



**21世紀教育**  
21ST CENTURY EDUCATION

**China 21st Century Education Group Limited**

**中國21世紀教育集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1598)**

**REVISED FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING  
TO BE HELD ON FRIDAY, 30 JUNE 2023**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of  
China 21st Century Education Group Limited (the “Company”) hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_  
of <sup>(Note 3)</sup> \_\_\_\_\_

or failing him/her, the chairman of the annual general meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting to be held at 15/F, South Tower, Zhonghai Plaza, 8 Guanghua Dongli, Chaoyang District, Beijing, the PRC on Friday, 30 June 2023 at 10:00 a.m. (the “AGM”), and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of AGM dated 28 April 2023 (the “Original Notice of AGM”) and the supplemental notice of AGM dated 13 June 2023 (the “Supplemental Notice of AGM”) and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the AGM in such manner as he/she thinks fit.

| <b>Ordinary Resolutions</b> <sup>(Note 4)</sup> |   | <b>For</b> <sup>(Note 5)</sup> | <b>Against</b> <sup>(Note 5)</sup> |
|---|---|--------------------------------|------------------------------------|
| 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 December 2022.  |                                |                                    |
| 2.  | To declare and pay a final dividend of HK\$0.80 cents per ordinary share of the Company for the year ended 31 December 2022.  |                                |                                    |
| 3.  | (A) To consider the re-election of the following directors of the Company (the “Directors”), each as a separate resolution:   |                                |                                    |
|   | (i) Mr. Li Yasheng as a non-executive Director.   |                                |                                    |
|   | (ii) Mr. Guo Litian as an independent non-executive Director.   |                                |                                    |
|   | (B) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.   |                                |                                    |
| 4.  | To re-appoint Ernst & Young as auditor of the Company and to authorise the Board to fix its remuneration.   |                                |                                    |
| 5.  | (A) To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company (the “Issue Mandate”).   |                                |                                    |
|   | (B) To give a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company.  |                                |                                    |
|   | (C) To extend the Issue Mandate by the number of shares repurchased by the Company.   |                                |                                    |
| <b>Special Resolutions</b> <sup>(Note 4)</sup>  |   | <b>For</b> <sup>(Note 5)</sup> | <b>Against</b> <sup>(Note 5)</sup> |
| 6.  | (A) To approve the proposed amendments to the existing amended and restated articles of association of the Company.   |                                |                                    |
|   | (B) To approve the adoption of the second amended and restated articles of association of the Company, which has incorporated and consolidated all the proposed amendments, in substitution for and to the exclusion of the existing amended and restated articles of association of the Company. |                                |                                    |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which this revised form of proxy (the "**Revised Form of Proxy**") relates. If no number is inserted, this Revised Form of Proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
3. Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of AGM will act as your proxy.
4. The above description of the proposed ordinary resolutions and the special resolutions are by way of summary only. The full text appears in the Original Notice of AGM and the Supplemental Notice of AGM.
5. **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 AGM other than those referred to in the Original Notice of AGM and Supplemental Notice of AGM convening the AGM.
6. The instrument appointing a proxy shall be in writing and shall be executed 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 duly authorised to sign the same.
7. In the case of joint holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) 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 of the Company in respect of such share.
8. To be valid, this Revised Form of Proxy must be completed, signed and deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 for holding the AGM (i.e. by 10:00 a.m. on Wednesday, 28 June 2023) or any adjournment thereof. The completion and return of the Revised Form of Proxy shall not preclude shareholders of the Company (the "**Shareholders**") from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish, and in such event, the Revised Form of Proxy shall be deemed to be revoked.
9. If you have not lodged the original form of proxy (the "**Original Form of Proxy**") in accordance with the instructions printed thereon, you are requested to lodge the Revised Form of Proxy if you wish to appoint proxies to attend the AGM on your behalf. In this case, the Original Form of Proxy should not be lodged.
10. If you have already lodged the Original Form of Proxy in accordance with the instructions printed thereon, you should note that:
  - (i) If no Revised Form of Proxy is lodged in accordance with the instructions printed thereon, the Original Form of Proxy will be treated as a valid proxy form lodged by you if correctly completed. The proxy appointed under the Original Form of Proxy shall be required to vote in such manner as he/she/it may be directed under the Original Form of Proxy, and in respect of the proposed ordinary resolution no. 3(A) as set out in the Supplemental Notice of AGM, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution.
  - (ii) If the Revised Form of Proxy is lodged with the Company's branch share registrar in Hong Kong in accordance with the instructions printed thereon at or before 48 hours before the time appointed for the AGM or any adjournment thereof, the Revised Form of Proxy will revoke and supersede the Original Form of Proxy previously lodged by you. The Revised Form of Proxy will be treated as a valid proxy form lodged by you if correctly completed.
  - (iii) If the Revised Form of Proxy is lodged after 48 hours before the time appointed for the AGM or any adjournment hereof, the Revised Form of Proxy will be deemed invalid. The Revised Form of Proxy will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder, and in respect of the proposed ordinary resolution no. 3(A) as set out in the Supplemental Notice of AGM, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution.
11. A proxy need not be a Shareholder of the Company.