

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001968268
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer New Oriental Education & Technology Group Inc.
SEC File Number 001-32993
Address of Issuer NO. 6 HAI DIAN ZHONG STREET, 9TH FLOOR
BEIJING
CHINA
100080
Phone (86-10) 6260-5566
Name of Person for Whose Account the Securities are To Be Sold Yang Zhihui

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Officer

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
ADS(each ADS represents 10 common shares)	The Core Securities Co., Ltd. Suite C, 20/F., SCB Building. 4-4A Des Voeux Road Central, Central Hong Kong K3 999077	30000	2697600.00	1655019293	02/23/2024	NYSE

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired	Is this a Gift?	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
ADS(each ADS represents 10 common shares)	06/30/2022	Employee Stock Option Exercise	New Oriental Education& Technology Group Inc.	<input type="checkbox"/>		10501	06/30/2022	RSU Vest
ADS(each ADS represents 10 common shares)	06/30/2023	Employee Stock Option Exercise	New Oriental Education& Technology Group Inc.	<input type="checkbox"/>		19499	06/30/2023	RSU Vest

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report

144: Remarks and Signature

Remarks Number of Shares or Other Units to Be Sold & Amount of Securities Acquired are 30,000 ADSs, and the ADSs are expected to be sold between 2024/2/23 and 2024/2/29. Number of shares or other Units Outstanding is 1,655,019,293 common shares

Date of Notice 02/21/2024

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /S/Yang Zhihui

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)