Please use this form if you want the Hong Kong Public Offer Shares to be issued in your name 如 閣下欲以本身名義登記將獲發行的香港公開發售股份,請使用本表格

Staple your payment here 請將股款 緊釘在此 This Application Form uses the same terms as defined in the prospectus of Koolearn Technology Holding Limited (the "Company") dated 15 March 2019 (the "Prospectus")

"Company") dated 15 March 2019 (the "Prospectus"). 本申請表格使用新東方在綫科技控股有限公司(「本公司」)於2019年3月15日刊發的招股章程(「招股章程」)所 界定的詞語。

Neither this Application Form nor the Prospectus constitutes an offer to sell or the solicitation of an offer to buy any Hong Kong Public Offer Shares in any jurisdiction other than Hong Kong. The Hong Kong Public Offer Shares may not be offered or sold in the United States without registration or an exemption from registration under the U.S. Securities Act. 本申請表格及招股章程概不構成在香港以外司法權區要約出售或游説要約購買任何香港公開發售股份。若無根據美國證券法登記或豁免登記,香港公開發售股份不得在美國提呈發售或出售。

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction.

在任何根據當地法例不得發送、派發或複製本申請表格及招股章程的司法權區內概不得發送或派發或複製 (不論方式,亦不論全部或部分)本申請表格及招股章程。

Copies of the Prospectus, all related Application Forms and the other documents specified in the "Documents Delivered to the Registrar of Companies and Available for Inspection" section in Appendix V to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), Hong Kong Securities Clearing Company Limited ("HKSCC"), the Securities and Futures Commission of Hong Kong (the "SFC") and the Registrar of Companies of Hong Kong take no responsibility for the contents of these documents.

Kong take no responsibility for the contents of these documents. 招股章程、所有相關申請表格及招股章程附錄五「送呈公司註冊處處長及備查文件」節所述其他文件已按香港法例第32章公司(清盤及雜項條文)條例第342C條規定送呈香港公司註冊處處長登記。香港交易及結算所有限公司、香港聯合交易所有限公司(「香港聯交所」)、香港中央結算有限公司(「香港結算」)、香港證券及期貨事務監察委員會(「證監會」)及香港公司註冊處處長對此等文件的內容概不負責。

koolearn 新东方在线

Koolearn Technology Holding Limited 新東方在綫科技控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)
(根據開曼群島法例註冊成立之有限公司)

情況而定)

Maximum Offer Price (subject to a Downward Offer Price Adjustment)

HK\$11.10 per Hong Kong Public Offer Share, plus 1.0% brokerage, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange fee of 0.005% (payable in full on application in Hong Kong dollars, subject to refund) (If the Offer Price is set at 10% below the bottom end of the indicative Offer Price range after making a Downward Offer Price Adjustment, the Offer Price will be HK\$8.38 per Hong Kong Offer Share)

每股香港公開發售股份11.10港元,另加1.0%經紀佣金、 0.0027%證監會交易徵費及0.005%香港聯交所交易費 (須於申請時以港元繳足並可予退款)(如下調發售價後 發售價較指示性發售價範圍下限下調10%,發售價將為 每股香港發售股份8.38港元)

You should read this Application Form in conjunction with the Prospectus, which contains further information on the application procedures. 招股章程尚有關於申請程序的其他資料,本申請表格應與招股章程一併閱讀。

Application Form 申請表格

To: Koolearn Technology Holding Limited

Joint Sponsors

Joint Global Coordinators

Joint Bookrunners

Joint Lead Managers

Hong Kong Underwriters

Applicants' declaration

I/We agree to the terms and conditions and application procedures in this Application Form and the Prospectus. Please refer to the "Effect of completing and submitting this Application Form" section of this Application Form.

Warning: Only one application may be made for the benefit of any person. Please refer to the last four bullets of "Effect of completing and submitting this Application Form" section.

致: 新東方在綫科技控股有限公司 聯席保薦人

聯席全球協調人聯席賬簿管理人

聯席牽頭經辦人

香港承銷商

申請人聲明

本人/吾等同意本申請表格及招股章程的條款及條件 以及申請程序。請參閱本申請表格「填交本申請表格的 效用」一節。

警告:任何人士只限作出一次為其利益而進行的認購 申請。請參閱「填交本申請表格的效用」一節最後四點。

Please use this form if you want the Hong Kong Public Offer Shares to be issued in your name 如 閣下欲以本身名義登記將獲發行的香港公開發售股份,請使用本表格

