out in the notice convening the EGM as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 24 June 2022 unless the context requires otherwise.

Please tick (“✓”) the appropriate box to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

| ORDINARY RESOLUTION# | FOR | AGAINST |
|---|-----|---------|
| To approve, confirm and ratify the Disposal Agreement (as defined in the circular of the Company dated 24 June 2022) and the transactions contemplated thereunder and to authorise any one of the directors of the Company to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Disposal Agreement and all transactions contemplated thereunder. | | |

Full text of the resolution is set out in the notice of the EGM dated 24 June 2022 which is sent to the shareholders of the Company together with this form of proxy.

Date: _____ 2022

Signature(s) ^(Note 5) _____

Notes:

- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- 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.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Where there are joint registered holders of any share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 10:00 a.m. (Hong Kong time) on Monday, 11 July 2022 and in any event not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting (or any adjournment thereof) and in such event, the form of proxy previously submitted shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (“PDPO”). Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.

* For identification purposes only.