



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)

**FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING
TO BE HELD ON MONDAY, 11 MARCH 2024**

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

or failing him/her, the chairman of the extraordinary general meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at 15/F, South Tower, Zhonghai Plaza, 8 Guanghua Dongli, Chaoyang District, Beijing, the PRC on Monday, 11 March 2024 at 10:00 a.m. (the “**Extraordinary General Meeting**”), and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the resolution as set out in the notice of the Extraordinary General Meeting 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 is authorised and instructed to vote as indicated ^(Note 3) in respect of the undermentioned resolution:

	Ordinary Resolution ^(Note 4)	For ^(Note 5)	Against ^(Note 5)
1.	<p>“THAT:</p> <p>(a) the upward adjustment to the consideration of the general construction contract for comprehensive teaching buildings dated 24 March 2022 (the “General Construction Contract for Comprehensive Teaching Buildings”) (copy of which has been produced to the Extraordinary General Meeting marked “A” and signed by the Chairman of the Extraordinary General Meeting for identification purpose) as agreed by Shijiazhuang Zerui Education and Technology Co., Ltd* (石家莊澤瑞教育科技有限公司) and Shijiazhuang Construction Group Co., Ltd.* (石家莊建設集團有限公司) be and is hereby approved, confirmed and ratified; and</p> <p>(b) any director(s) of the Company be and is hereby authorized to sign, execute, perfect and deliver all such documents and to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the implementation of General Construction Contract for Comprehensive Teaching Buildings, and the transactions contemplated thereunder.”</p>		
2.	<p>“THAT:</p> <p>(a) the upward adjustment to the consideration of the general construction contract for canteens and dormitory buildings dated 24 March 2022 (the “General Construction Contract for Canteens and Dormitory Buildings”) (copy of which has been produced to the Extraordinary General Meeting marked “B” and signed by the Chairman of the Extraordinary General Meeting for identification purpose) as agreed by Shijiazhuang Zerui Education and Technology Co., Ltd* (石家莊澤瑞教育科技有限公司) and Hebei Chizheng Construction Engineering Co., Ltd.* (河北馳正建築工程有限公司) be and is hereby approved, confirmed and ratified; and</p> <p>(b) any director(s) of the Company be and is hereby authorized to sign, execute, perfect and deliver all such documents and to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the implementation of General Construction Contract for Canteens and Dormitory Buildings, and the transactions contemplated thereunder.”</p>		

Dated this _____ day of _____ 2024

Signature(s) ^(Note 6): _____

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 form of proxy relates. If no number is inserted, this 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 Extraordinary General Meeting will act as your proxy.
4. The above description of the proposed ordinary resolution by way of summary only. The full text appears in the notice of the Extraordinary General Meeting.
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 meeting other than those referred to in the notice convening the meeting.
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 Extraordinary General Meeting, 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 Extraordinary General Meeting 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 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 meeting (i.e. by 10:00 a.m. on Saturday, 9 March 2024) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
9. A proxy need not be a shareholder of the Company.

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 of the Company (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 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. 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.