



HOPE EDUCATION GROUP CO., LTD.

希望教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1765)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We (Name) _____ (Block capitals, please) of
(Address) _____ being
the holder(s) of _____ (see Note 1) shares of US\$0.00001 each in the capital of Hope Education Group Co.,
Ltd. (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 Jasmine Room, 4th Floor, Purple Mountain Hotel Shanghai,
No. 778 Dongfang Road, Pudong New Area, Shanghai on Thursday, 20 August 2020 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 approve, ratify and confirm the Supplemental Agreement to supplement the Second Exclusive Management Consultancy and Business Cooperation Agreement and the transactions contemplated under the New Contractual Arrangements, the fees payable under the Second Exclusive Management Consultancy and Business Cooperation Agreement (as supplemented by the Supplemental Agreement) not to be subject to the annual caps requirements and require a period exceeding three years under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.		
2.	To authorize the directors of the Company, for and on behalf of the Company, to take all steps and do all acts and thing as they consider to be necessary, appropriate or expedient in connection with and to implement or give effect to the New Contractual Arrangements and the transactions contemplated under the New Contractual Arrangements and to execute all such other documents, instruments and agreements (including the affixation of the Company’s common seal) deemed by them to be incidental to, ancillary to or in connection with the entering into of the New Contractual Arrangements and the transactions contemplated under the New Contractual Arrangements.		

Dated this _____ day of _____ 2020 Signature(s) _____ (see Note 5)

The details of the above resolutions are set out in the circular of the Company dated 3 August 2020 (the “Circular”). In this form of proxy, unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Circular.

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 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.
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 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 members 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 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, 18 August 2020) 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.
7. A proxy need not be a shareholder of the Company.