



# 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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 9 MARCH 2023 AT 10:00 A.M.

I/We<sup>(Note 1)</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares  
of US\$0.00002 each in the share capital of Koolearn Technology Holding Limited (the “Company”) hereby appoint the Chairman of the  
meeting<sup>(Note 3)</sup> or \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the extraordinary general meeting (the “EGM”) 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, 9 March 2023 at 10:00 a.m. (and at any adjournment thereof) in respect of the resolution as indicated below.

	ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	“THAT the adoption of the post-IPO share award scheme, named as the 2023 Share Scheme (the “2023 Scheme”) proposed by the board (“Board”) of directors of the Company (“Directors”), a copy of which is produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, with the Scheme Mandate Limit (as defined in the 2023 Scheme) of 10% of the total issued and outstanding Shares as at the date of the Shareholders’ approval of the 2023 Scheme, be and is hereby approved and adopted, and the Scheme Administrator (as defined in the 2023 Scheme) be and are hereby authorised to grant the awards (“Awards”), and do all such acts and execute all such documents as the Scheme Administrator may consider necessary or expedient in order to give full effect to the 2023 Scheme.”; and		
2.	“THAT, conditional upon the passing of ordinary resolution 1, the Service Provider Sublimit (as defined in the 2023 Scheme, and which includes grants to Service Providers under any other share schemes of the Company) of 2% of the total issued and outstanding Shares as at the date of the Shareholders’ approval of the 2023 Scheme be and is hereby approved and adopted.”		

Date: \_\_\_\_\_ 2023

Signature(s)<sup>(Note 5)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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 EGM 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.
- 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 EGM other than those referred to in the notice convening the EGM.
- 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.**
- 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.
- 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 10:00 a.m. on Tuesday, 7 March 2023, (Hong Kong time) or not less than 48 hours before the time fixed for holding any adjournment of the EGM. To be effective, all proxy appointments must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof and, in such an event, the form of proxy shall be deemed to be revoked.

#### 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 EGM (the “Purposes”). 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 Purposes and need to receive the Information. Your Information will be retained for such period as may be necessary to fulfil the Purposes. 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](mailto:PrivacyOfficer@computershare.com.hk)