HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

30/06/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Top Education Group Ltd
Date Submitted	3 July 2018

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>1752</u> Descri	ption :	Ordinary s	shares
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A	-	N/A
Balance at close of the month	N/A	<u>N/A</u>	N/A
(2) Stock code : <u>N/A</u> Descri	ption :		
		Par value	Authorised share
	No. of ordinary shares	(State currency)	capital (State currency)
Balance at close of preceding month	shares		

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Balance at close of the month

2. Preference Shares

Stock code : <u>N/A</u> D	escription :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding n	nonth		
Increase/(decrease)			
Balance at close of the month			

3. Other Classes of Shares

Stock code : <u>N/A</u> Descri	ption :		
	No. of other classes of shares	Par value <i>(State</i> <i>currency)</i>	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month		· ·	

Total authorised share capital at the end of the month (*State currency*):

N/A

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No. of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	2,513,428,000	N/A	N/A	N/A
Increase/ (decrease) during the month	75,120,000	N/A	N/A	N/A
Balance at close of the month	2,588,548,000	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (und	er Share Opti	ion Schemes c	of the Issuer)			
Particulars of						No. of new shares of
share option scheme					of issuer issued during the month	issuer which may be
including EGM	r	N.4	et e se die e see e se die		pursuant thereto	issued pursuant thereto as at close of
approval date -		Movement dur	ing the month		-	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme						
(approved on						
18/04/2018)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
2. N/A						
(/ /)						
shares						
(Note 1)						
			Total A. (Ordin	•	Nil	
			(Prefere	ence shares)	N/A	
			(1	Other class)	N/A	
Total funds raised d	uring the mor	nth from exerci	se			
of options (State cur	rency)			Nil		

shares of sh issuer issu issued m during the is Nominal value month pu Currency at close of Exercised Nominal value pursuant ther Description of warrants of nominal preceding during the at close of the thereto close								ed	be Lis	are to	hich a	Issuer wł	to Issue Shares of the	Warra
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. NA (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Subscription price EGM approval date (if applicable) (dd/mn/yyyy) (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mn/yyyy) (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (d/dmm/yyyy) (/ /)	b. of new hares of uer which may be issued oursuant preto as at ose of the month	is tł	es of uer ued g the nth uant	shares issue issue during mont pursua	of the	at close of	ring the	E> du	lose of ceding	at c pree	icy inal	of nomir		(Date
Stock code (if listed)														<u>1. N/</u>
Stock code (if listed)														
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Stock code (if listed)													k code (if listed) s of shares able <i>(Note 1)</i> scription price 1 approval date oplicable)	C is E ((
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)	/ /	(/	nm/yyyy)	
Stock code (if listed)														<u>3. N/</u>
Stock code (if listed)														<u> </u>
EGM approval date													k code (if listed) s of shares able <i>(Note 1)</i>	C is
(if applicable) (dd/mm/yyyy) (/ /) 4. N/A (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)														
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(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable))	/ /	(/		
Stock code (if listed)														<u>4. N/</u>
Stock code (if listed)														
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)								·					/)	(
issuable <i>(Note 1)</i> Subscription price EGM approval date (if applicable)														
Subscription price EGM approval date (if applicable)														
EGM approval date (if applicable)														
													1 approval date	E
)	/ /	(/		
Total B. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A		-		N/A	es)	nce shares)	(Prefere	tal B.	Тс					

Convertibles (i.e. Convertible	into Shares of th	e Issuer whic	ch are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>	_					
	_					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A	 _ (/ / _) 					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)	(//) - -					
Stock code (if listed)					·	
Class of shares	(/ /)		Total C (Ordina	vr.(chorce)	N/A	
			Total C. (Ordina Preferen	ce shares)		-
				ther class)		-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Ful	I particulars including EGM approval date (dd/mm/yyyy), oplicable, and class of shares issuable: Pre-IPO Performance Rights Plan adopted on 8 June 2017	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
···	and grant of rights on 10 June 2017 (described in the		
	prospectus of the Company dated 27 April 2018)		
	(08 / 06 / 2017)	Nil	Nil
	Ordinary shares (Note 1)		
2.	Pre-IPO Performance Rights Plan adopted on 8 June 2017		
	and grant of rights on 20 April 2018 (described in the		
	prospectus of the Company dated 27 April 2018)		
-			
	(08 / 06 / 2017)	Nil	Nil
	Ordinary shares (Note 1)		
3.	N/A		
0.			
-			
· ·	shares (Note 1)		
· ·	Total D. (Ordinary shares)	Nil	
-	(Preference shares)	N/A	
· ·	(Other class)	N/A	

Otl	ner Movements	in Issued Sha	are Capital					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price :	State currency ———	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		/)	N/A	
2.	Open offer	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		/)	N/A	
3.	Placing	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	/	/)	N/A	
4.	Bonus issue			Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	/)	N/A	

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price :	State currency ———	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /		N/A	
6.	Repurchase of shares			Class of shares repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /		N/A	
7.	Redemption of shares			Class of shares redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	Υ.)	N/A	
8.	Consideration issue	At price :	State currency ———	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy))	N/A	

Type of Issue	No. of new shares of issuer issuer which issued may be during the issued month pursuant pursuant thereto as thereto at close of the month
9. Capital reorganisation	Class of shares issuable (Note 1) Issue and allotment (/ /) N/A date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)
10. Other <u>(Exercise on 30</u> <u>May 2018 of the</u> <u>over-allotment</u> <u>option</u> <u>described in the</u> <u>prospectus of</u> <u>the Company</u> <u>dated 27 April</u> <u>2018</u>) At price : State <u>0.33</u> currency	Class of shares Ordinary issuable (Note 1) shares , HKD Issue and allotment date : (dd/mm/yyyy) (04/06/2018) EGM approval date: (dd/mm/yyyy) (18/04/2018)
	Total E. (Ordinary shares) 75,120,000 (Preference shares) N/A (Other class) N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	75,120,000
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued	Share Capital").)

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Remarks (if any):

The Company was registered in New South Wales, Australia with limited liability. Under the Australian
Corporations Act, a registered company does not have an authorised share capital and there is no concept of
"par value" in respect of issued shares.
Submitted by: <u>Minshen Zhu</u>
Title: Executive Director
(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.