



ALLIANCE INTERNATIONAL EDUCATION LEASING HOLDINGS LIMITED

友聯國際教育租賃控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1563)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting (the “EGM”) to be convened at 13th Floor, T4, Qiaochengfang, No. 4080, Qiaoxiang Road, Nanshan District, Shenzhen, Guangdong, the PRC on Tuesday, 17 October 2023 at 10:00 a.m.

I/We (note a) _____ of _____ being the registered holder(s) of _____ (note b) shares of US\$0.000001 each (the “Shares”) of Alliance International Education Leasing Holdings Limited (the “Company”) hereby appoint the Chairman of the EGM or _____ of _____ to act for me/us as my/our proxy (note c) at the EGM to be held on 13th Floor, T4, Qiaochengfang, No. 4080, Qiaoxiang Road, Nanshan District, Shenzhen, Guangdong, the PRC on Tuesday, 17 October 2023 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below. Please make a mark with a “✓” in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

ORDINARY RESOLUTIONS (note k)		FOR	AGAINST
1.	the Supplemental Agreements (copies of which have been produced to the EGM marked “A” and initiated by the chairperson of the EGM for the purpose of identification), including the Revised Annual Caps and the transactions thereunder, be and are hereby confirmed, authorised and ratified; and any one of the Directors be and is hereby authorised to do all such acts and things and to sign and execute all such other documents or instrument for and on behalf of the Company (including the affixation of the common seal of the Company where required) as he/she may consider necessary, appropriate, expedient or desirable in connection with, or to give effect to, the Supplemental Agreements and to implement the transactions contemplated thereunder, and to agree to such variations, amendments or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of the Supplemental Agreements and/or the transactions contemplated under or incidental to the Supplemental Agreements.		

Dated the _____ day of _____ 2023

Shareholder’s signature _____ (notes e, f, g, h, i and j)

Notes:

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the EGM as your proxy, please delete the words “the Chairman of the EGM or” and insert the name and address of the person appointed proxy in the space provided. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her behalf at the EGM provided that if more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.
- d If you wish to vote for any of the resolutions set out above, please tick (“✓”) the box(es) marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the box(es) marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those set out in the notice convening the EGM.
- e All resolutions will be put to vote by way of poll at the EGM (except those which relate purely to a procedural or administrative matter). Every shareholder of the Company present in person (in case of a shareholder being a corporation, by its duly authorised representative), or by proxy shall have one vote for every fully paid-up Share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of Shares in the appropriate box(es) above.
- f Where there are joint registered holders of any Shares, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the EGM, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- g The proxy form must be signed by you, or your attorney duly authorised in writing, or if in the case of a corporation, this proxy form must be either executed under its common seal or under the hand of an officer or attorney so authorised on that corporation’s behalf.
- h To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time of the EGM or any adjourned EGM.
- i Any alteration made to this form should be returned by the person who signs the form.
- j Completion and delivery of the proxy form will not preclude you from attending and voting at the EGM and, in such event, this proxy form shall be deemed to be revoked.
- k The description of the resolutions in this form is by way of summary only. Please refer to the notice of the EGM dated 26 September 2023 for the full text of these resolutions.