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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 28 NOVEMBER 2018

At the annual general meeting (the “AGM”) of Top Education Group Ltd (the “Company”) held on 28 November 2018, all the proposed resolutions as set out in the notice of the AGM (the “Notice”) dated 26 October 2018 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To consider and receive the audited financial statements together with the reports of the directors and auditors for the year ended 30 June 2018.	1,958,446,745 (100%)	0 (0%)
2(a).	To re-elect Dr. Minshen ZHU as executive director of the Company.	1,958,446,745 (100%)	0 (0%)
2(b).	To re-elect Ms. Sumeng CAO as executive director of the Company.	1,958,446,745 (100%)	0 (0%)
2(c).	To re-elect Mr. Amen Kwai Ping LEE as non-executive director of the Company.	1,958,446,745 (100%)	0 (0%)
2(d).	To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company (the “Directors”).	1,958,446,745 (100%)	0 (0%)
3.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.	1,958,446,745 (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.*	1,958,446,745 (100%)	0 (0%)

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.*	1,957,986,745 (99.976512%)	460,000 (0.023488%)
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.*	1,957,986,745 (99.976512%)	460,000 (0.023488%)

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

As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 6, all resolutions were duly passed as ordinary resolutions by way of poll at the AGM.

Notes:

- (a) As at the date of the AGM, the total number of shares of the Company in issue was 2,590,958,000 shares which was the total number of shares entitling the holders to attend and vote on the resolutions at the AGM.
- (b) 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**”).
- (c) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (d) None of the shareholders of the Company have stated their intention in the Company’s circular dated 26 October 2018 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (e) 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.

By order of the Board
Top Education Group Ltd
Minshen Zhu
Chairman of the Board

Hong Kong, 28 November 2018

As at the date of this announcement, the executive directors of the Company are Dr. Minshen Zhu and Ms. Sumeng Cao, the non-executive directors of the Company are Mr. Amen Kwai Ping Lee, Mr. Thomas Richard Seymour (Mr. Kai Zhang as his alternate) and Mr. Jing Li and the independent non-executive directors of the Company are Professor Weiping Wang, Professor Brian James Stoddart, Mr. Tianye Wang and Professor Steven Schwartz.