7 13 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		7
Signed by (all) applicant(s) (all joint applicants must sign): 由(所有)申請人簽署(所有聯名申請人必須簽署):	For Broker use 此欄供經紀填寫	Lodged by 遞交申請的經紀
田(所有)申請人簽者(所有聯名申請人必須簽者):	Broker No. 經紀號碼	Broker's Chop 經紀印章
Date 日期:		
Number of Hong Kong Public Offer Shares applied for		
(not more than 8,226,000 shares) 申請香港公開發售股份數目(不超過8,226,000股	Cheque/banker's cashier order nu	ımber 支票/銀行本票號碼
股份)	1	
	Name of bank on which chec	nua/Pankar's apphiar order is
Total amount 總額	drawn (see "How to make your	application" section) 兑現支
	票/銀行本票的銀行名稱(§	制甲請手續」一節)
HK\$ 港元		
Name in English (in BLOCK letter) 英文姓名/名稱(以正權	[填寫]	
Family name or company name 姓氏或公司名稱	Forename(s) 名字	
Name in Chinese 中文姓名/名稱		
Family name or company name 姓氏或公司名稱	Forename(s) 名字	
The state of the s		
Occupation in English 職業(以英文填寫)	Hong Kong Identity Card N Business Registration No.* (Pl	lo./Passport No./Hong Kong
	港身份證號碼/護照號碼/	ease defete as appropriate) 看香港商業登記號碼* (請刪贸
	不適用者)	
Names of all other joint applicants in English (if any in	Hong Vong Identity Cord N	In /Daggrant No /Hang Van
Names of all other joint applicants in English (if any, in BLOCK letter)	Hong Kong Identity Card N Business Registration No. of all	other joint applicants* (Please
所有其他聯名申請人的英文姓名/名稱(如有,以正楷 填寫)	Business Registration No. of all delete as appropriate) 所有其他碼/護照號碼/香港商業登	聯名申請人的香港身份證號 記號碼*(請刪除不適用者)
1)	1)	
2)	2)	
3)	3)	1 1 00
Hong Kong address in English and telephone no. (joint applicants applicant only in BLOCK letter)香港地址(以英文正楷填寫)	should give the address and the to 及電話號碼(聯名申請人只須均	elephone number of first-named 真寫排名首位申請人的地址
及電話號碼)		
	Telephone No. 電話號碼	
For Nominees: You will be treated as applying for your own		
benefit if you do not complete this section. Please provide an account number or identification code for each (joint) beneficial		
owner. 由代名人遞交·代名人若不填寫本節,是項認購申請將被視作為。關下利益提出。請填寫每名(聯名)實益擁有人的賬戶號碼或識別編碼。		
益擁有人的賬戶號碼或識別編碼。		
ADDRESS LABEL 地址標貼 (Your name(s) and address in Hong Kong in BLOCK letters 請以正楷填寫姓名/名稱及		
香港地址)		
[2] [1] [1] [2] [2] [2] [2] [2] [2] [2] [2] [2] [2		
For Internal use 此欄供內部使用		

Please use this form if you want the Hong Kong Public Offer Shares to be issued in your name 如 閣下欲以本身名義登記將獲發行的香港公開發售股份,請使用本表格

(1) An individual must provide his Hong Kong Identity Card number or, if he does not hold a Hong Kong Identity Card, his passport number. A body corporate must provide its Hong Kong Business Registration number. Each joint applicant must provide its or his relevant number. The Hong Kong Identity Card number(s)/passport number(s)/Hong Kong Business Registration number(s) will be transferred to a third party for checking the Application Form's validity.

[個別人士須填寫其香港身份證號碼或(如非香港身份證持有人)護照號碼。法人團體須填寫其香港商業登記號碼。每名聯名申請人均須提供其相關號碼。該等香港身份證號碼/

護照號碼/香港商業登記號碼將轉交第三方以核實申請表格的有效性。

(2) Part of the Hong Kong Identity Card number/passport number of you or, for joint applicants, the first-named applicant may be printed on your refund cheque (if any). Your banker may require verification of your Hong Kong Identity Card number/passport number before you can cash your refund cheque.

退款支票(如有)上或會印有 閣下或(如屬聯名申請人)排名首位申請人的香港身份證號碼/護照號碼的一部分。銀行兑現退款支票前或會要求核實 閣下的香港身份證號碼/ 護照號碼。

- (3) If an application is made by an unlisted company and:
 - the principal business of that company is dealing in securities; and
 - you exercise statutory control over that company, then the application will be treated as being made for your benefit. 倘若申請人是一家非上市公司,而:
 - 該公司主要從事證券買賣業務;及
 - 閣下對該公司可行使法定控制權, 是項申請將視作為 閣下的利益提出。

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Please use this form if you want the Hong Kong Public Offer Shares to be issued in your name

How to make your application

1. Use the table below to calculate how much you must pay. Your application must be for a minimum of 500 Hong Kong Public Offer Shares and in one of the numbers set out in the table, or your application will be rejected.

KOOLEARN TECHNOLOGY HOLDING LIMITED (HK\$11.10 per Hong Kong Offer Share) NUMBER OF SHARES THAT MAY BE APPLIED FOR AND PAYMENTS							
No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application	No. of Hong Kong Offer Shares applied for	Amount payable on application
	HK\$		HK\$		HK\$		HK\$
500 1,000 1,500 2,000 2,500 3,000 3,500 4,000 4,500 5,000 6,000 7,000	5,605.93 11,211.86 16,817.78 22,423.71 28,029.64 33,635.57 39,241.49 44,847.42 50,453.35 56,059.28 67,271.13 78,482.99	8,000 9,000 10,000 15,000 20,000 25,000 30,000 40,000 45,000 50,000 60,000	89,694.84 100,906.70 112,118.55 168,177.83 224,237.09 280,296.37 336,355.64 392,414.92 448,474.19 504,533.47 560,592,74 672,711.28	70,000 80,000 90,000 100,000 200,000 300,000 400,000 500,000 700,000 800,000 900,000	784,829.83 896,948.38 1,009,066.92 1,121,185.47 2,242,370.94 3,363,556.41 4,484,741.88 5,605,927.35 6,727,112.82 7,848,298.29 8,969,483.76 10,090,669.23	1,000,000 2,000,000 3,000,000 4,000,000 5,000,000 7,000,000 8,000,000 8,226,000 ⁽¹⁾	22,423,709.40 33,635,564.10 44,847,418.80 56,059,273.50 67,271,128.20 78,482,982.90
,,,,,	,	11,300			, 3,0,0,0,0,0,0,0 <u>=</u> 0	Maximum number Shares you may a	of Hong Kong Offer

- 2. Complete the form in English in BLOCK letter and sign it. Only written signatures will be accepted (and not by way of personal chop).
- 3. Staple your cheque or banker's cashier order to the form. Each application for the Hong Kong Public Offer Shares must be accompanied by either one separate cheque or one separate banker's cashier order. Your application will be rejected if your cheque or banker's cashier order does not meet all the following requirements:

The cheque must:

Banker's cashier order must:

- be in Hong Kong dollars;
- not be post-dated;
- be made payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED KOOLEARN PUBLIC OFFER";
- be crossed "Account Payee Only";
- be drawn on your Hong Kong dollar bank account in Hong Kong; and
- show your account name, which must either be pre-printed on the cheque, or be endorsed on the back by a person authorised by the bank. This account name must correspond with your name. If it is a joint application, the account name must be the same as the first-named applicant's name.
- be issued by a licensed bank in Hong Kong, and have your name certified on the back by a person authorised by the bank. The name on the banker's cashier order must correspond with your name. If it is a joint application, the name on the back of the banker's cashier order must be the same as the first-named applicant's name.

