ORIENTAL UNIVERSITY CITY HOLDINGS (H.K.) LIMITED
東方大學城控股(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8067)

FORM OF PROXY
FOR THE GENERAL MEETING

I/We *(Name)* _____ *(Block capitals, please)*

of *(Address)* _____ ,

being the registered holder(s) of _____ *(see Note 1)* ordinary shares in the share capital of Oriental University City Holdings (H.K.) Limited (the "Company" and the "Shares", respectively), hereby

appoint *(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 general meeting of the Company (the "GM") to be held at Boardroom, 20/F, Central Tower, 28 Queen's Road Central, Central, Hong Kong on Friday, 25 October 2019 at 10:10 a.m. or its adjournment. My/our proxy is authorized and instructed to vote as indicated *(see Note 3)* in respect of the undermentioned resolutions or on any resolution or motion which is proposed at the GM:

	Ordinary Resolutions	**For** *(see Note 3)*	**Against** *(see Note 3)*
1.	To approve, confirm and ratify the transactions contemplated under the supplemental agreement to the asset sale and purchase agreement dated 29 August 2018 (as amended by the addendum dated 31 December 2018 and the addendum dated 21 January 2019) (the "**Supplemental Agreement**") entered into between the Company and 廊坊開發區東方大學城教育諮詢有限公司 (Langfang Development Zone Oriental University City Education Consultancy Co., Ltd.*), and Raffles Education Corporation Limited (the "**Seller**") and 廊坊通慧教育諮詢有限公司 (Langfang Tonghui Education Consultancy Co., Ltd.*) on 13 June 2019, pursuant to which the Purchaser has conditionally agreed to purchase part of the Zhuyun Education Land, including three parcels of land for education use with a total site area of approximately 57,501.40 square meters, and two buildings with a total gross floor area of approximately 58,385.86 square meters through the acquisition of the entire equity interest of Langfang Tongrui Education Consultancy Co., Ltd (廊坊通睿教育諮詢有限公司).		
2.	To grant the Directors a specific mandate ("**Specific Mandate**") to exercise the powers of the Company to allot and issue up to 87,121,731 shares of the Company the ("**Conversion Shares**") to the Seller (or its nominees) which may fall to be allotted and issued upon the conversion of the convertible bonds in an aggregate principal amount of HK$200,379,982 to be issued by the Company (the "**Convertible Note**") in accordance with the terms and conditions of the instrument and the articles of association of the Company, and that the Conversion Shares shall, when issued upon conversion rank pari passu in all respects with all other existing Shares outstanding at the date of conversion of the Convertible Note and be entitled to all dividends and other distributions the record date of which falls on a date on or after the date of the conversion notice.		
3.	To authorize any one director of the Company on behalf of the Company to take all steps necessary, appropriate, desirable or expedient in his/her opinion to be in the interests of the Company and its shareholders as a whole to approve and implement and/or give effect to the Supplemental Agreement and the transactions contemplated thereunder, including, inter alia, (i) to sign, seal, execute, perfect, deliver, submit, and/or implement the Supplemental Agreement and the transactions contemplated thereunder, and any documents, instruments, deeds and agreement in connection with or pursuant to the Supplemental Agreement; (ii) to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Supplemental Agreement); and (iii) to exercise all such powers and do all such necessary acts and things to give effect to and/or implement the Supplemental Agreement and the transactions contemplated thereunder.		

* For the full text of the proposed resolutions, please refer to the notice convening the GM (the "Notice") as contained in the Company's circular dated 20 September 2019.

Signature(s) _____ *(see Notes 4 and 5)* Dated this _____ day of _____ 2019

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 registered in your name(s).

2. A member of the Company (the "Member" or "Shareholder") may appoint one (or, if he/she/it holds two or more Shares, more than one) proxy of his/her/its own choice. If such an appointment is made, please insert the name and address of the person appointed as proxy in the space provided. A proxy need not be a Member.

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 or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the GM other than those referred to in the Notice.

4. If the appointor is a corporation, this form of proxy must be executed under common seal or under the hand of an officer, attorney, or other person duly authorized on that behalf.

5. In the case of joint Shareholders, the signature of any one Shareholder will be sufficient but the names of all the joint Shareholders should be stated.

6. Where there are joint holders of any Share, any one of such joint holders may vote at the GM, 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 is present at the GM, 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.

7. To be valid, this form of proxy must be completed, signed and deposited at the Company's share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, together with a power of attorney or any other authority, if any, under which it is signed (or a certified copy thereof), no later than 48 hours before the time appointed for holding the GM (or its adjournment) (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of the form of proxy shall not preclude Members from subsequently attending and voting in person at the GM (or its adjourned meeting) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

8. Any alteration made to this form of proxy must be initialed by the person who signs it.

9. The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.

10. A Member or his/her/its proxy should produce proof of identity when attending the GM. If a corporate Member appoints its representative to attend the GM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the GM.

PERSONAL INFORMATION COLLECTION STATEMENT

(i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the laws of Hong Kong (the "PDPO").

(ii) Your supply of the Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.

(iii) Your Personal Data will not be transferred to other third parties (other than the share registrar of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.

(iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.