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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Goldway Education Group Limited, you should at once hand this circular and the accompanied proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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)****PROPOSED CAPITAL REORGANIZATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at 1603a, The Phoenix, Luard Road, Wanchai, Hong Kong on 26 October 2023 at 2:30 p.m., is set out on pages 13 to 16 of this circular. Whether or not you propose to attend the meeting, you are advised to complete the form of proxy attached to the notice of the extraordinary general meeting in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the extraordinary general meeting (i.e. on 24 October 2023 at 2:30 p.m.) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

* *For identification purpose only*

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business in Hong Kong
“Capital Reduction”	the proposed reduction of the par value of each issued Consolidated Share from HK\$0.05 to HK\$0.0001 by cancelling the paid up share capital to the extent of HK\$0.0499 on each issued Consolidated Share
“Capital Reorganization”	the proposed capital reorganization of the Company’s share capital involving (i) the Share Consolidation; (ii) the Capital Reduction and (iii) the Sub-division
“CCASS”	the Central Clearing and Settlement System established and operated by the HKSCC
“Company”	Goldway Education Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Consolidated Shares”	new ordinary share(s) of HK\$0.05 each in the share capital of the Company after the Share Consolidation becoming effective and before the Capital Reduction and Sub-division becoming effective
“Court”	the Grand Court of the Cayman Islands
“Directors”	the directors of the Company and each a “Director”
“EGM”	the extraordinary general meeting of the Company to be held at 1603a, The Phoenix, Luard Road, Wanchai, Hong Kong on 26 October 2023 at 2:30 p.m. to consider and, if thought fit, approve the Capital Reorganization

DEFINITIONS

“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administration Region of the People’s Republic of China
“Latest Practicable Date”	3 October 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“New Shares”	new ordinary share(s) of HK\$0.0001 each in the share capital of the Company after the Capital Reduction and Sub-division became effective
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder”	holder(s) of the Shares or Consolidated Shares or New Shares
“Share Consolidation”	the proposed consolidation of every 5 issued and unissued Shares into one Consolidated Share in the issued and unissued share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted on 3 November 2016

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-division”	the proposed sub-division of each authorized but unissued Consolidated Share into 500 New Shares of HK\$0.0001 each
“%”	per cent

EXPECTED TIMETABLE

Set out below is an indicative timetable for the implementation of the Capital Reorganization. The timetable is subject to the results of the EGM and other changes. The Company will notify the Shareholders of any significant changes to the expected timetable by way of announcement(s) as and when appropriate.

Despatch of circular with notice of EGM. On or before Monday,
9 October 2023

Latest time for lodging transfers of Shares in order to qualify for
EGM. 4:30 p.m. on Thursday,
19 October 2023

Register of members closes (both days inclusive) From Friday, 20 October 2023
to Thursday, 26 October 2023

Latest time for lodging proxy form. 2:30 p.m. on Tuesday, 24 October 2023

Record date for EGM. Thursday, 26 October 2023

Date of EGM. 2:30 p.m. on Thursday, 26 October 2023

Announcement on results of EGM Thursday, 26 October 2023

Effective date for the Share Consolidation Monday, 30 October 2023

First day for free exchange of existing share certificates for new
share certificates. Monday, 30 October 2023

Dealing in Consolidated Shares commences 9:00 a.m. Monday,
30 October 2023

Original counter for trading in Shares in board lots of
12,000 Shares (in the form of existing share certificates)
temporarily closes 9:00 a.m. Monday,
30 October 2023

Temporary counter for trading in Consolidated Shares
in board lots of 2,400 Consolidated Shares (in the form of
existing share certificates) opens 9:00 a.m. Monday,
30 October 2023

