

DASHAN EDUCATION HOLDINGS LIMITED

大山教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9986)

FORM OF PROXY

Number of shares of the Company ("Share") to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____

of _____

being the registered shareholder(s) in the share capital of Dashan Education Holdings Limited (the "Company") hereby appoint the chairman of the annual general meeting (the "Meeting") ^(Note 3) of the Company or _____

of _____

to act as my/our proxy to attend for me/us and on my/our behalf at the Meeting to be held at 19th Floor, Guoxin Plaza, Crossed of Zhongzhou Avenue and Minghong Road, Jinshui District, Zhengzhou, Henan Province, the PRC on Thursday, 12 September 2024 at 10:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the "Notice") convening the Meeting, as indicated and on any other business that may properly come before the Meeting, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors", each a "Director") and auditor of the Company for each of the years ended 31 December 2022 and 31 December 2023.		
2.	(a) To re-elect Mr. Zhang Hongjun as an executive Director.		
	(b) To re-elect Mr. Shan Jingchao as an executive Director.		
	(c) To re-elect Mr. Zhang Jian as an independent non-executive Director.		
	(d) To re-elect Dr. Xie Xiangbing as an independent non-executive Director.		
	(e) To re-elect Ms. Wang Yanxiao as an independent non-executive Director.		
3.	To authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
4.	To re-appoint Zhonghui Anda CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares as set out in resolution numbered 5 of the Notice.		
6.	To grant a general mandate to the Directors to repurchase Shares as set out in resolution numbered 6 of the Notice.		
7.	To extend the general mandate to the Directors to allot, issue and deal with such number of additional Shares as may be repurchased by the Company as set out in resolution numbered 7 of the Notice.		

Date: _____

Signature ^(Note 5) _____

Notes:

1. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
2. Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company. The names of all joint registered holders should be stated.
3. If any proxy other than the chairman of the Meeting is preferred, strike out “the chairman of the annual general meeting (the “**Meeting**”) of the Company or” and insert the name and address of the proxy desired in the space provided. Any alternation made to this form of proxy must be initialled by the person who signs it. If no name is inserted, the chairman of the Meeting will, subject to the limitation as hereinafter mentioned, act as your proxy.
4. **Important:** If you wish to vote for a resolution, place a tick in the corresponding box under the column marked “**FOR**”. If you wish to vote against a resolution, place a tick in the corresponding box under the column marked “**AGAINST**”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. 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.
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 under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order to be valid, this form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
7. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall 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. The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
10. Re-election of each Director under resolution numbered 2 shall be voted upon by way of separate resolutions. Details of the retiring Directors are set out in the circular of the Company dated 20 August 2024.

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 Meeting (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 for use in connection with the Purposes and to such parties who are authorised 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Privacy Compliance Officer of Tricor Investor Services Limited.