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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)**

### **PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Goldway Education Group Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to seek approval from the shareholders of the Company (the “**Shareholders**”) to (i) amend the existing amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”) in order to bring the Existing M&A in line with the latest legal and regulatory requirements, including the applicable laws of the Cayman Islands and the amendments made to Appendix 3 to the GEM Listing Rules with effect from 1 January 2022 (the “**Proposed Amendments**”); and (ii) adopt the second amended and restated memorandum and articles of association of the Company (the “**Second Amended Memorandum and Articles**”) in substitution for, and to the exclusion of, the Existing M&A. The Board also proposes certain minor house-keeping amendments to the Existing M&A for the purpose of clarifying existing practices and making consequential amendments in line with the Proposed Amendments.

A summary of the areas under the Existing M&A which will be subject to material change is set out below:

1. to update the definition of “Law” to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Act**”);

2. to provide that the Company must hold an annual general meeting in each financial year other than the financial year of the Company's adoption of its articles of association and such annual general meeting must be held within six months after the end of the Company's financial year;
3. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one (21) clear days, while all other general meetings (including an extraordinary general meeting) must be called by notice of not less than fourteen (14) clear days but if permitted by the GEM Listing Rules, a general meeting may be called by shorter notice, subject to the Act and the rules of designated stock exchanges (including the Stock Exchange), if it is so agreed under the circumstances set out in the memorandum and articles of association of the Company;
4. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the GEM Listing Rules, to abstain from voting to approve the matter under consideration;
5. to provide that any Director appointed by the Board to fill a casual vacancy on the Board shall hold office until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election;
6. to provide that the Shareholders may by way of an ordinary resolution remove the auditor of the Company at any time before the expiration of his term of office;
7. to update the provision regarding the appointment of the auditor of the Company by the Directors to fill any casual vacancy in the office of the auditor of the Company that any such auditor appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders;
8. to provide that the financial year end of the Company shall be 31 of March in each year, unless otherwise determined by the Directors from time to time;
9. to clarify that the right to requisition an extraordinary general meeting by any Shareholder holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company includes the rights for such Shareholder to specify the resolution to be transacted in its requisition; and
10. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The Proposed Amendments and the proposed adoption of the Second Amended Memorandum and Articles are subject to the approval of the Shareholders by way of special resolution at the forthcoming annual general meeting of the Company scheduled to be held on 5 August 2022 (the “AGM”). Prior to the passing of the special resolution at the AGM, the Existing M&A shall remain valid.

A circular reflecting, among other matters, further details of the Proposed Amendments, the proposed adoption of the Second Amended Memorandum and Articles and the notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board  
**Goldway Education Group Limited**  
**Cheung Hiu Fung**  
*Chairman*

Hong Kong, 29 June 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; the non-executive Director is Ms. Tse Pui Fong; and the independent non-executive Directors are Mr. Sek Ngo Chi, Mr. Ho Kin, 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](http://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](http://www.goldwayedugp.com).*

\* For identification purposes only