

DASHAN EDUCATION HOLDINGS LIMITED

大山教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9986)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

TO BE HELD ON FRIDAY, 10 JUNE 2022 AT 10:00 A.M.

I/We ^{note 1} _____

of _____

being the registered holder(s) of ^{note 2} _____

ordinary shares of HK\$0.01 each in the capital of Dashan Education Holdings Limited 大山教育控股有限公司 (the “Company”), HEREBY

APPOINT ^{note 3} THE CHAIRMAN OF THE MEETING, or _____

of (address) _____

or (email address) _____

as my/our proxy to attend for me/us and on my/our behalf at the annual general meeting (the “AGM”) (and at any adjournment thereof) of the Company to be held with the combination of an in-room meeting at 19th Floor, Guoxin Plaza, Crossroad of Zhongzhou Avenue and Minghong Road, Jinshui District, Zhengzhou, Henan Province, the People’s Republic of China and an online virtual meeting via electronic facilities on Friday, 10 June 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and at the AGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^{note 4}	AGAINST ^{note 4}
1.	To receive, consider and adopt the audited financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2021.		
2.	(A) to re-elect the following retiring directors of the Company (“Directors”) who are standing for re-election at the AGM		
	(i) Mr. Jia Shuilin as a non-executive Director.		
	(ii) Mr. Lui Siu Keung as an independent non-executive Director.		
	(iii) Mr. Li Gang as an independent non-executive Director.		
(B) to authorise the board of Directors (the “Board”) to fix the remuneration of Directors.			
3.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue or otherwise deal with additional shares of the Company*.		
5.	To grant a general mandate to the Directors to repurchase the Company’s shares*.		
6.	To extend the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares of the Company by the number of shares repurchased*.		
SPECIAL RESOLUTION		FOR ^{note 4}	AGAINST ^{note 4}
7.	To approve and adopt the Second Amended and Restated Memorandum and Articles (as defined in the notice of AGM) in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect and authorise any one director, registered office provider or company secretary of the Company to do all things necessary to implement the adoption of the Second Amended and Restated Memorandum and Articles.*		

Date: _____

Signature(s) ^{note 5}: _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman is preferred, please strike out “**THE CHAIRMAN OF THE MEETING, or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM. **IF YOU WISH TO ALLOW YOUR PROXY TO ATTEND THE AGM THROUGH TRICOR E-MEETING SYSTEM, PLEASE ALSO INSERT HIS/HER EMAIL ADDRESS. THE EMAIL ADDRESS SO PROVIDED WILL BE USED BY THE COMPANY’S BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG, TRICOR INVESTOR SERVICES LIMITED, FOR SENDING THE LOGIN DETAILS FOR VOTING AT THE AGM, SO YOU AND YOUR PROXY SHOULD ENSURE THAT THE EMAIL ADDRESS PROVIDED WILL BE APPROPRIATELY SECURE FOR THIS PURPOSE.**
5. If your proxy has not received the login details by email by 10:00 a.m. (Hong Kong time) on Thursday, 9 June 2022, you should contact the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at (852) 2975 0928 or email to emeeting@hk.tricorglobal.com for assistance.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his 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 authorised to sign the same.
7. Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the AGM of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a Shareholder. In addition, a proxy or proxies representing either a Shareholder who is an individual or a Shareholder which is a corporation shall be entitled to exercise the same powers on behalf of the Shareholder which he or they represent as such Shareholder could exercise.
8. The form of proxy must be received by 10:00 a.m. on Wednesday, 8 June 2022 (Hong Kong time), or not less than 48 hours before the time of the holding of any adjourned meeting.

In order to be valid, the completed form of proxy (together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof) must be deposited by 10:00 a.m. (Hong Kong time) on Wednesday, 8 June 2022, or not less than 48 hours before the time of the holding of any adjourned meeting, at Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid.
9. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.

- * The full text of the resolution is set out in the notice of AGM.