

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended  
(dd/mm/yyyy) :

30/06/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

Top Education Group Ltd

Date Submitted

3 July 2018

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>1752</u> Description : <u>Ordinary shares</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
(2) Stock code : <u>N/A</u> Description : _____			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code : <u>    <b>N/A</b>    </u> Description : _____			
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month _____	_____	_____	_____
Increase/(decrease) _____	_____	_____	_____
Balance at close of the month _____	_____	_____	_____

## 3. Other Classes of Shares

Stock code : <u>    <b>N/A</b>    </u> Description : _____			
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month _____	_____	_____	_____
Increase/(decrease) _____	_____	_____	_____
Balance at close of the month _____	_____	_____	_____

Total authorised share capital at the end of the month (*State  
currency*) :

\_\_\_\_\_     **N/A**



Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<b>1. N/A</b>						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
<b>2. N/A</b>						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
<b>3. N/A</b>						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
<b>4. N/A</b>						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
Total B. (Ordinary shares) _____					<b>N/A</b>	
(Preference shares) _____					<b>N/A</b>	
(Other class) _____					<b>N/A</b>	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <b>N/A</b> _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
2. <b>N/A</b> _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
3. <b>N/A</b> _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. <b>N/A</b> _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
Total C. (Ordinary shares) <u>          <b>N/A</b>          </u> (Preference shares) <u>          <b>N/A</b>          </u> (Other class) <u>          <b>N/A</b>          </u>						

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>Pre-IPO Performance Rights Plan adopted on 8 June 2017 and grant of rights on 10 June 2017 (described in the prospectus of the Company dated 27 April 2018)</u>     (08 / 06 / 2017) Ordinary shares (Note 1)	Nil	Nil
2. <u>Pre-IPO Performance Rights Plan adopted on 8 June 2017 and grant of rights on 20 April 2018 (described in the prospectus of the Company dated 27 April 2018)</u>     (08 / 06 / 2017) Ordinary shares (Note 1)	Nil	Nil
3. <u>N/A</u>    ( / / ) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	Nil N/A N/A	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1.	Rights issue	At price : _____	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	
2.	Open offer	At price : _____	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	
3.	Placing	At price : _____	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	
4.	Bonus issue			Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<b>N/A</b>	
6.	Repurchase of shares		Class of shares repurchased ( <i>Note 1</i> ) _____ Cancellation date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<b>N/A</b>	
7.	Redemption of shares		Class of shares redeemed ( <i>Note 1</i> ) _____ Redemption date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<b>N/A</b>	
8.	Consideration issue	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<b>N/A</b>	



Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares _____ issuable ( <i>Note 1</i> )  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) (dd/mm/yyyy)	<b>N/A</b>	
10. Other (Exercise on 30 May 2018 of the over-allotment option described in the prospectus of the Company dated 27 April 2018)	Class of shares <u>Ordinary shares</u> issuable ( <i>Note 1</i> )  At price : <u>0.33</u> State currency <u>HKD</u> Issue and allotment date : (dd/mm/yyyy) (04/06/2018)  EGM approval date: (18/04/2018) (dd/mm/yyyy)	<b>75,120,000</b>	<b>Nil</b>
Total E. (Ordinary shares)		<b>75,120,000</b>	
(Preference shares)		<b>N/A</b>	
(Other class)		<b>N/A</b>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) <b>75,120,000</b>
	(2) <b>N/A</b>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<b>N/A</b>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<b>N/A</b>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

