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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the extraordinary general meeting (the “**EGM**”) of Top Education Group Ltd (the “**Company**”) will be held at Level 3, Yerrabingin House, 3 Central Avenue, Eveleigh, New South Wales 2015, Sydney, Australia and through online access by visiting the website at <https://meetings.computershare.com/MD6LVAC>, on Wednesday, 2 July 2025 at 12:00 p.m. (Hong Kong time) / 2:00 p.m. (Sydney time). The purpose of the meeting is to consider and, if thought fit, to approve the below resolution of the Company as a special resolution.

Further information in relation to the special resolution and the transaction contemplated thereunder is set out in this document, of which this notice forms part.

1. SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following as a **special** resolution:

“**THAT:**

- (a) for the purposes of section 257D(1) of the *Corporations Act 2001* (Cth) and for all other purposes, the share buy-back agreement dated 7 April 2025 (the “**Share Buy-Back Agreement**”) entered into between the Company and PricewaterhouseCoopers Nominees (A.C.T.) Pty Ltd (“**PwC Nominees**”) (as bare trustee for the Australian partnership of PricewaterhouseCoopers (ABN 52 780 433 757), or each partner (as the context requires) (“**PwC Australia**”) in relation to the sale and purchase of all the 264,708,000 shares of the Company (the “**Buy-Back Shares**”) held by PwC Nominees (as the legal owner) on bare trust for PwC Australia (as the beneficial owner) by the Company from PwC Nominees (a copy of

which is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose), and all the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; and

- (b) the directors of the Company be and are hereby authorised to execute all such documents and do all such acts and things for and on behalf of the Company as he/she may consider necessary, appropriate, desirable or expedient for the implementation of, to give effect to or in connection with the Share Buy-Back Agreement and the transactions contemplated thereunder (including but not limited to the Share Buy-Back and the cancellation of the Buy-Back Shares).”

2. VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on the special resolution by:

- (a) an Interested Shareholder; or
- (b) an Associate of an Interested Shareholder.

However, the Company needs not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote and is cast in accordance with the directions on the form of proxy; and
- (d) it is cast by a person chairing the meeting as proxy for a person who is entitled to vote and is cast in accordance with the directions on the form of proxy, or without such directions, to vote as a proxy decides.

Yours faithfully,
For and on behalf of the Board
Top Education Group Ltd
Dr. Amen Kwai Ping Lee
Chairperson

Australia, 30 May 2025

Explanatory Notes:

These notes should be read in conjunction with the Notice of EGM.

1. As set out in the section headed “Guidance for the EGM” of the circular, the EGM will be in the form of a hybrid meeting. In addition to the traditional physical attendance at the EGM at Level 3, Yerrabingin House, 3 Central Avenue, Eveleigh, New South Wales 2015, Sydney, Australia, Shareholders have the option of attending, participating and voting in the EGM through online access by visiting the website at <https://meetings.computershare.com/MD6LVAC> (the “**Online Platform**”). Shareholders participating in the EGM using the Online Platform will also be counted towards the quorum and he/she will be able to cast votes and ask questions (both online and verbally in real time) relevant to the proposed resolutions through the Online Platform.
2. Shareholders attending the EGM using the Online Platform are expected to have a reliable and stable internet connection that can support live streaming and be able to follow the EGM proceedings in order to cast the votes and submit questions online. If for any reasons the internet connection is lost or interrupted, it may affect the ability of the Shareholders to follow the EGM proceedings. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated.
3. Each set of Shareholder login details can be used on one electronic device (either smartphone, tablet device or computer) at a time only. If Shareholders experience any technical difficulties or require assistance while using the Online Platform, please contact the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (“**Computershare**”) at (852) 2862 8555 from 9:00 a.m. (Hong Kong time) until the end of the EGM (Hong Kong time) on the date of the EGM. Please note that Shareholders’ votes on the proposed resolutions cannot be recorded at, or taken by, Computershare’s service hotline. In the event that Shareholders have any concerns or issues attending the physical EGM or using the Online Platform, Shareholders are encouraged to appoint the Chairperson of the EGM as his/her proxy to exercise his/her voting rights.
4. The Online Platform will be open to registered Shareholders (the “**Registered Shareholders**”) and nonregistered Shareholders (the “**Non-Registered Shareholders**”) (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the EGM and can be accessed from any location with connection to the internet with a smartphone, tablet device or computer.

