



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)

Number of shares to which this form of proxy relates ^(Note 1)	
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FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 29 NOVEMBER 2024

I/We^(Note 2) _____
of _____
being the registered holder(s) of shares in the issued share capital of Top Education Group Ltd (the “Company”) hereby appoint the Chairperson of the meeting^(Note 3) or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting (the “AGM”) of the Company for the year 2024 to be held at Level 3, Yerrabingin House, 3 Central Avenue, Eveleigh, New South Wales 2015, Sydney, Australia on Friday, 29 November 2024 at 10:00 a.m. (Hong Kong time)/1:00 p.m. (Sydney time) (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions (with or without amendments) as set out in the notice convening the AGM (“Notice”) and at such AGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, and if no indication is given, as my/our proxy thinks fit.

Please tick (“√”) the appropriate boxes to indicate how you wish your vote(s) to be cast^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To consider and receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 30 June 2024.		
2.	To declare a final dividend of HK0.2 cents per share for the year ended 30 June 2024.		
3(a).	To re-elect Mr. Amen Kwai Ping Lee as non-executive director of the Company.		
3(b).	To re-elect Ms. Xing Shi Huang as executive director of the Company.		
3(c).	To re-elect Professor John Patrick Hearn as independent non-executive director of the Company.		
3(d).	To authorize the board of directors of the Company (the “Board”) to fix the remuneration of the executive directors of the Company (the “Directors”) for the year ending 30 June 2025.		
3(e).	To authorise the Board to fix the remuneration of the non-executive Directors for the year ending 30 June 2025, subject to a maximum aggregate limit of AUD850,000 per annum.		
4(a).	To re-appoint Ernst & Young as auditors of the Company from the date of the AGM for the year 2024 until the earlier of (i) the receipt of the consent granted by the Australian Securities and Investments Commission to the resignation of Ernst & Young as auditors of the Company as required under the Australian Corporations Act 2001 (Cth) (the “ASIC Consent”); and (ii) if ASIC Consent has not been obtained, the next AGM of the Company to be held after the AGM for the year 2024, and to authorize the Board to fix their remuneration for the year ending 30 June 2025.		
4(b).	To subject to (i) the receipt of the ASIC Consent; and (ii) the formal resignation of Ernst & Young as auditors of the Company, to appoint each of RSM Australia Partners and Baker Tilly Hong Kong Limited, having been duly nominated and having consented in writing to do so, as auditors of the Company, and to authorize the Board to fix their remuneration for the year ending 30 June 2025.		
5.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.		
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		

* The full texts of these resolutions are set out in the Notice.

Date: _____ 2024

Shareholder’s Signature(s)^(Note 5) _____

Notes:

1. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
3. If any proxy other than the Chairperson of the meeting is preferred, strike out the words "the Chairperson of the meeting or" herein and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company, but must attend the meeting to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to tick the boxes will entitle your proxy to cast your votes at his or her discretion or abstain for the relevant resolutions. Your proxy will also be entitled to vote at his or her discretion or abstain on any other resolution properly put to the meeting other than that referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorized.
6. Any shareholder entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting of the Company. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise.
7. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:00 a.m. (Hong Kong time) on Wednesday, 27 November 2024) or the adjourned meeting (as the case may be).
8. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the Meeting either personally or by proxy in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
9. Completion and return of this form of proxy will not preclude you from attending the meeting and voting in person if you so wish. In the event that you attend the meeting after having lodged this form of proxy, it will be deemed to have been revoked.
10. The AGM will be in the form of a hybrid meeting. Shareholders may attend, participate and vote at the AGM physically or via electronic facilities by visiting the website – <https://meetings.computershare.com/MYW5XHC>, details of which are set out in the Company's circular dated 25 October 2024.
11. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.