Please use this form if you want the Hong Kong Public Offer Shares to be issued in your name

4. Tear off the Application Form, fold it once and lodge your completed Application Form (with cheque or banker's cashier order attached) to one of the collection boxes at any of the following branches of:

Bank of China (Hong Kong) Limited

District	Branch name	Address
Hong Kong Island	409 Hennessy Road Branch	409–415 Hennessy Road,
	Central District	Wan Chai, Hong Kong B/F–2/F, Wing On House,
	(Wing On House) Branch	71 Des Voeux Road Central, Hong Kong
T7 1	M:E	GI NAT 40 C/T
Kowloon	Mei Foo	Shop N47–49, G/F,
	Mount Sterling Mall	Mount Sterling Mall,
	Branch	Mei Foo Sun Chuen,
		Kowloon
	Tsim Sha Tsui East	Shop 3, LG/F, Hilton Towers,
	Branch	96 Granville Road, Tsim Sha Tsui East,
		Kowloon
New Territories	Fo Tan Branch	No 2, 1/F Shatin Galleria,
		18-24 Shan Mei Street, Fo Tan,
		New Territories
	Castle Peak Road	G/F-1/F, Sin Ching Building,
	(Tsuen Wan) Branch	201–207 Castle Peak Road
	(======================================	(Tsuen Wan), Tsuen Wan,
		New Territories
		THOW TOTTICOTION

5. Your Application Form can be lodged at these times:

```
Friday, 15 March 2019 — 9:00 a.m. to 5:00 p.m.
Saturday, 16 March 2019 — 9:00 a.m. to 1:00 p.m.
Monday, 18 March 2019 — 9:00 a.m. to 5:00 p.m.
Tuesday, 19 March 2019 — 9:00 a.m. to 5:00 p.m.
Wednesday, 20 March 2019 — 9:00 a.m. to 12:00 noon
```

6. The latest time for lodging your application is 12:00 noon on Wednesday, 20 March 2019. The application lists will be open from 9:00 a.m. to 12:00 noon on that day, subject only to the weather conditions, as described in "Effect of bad weather on the opening of the application lists" in the How to Apply for the Hong Kong Public Offer Shares" section of the Prospectus.

如 閣下欲以本身名義登記將獲發行的香港公開發售股份,請使用本表格

申請手續

1. 使用下表計算 閣下應付的款項。 閣下申請認購的股數須至少為500股香港公開發售股份, 並為下表所列的其中一個數目,否則恕不受理。

新東方在綫科技控股有限公司(每股香港發售股份11.10港元) 可供申請認購股份數目及應繳款項							
申請認購的香港發售	申請時	申請認購的香港發售	申請時	申請認購的香港發售	申請時	申請認購的香港發售	申請時
股份數目	應繳款項 ——港元 港元	股份數目	應繳款項 港元	股份數目	應繳款項 港元	股份數目	應繳款項 港元
500	5,605.93	8,000	89,694.84	70,000	784,829.83	1,000,000	11,211,854.70
1,000	11,211.86	9,000	100,906.70	80,000	896,948.38	2,000,000	22,423,709.40
1,500 2,000	16,817.78	10,000	112,118.55	90,000	1,009,066.92	3,000,000	33,635,564.10
2,500	22,423.71 28,029.64	15,000 20,000	168,177.83 224,237.09	100,000 200,000	1,121,185.47 2,242,370.94	4,000,000 5,000,000	44,847,418.80 56,059,273.50
3,000	33,635.57	25,000	280,296.37	300,000	3,363,556.41	6,000,000	67,271,128.20
3,500 4,000	39,241.49 44,847.42	30,000 35,000	336,355.64 392,414.92	400,000 500,000	4,484,741.88 5,605,927.35	7,000,000 8,000,000	78,482,982.90 89,694,837.60
4,500	50,453.35	40,000	448,474.19	600,000	6,727,112.82	8,226,000 ⁽¹⁾	92,228,716.76
5,000 6,000	56,059.28	45,000 50,000	504,533.47	700,000 800,900	7,848,298.29	•	
7,000	67,271.13 78,482.99	60,000	560,592.74 672,711.28	900,000	8,969,483.76 10,090,669.23		
	·					(I) 閣下可申請認 份最高數目。	購的香港發售股

- 2. 以英文正楷填妥及簽署申請表格。只接納親筆簽名(不得以個人印章代替)。
- 3. 閣下須將支票或銀行本票釘於表格上。每份香港公開發售股份申請須附一張獨立開出支票或 一張獨立開出銀行本票。支票或銀行本票必須符合以下所有規定,否則有關的認購申請不獲 接納:

支票必須:

銀行本票必須:

