

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :		31/01/2019		
To : Hong Kong Exchanges	and Clea	ring Limited		
Name of Issuer	Top Edu	cation Group Ltd		
Date Submitted	11 Februa	ary 2019		
I. Movements in Authorised	Share Ca	pital		
1. Ordinary Shares				
(1) Stock code : <b>1752</b>	_Descrip	tion:	Ordinary :	shares
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of precedin	g month	N/A	N/A	N/A
Increase/(decrease)		N/A	-	N/A
Balance at close of the mont	h .	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 precedin	g month			
Increase/(decrease)			-	
Balance at close of the mont	h .			

2. Preference Shares			
Stock code : N/A 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 : <u>N/A</u> 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 currency):	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	2,574,878,000	N/A	N/A	N/A	
Increase/ (decrease) during the month	(10,370,000)	N/A	N/A	N/A	
Balance at close of the month	2,564,508,000	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 issued pursuant scheme during the month pursuant thereto thereto as at close of including EGM 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 (Other class) N/A Total funds raised during the month from exercise of options (State currency) Nil

<sup>\*</sup> 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.

Warrants to Issue Shares of the	e Issuer 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
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						
· · · · · · · · · · · · · · · · · · ·						
Subscription price EGM approval date						
(if applicable)						
	( / /	)				
4. N/A						
( / / )						
·						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
		Total	`	nary shares)	N/A	<del>-</del>
				nce shares) Other class)	N/A N/A	_

Convertibles (i.e. Convertible	into Shares of	f the Issuer	which are to be Lis	sted)		
Class and description	Currency o amount outstanding	preced	of Converted ling during the		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. <b>N/A</b>	<u> </u>					
	<u> </u>					
	<u> </u>					
	_			_		
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	( / /	)				
2. <b>N/A</b>	<u></u>					
	_					
	<del></del> ,					
Stock code (if listed)					<u> </u>	
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	١				
3. <b>N/A</b>	( / /	<u>)                                    </u>				
5. N/A						
-	<del></del> ,					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / /	)				
4. <b>N/A</b>						
<u> </u>						
	<u> </u>					
		-				
Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / /	)				
			Total C. (Ordin		N/A	_
				nce shares)	N/A	_
			(0	Other class)	N/A	_

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

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, 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
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) Ordinary shares (Note 1)	Nil	Nil
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) Ordinary shares (Note 1)	1,530,000	1,530,000
3. Share award scheme adopted on 23 October 2018 (described in the announcement of the Company dated 23 October 2018)		
(23 / 10 / 2018) Ordinary shares (Note 1)	Nil	Nil
Total D. (Ordinary shares) (Preference shares)	1,530,000	
(Other class)	N/A N/A	

Oi	her Movements	in issued Sha	are Capital				No. of new shares of	No. of new shares of
	Type of Issue						issuer issued during the month pursuant thereto	issuer which may be issued pursuant thereto as at close of the month
	1 9 01 13300			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 may be during the month pursuant thereto as the reto as shares of issuer which issued month pursuant thereto as at close of the month
5.	Scrip dividend	At price :	State	Class of shares issuable (Note 1) Issue and allotment	( / / )	N/A
		. приост	currency——	date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )	
					0.1	
				Class of shares repurchased (Note 1)	<u>Ordinary</u>	
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(03/01/2019, 14/01/2019, 21/01/2019 and 29/01/2019)	(11,900,000)
				EGM approval date: (dd/mm/yyyy)	(28/11/2018)	
				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 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)	( / /	)	N/A	
				EGM approval date: (dd/mm/yyyy)	( / /	)		
10				Class of shares issuable (Note 1)				
10.	Other	At price :	State currency	Issue and allotment date: (dd/mm/yyyy)	( / /	)	N/A	
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				Total E. ((Pr	eference	shares shares er class		00)

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	(10,370,000)
(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	E): <b>N/A</b>
(These figures should be the same as the relevant figures under II above ("Movements in Issue	ued 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)				
(Director, Secretary or other duty authorised officer)				
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## 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.