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Goldway Education Group Limited

金滙教育集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8160)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 5 AUGUST 2022

Goldway Education Group Limited (the “Company”) is pleased to announce that at the annual general meeting of the Company (the “AGM”) held at 4:00 p.m. on 5 August 2022, all the proposed resolutions as set out in the circular (the “Circular”) incorporating a notice of the AGM dated 30 June 2022 were duly voted by the shareholders of the Company by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The poll results in respect of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions <i>(Note)</i>		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditor of the Company and its subsidiaries for the year ended 31 March 2022	52,679,509 (98.32%)	900,001 (1.68%)
2.	To re-elect the following retiring Directors:		
	(a) to re-elect Mr. Hui Ka Fai as an executive director of the Company	52,679,509 (98.32%)	900,001 (1.68%)
	(b) to re-elect Mr. Tao Wah Wai Calvin as an executive director of the Company	52,679,509 (98.32%)	900,001 (1.68%)
	(c) to re-elect Ms. Tse Pui Fong as a non-executive director of the Company	1,509 (0.01%)	53,578,001 (99.99%)
	(d) to re-elect Mr. Yu Lap Pan as an independent non-executive director of the Company	52,679,509 (98.32%)	900,001 (1.68%)
	(e) to re-elect Mr. Hu Chao as an independent non-executive director of the Company	52,679,509 (98.32%)	900,001 (1.68%)
	(f) to re-elect Mr. Ho Kin as an independent non-executive director of the Company	1,509 (0.01%)	53,578,001 (99.99%)

* For identification purposes only

Ordinary Resolutions <i>(Note)</i>		Number of Votes (%)	
		For	Against
3.	To authorize the board of Directors (the “ Board ”) to fix the Directors’ remuneration for the year ended 31 March 2022	52,679,509 (98.32%)	900,001 (1.68%)
4.	To re-appoint Moore Stephens CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration	52,679,509 (98.32%)	900,001 (1.68%)
5.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the issued share of the Company as at the date of this resolution	52,679,509 (98.32%)	900,001 (1.68%)
6.	To grant a general mandate to the Directors to buy back Shares not exceeding 10% of the issued share of the Company as at the date of this resolution	52,679,509 (98.32%)	900,001 (1.68%)
7.	Conditional on the passing of resolutions number 5 and 6, to extend the general mandate granted by resolution number 5 by adding thereto the Shares bought back pursuant to the general mandate granted by resolution number 6	52,679,509 (98.32%)	900,001 (1.68%)
SPECIAL RESOLUTION <i>(Note)</i>			
8.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company, in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company	52,679,510 (98.32%)	900,000 (1.68%)

Note: The full text of the resolutions is set out in the notice of the AGM.

As not less than 50% of the votes were cast in favour of each of the resolutions numbered 1, 2(a), 2(b), 2(d), 2(e) and 3 to 7 above, these resolutions were duly passed by the Shareholders as ordinary resolutions. As not less than 75% of the votes were cast in favour of resolution numbered 8, such resolution was duly passed by the Shareholders as a special resolution. Shareholders may refer to the Circular for details of the above resolutions.

At the date of the AGM:

- (1) the total number of issued Shares was 522,500,000 Shares, which were the total number of Shares entitling the holders to attend and vote on resolutions at the AGM;
- (2) there were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules;
- (3) none of the Shareholders was required under the GEM Listing Rules to abstain from voting;
- (4) there were no parties who had stated in the Circular their intention to vote against the relevant resolutions or to abstain from voting at the AGM; and
- (5) All Directors attended the AGM in person or by means of electronic communication.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed and acted as the scrutineer for the vote-taking at the AGM.

RETIREMENT OF DIRECTORS

As the resolutions numbered 2(c) and 2(f) were not passed by the Shareholders at the AGM, Ms. Tse Pui Fong (“**Ms. Tse**”) and Mr. Ho Kin (“**Mr. Ho**”) retired as a non-executive Director and independent non-executive Director respectively with effect from the conclusion of the AGM. Mr. Ho also ceased to be the members of audit committee, remuneration committee and nomination and corporate governance committee of the Company with effect from the conclusion of the AGM. The Company has not received any disagreement with the Board by Ms. Tse and Mr. Ho and the Board is not aware of any matters relating to their retirement which needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to express its appreciation to Ms. Tse and Mr. Ho for their valuable contribution to the Company during their tenure of service.

NON-COMPLIANCE FOLLOWING THE RETIREMENT OF MR. HO

Following the retirement of Mr. Ho as an independent non-executive Director and member of each of audit committee, remuneration committee and nomination and corporate governance committee of the Company, the Company fails to meet the following requirements: (i) the requirement under Rule 5.28 of the GEM Listing Rules and the terms of reference of the audit committee of the Company that the audit committee must comprise a minimum of three members; (ii) the requirement that the remuneration committee shall comprise a minimum of three members pursuant to the terms of reference of the remuneration committee of the Company; and (iii) the requirement that the nomination and corporate governance committee shall comprise a minimum of three members under the terms of reference of the nomination and corporate governance committee of the Company.

In order to comply with the GEM Listing Rules and the terms of reference of the audit committee, the remuneration committee and the nomination and corporate governance committee of the Company, the Board is in the process of identifying suitable candidate(s) to fill the vacancies of Mr. Ho as soon as practicable and, in any event, within three months from 5 August 2022 in accordance with the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate.

By order of the Board
Goldway Education Group Limited
Cheung Hiu Fung
Chairman and Executive Director

Hong Kong, 5 August 2022

As at the date of this announcement, the executive Directors are Mr. Cheung Hiu Fung, Mr. Hui Ka Fai and Mr. Tao Wah Wai Calvin, and the independent non-executive Directors are Mr. Sek Ngo Chi, Mr. Yu Lap Pan and Mr. Hu Chao.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its publication. This announcement will also be published on the Company’s website at www.goldwayedugp.com.