日休日父香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

31/01/2020

To : Hong Kong Exchanges and Clearing Limited

	Top Education Group Ltd
Name of Issuer	(Registered in New South Wales, Australia with limited liability)
Date Submitted	4 February 2020

I. Movements in Authorised Share Capital

1. Ordinary Shares								
(1) Stock code : <u>1752</u> Description : <u>Ordinary shares</u>								
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>					
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> Descrip	otion :							
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>					
Balance at close of preceding month								
Increase/(decrease)								
Balance at close of the month								

2. Preference Shares

Stock code : N	/ADes	scription :		
		No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of pre	eceding mo	nth		
Increase/(decrease)			_	
Balance at close of the	month			

3. Other Classes of Shares

ption :		
No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
	-	
	No. of other classes of shares	No. of other Par value classes of <i>(State</i> shares <i>currency)</i>

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	2,515,228,000	N/A	N/A	N/A		
Increase/ (decrease) during the month	(7,780,000)	N/A	N/A	N/A		
Balance at close of the month	2,507,448,000	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (und	ler Share Opt	tion Schemes	of the Issuer)			
Particulars of share option scheme					issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant
including EGM		Movement duri	ng the month		thereto	thereto as at close of
approval date (dd/mm/yyyy) and					-	the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option				•		
Scheme						
(approved on						
18/04/2018) #						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	7,799,382
(Note 1)						
2 N/A						
<u>2</u> . N/A						
shares						
(Note 1)						
		Tota	al A. (Ordinai			
			(Preferenc			
			•	her class)	N/A	
Total funds raised d of options (State cu		nth from exerc	ise 	Nil		

[#] As at the date hereof, 17,188,814 share options to subscribe for a total of 17,188,814 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.

Warrants to Issue Shares of the	lssuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	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
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy) 2. N/A	(/ /)				
<u>2. N/A</u>						
(/ /) Stock code (if listed)						
Class of shares						
Subscription price						
(if applicable) (dd/mm/yyyy)	(/ /)				
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
	(/ /)				
<u>4. N/A</u>						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
	(/ /)				
		Total E	B. (Ordina	ary shares)	N/A	
			(Preferen	ce shares)	N/A	-
			(O	other class)	N/A	-

Convertibles (i.e. Convertible	into Shares of th	he Issuer wh	ich are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at 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
<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						
2. NA						
	_					
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)						
	(/ /)					
4. N/A	(' ')					
	_					
	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
			Total C. (Ordina			_
				ce shares)		-
			(O	ther class)	N/A	_

	other Agreements or Arrangements to Issue Shares of the Issue ons (other than under Share Option Schemes)	er which are to be Liste	ed, including
		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
	I particulars including EGM approval date (dd/mm/yyyy),		the month
	pplicable, and class of shares issuable: 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)	Nil	NI:I
	(08 / 06 / 2017) Ordinary shares (Note 1)	INII	Nil
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	7,650,000
	Ordinary shares (Note 1)		
3.	N/A		
	shares (Note 1)		
	Total D. (Ordinary shares)	Nil	
	(Preference shares) (Other class)	N/A 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
				Class of shares				
			Stata	issuable (Note 1)	(/ /	١		
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(daninisyyy)			<u>N/A</u>	
				Class of shares				
3.	Placing	At price :	State	issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			,	EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	
				Class of shares issuable (Note 1)				
4.	Bonus issue			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
				Class of shares			
5.	Scrip dividend	At price :	State	issuable <i>(Note 1)</i> Issue and allotment	(//)		
			currency	date : (dd/mm/yyyy) EGM approval date:	(//)		
				(dd/mm/yyyy)		<u>N/A</u>	
				Class of shares repurchased (Note 1)	<u>Ordinary</u>		
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(02/01/2020) (07/01/2020) (10/01/2020) (16/01/2020) (23/01/2020) (29/01/2020)		
				EGM approval date: (dd/mm/yyyy)	(27/11/2019)	(7,780,000)	
				Class of shares redeemed (Note 1)			
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(//)		
				EGM approval date: (dd/mm/yyyy)	(//)		
						<u> N/A </u>	
				Class of shares issuable (Note 1)			
8.	Consideration issue	At price :	State currency ———	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
			Class of shares issuable (Note 1)	_					
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)	N/A	
			Class of shares issuable (Note 1)	_					
10.	Other (Please specify) At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)	N/A	<u> </u>
			Total (Prefe	erei	nce	sh sh	linary ares) ares) class)	(7,780,000) N/A	_
								(7 700	000)

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	(7,780,000)
(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 Capital").)	Issued Share

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

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>Min Ying</u>

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. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.