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**TOP EDUCATION GROUP LTD**

澳洲成峰高教集團有限公司

(Registered in New South Wales, Australia with limited liability)

(ACN 098 139 176)

(Stock code: 1752)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 25 NOVEMBER 2022**

Reference is made to (i) the circular (the “Circular”) of Top Education Group Ltd (the “Company”) dated 26 October 2022 incorporating the notice (the “Notice”) of the annual general meeting (the “AGM”) of the Company; and (ii) the announcement of the Company dated 17 November 2022 (the “Announcement”).

The board of directors of the Company is pleased to announce that all the proposed resolutions, save for resolution numbered 2(b) which was not put forward for consideration and approval by the shareholders at the AGM, as set out in the Notice were taken by poll. All directors of the Company attended the AGM in person or by electronic means.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 30 June 2022.	1,260,176,000 (100%)	0 (0%)
2(a).	To re-elect Mr. Yi Dai as non-executive director of the Company.	1,036,090,000 (82.217881%)	224,086,000 (17.782119%)
2(b).	To re-elect Professor Brian James Stoddart as independent non-executive director of the Company.	Withdrawn <sup>Note(h)</sup>	Withdrawn <sup>Note(h)</sup>
2(c).	To re-elect Mr. Tianye Wang as independent non-executive director of the Company.	1,260,176,000 (100%)	0 (0%)
2(d).	To re-elect Ms. Rongning Xu as executive director of the Company.	1,260,176,000 (100%)	0 (0%)
2(e).	To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company (the “Directors”) for the year ending 30 June 2023.	1,260,176,000 (100%)	0 (0%)
3.	To re-appoint Ernst & Young as auditors of the Company and to authorize the Board to fix their remuneration for the year ending 30 June 2023.	1,260,176,000 (100%)	0 (0%)
4.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of total number of issued shares of the Company as at the date of passing of this resolution.*	1,260,176,000 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.*	1,260,176,000 (100%)	0 (0%)
6.	Conditional upon the passing of ordinary resolutions number 4 and 5 above, to extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.*	1,260,176,000 (100%)	0 (0%)

\* The full texts of these resolutions are set out in the Notice.

*Notes:*

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 6 (except resolution numbered 2(b), see Note (h) below), such resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 2,433,332,000 shares.
- (c) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 2,433,332,000 shares.
- (d) There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (h) As disclosed in the Announcement, resolution numbered 2(b) was no longer applicable and was not put forward for consideration and approval by the shareholders at the AGM.

By order of the Board  
Top Education Group Ltd  
**Amen Kwai Ping Lee**  
*Chairperson of the Board*

Australia, 25 November 2022

*As at the date of this announcement, the executive Director is Ms. Rongning Xu, the non-executive Directors are Mr. Amen Kwai Ping Lee, Mr. Yi Dai, Mr. Edward Chiang and Ms. Xing Shi Huang and the independent non-executive Directors are Mr. Tianye Wang and Professor Steven Schwartz.*