- 為港元;
- 不得為期票;
- 註明抬頭人為「中國銀行(香港)代理人有限公司 新東方在綫公開發售 | ;
- 劃線註明「只准入抬頭人賬戶」;
- 從 閣下在香港的港元銀行賬戶中開出;
- 顯示 閣下的服戶名稱,而該賬戶名稱必須已預印在支票上,或由有關銀行授權的人士在支票背書。該賬戶名稱必須與 閣下姓名/名稱相同。如屬聯名申請,該賬戶名稱必須與排名首位申請人的姓名/名稱相同。
- 須由香港持牌銀行開出,並由有關銀行授權的人士在銀行本票背面簽署核證 閣下姓名/名稱。銀行本票所示姓名/名稱須與 閣下姓名/名稱相同。如屬聯名申請,銀行本票背面所示姓名/名稱必須與排名首位申請人的姓名/名稱相同。

如 閣下欲以本身名義登記將獲發行的香港公開發售股份,請使用本表格

4. 請撕下申請表格,對摺一次,然後將填妥的申請表格(連同支票或銀行本票)投入下列任何一家分行特設的收集箱:

中國銀行(香港)有限公司

地區 分行名稱 地址

香港島 軒尼詩道409號分行 香港灣仔軒尼詩道409-415號

中環永安集團大廈 香港德輔道中71號永安集團大廈

分行 地庫至二樓

九龍 美孚萬事達廣場分行 九龍美孚新邨萬事達廣場地下(1)47-49號舖

尖沙咀東分行 九龍尖沙咀東加連威老道96號希爾頓大廈

低層地下3號舖

新界 火炭分行 新界火炭山尾街18-24號沙田商業中心

1樓2號

荃灣青山道分行 新界荃灣青山公路荃灣段201-207號

新青大廈地下及一樓

5. 閣下可於下列時間遞交申請表格:

2019年3月15日(星期五) — 上午九時正至下午五時正 2019年3月16日(星期六) — 上午九時正至下午→時正 2019年3月18日(星期一) — 上午九時正至下午五時正 2019年3月19日(星期二) — 上午九時正至下午五時正 2019年3月20日(星期三) — 上午九時正至中午十二時正

6. 截止遞交申請的時間為2019年3月20日(星期三)中十二時正。本公司將於當日上午九時正至中午十二時正期間開始辦理申請登記,唯一會影響此時間的因素為當日的天氣狀況(詳情請參閱招股章程「如何申請香港公開發售股份」節「惡劣天氣對辦理申請登記的影響」)。



KOOLEARN TECHNOLOGY HOLDING LIMITED

新東方在綫科技控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

GLOBAL OFFERING

Conditions of your application

A. Who can apply

- 1. You and any person(s) for whose benefit you are applying must be 18 years of age or older and must have a Hong Kong address.
- If you are a firm, the application must be in the individual members' names.
- 3. The number of joint applicants may not exceed 4.
- 4. If you are a body corporate, the application must be signed by a duly authorised officer, who must state his representative capacity, and stamped with your corporation's chop.
- 5. You must be outside the United States, not be a United States Person (as defined in Regulation S under the U.S. Securities Act) and not be a legal or natural person of the PRC.
- 6. Unless permitted by the Listing Rules, you cannot apply for any Hong Kong Public Offer Shares if you are:
 - an existing beneficial owner of shares in the Company and/or any of its subsidiaries;
 - a Director or chief executive officer of the Company and/or any of its subsidiaries;
 - a connected person of the Company or will become a connected person of the Company immediately upon completion of the Global Offering;
 - an associate of any of the above; or
 - have been allocated or have applied for or indicated an interest in any Offer Shares under the International Offering.

B. If you are a nominee

You, as a nominee, may make more than one application for the Hong Kong Public Offer Shares by: (i) giving electronic instructions to HKSCC via Central Clearing and Settlement System ("CCASS") (if you are a CCASS Participant); or (ii) using a WHITE or YELLOW Application Form, and lodge more than one application in your own name on behalf of different beneficial owners.

C. Effect of completing and submitting this Application Form

By completing and submitting this Application Form, you (and if you are joint applicants, each of you jointly and severally) for yourself or as an agent or a nominee on behalf of each person for whom you act:

- undertake to execute all relevant documents and instruct and authorise
 the Company and/or the Joint Global Coordinators (or their agents or
 nominees), as agents of the Company, to execute any documents for you
 and to do on your behalf all things necessary to register any Hong Kong
 Public Offer Shares allocated to you in your name as required by the
 Articles of Association;
- agree to comply with the Hong Kong Companies Ordinance and the Articles of Association;
- confirm that you have read the terms and conditions and application procedures set out in the Prospectus and in this Application Form and agree to be bound by them;
- confirm that you have received and read the Prospectus and have only relied on the information and representations contained in the Prospectus in making your application and will not rely on any other information or representations except those in any supplement to the Prospectus;
- confirm that you are aware of the restrictions on the Global Offering in the Prospectus;
- agree that none of the Company, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering

is or will be liable for any information and representations not in the Prospectus (and any supplement to it);

