



# 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 ANNUAL GENERAL MEETING

I/We (Name) \_\_\_\_\_ (Block capitals, please) of  
(Address) \_\_\_\_\_ being the  
holder(s) of \_\_\_\_\_ (see Note 1) shares of HK\$0.01 each in the capital of Virscend Education 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 Room 105, Virscend Education Company Limited, No. 23 He Xin Lu, Pi County, Chengdu, Sichuan Province, the PRC  
on 23 June 2017 at 3:00 p.m. and at any adjournment thereof or on any resolution or motion which is properly 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	Against
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2016 and the reports of the directors and auditors of the Company therein.		
2.	To declare a final dividend of HK\$0.07 per share for the financial year ended 31 December 2016.		
3.	(a) To re-elect the following retiring directors of the Company (“Directors”):		
	(i) Ms. Wang Xiaoying as an executive Director		
	(ii) Mr. Chan Kim Sun as an independent non-executive Director		
	(iii) Ms. Xu Dayi as an independent non-executive Director		
	(b) To authorise the board of directors of the Company to fix the remuneration of the directors.		
4.	To re-appoint Ernst & Young as auditors of the Company and authorise the board of directors to fix their remuneration.		
5.	(A) To grant a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued shares of the Company.		
	(B) To grant a general mandate to the directors to buy back shares not exceeding 10% of the issued shares of the Company.		
	(C) Conditional upon the passing of ordinary resolutions numbered 5(A) and 5(B), to extend the authority granted to directors pursuant to ordinary resolution numbered 5(A) to issue shares by adding number of issued shares of the Company which may be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of shares bought back under ordinary resolution numbered 5(B).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 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 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.
- 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 executed 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 of shareholders 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 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 notarially certified copy thereof), not less than 48 hours before the time for holding the meeting (i.e. before 3:00 p.m. on 21 June 2017). 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.