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**NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC.**

**新東方教育科技集團\***

*(continued in the Cayman Islands with limited liability)*

**(Stock Code: 9901)**

## **PROXY STATEMENT FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Attached please find the form of proxy for the Extraordinary General Meeting of Shareholders (the “**General Meeting**”) of New Oriental Education & Technology Group Inc. (the “**Company**” or “**we**”), which provides a description of the matters to be considered at the General Meeting. This form of proxy is also available for viewing on our website at <http://investor.neworiental.org>.

By order of the Board  
**New Oriental Education & Technology Group Inc.**  
**Mr. Michael Minhong Yu**  
*Chairman*

Beijing, China, January 26, 2021

*As at the date of this announcement, the board of directors of the Company comprises Mr. Michael Minhong Yu, Mr. Chenggang Zhou and Mr. Louis T. Hsieh as directors and Mr. Robin Yanhong Li, Mr. Denny Lee and Mr. John Zhuang Yang as independent directors.*

\* *for identification purposes only.*

# NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC.

*(incorporated in the Cayman Islands with limited liability)*

(NYSE: EDU and SEHK: 9901)

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## Form of Proxy for Extraordinary General Meeting

to be held on March 8, 2021

(or any adjournment(s) or postponement(s) thereof)

### Introduction

This Form of Proxy is furnished in connection with the solicitation by the Board of Directors of New Oriental Education & Technology Group Inc., a Cayman Islands company (the “**Company**”), of proxies from the holders of the issued common shares, par value US\$0.01 per share, of the Company (the “**Common Shares**”) to be exercised at the Extraordinary General Meeting of the Company (the “**Meeting**”) to be held at No. 6 Hai Dian Zhong Street Haidian District, Beijing, People’s Republic of China on March 8, 2021 at 5:00 p.m. (local time), and at any adjournment(s) or postponement(s) thereof, for the purposes set forth in the accompanying Notice of Extraordinary General Meeting (the “**Meeting Notice**”).

Only the holders of record of the Common Shares on the Company’s register of members at the close of business on February 1, 2021 (Hong Kong Time) (the “**Record Date**”) are entitled to notice of, to attend and to vote at the Meeting. Each Common Share is entitled to one vote on all matters. The quorum of the Meeting is at least two shareholders which hold an aggregate of at least one-third of the voting share capital, present in person or by proxy and entitled to vote, throughout the Meeting.

The Common Shares represented by all properly executed proxies returned to the Company will be voted at the Meeting as indicated or, if no instruction is given, the proxy will vote the shares in his/her discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the Meeting acts as proxy and is entitled to exercise his/her discretion, he/she is likely to vote the shares FOR the resolutions. As to any other business that may properly come before the Meeting, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the Meeting. However, if any other matter properly comes before the Meeting, or any adjournment(s) or postponement(s) thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any person giving a proxy has the right to revoke it at any time before it is exercised by (i) by submitting with the Company, at the address set forth below, a duly signed revocation or (ii) voting in person at the Meeting.

**To be valid, this Form of Proxy must be completed, signed and returned to 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible so that it is received by the Company no later than 5:00 p.m., Hong Kong time, on March 6, 2021 to ensure your representation at the EGM.**

# NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC.

(incorporated in the Cayman Islands with limited liability)

(NYSE: EDU and SEHK: 9901)

## Form of Proxy for Extraordinary General Meeting

to be held on March 8, 2021

(or any adjournment(s) or postponement(s) thereof)

I/We \_\_\_\_\_ of \_\_\_\_\_, being the registered holder of \_\_\_\_\_ common shares, <sup>(Note 1)</sup> par value US\$0.01 per share, of New Oriental Education & Technology Group Inc. (the “Company”), hereby appoint the Chairman of the Extraordinary General Meeting <sup>(Note 2)</sup> or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (or at any adjournment(s) or postponement(s) thereof) of the Company to be held at No. 6 Hai Dian Zhong Street Haidian District, Beijing, People’s Republic of China and at any adjournment(s) or postponement(s) thereof, and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit. <sup>(Note 3)</sup>

	RESOLUTION	FOR <sup>(Note 3)</sup>	AGAINST <sup>(Note 3)</sup>	ABSTAIN <sup>(Note 3)</sup>
1.	As an ordinary resolution:  Resolution No. 1 set out in the Notice of the Extraordinary General Meeting (to approve the share subdivision).			
2.	As a special resolution:  Resolution No. 2 set out in the Notice of the Extraordinary General Meeting (to approve the adoption of the Company’s dual foreign name).			
3.	As a special resolution:  Resolution No. 3 set out in the Notice of the Extraordinary General Meeting (to approve the adoption of the Amended M&AA).			

Dated \_\_\_\_\_, 2021

Signature(s) <sup>(Note 4)</sup> \_\_\_\_\_

**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 the shares in the Company registered in your name(s).
- 2 If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his/her stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- 3 **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR.” IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST.” ALTERNATIVELY, YOU MAY ALSO INDICATE THE RESPECTIVE NUMBERS OF SHARES FOR EACH OF THE “FOR,” “AGAINST” AND “ABSTAIN” COLUMNS.** Failure to complete any or all the boxes will entitle your proxy to cast his or her votes at his or her discretion. A proxy need not be a member of the Company, but must attend the EGM in person. A member may only have one form of proxy valid at any one time and if a member submits more than one form of proxy, the last form of proxy received in the manner described in this form of proxy above shall be treated as the only valid form of proxy. Any alteration made to this form of proxy must be duly initialed by the person who signs it. Completion and deposit of a form of proxy does not prevent a member from attending the EGM in person but if a member attends the EGM and votes, this proxy will be revoked.
- 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.