Huali University Group Limited
华立大学集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1756)

Number of shares to which this form of proxy relates *(Note 1)*	

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 15 SEPTEMBER 2020

I/We *(Note 2)* _____

of _____

being the registered holder(s) of _____ shares in the issued share capital of Huali University Group Limited (the "**Company**") hereby appoint the Chairman of the meeting *(Note 3)* or _____

of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the "**EGM**") of the Company to be held at 6/F, The Administration Building of Guangzhou Huali Science and Technology Town, No. 11 Huali Road, Zengcheng District, Guangzhou, Guangdong Province, PRC on Tuesday, 15 September 2020 at 10:30 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution as hereunder indicated, or, 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 EGM in such manner as he/ she thinks fit.

Please tick ("✓") the appropriate box to indicate how you wish your vote(s) to be cast *(Note 4)*.

ORDINARY RESOLUTIONS	FOR	AGAINST
(a) the entering into of the framework agreement dated 17 July 2020 between the Company and Guangzhou Huali Construction Co., Ltd.* (廣東華立建築有限公司) ("**Huali Construction**") (the "**Construction Services Framework Agreement**"), pursuant to which Huali Construction and/or its subsidiaries have agreed to provide construction services for the school campuses of the Company and its subsidiaries in the People's Republic of China (including the existing campuses and the proposed new campuses) for the period commencing on the date falling upon the passing of this resolution until 31 August 2023 (a copy of the Construction Services Framework Agreement marked "A" has been produced to the EGM and signed by the chairman of the EGM for the purpose of identification), the transactions contemplated thereunder and the proposed annual caps be and are hereby approved, ratified and confirmed		
(b) any director of the Company be and is hereby authorised to execute the Construction Services Framework Agreement and all such other documents and to do all such acts or things for and on behalf of the Company, and to make and agree to any variations of a minor or non-material nature in or to the terms of the Construction Services Framework Agreement as he/she may consider appropriate or desirable relating to or in connection with the matters contemplated therein		

Date: _____ 2020 Signature(s) _____ *(Note 5)*

Notes:

1. Please insert the number of shares to which this form of 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words ''the Chairman of the meeting'' and insert the name and address of the proxy desired in the space provided. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his behalf at the EGM provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED ''FOR''. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED ''AGAINST''.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
6. In 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 stand in the Register of Members of the Company.
7. In order to be valid, this form of proxy, together with the power of attorney 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 and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
9. References to time and dates in this form of proxy are to Hong Kong time and dates.

* *For identification purpose only*

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 EGM 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 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's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at the above address.