

China Vocational Education Holdings Limited

中國職業教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1756)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING TO BE HELD ON JANUARY 17, 2025

I/We (Name) _____ (Block letters)
of (Address) _____
being the holder(s) of _____ (see Note 1) shares of US\$0.0001 each in the capital of China Vocational Education Holdings Limited (the "Company") hereby appoint (Name) _____ or failing him/her of (Address) _____ or failing him/her (Name) _____ or failing him/her (Address) _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at 6/F, The Administration Building of Guangzhou Huali Science and Technology Town, No. 11 Huali Road, Zengcheng District, Guangzhou, Guangdong Province, PRC on Friday, January 17, 2025 at 10:30 a.m., and at any adjournment thereof or on any resolution or motion which is 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 4)	Against (see Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Director(s)") and independent auditor for the year ended August 31, 2024.		
2.	(a) (i) To re-elect Mr. Zhang Zhifeng as executive Director; (ii) To re-elect Mr. Ye Yaming as executive Director; and (iii) To re-elect Ms. Chiu Lai Kuen Susanna MH JP as independent non-executive Director. (b) To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
3.	To re-appoint PricewaterhouseCoopers as independent auditor of the Company and to authorise the Board to fix the auditor's remuneration.		
4.	(A) To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company as set out in the resolution numbered 4(A) of the Company's notice of annual general meeting dated December 20, 2024 (the "Notice"). (B) To grant a general mandate to the Directors to repurchase shares of the Company as set out in the resolution numbered 4(B) of the Notice. (C) To extend the general mandate granted to the Directors to allot, issue and deal with new shares of the Company by the addition of the number of shares repurchased by the Company as set out in the resolution numbered 4(C) of the Notice.		
Special Resolutions (see Note 3)		For (see Note 4)	Against (see Note 4)
5.	"THAT subject to the passing of a special resolution by the shareholders of the Company, the English name of the Company be changed from "China Vocational Education Holdings Limited" to "China Science and Education Industry Group Limited" and the dual foreign name in Chinese of the Company of "中國科教育集團有限公司" be adopted (the "Proposed Change of Company Name"), and that any one or more of the Directors or the secretary of the Company (the "Company Secretary") be and is/are hereby authorised to do all such acts and things and execute all such documents as he/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company."		
6.	"THAT subject to the passing of special resolution numbered 5 of the Notice by the shareholders of the Company (a) the proposed amendments to the existing second amended and restated memorandum and articles of association of the Company (the "Proposed Amendments"), the details of which are set out in the Appendix III to the circular of the Company dated December 20, 2024, be and are hereby approved; (b) the new third amended and restated memorandum and articles of association of the Company (incorporating the Proposed Amendments) (the "New Memorandum and Articles of Association"), be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing second amended and restated memorandum and articles of association of the Company; and (c) any Director or the Company Secretary be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong for and on behalf of the Company."		

Dated this _____ day of _____ Signature(s) _____ (see Notes 5 and 6)

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 member 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 initialed by the person who signs it.
- The description of the above ordinary resolutions and special resolutions is by way of summary only. The full text appears in the notice of the annual general meeting of the Company.
- 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.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this form must either be 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 vote(s) 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 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 Company's share registrar in Hong Kong, 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 notarially certified copy thereof), not less than 48 hours before the time appointed for holding the meeting (i.e. by 10:30 a.m. on Wednesday, January 15, 2025, Hong Kong time) or any adjournment thereof. The completion and return of the form of proxy shall not preclude you from attending and voting in person at the above meeting (or any adjourned meeting thereof) if you so wish and in such event, the proxy shall be deemed to be revoked.
- A proxy need not be a shareholder of the Company.