- undertake and confirm that you or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Offer Shares under the International Offering nor participated in the International Offering;
- agree to disclose to the Company, our Hong Kong Share Registrar, receiving banks, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and/or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- if the laws of any place outside Hong Kong apply to your application, agree and warrant that you have complied with all such laws and none of the Company, the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Underwriters nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus and this Application Form;
- agree that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- agree that your application will be governed by the laws of Hong Kong; represent, warrant and undertake that (i) you understand that the Hong Kong Public Offer Shares have not been and will not be registered under the U.S. Securities Act; and (ii) you and any person for whose benefit you are applying for the Hong Kong Public Offer Shares are outside the United States (as defined in Regulation S) or are a person described in paragraph (h) (3) of Rule 902 of Regulation S;
- warrant that the information you have provided is true and accurate;
- agree to accept the Hong Kong Public Offer Shares applied for, or any lesser number allocated to you under the application;
- authorise the Company to place your name(s) on the Company's register of members as the holder(s) of any Hong Kong Public Offer Shares allocated to you, and the Company and/or its agents to send any share certificate(s) and/or any refund cheque(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application, unless you are eligible to collect the share certificate(s) and/or refund cheque(s) in person;
- declare and represent that this is the only application made and the only application intended by me/us to be made to benefit me/us or the person for whose benefit I am/we are applying;
- understand that, where the International Offer Shares are undersubscribed and the Hong Kong Public Offer Shares are oversubscribed irrespective of the number of times, up to 16,452,000 Offer Shares may be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of the Shares available under the Hong Kong Public Offer will be increased to 32,904,000 Offer Shares, representing approximately 20% of the number of the Offer Shares initially available under the Share Offer (before any exercise of the Over-allotment Option). Further details of the reallocation are stated in the paragraph headed "Structure of the Global Offering The Hong Kong Public Offering Reallocation and clawback" of the Prospectus;
- understand that the Company and the Joint Global Coordinators will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Hong Kong Public Offer Shares to

Please use this form if you want the Hong Kong Public Offer Shares to be issued in your name

- you and that you may be prosecuted for making a false declaration;
- (if the application is made for your own benefit) warrant that no other
 application has been or will be made for your benefit on a WHITE
 or YELLOW Application Form or by giving electronic application
 instructions to HKSCC or to the White Form eIPO Service Provider
 by you or by any one as your agent or by any other person; and
- (if you are making the application as an agent for the benefit of another
 person) warrant that (i) no other application has been or will be made by you
 as agent for or for the benefit of that person or by that person or by any other
 person as agent for that person on a WHITE or YELLOW Application
 Form or by giving electronic application instructions to HKSCC and (ii)
 you have due authority to sign the Application Form or give electronic
 application instructions on behalf of that other person as their agent.

D. Power of attorney

If your application is made through an authorised attorney, the Company and the Joint Global Coordinators may accept or reject your application at their discretion, and on any conditions they think fit, including evidence of the attorney's authority.

Determination of Offer Price and Allocation of Hong Kong Public Offer Shares

The Offer Price is expected to be fixed on or around Wednesday, 20 March 2019. Applicants are required to pay the maximum Offer Price of HK\$11.10 for each Hong Kong Public Offer Share together with 1% brokerage, 0.0027% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee. If the Offer Price is not agreed between the Company, and the Joint Global Coordinators (on behalf of the Underwriters) on or before Wednesday, 27 March 2019, the Global Offering will not proceed. Applications for Hong Kong Public Offer Shares will be made until the application lists close. If the Company decides to set the Offer Price after making a Downward Offer Price Adjustment (a reduction of up to 10% below the bottom end of the indicative Offer Price range), the Company will separately announce the final Offer Price no later than Wednesday, March 27, 2019 on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.koolearn.hk.

Irrespective of whether a Downward Offer Price Adjustment is made, the Company expects to announce the fixed offer price, the indication of the level of interest in the International Offering, the level of applications under the Hong Kong Public Offering and the basis of allocation of the Hong Kong Public Offering on Wednesday, 27 March 2019 in the South China Morning Post (in English), the Hong Kong Economic Journal (in Chinese), the website of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company's website at www.koolearn.hk. Results of allocations in Hong Kong Public Offering, and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants (where applicable) will be available on the above websites.

The allocation of Offer Shares between the Hong Kong Public Offering and the International Offering is subject to adjustment as detailed in the section headed "Structure of the Global Offering — The Hong Kong Public -Reallocation and clawback" in the Prospectus. In particular, the Joint Global Coordinators may reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than 32,904,000 Offer Shares, representing two times the number of Hong Kong Offer Shares initially available under the Hong Kong Public Offering and 20% of the total number of Offer Shares initially available under the Global Offering, and that the final Offer Price must be fixed at the bottom end of the indicative offer price range stated in the prospectus.

If your application for Hong Kong Public Offer Shares is successful (in whole or in part)

If you apply for 1,000,000 or more Hong Kong Public Offer Shares, you may collect your share certificate(s) and/or refund cheque(s) in person from: Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong beween 9:00 am. to 1:00 pm. on Wednesday, 27 March 2019 or such other date as notified by us in the newspapers.

If you are an individual who is eligible for personal collection, you must not authorise any other person to collect for you. If you are a corporate applicant which is eligible for personal collection, your authorised representative must bear a letter of authorisation from your corporation stamped with your corporation's chop. Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited.

If you do not collect your Share certificate(s) and/or refund cheque(s) personally within the time period specified for collection, they will be dispatched promptly to the address as specified on this Application Form by ordinary post at your own risk.

If you apply for less than 1,000,000 Hong Kong Public Offer Shares, your refund cheque(s) and/or share certificate(s) will be sent to the address on the relevant Application Form on or before Wednesday, 27 March 2019, by ordinary post and at your own risk.

Refund of your money

If you do not receive any Hong Kong Public Offer Shares or if your application is accepted only in part, the Company will refund to you your application monies (including the related 1% brokerage, 0.0027% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee) without interest. If the offer price is less than the maximum Offer Price, the Company will refund to you the surplus application monies (including the related 1% brokerage, 0.0027% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee) without interest.

The refund procedures are stated in the "Despatch/Collection of share certificates and refund monies" in the "How to Apply for the Hong Kong Public Offer Shares" section of the Prospectus.

Application by HKSCC Nominees Limited ("HKSCC Nominees")

Where this Application Form is signed by HKSCC Nominees on behalf of persons who have given **electronic application instructions** to apply for the Hong Kong Public Offer Shares, the provisions of this Application Form which are inconsistent with those set out in the Prospectus shall not apply and provisions in the Prospectus shall prevail.