EXPECTED TIMETABLE

Original counter for trading in Consolidated Shares in board lots of 12,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. Monday, 13 November 2023
Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. Monday, 13 November 2023
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares.	9:00 a.m. Monday, 13 November 2023
Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares.	4:00 p.m. Friday, 1 December 2023
Temporary counter for trading in Consolidated Shares in board lots of 2,400 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. Friday, 1 December 2023
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates closes	4:10 p.m. Friday, 1 December 2023
Last day for free exchange of existing share certificates for new share certificates	Tuesday, 5 December 2023
<p style="text-align: center;"><i>The following events are conditional on the results of the EGM and the approval by the Court of the Capital Reduction. It may take approximately 2 to 3 months for the Company to obtain hearing dates before the Court which will be subject to the availability of the Court over which the Company has no control. The dates are therefore tentative.</i></p>	
Effective date for the Capital Reduction and Sub-division	After 4:00 p.m. Monday, 29 January 2024

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Leung Wai Tai

Ms. Ip Sin Nam Ingrid

Mr. Cheung Tung Tsun Billy

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Independent Non-Executive Directors:

Mr. Yu Lap Pan

Mr. Hu Chao

Mr. Wong Chi Man

Principal place of business

in Hong Kong:

Shop B10, 1/F

Goodrich Shopping Arcade

Tuen Mun, New Territories

Hong Kong

9 October 2023

To Shareholders of the Company

Dear Sir or Madam,

**PROPOSED CAPITAL REORGANIZATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 11 September 2023 that the Board proposes to effect the Capital Reorganization.

The purpose of this circular is to provide you with information regarding the Capital Reorganization and the notice of EGM for the purpose of considering and, if thought fit, approving the resolution relating to the Capital Reorganization.

* For identification purpose only

LETTER FROM THE BOARD

CAPITAL REORGANIZATION

The Directors proposed to reorganize the share capital of the Company in the following manner:

1. the Shares will be consolidated on the basis that every 5 issued and unissued Shares of HK\$0.01 each will be consolidated into one Consolidated Share of HK\$0.05 each;
2. subject to and after the Share Consolidation becomes effective, the par value of each issued Consolidated Share of HK\$0.05 will be reduced to HK\$0.0001 by cancelling the paid-up share capital to the extent of HK\$0.0499 on each issued Consolidated Share; and
3. upon the Capital Reduction becoming effective, each authorized but unissued Consolidated Share will be sub-divided into 500 New Shares of HK\$0.0001 each.

Effects of the Capital Reorganization

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each, of which 907,949,630 Shares are in issue and are fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased after the Latest Practicable Date, after the Share Consolidation becoming effective but before the Capital Reduction and Sub-division becoming effective, the authorized share capital of the Company will be HK\$20,000,000 divided into 400,000,000 Consolidated Shares of HK\$0.05 each, of which 181,589,926 Consolidated Shares will have been issued and fully paid or credited as fully paid. After the Capital Reduction and Sub-division becoming effective, the authorized share capital of the Company will be HK\$20,000,000 divided into 200,000,000,000 New Shares of HK\$0.0001 each, of which 181,589,926 New Shares will have been issued and fully paid or credited as fully paid.

Assuming no further Shares will be issued or repurchased after the Latest Practicable Date, a credit of approximately HK\$9.06 million will arise as a result of the Capital Reduction. Such credit will be transferred to a distributable reserve account of the Company. The account will be applied by the Directors for such purposes permitted under the applicable laws.

The Consolidated Shares and New Shares will rank *pari passu* in all respects with each other in accordance with the Company's memorandum and articles of association. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional

LETTER FROM THE BOARD

Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Consolidated Shares regardless of the number of share certificates held by such holder.

Other than the expenses to be incurred in relation to the Capital Reorganization, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders.

Based on the board lot size of 12,000 which the Shares are currently trading and the closing price of the Shares of HK\$0.036 as at the Latest Practicable Date, the expected board lot value immediately before and after the Share Consolidation becoming effective will be HK\$432 and HK\$2,160 respectively.

Conditions for Capital Reorganization

The Share Consolidation is conditional upon the following:

1. the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
2. the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares in issue following the Share Consolidation taking effect.

