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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 29 NOVEMBER 2024**

At the annual general meeting (the “AGM”) of Top Education Group Ltd (the “Company”) held on 29 November 2024, all the proposed resolutions as set out in the notice of the AGM (the “Notice”) dated 25 October 2024, except ordinary resolutions numbered 3(c) and 4(a) which were withdrawn, were taken by poll. All directors of the Company attended the AGM in person or by electronic means except Mr. Tianye Wang, who were unable to attend the AGM.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		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.	987,290,000 (100%)	0 (0%)
2.	To declare a final dividend of HK0.2 cents per share for the year ended 30 June 2024.	987,290,000 (100%)	0 (0%)
3(a).	To re-elect Mr. Amen Kwai Ping Lee as non-executive director of the Company.	987,290,000 (100%)	0 (0%)
3(b).	To re-elect Ms. Xing Shi Huang as executive director of the Company.	987,290,000 (100%)	0 (0%)
3(c).	Withdrawn	-	-
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.	987,290,000 (100%)	0 (0%)
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.	987,290,000 (100%)	0 (0%)
4(a).	Withdrawn	-	-
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.	987,290,000 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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.	987,290,000 (100%)	0 (0%)
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.*	987,290,000 (100%)	0 (0%)
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.	987,290,000 (100%)	0 (0%)

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

Notes:

- (a) Reference is made to the announcement of the Company dated 11 November 2024, ordinary resolutions numbered 3(c) and 4(a) are no longer applicable and thus withdrawn.
- (b) Reference is made to the announcement of the Company dated 17 October 2024. For the ordinary resolution numbered 4(b), since (i) ASIC Consent was received on 24 October 2024, and (ii) the formal resignation of Ernst & Young was received on 28 October 2024, upon approval by the Shareholders at the AGM, RSM Australia Partners and Baker Tilly Hong Kong Limited were each appointed as auditors of the Company with effect from the conclusion of the AGM.
- (c) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 7 (except resolutions numbered 3(c) and 4(a)), all resolutions were duly passed as ordinary resolutions.
- (d) As at the date of the AGM, the total number of shares of the Company in issue was 2,436,394,000 shares.
- (e) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 2,436,394,000 shares.
- (f) There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").
- (g) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (h) None of the shareholders of the Company have stated their intention in the Company's circular dated 25 October 2024 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (i) The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By order of the Board
Top Education Group Ltd
Amen Kwai Ping Lee
Chairperson of the Board

Australia, 29 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.