

# Neuedu

## 東軟教育科技有限公司

Neusoft Education Technology Co. Limited  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 9616)

### EXTRAORDINARY GENERAL MEETING TO BE HELD ON 4 DECEMBER 2024 OR ANY ADJOURNMENT THEREOF FORM OF PROXY

I/We<sup>1</sup> \_\_\_\_\_  
Of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_<sup>2</sup>  
shares (the “Shares”) of HK\$0.0002 each in the capital of Neusoft Education Technology Co. Limited (東軟教育科技有限公司)  
(the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>, or \_\_\_\_\_  
Of \_\_\_\_\_  
(email address) \_\_\_\_\_  
(who represents \_\_\_\_\_ shares held by me/us)<sup>2</sup> as my/our proxy to attend and act for me/us  
and on my/our behalf at the extraordinary general meeting (the “Meeting”) of the Company to be held at No. 66 North Section,  
Shu Ma Road, Ganjingzi District, Dalian, Liaoning, China on Wednesday, 4 December 2024 at 10 a.m. (or and at any adjournment  
thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting  
and at the 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, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote  
on any matter properly put to the Meeting in such manner as he/she thinks fit.

	Special Resolutions	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	Subject to the approval by the Registrar of Companies of the Cayman Islands, to change the English name of the Company from “Neusoft Education Technology Co. Limited” to “Neutech Group Limited”, and the Chinese dual foreign name from “東軟教育科技有限公司” to “東軟睿新科技集團有限公司” (the “ <b>Proposed Change of Company Name</b> ”); and to authorize any director of the Company (the “ <b>Director</b> ”) or the company secretary of the Company (the “ <b>Company Secretary</b> ”) to take all actions and make all arrangements in connection with or to give effect to the Proposed Change of Company Name as he/she consider necessary, desirable or expedient, and to execute all relevant documents (including affixing the seal, if applicable), and to make and file any necessary registrations and/or filings for and on behalf of the Company.		
2.	To approve the proposed amendments to the second amended and restated memorandum and articles of association of the Company (the “ <b>Existing Memorandum and Articles of Association</b> ”) as set out in Appendix I to the circular of the Company dated 14 November 2024 (the “ <b>Circular</b> ”), and to adopt the Company’s third amended and restated memorandum and articles of association (“ <b>Third Memorandum and Articles of Association</b> ”), which consolidated all of the proposed amendments mentioned in the Circular, in substitution for and to the exclusion of the Existing Memorandum and Articles of Association; and to authorize any Director or the Company Secretary to make all arrangements necessary to effect and record the adoption of the Third Memorandum and Articles of Association, and to make and file any necessary registrations and/or filings for and on behalf of the Company.		

Signature<sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_

*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 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).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box 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 referred to the notice convening the Meeting.
5. 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 under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 17, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting (i.e. before 10 a.m. on Monday, 2 December 2024) or the adjourned Meeting.
7. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
8. The proxy needs not be a member 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. The full text of the proposed resolutions appears in the notice of the Meeting.
11. Registered shareholders submitting this form of proxy are requested to provide a valid email address of their proxy (except for the appointment of the Chairman of the Meeting as their proxy) for the proxy to receive the link to join the Meeting via the VooV.

**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 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 for use in connection with the Purposes 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. 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 Privacy Compliance Officer of Tricor Investor Services Limited at the above address.