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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 ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the "Annual General Meeting") 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 on Thursday, 26 November 2026 at 10:00 a.m. (Hong Kong time)/1:00 p.m. (Sydney time) to consider the following matters as ordinary business and, if thought fit, to pass the following as ordinary resolutions:

AS ORDINARY BUSINESS

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 30 June 2026.

2. To declare a final dividend of HK0.9 cents per share for the year ended 30 June 2026.

3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) to re-elect Mr. Qingquan Yang as executive director of the Company;

   (b) to re-elect Mr. Edward Chiang as non-executive director of the Company;

   (c) to re-elect Professor Steven Schwartz as independent non-executive director of the Company;

   (d) to re-elect Mr. Jonathan Richard O'Dea as independent non-executive director of the Company;

(e) 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 2027; and

(f) to authorize the Board to fix the remuneration of the non-executive Directors for the year ending 30 June 2027, subject to a maximum aggregate limit of AUD850,000 per annum.

4. To re-appoint Baker Tilly Hong Kong Limited and RSM Australia Partners as auditors of the Company and to authorize the Board to fix their remuneration for the year ending 30 June 2027.

AS SPECIAL BUSINESS

As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. "**THAT**:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares (the "Shares") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), subject to and in accordance with all applicable laws, rules and regulations;

(b) the total number of Shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the constitution of the Company (the "Constitution") or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the "Shareholders") in general meeting."

6. "**THAT**:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted, issued or dealt with, or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraphs (a) and (b) above shall not exceed 20% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution), otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of rights of subscription or conversion under the terms of any warrants to be issued by the Company or any securities which are convertible into Shares;

(iii) the exercise of options under a share option scheme or similar arrangement of the Company;

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Constitution; or

(v) a specific authority granted by the Shareholders in a general meeting.

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Constitution of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

"Rights Issue" means an offer of Shares open for a period fixed by the Directors to holders of Shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

7. "**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the "Notice"), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of Shares shall not exceed 10% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares of the Company after the date of passing of this resolution)."

By Order of the Board
Amen Kwai Ping LEE
Chairperson

Australia, 27 October 2026

Notes:

1. As set out in the section headed "Guidance for the Annual General Meeting" of this circular, the Annual General Meeting will be a hybrid meeting. In addition to the traditional physical attendance at the Annual General Meeting, Shareholders have the option of attending, participating and voting in the Annual General Meeting through online access by visiting the website at https://meetings.computershare.com/M6AX76D (the "Online Platform"). Shareholders participating in the Annual General Meeting using the Online Platform will also be counted towards the quorum and he/she will be able to cast votes and submit questions relevant to the proposed resolutions through the Online Platform. The Company strongly encourages Shareholders to exercise their rights to attend and vote at the Annual General Meeting by electronic facilities.

2. Shareholders attending the Annual General meeting 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 Annual General meeting 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 Annual General meeting proceedings. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated.

   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. until the end of the Annual General Meeting (Hong Kong Time) on the date of the Annual General Meeting. 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 Annual General Meeting or using the Online Platform, Shareholders are encouraged to appoint the Chairperson of the Annual General Meeting as his/her proxy to exercise his/her voting rights.

3. The Online Platform will be open to registered Shareholders (the "**Registered Shareholders**") and non-registered Shareholders (the "**Non-Registered Shareholders**") (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the Annual General Meeting and can be accessed from any location with connection to the internet with a smartphone, tablet device or computer.

4. Login details for Registered Shareholders: Details regarding the arrangements of the Annual General Meeting, 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 Tuesday, 27 October 2026.

5. Login details for Non-Registered Shareholders: Non-Registered Shareholders who wish to attend and participate in the Annual General Meeting 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 Annual General Meeting, 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.

6. The step-by-step "Online User Guide for the Annual General Meeting to be held on Thursday, 26 November 2026" can be found on the Company's website (*https://www.top.edu.au/investor-relations*) under "Investor Relations" section.

7. For questions relating to the arrangements of the hybrid meeting, 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
   Website: www.computershare.com/hk/contact

8. All resolutions at the Annual General Meeting will be taken by poll (except where the Chairperson of the meeting decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy 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.

9. Where there are joint holders of any Share, any one of such joint holders may vote, 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 any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any Share stands shall be deemed joint holders thereof.

10. 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 be deposited at Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 10:00 a.m. (Hong Kong time) on Tuesday, 24 November 2026) or the adjourned meeting (as the case may be).

11. Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked, however if the Shareholder votes on any resolution, whether on a show of hands or on a poll, the person acting as proxy for the Shareholder shall have no vote in that capacity on the resolution.

12. 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 Monday, 23 November 2026 to Thursday, 26 November 2026, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, 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. on Friday, 20 November 2026. The record date will be Thursday, 26 November 2026.

13. For determining the entitlement to the proposed final dividend (subject to approval by the Shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Thursday, 3 December 2026 to Monday, 7 December 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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. on Wednesday, 2 December 2026.

14. The Annual General Meeting 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.

15. References to time and dates in this notice are to Hong Kong time and dates.

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 Dr. Amen Kwai Ping Lee 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.