

China Distance Education Holdings Limited

(NYSE: DL)

**FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING TO BE HELD
AT
18TH FLOOR, XUEYUAN INTERNATIONAL TOWER, 1 ZHICHUN ROAD, HAIDIAN DISTRICT
BEIJING 100083, PEOPLE’S REPUBLIC OF CHINA
ON
FEBRUARY 26, 2021 AT 10:00 AM (BEIJING TIME)**

I/We, _____
Please Print Name(s) ^{Note 1}

of _____
Please Print Address(es)

being the registered holder(s) of _____ ordinary shares ^{Note 2} of par value US\$0.0001 per share, of China Distance Education Holdings Limited, a Cayman Islands exempted company (the “Company”),

HEREBY APPOINT(S) THE CHAIRMAN OF THE MEETING

or failing him/her ^{Note 3} _____ of _____

to act as my/our proxy to attend, act and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at 18TH FLOOR, XUEYUAN INTERNATIONAL TOWER, 1 ZHICHUN ROAD, HAIDIAN DISTRICT, BEIJING 100083, PEOPLE’S REPUBLIC OF CHINA on February 26, 2021 at 10:00 AM (Beijing time) and at any adjournment thereof, as the case may be, for the purpose of considering and, if thought fit, passing the following resolutions set out in the notice of Extraordinary General Meeting of the shareholders.

Please indicate with a “√” in the spaces provided how you wish your votes to be cast on a poll. If you wish to vote for the below resolutions, check the appropriate boxes marked “For.” If you wish to vote against the below resolutions, check the appropriate boxes marked “Against.” Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his or her discretion.

<u>PROPOSALS</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
<p>Proposal No. 1:</p> <p>as a Special Resolution:</p> <p>THAT the agreement and plan of merger, dated as of December 1, 2020 (the “<u>Merger Agreement</u>”), by and among the Company, Champion Distance Education Investments Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“<u>Parent</u>”), and China Distance Learning Investments Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands and a wholly owned subsidiary of Parent (“<u>Merger Sub</u>”), (such Merger Agreement being in the form attached as Annex A to the proxy statement (the “<u>Proxy Statement</u>”) accompanying the notice of the Extraordinary General Meeting and produced and made available for inspection at the Extraordinary General Meeting); the plan of merger (the “<u>Plan of Merger</u>”) between Merger Sub and the Company required to be registered with the Registrar of Companies of the Cayman Islands for the purposes of the Merger (such Plan of Merger being substantially in the form attached as Exhibit A to the Merger Agreement and produced and made available for inspection at the Extraordinary General Meeting); any and all transactions contemplated by the Merger Agreement and the Plan of Merger (the “<u>Transactions</u>”), including the merger (the “<u>Merger</u>”); and the amendment and restatement of the existing memorandum and articles of association of the Company by their deletion in their entirety and the substitution in their place of the new memorandum and articles of association at the effective time of the Merger (the “<u>Amendment and Restatement of Memorandum and Articles</u>”), in the form attached as Annexure 2 to the Plan of Merger, be and are hereby authorized and approved;</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Appendix A (cont'd)

<p>Proposal No. 2:</p> <p>as an Ordinary Resolution:</p> <p>THAT each of the members of the Special Committee (as defined in the Proxy Statement) be authorized to do all things necessary to give effect to the Merger Agreement; the Plan of Merger; the Transactions, including the Merger; and the Amendment and Restatement of Memorandum and Articles; and</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Proposal No. 3:</p> <p>if necessary, as an Ordinary Resolution:</p> <p>THAT the chairman of the Extraordinary General Meeting be instructed to adjourn the Extraordinary General Meeting in order to allow the Company to solicit additional proxies in the event that there are insufficient proxies received at the time of the Extraordinary General Meeting to pass the special resolution and ordinary resolution to be proposed at the Extraordinary General Meeting.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated _____ Signature(s) ^{Note 4} _____

- Note 1 Full name(s) and address(es) to be inserted in BLOCK CAPITALS. In the case of joint holders of a share, any one of such persons may vote at the Extraordinary General Meeting, either in person or by proxy, in respect of such share as if he or she was solely entitled thereto, but if more than one such joint holders is present at the Extraordinary General Meeting, in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
- Note 2 Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Note 3 If any proxy other than the Chairman 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. The proxy need not be a member of the Company but must attend the Extraordinary General Meeting in person to represent you.

Appendix A (cont'd)

Note 4 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.

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 offices at 18th Floor, Xueyuan International Tower, 1 Zhichun Road, Haidian District, Beijing 100083, People's Republic of China, no later than February 24, 2021, at 10:00 AM Beijing time. Completion and delivery of this form will not preclude you from attending and voting at the extraordinary general meeting in person if you so wish, but in such event the authority of your proxy will be deemed to be revoked forthwith.