

Neuedu

東軟教育科技有限公司

Neusoft Education Technology Co. Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9616)

ANNUAL GENERAL MEETING TO BE HELD ON 28 MAY 2024 OR AT ANY ADJOURNMENT THEREOF

FORM OF PROXY

I/We¹ _____
 Of _____
 being the registered holder(s) of _____²
 shares (the “**Shares**”) of HK\$0.0002 each in the capital of Neusoft Education Technology Co. Limited (東軟教育科技有限公司)
 (the “**Company**”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³, or _____
 Of (address) _____
 (email address) _____
 (who represents _____ shares held by me/us)² as my/our proxy to attend
 and act for me/us and on my/our behalf at the annual general meeting (the “**Meeting**”) of the Company to be held at No. 66
 North Section, Shu Ma Road, Ganjingzi District, Dalian, Liaoning, China on Tuesday, 28 May 2024 at 10 a.m. (or and at any
 adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice
 convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect
 of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will
 also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

Ordinary Resolutions		FOR ⁴	AGAINST ⁴
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “ Director(s) ”) and auditors (the “ Auditors ”) of the Company for the year ended 31 December 2023.		
2.	(a) To declare a final dividend of HK\$36.6 cents per ordinary Share (the “ Final Dividend ”) for the year ended 31 December 2023.		
	(b) Any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.		
3.	(a) To re-elect the following retiring Directors of the Company:		
	i. Mr. SUN Yinhuan as a non-executive Director of the Company;		
	ii. Dr. QU Daokui as an independent non-executive Director of the Company; and		
	iii. Dr. WANG Weiping as an independent non-executive Director of the Company.		
	(b) To authorise the board of the Directors to fix the remuneration of the Directors.		
4.	To re-appoint PricewaterhouseCoopers as the Auditors and authorise the board of the Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with the securities in the capital of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of the Meeting.		

Ordinary Resolutions		FOR ⁴	AGAINST ⁴
6.	To grant a general mandate to the Directors to repurchase the securities of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of the Meeting.		
7.	To extend, conditional upon the passing of resolutions no. 5 and 6 above, the general mandate to issue new shares under resolution no. 5 by adding the total number of shares of the Company repurchased under resolution no. 6.		

Signature⁵ _____

Date _____

Notes:

1. Full name(s) and address (es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" 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 WHO SIGNS IT.**
4. **IMPORTANT: If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit.** Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 17, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting (i.e. before 10 a.m. on Sunday, 26 May 2024) or the adjourned Meeting.
7. In the case of joint holders of Shares, any one of such holders may vote at the Meeting, either personally 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 are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
8. The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
10. The full text of the proposed resolution appears in the notice of the Meeting.
11. Registered Shareholders submitting this form of proxy are requested to provide a valid email address of their proxy (except for the appointment of the Chairman of the Meeting as their proxy) for the proxy to receive the link to join the AGM via the VooV.

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 authorized 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 Privacy Compliance Officer of Tricor Investor Services Limited at the above address.