dadi Since 1990®
Overseas Studies Service Centre
大地 海外升學服務中心

DADI EDUCATION HOLDINGS LIMITED
大地教育控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8417)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We *(Note 1)*, _____

of _____

being the registered holder(s) of *(Note 2)* _____ ordinary share(s)

of HK$0.01 each in the capital of Dadi Education Holdings Limited (the "**Company**") hereby appoint the chairman of the annual general meeting of the Company, or *(Note 3)* _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "**Meeting**") to be held at Room 1921, 19/F, Office Tower One, Grand Plaza, 639 Nathan Road, Mong Kok, Kowloon, Hong Kong on Wednesday, 31 July 2019 at 4:00 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

	ORDINARY RESOLUTIONS *(Note 4)*	FOR *(Note 5)*	AGAINST *(Note 5)*
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the "**Directors**") and the independent auditors of the Company and its subsidiaries for the year ended 31 March 2019		
2.	To re-appoint Grant Thornton Hong Kong Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration		
3.	(a) To re-elect Mr. Mok Patrick (莫柏祺) as an executive Director of the Company		
	(b) To re-elect Ms. So Pik Sau (蘇碧秀) as an executive Director of the Company		
	(c) To re-elect Mr. Tsang Chi Fung (曾志豐) as an independent non-executive Director of the Company		
4.	To authorise the board of Directors to fix the remuneration of the Directors of the Company		
5.	To grant a general and unconditional mandate to the Directors of the Company to allot, issue and deal with additional Shares of the Company for a total number of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing this resolution		
6.	To grant a general and unconditional mandate to the Directors of the Company to repurchase Shares of the Company for a total number of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing this resolution		
7.	To extend the general and unconditional mandate granted to the Directors of the Company under resolution no. 5 above by a number representing the number of the issued Shares of the Company repurchased by the Company pursuant to general mandate under resolution no. 6 above (up to a maximum number equivalent to 10% of the number of the issued Shares of the Company as at the date of the passing of the resolution no. 6)		

Dated this _____ day of _____ 2019 Signature *(Note 6)*: _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. 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, please strike out "the chairman of the annual general meeting of the Company, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. The description of these resolutions is by way of summary only. The full text appears in the notice of the Meeting.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
6. This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign this form on behalf of the corporation without further evidence of the fact.
7. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
8. This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, Room 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or adjourned Meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
9. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it a at the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
10. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, this form of proxy shall be deemed to be revoked.
11. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he 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, shall be accepted to the exclusion of the votes of the other joint 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.
12. The notice of the Meeting is set out in the Company's circular dated 2 July 2019.
13. Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.

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 PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited, 2103B, 21/F., 148 Electric Road, North Point, Hong Kong.