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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

Reference is made to the announcement of Top Education Group Ltd (the “**Company**”) dated 17 November 2022.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that with effect from 15 February 2023, Mr. Jonathan Richard O’Dea (“**Mr. O’Dea**”) will be appointed as an independent non-executive Director, chairperson and member of the Board’s nomination committee (“**Nomination Committee**”) and member of the Board’s audit committee (“**Audit Committee**”).

The biographical details of Mr. O’Dea are set out below.

Mr. O’Dea, aged 56, has held a number of senior leadership roles across private and public sectors in Australia. Since 2007, Mr. O’Dea has been a member of the New South Wales (“**NSW**”) Parliament serving local constituents and contributing to policy and reform initiatives. While acting as a local Member of Parliament, Mr. O’Dea has also served as speaker of the NSW Parliament since 2019. Prior to joining the NSW Parliament, he was the general manager of Crown Insurance between 2004 and 2006, and took up various roles at Royal & SunAlliance Insurance between 1994 to 2003.

Mr. O’Dea currently chairs the NSW Legislative Assembly and co-chairs the NSW Parliament Presiding Officer and Executive Group, which oversees the NSW parliamentary precinct. Further, he has since 2019 been a representative at the Commonwealth Parliamentary Association, which is an international community of 180 legislatures working together to deepen the Commonwealth’s commitment to the highest standards of democratic governance and parliamentary practice.

Mr. O’Dea obtained a Bachelor of Arts and Laws from the University of Sydney in 1989, a Graduate Diploma of Legal Practice from the NSW College of Law in 1990, a Master of Law from the University of Sydney in 1994 and a Master of Business Administration from Deakin University in Australia in 2002. In 2009, he was awarded an Advanced Diploma with Order of Merit from the Australian Institute of Company Directors.

Mr. O’Dea will enter into a letter of appointment with the Company which is terminable by either party giving not less than three months’ prior written notice to the other. Pursuant to such letter, Mr. O’Dea is entitled to receive a director’s fee of AUD91,000 per annum from the Company, which was determined by the Board (on the recommendation of its remuneration committee) with reference to his duties and responsibilities as well as the prevailing market conditions. Mr. O’Dea will hold office until the next annual general meeting of the Company and be eligible for re-election at that meeting, and if re-elected his tenure shall continue for an initial term of three years subject to retirement by rotation in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Save as disclosed above, Mr. O’Dea confirms that as at the date of this announcement, (i) he does not hold any other position with the Group, or any other major appointment or professional qualification; (ii) he does not, and did not in the last three years, hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) he does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) he does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong); (v) there is no information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and (vi) there are no other matters that need to be brought to the attention of the shareholders of the Company.

Following the appointment of Mr. O’Dea, the Board will comprise eight Directors, including three independent non-executive Directors. Accordingly, the number of independent non-executive Directors is in compliance with Rule 3.10(1) of the Listing Rules, and represents at least one-third of the Board as required by Rule 3.10A of the Listing Rules. Further, the Nomination Committee will meet the composition requirements under Rule 3.27A of the Listing Rules, and the number of members of the Audit Committee will comply with Rule 3.21 of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. O’Dea.

By order of the Board
Top Education Group Ltd
Min Ying
Company Secretary

Australia, 10 February 2023

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.