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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2) ***

New Oriental Education & Technology Group Inc.

(Name of Issuer)

**Common shares par value US\$0.001 per share
(Title of Class of Securities)**

647581107
(CUSIP Number)**

**December 31, 2022
(Date of the Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed :

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

- * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
- ** There is no CUSIP number assigned to the common shares. CUSIP number 647581107 has been assigned to the American Depositary Shares ("ADSs") of the Issuer, each ADS representing one (1) common share, which are quoted on the New York Stock Exchange under the symbol "EDU".

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provision of the Act (however, see the Notes.)

| | | |
|--|---|--|
| 1 | NAMES OF REPORTING PERSONS GIC Private Limited | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Singapore | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 41,258,050 (1) |
| | 6 | SHARED VOTING POWER 9,942,180 (2) |
| | 7 | SOLE DISPOSITIVE POWER 41,258,050 (1) |
| | 8 | SHARED DISPOSITIVE POWER 9,942,180 (2) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 51,200,230 | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.01% (3) | |
| 12 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO | |

- (1) These 41,258,050 common shares, par value US\$0.001 per share (the "common shares") of New Oriental Education & Technology Group (the "Issuer") include 15,553,280 ordinary shares represented by 1,555,328 American Depositary Shares ("ADSs"), each ADS representing ten (10) ordinary shares.
- (2) These 9,942,180 common shares, par value US\$0.001 per share (the "common shares") of New Oriental Education & Technology Group (the "Issuer") include 4,215,680 ordinary shares represented by 421,568 American Depositary Shares ("ADSs"), each ADS representing ten (10) ordinary shares.
- (3) Based on 1,699,375,793 common shares outstanding as of September 16, 2022, according to the Form 20-F filed by the Issuer with the Securities and Exchange Commission on September 29, 2022.

Item 1(a) Name of Issuer

New Oriental Education & Technology Group.

Item 1(b) Address of Issuer's Principal Executive Offices

No. 6 Hai Dian Zhong Street
Haidian District
Beijing 100080, People's Republic of China

Item 2(a) Name of Persons Filing

GIC Private Limited ("GIC")

Item 2(b) Address of Principal Business Office or, if none, Residence

168 Robinson Road
#37-01 Capital Tower
Singapore 068912

Item 2(c) Citizenship

Singapore

Item 2(d) Title of Class of Securities

Common shares, par value US\$0.001 per share

Item 2(e) CUSIP Number

647581107

Item 3 If this statement is filed pursuant to §§240.13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4 Ownership

(a - c) The aggregate number of securities and percentage of the class of securities of the Issuer beneficially owned by the Reporting Person named in Item 2(a), as well as the number of securities as to which such person is deemed to have sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, shared power to dispose or direct the disposition, is set forth in the following tables:

| Reporting Person | No. of Securities Beneficially Owned | Percent of Class (3) | Voting Power | | Dispositive Power | |
|---------------------|--------------------------------------|----------------------|---------------|-----------------|-------------------|-----------------|
| | | | Sole (4), (5) | Shared (4), (5) | Sole (4), (5) | Shared (4), (5) |
| GIC Private Limited | 51,200,230 | 3.01 | 41,258,050 | 9,942,180 | 41,258,050 | 9,942,180 |

- (4) GIC is a fund manager and only has 2 clients – the Government of Singapore (“GoS”) and the Monetary Authority of Singapore (“MAS”). Under the investment management agreement with GoS, GIC has been given the sole discretion to exercise the voting rights attached to, and the disposition of, any shares managed on behalf of GoS. As such, GIC has the sole power to vote and power to dispose of the 41,258,050 securities beneficially owned by it. GIC shares power to vote and dispose of 9,942,180 securities beneficially owned by it with MAS.
- (5) GIC disclaims membership in a group.

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons has ceased to be the beneficial owners of more than five percent of the class of securities, check the following .

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable.

Item 10 Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct as dated.

GIC PRIVATE LIMITEDBy: /s/ Diane Liang

Name: Diane Liang

Title: Senior Vice President

Date: January 31, 2023

By: /s/ Toh Tze Meng

Name: Toh Tze Meng

Title: Senior Vice President

Date: January 31, 2023