



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)*

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 2 JULY, 2025

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 extraordinary general meeting of the Company (the “EGM”) to be held at Level 3,
Yerrabingin House, 3 Central Avenue, Eveleigh, New South Wales 1515, Sydney, Australia on Wednesday, 2 July 2025 at 12:00 p.m. (Hong Kong time) / 2:00
p.m. (Sydney time) (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution (with or without amendments) as set
out in the notice convening the EGM (“Notice”) and at such EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the
resolution 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)*.

	SPECIAL RESOLUTION	FOR	AGAINST
1.	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.		

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

Date: _____ Shareholder’s Signature(s) *(Note 5)*: _____

- Notes:
- Please insert the number of shares of the Company 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).
 - Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
 - 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.
 - 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.
 - 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.
 - Any shareholder entitled to attend and vote at the meeting of the Company is entitled to appoint a proxy/more than one proxy (where the Shareholder holds two or more shares of the Company) to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares of the Company 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. 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.
 - If a shareholder is a body corporate, or appoints a body corporate as a proxy, that body corporate will need to ensure that (a) it appoints an individual as its corporate representative to exercise its powers at the EGM, in accordance with section 250D of the Australian Corporations Act; and (b) provides satisfactory evidence of the appointment of its corporate representative prior to the EGM. If such evidence is not received prior to the EGM, the body corporate (through its representative) will not be permitted to act on the shareholder’s behalf. Evidence of appointment 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).
 - In order to be eligible to attend and vote at the EGM, 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 be deposited at 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 holding 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).
 - Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the EGM, either in person 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 (whether in person or by proxy) at the EGM, 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. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
 - Completion and return of this form of proxy will not preclude you from attending and voting (whether physically or by means of electronic facilities) at the EGM (or any adjournment thereof) if you so wish. In the event that you attend the EGM after having lodged this form of proxy, it will be deemed to have been revoked.
 - The EGM will be in the form of a hybrid meeting. Shareholders may attend, participate and vote at the EGM by physical attendance at Level 3, Yerrabingin House, 3 Central Avenue, Eveleigh, New South Wales 2015, Sydney, Australia or through online access by visiting the website at <https://meetings.computershare.com/MD6LVAC>, further details of which are set out in the Company’s circular dated 30 May 2025.
 - ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED 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.