



China Gingko Education Group Company Limited

中國銀杏教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1851)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I/We (Name)^(Note 1), _____

of (Address)^(Note 1) _____

being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.01 each in the capital

of **China Gingko Education Group Company Limited** (the “**Company**”) hereby appoint the chairman of the annual general meeting of the Company,

or (Name)^(Note 3) _____

of (Address) _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “**AGM**”) to be held at 2 Jinli Zhonglu, Qingyang District, Chengdu, Sichuan Province, the People’s Republic of China on 16 June 2023 (Friday) at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf and in my/our name(s) in respect of the said resolutions as indicated below, or if no indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS ^(Note 4)	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (including the consolidated affiliated entities) for the year ended 31 December 2022 and the reports of the directors of the Company (the “ Directors ”) and of the Company’s auditors for the year ended 31 December 2022		
2.	(a) To re-elect Mr. Ma Xiaoming as executive Director		
	(b) To re-elect Mr. Wong Chi Keung as independent non-executive Director		
	(c) To re-elect Mr. Yuan Jun as independent non-executive Director		
3.	To authorise the board of Directors to fix the remuneration of the Directors		
4.	To re-appoint PricewaterhouseCoopers as auditors of the Company for the year ending 31 December 2023 and to authorise the board of Directors to fix their remuneration		
5.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution		
6.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution		
7.	To extend the general mandate granted to the Directors pursuant to ordinary resolution no. 5 to issue additional shares in the capital of the Company by adding to the number of issued shares of the Company bought back under ordinary resolution no. 6		
	SPECIAL RESOLUTION ^(Note 4)		
8.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company.		

Dated this _____ day of _____ 2023

Signature^(Note 6): _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the 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).
3. If any proxy other than the chairman is preferred, please strike out "the chairman of the annual general meeting of the Company, or" 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 SIGN (S) IT.**
4. The description of these resolutions is by way of summary only. The full text appears in the notice of the AGM.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her/its discretion. Your proxy will also be entitled to vote or abstain at his/her/its discretion on any resolution properly put to the AGM and/or at any adjournment thereof other than those referred to in the notice convening the AGM. A proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the AGM other than those set out in the notice convening the AGM.
6. This form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
7. Any member entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his/her holding of shares in the Company. A proxy need not be a member of the Company.
8. This form of proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong share registrar of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the AGM or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
9. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the AGM convened and in such event, this form of proxy shall be deemed to be revoked.
10. Where there are joint holders of any share any one of such joint holders may vote, 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, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
11. The notice of the AGM is set out in the Company's circular dated 26 April 2023.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- (iii) Your Personal Data will not be transferred to any third parties (other than the Company's branch share registrar in Hong Kong) unless it is a requirement to so do by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong.