Hong Kong Education (Int'l) Investments Limited
香港教育（國際）投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1082)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING ("MEETING")
TO BE HELD ON WEDNESDAY, 26 NOVEMBER 2014 (OR AT ANY ADJOURNMENT THEREOF)

I/We [1] _____
of _____
being the registered holder(s) of [2] _____ shares of HK$0.10 each in the capital of Hong Kong Education (Int'l) Investments Limited ("**Company**"), HEREBY APPOINT[3] the Chairman of the Meeting, or _____
of _____
as my/our proxy to act for me/us at the Meeting (or at any adjournment thereof) of the Company to be held at 10:30 a.m. on Wednesday, 26 November 2014 at Ballroom I, 2/F, Courtyard By Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, New Territories, Hong Kong to consider and, if thought fit, pass the resolutions as set out in the notice convening the Meeting ("**AGM Notice**") and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") the appropriate boxes to indicate how you wish your votes in respect of the resolutions to be cast [4].

	ORDINARY RESOLUTIONS	FOR [4]	AGAINST [4]
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 30 June 2014.		
2.	To re-elect Mr. Wong Yuk Tong as an executive director of the Company.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
4.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of directors of the Company to fix its remuneration.		
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with the unissued shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution as described in resolution no. 5 of the AGM Notice.		
6.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution as described in resolution no. 6 of the AGM Notice.		
7.	To add the nominal amount of repurchased shares to the general mandate granted to the directors of the Company under resolution no. 5 above as described in resolution no. 7 of the AGM Notice.		
8.	To refresh the 10% mandate ("**Refreshed Scheme Mandate**") under the Share Option Scheme (as defined in the circular of the Company dated 27 October 2014) and to authorise the directors of the Company or a duly authorised committee thereof to grant share options within the Refreshed Scheme Mandate pursuant to the Share Option Scheme and to allot, issue and deal with the shares of the Company pursuant to the exercise of such share options granted under the Share Option Scheme.		
9.	To increase the authorised share capital of the Company from HK$150,000,000 divided into 1,500,000,000 ordinary shares of HK$0.10 each ("**Shares**") to HK$300,000,000 divided into 3,000,000,000 Shares by the creation of 1,500,000,000 additional Shares and to authorise the directors of the Company to do all such acts and execute all such documents as they consider necessary, desirable or expedient for the implementation thereof.		

Signature [5]: _____

Dated this _____ day of _____ 2014.

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words "The Chairman of the Meeting, or" here and insert the name and address of the proxy desired in the space provided. A shareholder of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote on his/her/its behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes 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 AGM Notice. All resolutions will be put to vote by way of poll at the Meeting. Every shareholder of the Company present in person (in case of a shareholder of the Company being a corporation, by its duly authorised representative), or by proxy shall have one vote for every fully paid-up share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such case, please state the relevant number of shares in the appropriate box(es) above.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote on behalf of him/her/it. The proxy need not be a shareholder of the Company.
7. In the case of joint holders, 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 holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting in person and, in such event, this form of proxy shall be deemed to be revoked.