Without limiting the generality of this paragraph, the following sections of this Application Form are inapplicable where this form is signed by HKSCC Nominees:

- "Applicants' declaration" on the first page;
- "Warning" on the first page;
- "If you are a nominee";
- All representations and warranties under the "Effect of completing and submitting this Application Form" section, except the first one regarding registration of Hong Kong Public Offer Shares in the applicant's name and the signing of documents to enable the applicant to be registered as the holder of the Hong Kong Public Offer Shares;
- "If your application for Hong Kong Public Offer Shares is successful (in whole or in part)"; and
- "Refund of your money".

The following sections in the "How to Apply for the Hong Kong Public Offer Shares" section of the Prospectus are inapplicable where this form is signed by HKSCC Nominees:

- "How many applications can you make"; and
- "Circumstances in which you will not be allotted offer shares".

Effect of the Information You Give to Computershare Hong Kong Investor Services Limited

Computershare Hong Kong Investor Services Limited and its related bodies' corporate, directors, officers, employees and agents ("Representatives") expressly disclaim and exclude to the maximum extent permitted by law any liability for any loss or damage suffered or incurred by the applicant or any other person or entity however caused relating in any way to, or connected with, any information provided by or on behalf of the applicant on or in connection with this document or any services provided hereunder, or any other written or oral communication provided by or on behalf of the applicant in connection with this document or any services provided hereunder. This includes, without limitation, any errors or omissions in such information however caused, or the Representatives or any other person or entity placing any reliance on such information or any documentation, image, recording or reproduction of such information, or its accuracy, completeness, currency or reliability.

KOOLEARN TECHNOLOGY HOLDING LIMITED

新東方在綫科技控股有限公司

(根據開曼群島法例註冊成立之有限公司)

全球發售

申請條件

甲. 可提出申請的人士

- 閣下及 閣下為其利益提出申請的人士必須年 滿18歲並有香港地址。
- 閣下為商號,申請須以個別成員名義提出。
- 聯名申請人不得超過四名。 3.
- 閣下為法人團體,申請須經獲正式授權人 員簽署,並註明其代表身份及蓋上公司印鑑。
- 閣下必須身處美國境外,並非美籍人士(定義見 美國證券法S規例),亦非中國法人或自然人。
- 除上市規則批准外,下列人士概不得申請認購 任何香港公開發售股份:
 - 本公司及/或其任何附屬公司股份的現有 實益擁有人;
 - 本公司及/或其任何附屬公司的董事或行 政總裁;
 - 本公司關連人士或緊隨全球發售完成後將 成為本公司關連人士的人士;
 - 上述任何人士的聯繫人;或
 - 已獲分配或已申請或表示有意申請國際發 售的任何發售股份的人士。

乙. 如 閣下為代名人 閣下可作為代名人提交超過一份香港公開發售股份 申請,方法是:(i)透過中央結算及交收系統(「中央 結算系統」)向香港結算發出電子認購指示(如 為中央結算系統參與者);或(ii)使用白色或黃色 申請表格,以自身名義代表不同的實益擁有人提 交超過一份申請。

填交本申請表格的效用

閣下填妥並遞交本申請表格,即表示 閣下(如屬聯 名申請人,即各人共同及個別)代表 閣下本身,或

- 間人,即各人共同及個別)代表 阁下平身,或 閣下代其行事的每位人士的代理或代名人; 承諾簽署所有相關文件,並指示及授權本公司 及了或作為本公司代理的聯席全球協調人(或 彼等的代理或代名人),代表 閣下簽署任何实 件,並代表 閣下採取一切必要行動,以按照 組織章程細則的規定將 閣下獲分配的任何香 港公開發售股份以 閣下名義登記;
- 同意遵守香港公司條例及組織章程細則;
- 閣下已細閱招股章程及本申請表格所載 的條款及條件以及申請程序,並同意受其約束;
- 確認 閣下已接獲及細閱招股章程,提出申請時亦也僅依據招股章程載列的資料及陳述,而 除招股章程任何補充文件外,不會依賴任何其 他資料或陳述
- 閣下知悉招股章程內有關全球發售的限
- 同意本公司、聯席保薦人、聯席全球協調人、 聯席賬簿管理人、聯席牽頭經辦人、承銷商、 彼等各自的董事、高級職員、僱員、合夥人、 代理、顧問及參與全球發售的任何其他人士現 時及日後均毋須對載於招股章程(及其任何補

- 充文件)以外的任何資料及陳述負責; 承諾及確認 閣下或 閣下為其利益提出申請
- 图下的申請一經接納,即不得因無意的 失實陳述而撤銷;
- 同意 閣下的申請受香港法例規管; 聲明、保證及承諾:(i) 閣下明白香港公開發 售股份不曾亦不會根據美國證券法登記; 及 閣下及 閣下為其利益申請香港公開發售 股份的人士均身處美國境外(定義見S規例), 或屬S規例第902條第(h)(3)段所述的人士;
- 閣下提供的資料真實及準確;
- 同意接納所申請數目或根據申請分配予 的較少數目香港公開發售股份;
- 授權本公司將 閣下的姓名/名稱列入本公司 股東名冊,作為 閣下獲分配的任何香港公開 發售股份的持有人,並授權本公司及/或其代 理以普通郵遞方式按申請所示地址向 閣下或聯名申請的首名申請人發送任何股票及/或退 款支票,郵誤風險由 閣下自行承擔,除非
- 下符合資格親身領取股票及/或退款支票;聲明及表示此乃本人/吾等為本身或本人/ 等為其利益提出申請的人士提出及擬提出的唯
- 明白在國際發售股份未獲足額認購及香港公開 發售股份獲超額認購的情況下(不論其倍數), 最多16,452,000股發售股份可由國際發售重新分配至香港公開發售,使根據香港公開發售可供認購的股份總數將增加至32,904,000股發售 股份,相當於根據股份發售初步提呈可供認購 的發售股份數目約20%(行使任何超額配股權 前)。有關重新分配的進一步詳情載於招股章 程「全球發售的架構 ― 香港公開發售 ― 重新 分配及回撥」一段;
- 明白本公司及聯席全球協調人將依據 聲明及陳述而決定是否向 閣下配發任何香港 閣下如作出虛假聲明,可能 公開發售股份,

