

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :		31/08/2018		
To : Hong Kong Exchanges	and Clea	ring Limited		
Name of Issuer	Top Edu	cation Group Ltd		
Date Submitted	4 Septem	nber 2018		_
I. Movements in Authorised	Share Ca	apital		
1. Ordinary Shares				
(1) Stock code : 1752	_Descrip	otion:	Ordinary	shares
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding	g month	N/A	N/A	N/A
Increase/(decrease)		N/A	-	N/A
Balance at close of the mon	th .	N/A	N/A	N/A
(2) Stock code : N/A	_Descrip	otion :		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding	g month			
Increase/(decrease)			-	
Balance at close of the mon	th			

2. Preference Shares			
Stock code : <u>N/A</u> Descrip	otion:		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			
3. Other Classes of Shares			
Stock code : N/A Descrip	otion:		
	No. of other classes of shares	Par value (State currency)	capital
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			
Total authorised share capital at the e	end of the month	(State	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	2,588,548,000	N/A	N/A	N/A
Increase/ (decrease) during the month		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 (under Share Option Schemes of the Issuer) Particulars of No. of new shares No. of new shares of share option of issuer issued issuer which may be scheme during the month issued pursuant including EGM pursuant thereto thereto as at close of Movement during the month the month approval date (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. (Ordinary shares) Nil (Preference shares) N/A N/A (Other class) Total funds raised during the month from exercise of options (State currency) Nil

^{*} As at the date hereof, 25,781,938 share options to subscribe for a total of 25,781,938 ordinary shares are not vested. For additional information related to the Company's Share Option Scheme, please refer to the Company's prospectus dated 27/4/18 and announcement on 18/7/18.

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value 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
1. N/A						
(/ /) 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) (dd/mm/yyyy)	(/ /)				
4. N/A	•					
						
(/ /)						_
Stock code (if listed) Class of shares						
issuphla (Nota 1)						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
		Total	B (Ordin	nary shares)	N/A	
		iolai	(Prefere	nce shares)	N/A	<u> </u>
			((Other class)	N/A	

Convertibles (i.e. Convertible	into Shares of t	<u>he Issuer w</u> h	ich are to be List	ed)		
Class and description	Currency of amount outstanding	Amount a close of preceding month	Converted	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
1. N/A						
	_					
	<u> </u>					
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy))	(/ /)					
2. N/A	(' ')					
2. 14/1	<u> </u>					
	_					
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) (dd/mm/yyyy)	(/ /)					
4. N/A	(, ,)					
_	_					
	<u> </u>					
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Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
(55,11111, 33,33)	, , ,)		Total C. (Ordina	ary shares)	N/A	
			(Preferen	ce shares)	N/A	= -
			(O	ther class)	N/A	<u>-</u>

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

Opti	ons (other than under Share Option Schemes)		
if a	I particulars including EGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable:	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.	Pre-IPO Performance Rights Plan adopted on 8 June 2017		
	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		
	(/ /)		
	shares (Note 1)		
	Total D. (Ordinary shares)	Nil	
	(Preference shares)	N/A	
	(Other class)	N/A	
	,		

$\frac{\mathcal{O}}{\mathcal{O}}$	her Movements i	in Issued Sha	are Capital					
	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
	Type of Issue			Class of shares				
				issuable (Note 1)				
1.	Rights issue	At price :	State currency	_ Issue and allotment date : (dd/mm/yyyy)	(/ /)	N/A	
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State currency	_ Issue and allotment date : (dd/mm/yyyy)	(/ /)	N/A	
			·	EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State currency	_ Issue and allotment date : (dd/mm/yyyy)	(/ /)	N/A	
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)	N/A	
				EGM approval date: (dd/mm/yyyy)	(/ /)		

	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
	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		0	Class of shares issuable (Note 1)	_	1 1	_		
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)				N/A	
				EGM approval date: (dd/mm/yyyy)	()	/ /)		
				Class of shares repurchased (Note					
6.	Repurchase of shares			1) Cancellation date:	(/	/ /)	N/A	
				(dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	()	′ /)		
				Class of shares redeemed (Note 1)					
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/	/ /)	N/A	
				EGM approval date: (dd/mm/yyyy)	(/	′ /)		
				Class of shares issuable (Note 1)					
8.	Consideration issue	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/	/ /)	N/A	
				EGM approval date: (dd/mm/yyyy)	(/	′ /)		

	Type of Issue				No. of new shares of issuer which issued may be during the month pursuant thereto as thereto the month the state of t
9.	Capital reorganisation			Class of shares issuable (Note 1) Issue and allotment (/ /) date: (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A
10.	Other	At price :	State currency	Class of shares issuable (Note 1) Issue and allotment (/ /) date: (dd/mm/yyyy) EGM approval date: (/ /)	N/A
				Total E. (Ordinary shar (Preference sha	res) N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil
(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").)

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: Min Ying				
Title: Joint Company Secretary				
(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.