

The Procedures for Shareholders to Propose a Person for Election as a Director of Top Education Group Ltd is available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese versions of the Procedures for Shareholders to Propose a Person for Election as a Director of Top Education Group Ltd, the English version shall prevail over the traditional Chinese version.

TOP EDUCATION GROUP LTD
澳洲成峰高教集團有限公司

(the “Company”)

(Registered in New South Wales, Australia with limited liability)

(Stock Code: 1752)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION
AS A DIRECTOR OF THE COMPANY**

1 PROVISIONS IN THE COMPANY’S CONSTITUTION

1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Articles 18.3 and 18.8 of the Company’s Constitution.

1.2 Article 18.3 is set out below:

“The Members may by ordinary resolution:

- (a) appoint new Directors;*
- (b) increase or reduce the maximum number of Directors;*
- (c) remove any Director before the end of the Director’s term of office, without prejudice to any claim for damages under any contract before the expiration of his period of office; and*
- (d) appoint another person in place of a Director who has been removed from office and the replacement Director shall hold office for the term for which the Director who has been replaced would have held office if that Director had not been replaced.”*

Further, Article 18.8 is set out below:

“(a) Subject to Articles 18.8(b) and 18.8(c), a person shall not be appointed as a Director, including as an Alternate Director, unless the Company has received from the person a written consent at least 7 days prior to their appointment.

(b) The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a Director and during which notice to the Company by such person of his or her willingness to be elected may be given, will be at least 7 days.

(c) The period for lodgement of the notices referred to in Article 18.8(b) shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”

2 REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3 PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

3.1 After the publication of the notice of a general meeting by the Company, according to Article 18.8 of the Company’s Constitution, if a shareholder of the Company wishes to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting, he/she shall deposit a written notice (the “**Notice**”) at the Company’s head office or registration office.

3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.

3.3 The period for lodgement of the Notice shall commence no earlier than the day after the despatch of the notice of general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during the Notice to the Company may be given will be at least 7 days.

3.4 In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

4 REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

4.1 Under section 249 of the Australian Corporations Act:

- directors of the Company must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the meeting. The request must be written, state any resolution to be proposed at the meeting and signed by the members making the request. Article 13.2 of the Constitution requires the directors to convene a general meeting upon such request for a general meeting being made. This may include a request for a general meeting for the purpose of nominating a person as a director of the Company;
- if directors of the Company fail to call the meeting within 21 days after the request is given to the company, members who hold more than 50% of the votes of all of the members who make such request for a general meeting may call and arrange to hold a general meeting; and
- members with at least 5% of the votes that may be cast at a general meeting of the Company may call, and arrange to hold, a general meeting. The members calling that meeting must pay the expenses of calling and holding the meeting.

10 May 2018