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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)

PASSING AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

AND

WITHDRAWAL OF ORDINARY RESOLUTIONS AT THE ANNUAL GENERAL MEETING

PASSING AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the "**Board**") of directors (the "**Directors**") of Top Education Group Ltd (the "**Company**"), together with its subsidiaries, the "**Group**") announces with sorrow that the Company has been informed that Professor John Patrick Hearn ("**Professor Hearn**"), an independent non-executive Director, and chairperson and member of the risk and compliance committee of the Company ("**Risk and Compliance Committee**"), passed away on 1 November 2024.

Professor Hearn had served as a member of the Company's Australian National Institute of Management and Commerce (the "**Council**") since 2013 and as the Chair of the Council since 2023. He joined the Board as an independent non-executive Director and became the chairperson and member of the Risk and Compliance Committee of the Company on 1 November 2024 and was due to stand for re-election at the forthcoming annual general meeting of the Company to be held on 29 November 2024 ("**AGM**"). The Board would like to express its sincere gratitude to Professor Hearn for his valuable contributions to the Group over the years. The Board would also like to express its deepest sorrow for his departure and conveys its deepest condolences to his family.

To ensure compliance with the Higher Education Standards Framework (Threshold Standards) 2021 (Cth), the Company will arrange for one or more candidate(s) to fill the vacancies of independent non-executive Director and chairperson of the Risk and Compliance Committee as soon as practicable.

WITHDRAWAL OF ORDINARY RESOLUTIONS AT THE ANNUAL GENERAL MEETING

Re-election of Professor Hearn as an independent non-executive Director

Reference is made to the notice of the AGM dated 25 October 2024 (the "**AGM Notice**"), the circular of the Company dated 25 October 2024 (the "**Circular**") and the accompanying proxy form (the "**Proxy Form**") for use by the shareholders of the Company (the "**Shareholders**") at the AGM.

In view of the passing away of Professor Hearn, ordinary resolution numbered 3.(c) in relation to the re-election of Professor Hearn as an independent non-executive Director stated in the Proxy Form is no longer applicable and will not be put forward to the Shareholders for consideration and voting at the AGM.

Reappointment of Ernst & Young as auditors of the Company

Reference is made to the announcement of the Company dated 17 October 2024, the AGM Notice, the Circular and the Proxy Form. Ernst & Young ("**EYA**"), the current auditor of the Company, had received consent from the Australian Securities and Investments Commission to its formal resignation, and EYA's formal resignation will take effect from the date of the AGM. In view of this, ordinary resolution numbered 4.(a) in relation to the reappointment of EYA as auditors of the Company from the date of the AGM for the year 2024 stated in the Proxy Form is no longer applicable and will not be put forward to the Shareholders for consideration and voting at the AGM.

Save as disclosed above, all other proposed resolutions contained in the AGM Notice and the Proxy Form shall continue to be considered and voted at the AGM. The date, time and venue of the AGM will remain unchanged. Proxy Forms lodged by the Shareholders shall remain valid except that no poll will be taken or counted for the aforesaid ordinary resolutions numbered 3.(c) and 4.(a).

By order of the Board
Top Education Group Ltd
Min Ying
Company Secretary

Australia, 11 November 2024

As at the date of this announcement, the executive Directors are Dr. Rongning Xu, Ms. Xing Shi Huang and Mr. Qingquan Yang, the non-executive Directors are Mr. Amen Kwai Ping Lee, Mr. Yi Dai and Mr. Edward Chiang, and the independent non-executive Directors are Mr. Tianye Wang, Professor Steven Schwartz and Mr. Jonathan Richard O'Dea.