HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

31/12/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Top Education Group Ltd
Date Submitted	7 January 2019

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>1752</u> Descrip	otion :	Ordinary s	shares
	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 (State currency)
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			

2. Preference Shares

Stock code : <u>N/A</u> Descr	iption :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	h		
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)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

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	2,590,958,000	N/A	N/A	N/A		
Increase/ (decrease) during the month	(16,080,000)	N/A	N/A	N/A		
Balance at close of the month	2,574,878,000	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (unde	er Share Opt	ion Schemes o	of the Issuer)			
Particulars of						No. of new shares of
share option scheme					of issuer issued during the month	issuer which may be issued pursuant
including EGM		Maxamant du	ring the month		pursuant thereto	thereto as at close of
approval date		Movement du	ring the month		-	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme						
(approved on						
18/04/2018) #						
Ordinary abaraa	N1:1	N1:1	N1:1	N1:1	N1:1	N.:.
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
2. N/A						
(/ /)						
shares						
(Note 1)						
			Total A. (Ordir	harv shares)	Nil	
				ence shares)	N/A	
			•	Other class)	N/A	
Total funds raised du	uring the mo	nth from exerc	· ·	,		
of options (State cur				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.

	e Issuer which	are to be Listed				
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
<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)	(/ /)	-			
<u>2. N/A</u>						
Stock code (if listed)			-			
Class of shares issuable (Note 1)						
			-			
Subscription price			-			
(if applicable)						
(dd/mm/yyyy)	(/ /)				
3. N/A		/	-			
Stock code (if listed)			_			
Class of shares			-			
			-			
			<u>-</u>			
EGM approval date						
(if applicable))				
)	-			
<u>4. N/A</u>						
(/ /)				. <u></u>		
Stock code (if listed)						
Class of shares			-			
Subscription price			-			
EGM approval date			-			
(if applicable)						
	(/ /)	_			
				_		
		Tota		hary shares)	N/A	_
				nce shares)	N/A N/A	-
			((Other class)	IN/A	-

Convertibles (i.e. Convertible	into Shares of th	e Issuer whi	ch 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
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	\ <i>'</i> ' /					
<u>2. N/A</u>	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3. N/A						
	_					
	_					
	_					
Class of shares						
EGM approval date						
(if applicable)						
	(/ /)					
<u>4. N/A</u>	_					
	_					
Stock code (if listed)						
Class of shares						
iccuphla (Nata 1)						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)		Total C (Ordin -	vru oboroc)	NI/A	
			Total C. (Ordina			-
				ce shares)		-
			(U	ther class)	IN/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)

Ful	I particulars including EGM approval date (dd/mm/yyyy), 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	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
	prospectus of the Company dated 27 April 2018)	Nil	Nil
	Ordinary shares (Note 1)	INII	INII
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) Ordinary shares <i>(Note 1)</i>	Nil	4,590,000
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)	Nil	
	(Preference shares)	N/A	
	(Other class)	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
1.	Rights issue	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		/)	N/A	
2.	Open offer	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		/)	N/A	
3.	Placing	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	/	/)	N/A	
4.	Bonus issue			Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	/)	N/A	

	Type of Issue					No. of new shares of issuer during the pursuant thereto No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price :	State currency———	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	N/A
6.	Repurchase of shares			Class of shares repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>Ordinary</u> (3/12/2018, 12/12/2018, 19/12/2018 and 24/12/2018) (28/11/2018)	(16,080,000)
7.	Redemption of shares			Class of shares redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	N/A
8.	Consideration issue	At price :	State currency ———	Class of shares issuable (Note 1) 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)	(/	/)	N/A	
				EGM approval date: (dd/mm/yyyy)	(/	/)		
10.				Class of shares issuable (Note 1)					
10.	Other	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/	/)	N/A	
				EGM approval date: (dd/mm/yyyy)	(/	/)		
				Total E. (0	Drdin	arvs	hares	(16,080,0	00)
					efere	ence	shares r class) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	(16,080,000)
(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 Issu	ed 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)
Title: Joint Company Secretary

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.