The Capital Reduction and Sub-division are conditional upon the following:

1. the passing of a special resolution by the Shareholders to approve the Capital Reduction and Sub-division at the EGM;
2. the Share Consolidation being approved by the Shareholders at the EGM and became effective;
3. the Court confirming the Capital Reduction and compliance with any conditions the Court may impose in relation to the Capital Reduction;
4. the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares in issue following the Capital Reduction and Sub-division taking effect; and

LETTER FROM THE BOARD

5. registration by the Registrar of Companies in the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Act with respect to the Capital Reduction.

The Capital Reorganization shall become effective when the respective conditions mentioned above in respect of the Share Consolidation, the Capital Reduction and Share Sub-division are fulfilled. Upon the approval by the Shareholders of the Capital Reduction and the Sub-division at the EGM, the legal advisors to the Company (as to Cayman Islands law) will apply to the Court for hearing date(s) to confirm the Capital Reduction and a further announcement will be made by the Company as soon as practicable after the Court hearing date(s) is confirmed.

Listing Application

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares and New Shares arising from the Capital Reorganization.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares and New Share on the Stock Exchange, the Consolidated Shares and New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares and New Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

None of the equity or debt securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Capital Reorganization is set out on pages 4 to 5 of this circular.

LETTER FROM THE BOARD

REASONS FOR THE CAPITAL REORGANIZATION

According to GEM Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities.

In view of the recent trading prices of the Shares, the Board proposed to implement the Capital Reorganization. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares.

In addition, the Company is prohibited from issuing new shares at below their par value under the Company's articles of association and the Companies Act. The Capital Reduction will give the Company greater flexibility in pricing any future issue of shares.

Accordingly, the Board is of the view that the Capital Reorganization is in the interests of the Company and the Shareholders as a whole.

The Board confirms that it has no intention to carry out any corporate actions offsetting the effect of the Capital Reorganization within the next 12 months. The Company may carry out fund raising activities such as placing and rights issue within the coming 12 months in order to strengthen the financial position of the Group for its operation and business development and/or for capturing investment opportunities should the same arise in the future. However no concrete plan or decision was made in relation thereto as at the Latest Practicable Date.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots of the Consolidated Shares, the Company has appointed Cheong Lee Securities Limited, as an agent to provide matching service, on a best effort basis, for the sale and purchase of odd lots of Consolidated Shares arising from the Capital Reorganization. Shareholders who wish to take advantage of this facility should contact Miss Yu of Cheong Lee Securities Limited at Room 16B, 16/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong at telephone number 3426 2664 during office hours. Shareholders should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Please refer to the section headed "EXPECTED TIMETABLE" on pages 4 to 5 of this circular for the period during which the Company will provide matching service for the sale and purchase of odd lots of the Consolidated Shares.

LETTER FROM THE BOARD

EXCHANGE OF SHARE CERTIFICATES

The new share certificates will be in the colour of red in order to distinguish them from the existing share certificates which are blue in colour. Subject to the Share Consolidation becoming effective, Shareholders may during the prescribed period submit share certificates for existing Shares to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for certificates of the Consolidated Shares (on the basis of 5 existing Shares for one Consolidated Share) within the prescribed time. Thereafter, certificates of Shares will remain effective as documents of title but will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate issued or cancelled, whichever is higher, payable by Shareholders.

SHARE OPTIONS

As at the Latest Practicable Date, there were outstanding share options granted under the Share Option Scheme to subscribe for 52,250,000 new Shares. No share scheme mandate to issue further share options under the Share Option Scheme was available as at the Latest Practicable Date. The auditor of the Company or an independent financial adviser will be engaged by the Company in accordance with the terms of the Share Option Scheme to certify in writing as to the adjustments (if any) required to be made in respect of the share options as a result of the Capital Reorganization. The Company will make further announcements about the adjustments in due course.

EGM

A notice convening the EGM is set out on pages 13 to 16 of this circular. All resolutions to be proposed at the EGM will be voted on by poll.

