



Minsheng Education Group Company Limited

民生教育集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1569)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals, please) of
(Address) _____ being the
holder(s) of _____ (see Note 1) shares of USD0.00001 each in the capital of Minsheng Education
Group Company 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 annual general meeting of the Company
to be held at Huashan Room, 5/F, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 15 June 2023 at 10:00 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 3)	Against (see Note 3)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2022.		
2.	To declare a final dividend of HK\$4.29 cents (equivalent to RMB3.76 cents) per share of the Company for the year ended 31 December 2022, which shall be paid out of the share premium account of the Company.		
3.	(a) To re-elect the following retiring directors of the Company: (i) Mr. Lam Ngai Lung as an executive Director (ii) Mr. Shen Jinzhou as a non-executive Director (iii) Ms. Li Yanping as a non-executive Director (iv) Mr. Yu Huangcheng as an independent non-executive Director (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
4.	To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.		
5.	(A) To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company. (B) To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company. (C) To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 5(A) to issue additional shares by adding the number of shares repurchased under ordinary resolution No. 5(B).		
	Special Resolution (see Note 3)	For (see Note 3)	Against (see Note 3)
6.	To approve the proposed amendments to the existing articles of association of the Company and the adoption of the fourth amended and restated articles of association of the Company (incorporating the proposed amendments).		

Dated this _____ day of _____, 2023

Signature(s) _____ (see 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 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 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 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 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 10:00 a.m. on Tuesday, 13 June 2023) 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.
- 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 annual general 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 (Cap. 486, the Laws of Hong Kong) and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.