



KOOLEARN TECHNOLOGY HOLDING LIMITED

新東方在綫科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1797)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 3 NOVEMBER 2022 AT 10:00 A.M.

I/We^(Note 1) _____ (name)
of _____ (address)
being the registered holder(s) of^(Note 2) _____ ordinary shares
of US\$0.00002 each in the share capital of Koolearn Technology Holding Limited (“Company”) hereby appoint the Chairman of
the meeting^(Note 3) or _____ (name)
of _____ (address)
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting (“AGM”) of the Company
to be held at the Company’s headquarters in Beijing, Level 18, South Wing, 2 Haidian East Third Road, Haidian District, Beijing,
China, on Thursday, 3 November 2022 at 10:00 a.m. (and at any adjournment thereof) in respect of the resolutions as indicated
below.

ORDINARY RESOLUTIONS*		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive the Company’s audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the Company’s auditor for the financial year ended 31 May 2022.		
2.	To re-elect Mr. YU Minhong as a non-executive Director.		
3.	To re-elect Ms. SUN Chang as a non-executive Director.		
4.	To re-elect Mr. LIN Zheyang as an independent non-executive Director.		
5.	To re-appoint Deloitte Touche Tohmatsu as the Company’s external auditor and to authorise the board of Directors to fix its remuneration.		
6.	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of the Company’s total number of issued shares as at the date of passing of this resolution.		
7.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the Company’s total number of issued shares as at the date of passing of this resolution.		
8.	To extend the general mandate granted to the Directors to allot, issue and deal with new shares of the Company by the aggregate number of shares repurchased by the Company.		
SPECIAL RESOLUTION*		FOR ^(Note 4)	AGAINST ^(Note 4)
9.	To approve and adopt the third amended and restated articles of association of the Company and authorise any one of the Directors to do all things necessary to implement the adoption of the third amended and restated articles of association of the Company.		

Date: _____ 2022 Signature(s)^(Note 5): _____

[Notes on the following page]

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
 2. Please insert the number of shares of the Company registered in your name(s). 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 of the meeting is preferred, please strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint more than one proxy to attend and vote on his/her behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company.
 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”.** Failure to tick or complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
 5. This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, 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 INITIALED BY THE PERSON(S) WHO SIGN(S) 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 share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than Tuesday, 1 November 2022 at 10:00 a.m. (Hong Kong time) or not less than 48 hours before the time fixed for holding any adjournment of the AGM.
 8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof and, in such an event, the form of proxy shall be deemed to be revoked.
- * *The full text of the resolutions are set out in the Notice of Annual General Meeting*

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(s) (collectively, the “**Information**”) 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 AGM (“**Purpose**”). We may transfer your Information to our agent, contractor, or third-party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purpose and need to receive the Information. Your Information will be retained for such period as may be necessary to fulfil the Purpose. You or your proxy (or proxies) has/have the right to request access to or correct the Information in accordance with the provisions of the *Personal Data (Privacy) Ordinance* and any such request should be in writing by either of the following means:

By mail to : Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
By email to : PrivacyOfficer@computershare.com.hk