
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of August 2024

Commission File Number: 001-32993

NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC.

No. 6 Hai Dian Zhong Street
Haidian District
Beijing 100080, People's Republic of China
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Exhibit Index

[Exhibit 99.1 – Press Release – New Oriental Announces Upsizing of Share Repurchase Program](#)

[Exhibit 99.2 – Announcement – \(1\) Inside Information – Upsizing of Share Repurchase Program, \(2\) Date of Board Meeting and Proposed Declaration of Special Dividend](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

New Oriental Education & Technology Group Inc.

By: /s/ Stephen Zihui Yang

Name: Stephen Zihui Yang

Title: Executive President and Chief Financial Officer

Date: August 6, 2024

New Oriental Announces Upsizing of Share Repurchase Program

BEIJING, Aug. 6, 2024 /PRNewswire/ - New Oriental Education & Technology Group Inc. (“New Oriental” or the “Company”) (NYSE: EDU and SEHK: 9901), a provider of private educational services in China, today announced that its board of directors has approved the upsizing of its share repurchase program. As previously disclosed, the Company launched a share repurchase program (the “Share Repurchase Program”) whereby the Company was authorized to repurchase up to US\$400 million of the Company’s ADSs and/or common shares during the period from July 28, 2022 through May 31, 2023. The Share Repurchase Program was extended by two years through May 31, 2025. As of the date of this press release, the Company had repurchased approximately US\$330.3 million worth of its ADSs under the Share Repurchase Program.

The Company’s board of directors has approved an adjustment to the Share Repurchase Program, pursuant to which the aggregate value of shares that the Company is authorized to repurchase under the Share Repurchase Program is increased from US\$400 million to US\$700 million. The upsized Share Repurchase Program is effective through May 31, 2025.

The repurchases may be effected from time to time through open market transactions at prevailing market prices, in privately negotiated transactions, in block trades and/or through other legally permissible means, depending on the market conditions and in accordance with applicable rules and regulations. The Company’s board of directors will review the Share Repurchase Program periodically, and may further authorize adjustment of its terms and size.

About New Oriental

New Oriental is a provider of private educational services in China offering a wide range of educational programs, services and products to a varied student population throughout China. New Oriental’s program, service and product offerings mainly consist of educational services and test preparation courses, private label products and livestreaming e-commerce and other services, overseas study consulting services, and educational materials and distribution. New Oriental is listed on NYSE (NYSE: EDU) and SEHK (9901.SEHK), respectively. New Oriental’s ADSs, each of which represents ten common shares, are listed and traded on the NYSE. The Hong Kong-listed shares are fully fungible with the ADSs listed on NYSE.

For more information about New Oriental, please visit <http://www.neworiental.org/english/>.

Contacts

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NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC.

新东方教育科技（集团）有限公司*

(continued in the Cayman Islands with limited liability)

(Stock Code: 9901)

**(1) INSIDE INFORMATION
- UPSIZING OF SHARE REPURCHASE PROGRAM,
(2) DATE OF BOARD MEETING
AND PROPOSED DECLARATION OF SPECIAL DIVIDEND**

New Oriental Education & Technology Group Inc. (“**New Oriental**” or the “**Company**”) (NYSE: EDU and SEHK: 9901) today announced that (i) its board of directors (the “**Board**”) has approved the upsizing of its share repurchase program and (ii) the meeting of the Board (the “**Board Meeting**”) will be held on August 19, 2024 for the consideration of the proposed declaration of special dividend (the “**Special Dividend**”).

UPSIZING OF SHARE REPURCHASE PROGRAM

The following information made by the Company is, or may be considered, inside information. Accordingly, the following information is issued pursuant to Rule 13.09 of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited and under Part XIVA of the Securities and Futures Ordinance (Cap. 571).

As previously disclosed, the Company launched a share repurchase program (the “**Share Repurchase Program**”) in July 2022, whereby the Company was authorized to repurchase up to US\$400 million of the Company’s ADSs and/or common shares during the period from July 28, 2022 through May 31, 2023. The Share Repurchase Program was extended by two years through May 31, 2025. For details of the Share Repurchase Program, please refer to the announcement of the Company dated July 31, 2024. As of the date of this announcement, the Company had repurchased approximately US\$330.3 million worth of its ADSs under the Share Repurchase Program.

The Board has approved an adjustment to the Share Repurchase Program, pursuant to which the aggregate value of shares that the Company is authorized to repurchase under the Share Repurchase Program is increased from US\$400 million to US\$700 million. The upsized Share Repurchase Program is effective through May 31, 2025.

The repurchases may be effected from time to time through open market transactions at prevailing market prices, in privately negotiated transactions, in block trades and/or through other legally permissible means, depending on the market conditions and in accordance with applicable rules and regulations. The Board will review the Share Repurchase Program periodically, and may further authorize adjustment of its terms and size.

DATE OF BOARD MEETING AND PROPOSED DECLARATION OF SPECIAL DIVIDEND

The Board Meeting will be held on August 19, 2024 for the consideration of the proposed declaration of the Special Dividend.

Subject to the approval at the Board Meeting, the Company will make a further announcement after the Board Meeting to set out the details of the Special Dividend.

As the proposed Special Dividend may or may not be approved by the Board at the Board Meeting, shareholders and potential investors of the Company are advised to exercise caution in dealing in the securities of the Company.

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

Beijing, China, August 6, 2024

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*