



# CHINA E-LEARNING GROUP LIMITED

## 中國網絡教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08055)

### Form of Proxy for use at the Annual General Meeting to be held on Friday, 12 May 2017

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of  
HK\$0.10 each in the share capital of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**<sup>(Note 4)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Annual General Meeting (and any adjourned meeting) of the Company to be held at Unit 2610, 26th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on Friday, 12 May 2017 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and any adjourned meeting) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR <sup>(Notes 5 &amp; 6)</sup>	AGAINST <sup>(Notes 5 &amp; 6)</sup>
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2016.		
2.	To re-elect Mr. Wang Weihua as an executive director of the Company.		
3.	To re-elect Ms. Zhang Jianxin as an executive director of the Company.		
4.	To re-elect Dr. Huang Chung Hsing as an independent non-executive director of the Company.		
5.	To re-elect Mr. Li Qunsheng as an independent non-executive director of the Company.		
6.	To authorize the board of directors to fix the respective directors' remuneration.		
7.	To re-appoint McMillan Woods SG CPA Limited as auditor and to authorize the board of directors to fix auditor's remuneration.		
8.	To give a general mandate to the directors to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued shares of the Company as at the date of passing of this resolution.		
9.	To give a general mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued shares of the Company as at the date of passing of this resolution.		
10.	Conditional upon the passing of resolutions no. 8 and 9, to extend the general mandate granted to the directors to allot, issue and deal with additional issued shares of the Company by the aggregate nominal amount of shares repurchased by the Company.		
11.	To refresh the existing scheme mandate limit under the existing share option scheme of the Company up to 10% of the issued shares of the Company as at the date of passing of this resolution.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signature<sup>(Note 7)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- Any member 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 instead of him/her/it, and the proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares 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 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES 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 notice convening the meeting.
- All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
- 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 certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding this meeting or the adjourned meeting (i.e. not later than 10:00 a.m. on Wednesday, 10 May 2017).
- 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 votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Extraordinary General Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.