會被檢控;

- (如本申請為 閣下本身的利益而提出)保證 閣下或作為 閣下代理的任何人士或任何其他人士不曾亦不會為 閣下的利益而以白色或黃色申請表格或向香港結算或白表eIPO服務供應商發出電子認購指示而提出其他申請;及
- (如 閣下作為代理為另一人士的利益提出申請)保證(i) 閣下(作為代理或為該人士利益)或該人士或作為該人士代理的任何其他人士不曾亦不會以白色或黃色申請表格或向香港結算發出電子認購指示而提出其他申請;及(ii) 閣下獲正式授權作為該人士的代理代為簽署申請表格或發出電子認購指示。

丁.授權書

如 閣下透過授權人士提出申請,本公司及聯席全球協調人可按其認為合適的任何條件(包括出示授權證明)酌情接納或拒絕 閣下的申請。

釐定發售價及分配香港公開發售股份

預期發售價於2019年3月20日(星期三)或前後釐定。 申請人須繳付每股香港公開發售股份11.10港元交易 高發售價,另加1%經紀佣金、0.0027%證監會交易 費及0.005%香港聯交所交易費。倘本公司與單 球協調人(代表承銷商)並無於2019年3月27日(星 地)或之前協定發售價,全球發售將不會進行。份 上登記認購申請前,概 與實驗。倘本公開發售股份。 的 下 調發售價後釐定發售價(下調幅度最多 為指示性發 售價範圍下限的10%),本公司將於不遲於2019年3 月27日(星期三)於聯交所網站www.hkexnews.hk及 本公司網站www.koolearn.hk另行公佈最終發售價。

不論下調發售價是否進行,本公司預期於2019年3月27日(星期三)在《南華早報》(以英文)及信報》(以中文)、香港聯交所網站(www.hkexnews.hk)及本公司網站www.koolearn.hk公佈協定發售價、國際發售踴躍程度、香港公開發售認購水平及香港公開發售分配基準。香港公開發售的分配結果以及成功申請人的香港身份證/護照/香港商業登記號碼(如適用)亦同於上述網站公佈。

香港公開發售及國際發售之間的發售股份分配將受招股章程「全球發售的架構一香港公開發售一外關發售一個調整所規限。此場別一個調整所規限。此場別一個調整所規限。此時期的一個工作。 一個工作。 一個工作, 一一工作, 一一工, 一一一工, 一一工,

如 閣下成功申請認購香港公開發售股份(全部或部分)

如 閣下申請認購1,000,000股或以上香港公開發售股份, 閣下可於2019年3月27日(星期三)或本公司在報章上公佈的其他日期上午九時正至下午一時正,親身前往香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)領取股票及/或退款支票。

如 閣下為個人申請人並合資格親身領取,則 閣下不得授權任何其他人士代領。如 閣下為公司

申請人並合資格派人領取, 閣下的授權代表須 攜同蓋上公司印鑑的公司授權書領取。個人申請 人及授權代表領取股票時均須出示香港中央證券 登記有限公司接納的身份證明文件。

如 閣下並無在指定領取時間內親身領取股票及/ 或退款支票,有關股票將會立刻以普通郵遞方式 寄往本申請表格所示地址,郵誤風險由 閣下自 行承擔。

如 閣下申請認購1,000,000股以下香港公開發售股份, 閣下的退款支票及/或股票將於2019年3月27日(星期三)或之前以普通郵遞方式寄往相關申請表格所示地址,郵誤風險由 閣下自行承擔。

退回款項

若 閣下未獲分配任何香港公開發售股份或申請僅部分獲接納,本公司將不計利息退回 閣下的申請股款(包括相關的1%經紀佣金、0.0027%證監會交易徵費及0.005%香港聯交所交易費)。如最終歷定的發售價低於最高發售價,本公司將不計利息退回多收申請股款(包括相關的1%經紀佣金、0.0027%證監會交易徵費及0.005%香港聯交所交易費)。有關退款程序載於招股章程「如何申請香港公開發售股份」一節「發送」須取股票及退款」。

香港中央結算(代理人)有限公司(「香港結算代理人」)提出的申請

如本申請表格由香港結算代理人代表發出**電子認購指示**申請香港公開發售股份的人士簽署,本申請表格與招股章程下符的條文將不適用,且以招股章程所述者為準。

股章程所述者為準。 在不限制此段一般應用的前提下,本申請表格的以下部分在香港結算代理人簽署本表格的情況下 並不適用:

- 第一頁的「申請人聲明」;
 - 第一頁的「警告」;
 - 「如 閣下為代名人」;
- ▶ 「填交本申請表格的效用」一節項下的所有陳述及保證,惟首項有關以申請人名義登記香港公開發售股份及簽署文件以使申請人登記成為香港公開發售股份持有人除外;
- 「如 閣下成功申請認購香港公開發售股份(全 部或部分)」; 及
- 「退回款項」。

招股章程「如何申請香港公開發售股份」一節的以下部分在香港結算代理人簽署本表格的情況下並 不適用:

- 「 閣下可提交的申請數目」;及
- 「 閣下不獲配發發售股份的情況」。

閣下向香港中央證券登記有限公司提供的資料的有關影響

Personal Data

Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Public Offer Shares, of the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance").