A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the EGM (i.e. on 24 October 2023 at 2:30 p.m.). The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the proposed resolution(s) at the EGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 20 October 2023 to Thursday, 26 October 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:00 p.m. on Thursday, 19 October 2023.

RECOMMENDATION

The Directors are of the opinion that the proposed Capital Reorganization is in the interest of the Company and the Shareholders as a whole and so recommend you to vote in favour of the resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

Yours faithfully,
On behalf of the Board of
Goldway Education Group Limited
Leung Wai Tai
Executive Director

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Goldway Education Group Limited (the “**Company**”) will be held at 1603a, The Phoenix, Luard Road, Wanchai, Hong Kong on 26 October 2023 at 2:30 p.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the Listing Committee of The Hong Kong Stock Exchange Limited granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below), with effect from the second Business Day (as defined in the circular of the Company dated 9 October 2023, the “**Circular**”):
 - (a) every five (5) issued and unissued Shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of HK\$0.05 each (each a “**Consolidated Share**”) (the “**Share Consolidation**”) so that the authorised share capital of the Company shall become HK\$20,000,000 divided into 400,000,000 Consolidated Shares of HK\$0.05 each, and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company; and
 - (b) the directors (“**Directors**”) of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents (including under seal where appropriate) and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing, including without limitation, to make arrangements for the settlement and disposal of fractional entitlements, if any, arising from the Share Consolidation.

* For identification purposes only

NOTICE OF EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTION

2. **“THAT** subject to and conditional upon (i) the passing of resolution numbered 1 above and the Share Consolidation has become effective; (ii) an order being made by the Grand Court of the Cayman Islands (**“Court”**) confirming the Capital Reduction (as defined below) and compliance with any condition which the Court may impose in relation to the Capital Reduction (as defined below); (iii) registration by the Registrar of Companies of Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Act of Cayman Islands in respect of the Capital Reduction (as defined below); and (iv) the Listing Committee of The Hong Kong Stock Exchange Limited granting approval for the listing of, and permission to deal in, the New Shares (as defined below), upon the date on which the aforesaid conditions are fulfilled:
- (a) the par value of each issued Consolidated Share of HK\$0.05 in the share capital of the Company be reduced to HK\$0.0001 (each a **“New Share”**) by cancelling paid-up capital to the extent of HK\$0.0499 on each issued Consolidated Share (**“Capital Reduction”**) and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company;
 - (b) immediately following the Capital Reduction, each of the then authorized but unissued Consolidated Shares of HK\$0.05 each in the capital of the Company be sub-divided into 500 New Shares of HK\$0.0001 each (**“Subdivision”**) so that immediately following the Capital Reduction and Subdivision, the authorised share capital of the Company shall become HK\$20,000,000 divided into 200,000,000,000 New Shares of HK\$0.0001 each;
 - (c) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilised by the Directors in accordance with memorandum and the articles of association of the Company and all applicable laws, including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time;
 - (d) each New Share shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (e) the Directors be and are hereby authorised to do all such acts, deeds and things and execute all such documents (including under seal where appropriate) and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

By order of the Board
Goldway Education Group Limited
Leung Wai Tai
Executive Director

Hong Kong, 9 October 2023

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Shop B10, 1/F,
Goodrich Shopping Arcade
Tuen Mun, New Territories
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association, vote in his stead. A proxy need not be a member of the Company but must be an individual and be present in person at the meeting to represent the member. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each of such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting (i.e. on 24 October 2023 at 2:30 p.m.) or adjourned meeting.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 20 October 2023 to Thursday, 26 October 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 19 October 2023.

NOTICE OF EXTRAORDINARY GENERAL MEETING

If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 10:30 a.m. on Thursday, 26 October 2023, the meeting will be adjourned and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date of this notice, the executive Directors are Mr. Leung Wai Tai, Ms. Ip Sin Nam Ingrid and Mr. Cheung Tung Tsun Billy, and the independent non-executive Directors are Mr. Yu Lap Pan, Mr. Hu Chao and Mr. Wong Chi Man.

This notice, 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 notice 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 notice misleading.

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