

# China Kepei Education Group Limited

## 中國科培教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1890)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We (Name) \_\_\_\_\_ (Block capitals) of  
(Address) \_\_\_\_\_ being  
the holder(s) of \_\_\_\_\_ (see Note 1) shares of US\$0.00001 each in the capital of China Kepei Education Group  
Limited (the “Company”) hereby appoint (Name) \_\_\_\_\_ of  
(Address) \_\_\_\_\_ or  
failing him/her (Name) \_\_\_\_\_ of  
(Address) \_\_\_\_\_ or failing him/her, the  
chairman of the meeting (see Note 2) 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 Room 1603, 16th Floor, China Resources Building, No. 2666 Keyuan South Road, Nanshan District, Shenzhen  
City, Guangdong Province, the PRC on 14 August 2020 at 10:30 a.m. and at any adjournment thereof or on any resolution or motion which  
is properly proposed thereat. My/Our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned  
resolutions:

ORDINARY RESOLUTIONS (see Note 3)		FOR (see Note 3)	AGAINST (see Note 3)
1.	(a) To approve, confirm and ratify the grant of specific mandate to the Directors regarding the issue and allotment of an aggregate of maximum number of 40,015,973 Restricted Shares to the Trustee to hold on trust for Selected Participants for participation in the Scheme (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder;		
	(b) to approve and confirm the grant of 2,000,000 Restricted Shares pursuant to the Scheme to Dr. Zhang Xiangwei;		
	(c) to approve and confirm the grant of 1,200,000 Restricted Shares pursuant to the Scheme to Mr. Zha Donghui;		
	(d) to approve and confirm the grant of 1,000,000 Restricted Shares pursuant to the Scheme to Ms. Liyan;		
	(e) to approve and confirm the grant of 700,000 Restricted Shares pursuant to the Scheme to Mr. Ye Xun;		
	(f) to approve and confirm the grant of 800,000 Restricted Shares pursuant to the Scheme to Mr. Wang Chuanwu;		
	(g) to approve and confirm the grant of 400,000 Restricted Shares pursuant to the Scheme to Dr. Xu Ming;		
	(h) to approve and confirm the grant of an aggregate of 5,050,000 Restricted Shares pursuant to the Scheme to 8 current and former directors of certain subsidiaries of the Company who are connected persons to the Company;		
	(i) to authorize any one Director to do all things and sign all documents in connection with the implementation of the Scheme, including the grant of the Restricted Shares pursuant to the Scheme.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020 Signature(s) \_\_\_\_\_ (see Note 4 and Note 5)

#### Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- 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.
- If the appointor is a corporation, this form must be executed under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, 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, will be accepted to the exclusion of the votes of the other joint holders, 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 shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof), not less than 48 hours before the time for holding the meeting (i.e. before 10:30 a.m. on 12 August 2020). 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.
- A proxy need not be a shareholder of the Company.