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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)

SHARE PURCHASE PURSUANT TO SHARE AWARD SCHEME

Reference is made to the announcements of Top Education Group Ltd (the “**Company**”) dated 23 October 2018 in relation to the adoption of the share award scheme and dated 28 February 2019 in relation to the grant of awarded shares pursuant to the share award scheme (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein have the same meanings as those defined in the Announcements.

The Company was informed by the Trustee that during the period from 28 February 2019 to 5 March 2019 (the “**Period**”), the Trustee purchased a total number of 1,540,000 Shares (the “**Purchased Shares**”) on the market for the purpose of the Scheme. Details of the Purchased Shares and the latest information about the Shares held by the Trustee on trust for the benefit of the Employees are as follows:

Trade date:	28 February 2019 to 5 March 2019
Settlement date:	4 March 2019 to 7 March 2019
Total number of Purchased Shares:	1,540,000 Shares
Percentage of the Purchased Shares to the total number of Shares in issue as at the date of this announcement:	Approximately 0.060%
Average consideration per Purchased Share:	Approximately HK\$0.364

Total consideration for the Purchased Shares (excluding all related expenses, brokerage, duties and levies, etc.): HK\$560,950

Balance of number of Shares held by the Trustee:

- Prior to the Purchased Shares 15,080,000 Shares
- Immediately after the share purchase during the Period 16,620,000 Shares ^{note}

Note: The 16,620,000 Shares being held by the Trustee immediately after the share purchase during the Period includes the 12,000,000 Awarded Shares which were granted to the Grantees on 28 February 2019 for nil consideration. Subject to the terms and conditions of the Scheme and the fulfilment of all vesting conditions set out in the respective grant notices to the Grantees, such Awarded Shares will vest in the Grantees pursuant to the respective vesting schedules specified in such notices.

The Board will from time to time review and decide at its absolute discretion the number of Awarded Shares to be granted to the Selected Employees under the Scheme.

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

Hong Kong, 6 March 2019

As at the date of this announcement, the executive Directors are Dr. Minshen Zhu (Ms. Rongning Xu as his alternate) and Ms. Sumeng Cao, the non-executive Directors 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 are Professor Weiping Wang, Professor Brian James Stoddart, Mr. Tianye Wang and Professor Steven Schwartz.