1. Reasons for the collection of your personal data

It is necessary for applicants and registered holders of securities to supply correct personal data to the Company or its agents and the Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar. Failure to supply the requested data may result in your application for securities being rejected, or in delay or the inability of the Company or its Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Hong Kong Public Offer Shares which you have successfully applied for and/or the despatch of share certificate(s) and/or refund cheque(s) to which you are entitled.

It is important that securities holders inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

2. Purposes

The personal data of the securities holders may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque, and e-Refund payment instruction(s) where applicable, verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocation of the Hong Kong Public Offer Shares;
 compliance with applicable laws and regulations in
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of securities' holders including, where applicable, HKSCC Nominees;
- maintaining or updating the register of securities' holders of the Company;
- verifying securities holders' identities;
- establishing benefit entitlements of securities' holders of the Company, such as dividends, rights issues and bonus issues, etc.;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and securities holders profiles;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Share Registrar to discharge their obligations to securities' holders and/or regulators and/or any other purposes to which the securities' holders may from time to time agree.

3. Transfer of personal data

Personal data held by the Company and its Hong Kong Share Registrar relating to the securities holders will be kept confidential but the Company and its Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:

- the Company's appointed agents such as financial advisers, receiving bankers and overseas principal share registrar;
- where applicants for securities request a deposit into Central Clearing and Settlement System ("CCASS"), HKSCC or HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Hong Kong Share Registrar in connection with their respective business operation;
- the Hong Kong Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations;
- any persons or institutions with which the securities' holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

4. Retention of personal data

The Company and its Hong Kong Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

5. Access to and correction of personal data

Securities holders have the right to ascertain whether the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of such requests.

All requests for access to data or correction of data should be addressed to the Company, at its registered address disclosed in the "Corporate Information" section of the Prospectus or as notified from time to time, for the attention of the company secretary, or our Hong Kong Share Registrar for the attention of the privacy compliance officer.

By signing an Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.

個人資料

個人資料收集聲明

此項個人資料收集聲明是向香港公開發售股份的申請人及持有人説明本公司及其香港證券登記處有關個人資料和香港法例第486章《個人資料(私隱)條例》(「《條例》」)方面的政策和措施。

1. 收集 閣下個人資料的原因

證券申請人及登記持有人申請證券或轉讓 或受讓證券時或尋求香港證券登記處的服 務時,必須向本公司或其代理及香港證券 登記處提供準確的個人資料。

未能提供所要求的資料可能導致 閣下的證券申請被拒或延遲,或本公司或其香港證券登記處無法落實轉讓或提供服務。此舉亦可能妨礙或延遲登記或轉讓 閣下成功申請的香港公開發售股份及/或寄發 閣下應得的股票及/或退款支票。

證券持有人所提供的個人資料如有任何錯誤,須立即通知本公司及香港證券登記處。

2. 目的

證券持有人的個人資料可以任何方式使用、持有、處理及/或保存,以作下列用途:

- 處理 閣下的申請及退款支票及電子退款指示(如適用)、核實是否符合本申請表格及招股章程載列的條款及申請程序以及公佈香港公開發售股份的分配結果;
- 遵守香港及其他地區的適用法律及法規;
- 以證券持有人(包括香港結算代理人(如適用))的名義登記新發行證券或轉讓或 受讓證券;
- 存置或更新本公司證券持有人的名册;
- 核實證券持有人的身份;
- 確定本公司證券持有人的受益權利,例如股息、供股及紅股發行等;
- 分發本公司及其附屬公司的通訊;
- 編製統計數據及證券持有人資料;
- 披露有關資料以便就權益提出申索;及
- 與上述者有關的任何其他附帶或相關用 途及/或使本公司及香港證券登記處能 履行對證券持有人及/或監管機構承擔 的責任及/或證券持有人不時同意的任 何其他用途。

3. 轉交個人資料

本公司及其香港證券登記處所持有關於證券持有人的個人資料將會保密,但本公司及其香港證券登記處可在將資料用作上述任何用途之必要情況下,向下列任何人士披露、獲取或轉交(無論在香港境內或境外)有關個人資料:

- 本公司委任的代理,如財務顧問、收款 銀行及海外證券登記總處;
- (如證券申請人要求將證券存於中央結算及交收系統(「中央結算系統」))香港 結算或香港結算代理人;彼等將會就中 央結算系統的運作使用有關個人資料;
- 向本公司或香港證券登記處提供與其各 自業務運作有關的行政、電訊、電腦、 付款或其他服務的任何代理、承包商或 第三方服務供應商;
- 香港聯交所、證監會及任何其他法定監 管機構或政府部門或法例、規則或法規 規定的其他機構;及
- 證券持有人與其進行或擬進行交易的任何人士或機構,如其銀行、律師、會計師或股票經紀等。

4. 個人資料的保留

本公司及其香港證券登記處將按收集個人資料所需的用途保留證券申請人及持有人的個人資料。無需保留的個人資料將會根據《條例》銷毀或處理。

5. 查閱和更正個人資料

證券持有人有權確定本公司或香港證券登記處是否持有其個人資料,且有權索取有關資料的副本並更正任何不準確的資料。本公司及香港證券登記處有權就處理該類要求收取合理費用。

所有查閱資料或更正資料的要求應按招股章程「公司資料」一節所披露或不時通知的本公司註冊地址送交公司秘書,或向本公司的香港證券登記處的私隱事務主任提出。

閣下一經簽署申請表格或向香港結算發出電子 認購指示,即表示同意上述各項。