



SOMERLEY CAPITAL LIMITED

20/F., China Building, 29 Queen's Road Central, Hong Kong

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Date: 30 May 2025

To: **Top Education Group Ltd**
Suite 1, Biomedical Building
1 Central Avenue
Eveleigh, New South Wales 2015
AUSTRALIA

Dear Sirs

Proposed off-market share buy-back by Top Education Group Ltd (stock code: 1752) (the "Company") (the "Share Buy-Back")

We refer to the circular issued by the Company dated 30 May 2025 in relation to the Share Buy-Back (the "**Circular**"). Unless otherwise defined, capitalised terms used in this confirmation shall have the same meaning as those defined in the Circular.

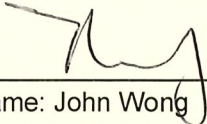
We hereby irrevocably give, and irrevocably undertake not to withdraw, our consent to the issue of the Circular with the inclusion of (i) our report on the qualifications of the Independent Expert and the valuation of the Buy-Back Shares as set out in Appendix IV to the Circular (the "**Report**"); and (ii) all references to our name, logo, qualifications and opinion in the form and context in which they are respectively set out in the Circular.

We hereby confirm that, as at the Latest Practicable Date:

- (a) we did not have any shareholding, direct or indirect, in any member of the Group or had any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group; and
- (b) we did not have any interest, direct or indirect, in any assets which have been acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to, any member of the Group since 30 June 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up.

We consent to this letter and the Report being made available for public inspection as described in the paragraph headed "*13. Documents on Display*" in Appendix II to the Circular.

Yours faithfully
For and on behalf of
Somerley Capital Limited


Name: John Wong
Position: *Director*