



Virscend Education Company Limited

成實外教育有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1565)

Form of Proxy for use at the Extraordinary General Meeting to be held on 19 October 2018

I/We,¹ _____
of _____
being holder(s) of² _____ shares of HK\$0.01 each in the capital of Virscend Education Company Limited (the “Company”) hereby appoint the Chairman of the meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (“EGM”) of the Company to be held on 19 October 2018 at 3:00 p.m. at Room 105, Virscend Education Company Limited, No. 23 He Xin Lu, Pi County, Chengdu, Sichuan Province, the PRC or at any adjournment thereof in respect of the resolution set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION ³		FOR	AGAINST
1.	(a) the declaration and payment of an interim dividend of HK\$0.04 per ordinary share out of the share premium account of the Company (the “Interim Dividend”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board (the “Board”) of directors (the “Directors”) of the Company for determining the entitlements to the Interim Dividend be and is hereby approved; and (b) the Directors be and are hereby authorised to take such action, do such things and execute such further documents as the Directors may at their absolute discretion consider necessary or desirable for the purpose of or in connection with the payment of the Interim Dividend.		

Dated this _____ day of _____ 2018 Signature(s)⁶ _____

Notes:

1. 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).
2. 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.
3. 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.
4. 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.
5. 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.
6. 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 3:00 p.m. on 17 October 2018). 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.
7. A proxy need not be a shareholder of the Company.