



## TOP EDUCATION GROUP LTD

30 May 2025

*To the Independent Shareholders*

Dear Sir/Madam,

### **(1) PROPOSED OFF-MARKET SHARE BUY-BACK; AND (2) CONNECTED TRANSACTION**

We have been appointed to form the Takeovers Code IBC to consider and advise the Independent Shareholders as to our opinion on the terms of the Share Buy-Back Agreement and the transactions contemplated thereunder in accordance with the Takeovers Code and the Share Buy-Backs Code, the details of which are set out in the circular of the Company to the Shareholders dated 30 May 2025 (the “**Circular**”), of which this letter forms part. Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

We wish to draw the attention of the Independent Shareholders to the letter from the Board set out on pages 6 to 20 of the Circular, the letter from the Independent Financial Adviser as set out on pages 25 to 44 of this circular, and the additional information set out in the appendices to the Circular.

Altus Capital has been appointed as the Independent Financial Adviser with our approval to advise us in this regard. Details of their independent advice, together with the principal factors and reasons they have taken into consideration in arriving at such advice, are set out on pages 25 to 44 of the Circular.

Having taken into account the advice and recommendation of the Independent Financial Adviser and the Independent Expert, we are of the view that, although not entered into in the ordinary and usual course of business of the Group, the terms of the Share Buy-Back Agreement and the transactions contemplated thereunder are fair and reasonable and on normal commercial terms, and are in the interests of the Company and the Shareholders as a whole.

### **Top Education Group Ltd**

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

ACN: 098 139 176 | CRICOS Code: 02491D | TEQSA PRV: 12059

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Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the Share Buy-Back Agreement and the transactions contemplated thereunder.

Yours faithfully,  
For and on behalf of the Takeovers Code IBC  
**Top Education Group Ltd**

**Yi Dai**

**Edward Chiang**

**Professor Steven Schwartz**

**Mr. Tianye Wang**

**Mr. Jonathan Richard O'Dea**

**Professor Dominic Robert Beresford Verity**

*Non-executive Directors*

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