

**China Online Education Group**  
(Incorporated in the Cayman Islands with limited liability)  
(NYSE Ticker: COE)

---

**Form of Proxy for Annual General Meeting**  
to be held on September 30, 2022  
(or any adjourned or postponed meeting thereof)

**Introduction**

This form of proxy (the “**Form of Proxy**”) is furnished in connection with the solicitation by the board of directors of China Online Education Group (the “**Board**”), a Cayman Islands company (the “**Company**”), of proxies from the holders of the issued and outstanding Class A ordinary shares of par value US\$0.0001 each, and Class B ordinary shares of par value US\$0.0001 each, of the Company (collectively, the “**Ordinary Shares**”) to be exercised at the annual general meeting of the Company (the “**AGM**”) to be held at Torino Meeting Room, 3rd Floor Deshi Building South, Shangdi Street, Haidian District, Beijing 100085, People’s Republic of China, at 10:00 am (Beijing Time) on September 30, 2022, and at any adjourned or postponed meeting thereof, for the purposes set forth in the accompanying notice of the AGM (the “**AGM Notice**”).

Only the holders of record of the Ordinary Shares at the close of business on August 22, 2022 (the “**Record Date**”) are entitled to receive notice of and to vote at the AGM. In respect of the matters requiring shareholders’ vote at the AGM, each Class A ordinary share is entitled to one vote and each Class B ordinary share is entitled to ten votes. The quorum of the AGM is two shareholders being not less than an aggregate of fifty percent (50%) of all votes attaching to all issued and outstanding Ordinary Shares and entitled to vote at the AGM, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative. This Form of Proxy and the accompanying AGM Notice will be first mailed to the shareholders of the Company on or about August 31, 2022.

The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the AGM as indicated or, if no instruction is given, the holder of the proxy will vote the Ordinary Shares at his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the AGM acts as proxy and is entitled to exercise his discretion, he is likely to vote the Ordinary Shares FOR the resolutions. As to any other business that may properly come before the AGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the AGM. However, if any other matter properly comes before the AGM, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein.

Whether or not you propose to attend the AGM in person, you are strongly advised to complete and sign this Form of Proxy in accordance with the instructions printed on it. Returning this Form of Proxy will not preclude you from attending the AGM and voting in person if you so wish. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) by filing with the Company a duly signed revocation at its registered office at the offices of International Corporation Services Ltd., Harbour Place 2nd Floor, 103 South Church Street, P.O. Box 472, George Town, Grand Cayman KY1-1106, Cayman Islands, with a copy delivered to its offices at 3rd Floor Deshi Building South, Shangdi Street, Haidian District, Beijing 100085, People’s Republic of China, or (ii) by voting in person at the AGM.

**To be valid, this Form of Proxy must be completed, signed and returned to the attention of: Ms. Chun Tang at Torino Meeting Room, 3rd Floor Deshi Building South, Shangdi Street, Haidian District, Beijing 100085, People’s Republic of China as soon as possible so that it is received by the Company no later than 48 hours before the time of the AGM.**

---