Login details for Registered Shareholders: Details regarding the arrangements of the EGM, including login details to access the Online Platform and online voting, are included in the Company’s notification letter to Registered Shareholders to be dispatched on Friday, 30 May 2025.

Login details for Non-Registered Shareholders: Non-Registered Shareholders who wish to attend and participate in the EGM using the Online Platform should liaise with his/her bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which his/her Shares are held (collectively, the “**Intermediaries**”) and provide his/her email addresses to the Intermediaries. Details regarding the arrangements of the EGM, including login details to access the Online Platform and online voting, will be sent by Computershare to the email addresses provided by the Non-Registered Shareholders.

The step-by-step “**Online Meeting User Guide**” can be found on the Company’s website (<https://www.top.edu.au/investor-relations>) under “Investor Relations” section.

5. For enquiries, please contact Computershare in person, by phone or online form:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre 183 Queen's Road East Wanchai, Hong Kong

Telephone: (852) 2862 8555

Office hours: 9:00 a.m. – 4:30 p.m. (Hong Kong time), Mondays to Fridays, excluding Hong Kong public holidays

Website: www.computershare.com/hk/contact

6. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), any vote of Shareholders at a general meeting must be taken by poll (except where the chairperson of the general meeting, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). An announcement of the poll results will be published by the Company after the conclusion of the EGM in the manner prescribed under the Listing Rules on the websites of Hong Kong Exchanges and Clearing Limited and the Company.
7. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy (where the Shareholder holds two or more Shares) to attend and vote instead of him. A proxy does not need to be a Shareholder. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each Share held by him.
8. If a Shareholder is a body corporate, or appoints a body corporate as a proxy, that body corporate will need to ensure that it (a) appoints an individual as its corporate representative to exercise its powers at the EGM, in accordance with section 250D of the Australian Corporations Act or as its attorney to exercise its powers at the EGM by a duly executed power of attorney; and (b) provides satisfactory evidence of the appointment of its corporate representative or due execution of a power of attorney prior to the EGM. If such evidence is not received prior to the EGM, the representative or attorney (as applicable) will not be permitted to act on the Shareholder's behalf. Evidence of the appointment or power of attorney can be sent to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 12:00 p.m. (Hong Kong time) on Monday, 30 June 2025) or the adjourned meeting (as the case may be).
9. Under the Corporations Act, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution (a) if the proxy is not the Chairperson of the EGM, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and (b) if the proxy is the Chairperson of the EGM, the proxy must vote on a poll and must vote as directed.
10. In addition, there are some circumstances where the Chairperson of the EGM will be taken to have been appointed as a Shareholder's proxy for the purposes of voting on a particular resolution even if the Shareholder has not expressly appointed the Chairperson of the EGM as their proxy. This will be the case where you appoint a proxy who is not the Chairperson of the EGM and you direct your proxy to vote in a particular way, but your proxy does not attend the EGM or does not vote. In this case, the Chairperson of the EGM will act in place of your nominated proxy and will vote in accordance with your direction.
11. If you appoint a proxy, you are encouraged to direct your proxy how to vote. The Chairperson of the EGM intends to vote all undirected proxies in favour of the special resolution.
12. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present (whether in person or by proxy) at the EGM, that one of the joint holders 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. Several executors or administrators of a deceased member in whose name any Share stands shall be deemed joint holders thereof.

13. Whether or not you intend to attend the EGM, you are requested to submit your proxy appointment by completing and signing the form of proxy in accordance with the instructions printed thereon and return it, 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, to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 12:00 p.m. (Hong Kong time) on Monday, 30 June 2025) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting (whether physically or by mean of electronic facilities) at the EGM (or any adjournment thereof) if you so wish.
14. The EGM will be held on Wednesday, 2 July 2025. For determining the entitlement of the Shareholders to attend and vote at the meeting, the register of members of the Company will be closed from Thursday 26 June 2025 to Wednesday, 2 July 2025, both dates inclusive, during which period no transfer of Shares will be registered, and the record date for the EGM will be Wednesday, 2 July 2025. In order to be eligible to attend and vote at the EGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Wednesday, 25 June 2025.
15. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 7:00 a.m. (Hong Kong time) on Wednesday, 2 July 2025, the EGM will not be held on Wednesday, 2 July 2025 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company.
16. The EGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.
17. References to time and dates in this notice are to Hong Kong time and dates.

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