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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 RESULT OF ANNUAL GENERAL MEETING HELD ON 4 AUGUST 2023

Goldway Education Group Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company (the “**AGM**”) held at 2:30 p.m. on 4 August 2023, all proposed resolutions as set out in the circular (the “**Circular**”) incorporating a notice of the AGM dated 30 June 2023 was 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 resolution 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 2023	169,104,380 (100.00%)	0 (0.00%)
2.	To re-elect the following retiring Directors:		
	(a) to re-elect Mr. Tao Wah Wai Calvin as an executive director of the Company	380 (0.01%)	169,104,000 (99.99%)
	(b) to re-elect Mr. Leung Wai Tai as an executive director of the Company	169,104,380 (100.00%)	0 (0.00%)

	(c) to re-elect Mr. Yu Lap Pan as an independent non-executive director of the Company	169,104,380 (100.00%)	0 (0.00%)
	(d) to re-elect Mr. Hu Chao as an independent non-executive director of the Company	169,104,380 (100.00%)	0 (0.00%)
	(e) to re-elect Mr. Wong Chi Man as an independent non-executive director of the Company	169,104,380 (100.00%)	0 (0.00%)
3.	To authorize the board of Directors(the “Board”) to fix the Director’s remuneration for the year ended 31 March 2023	169,104,380 (100.00%)	0 (0.00%)
4.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company and to authorize the Board to fix its remuneration	169,104,380 (100.00%)	0 (0.00%)
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	169,104,380 (100.00%)	0 (0.00%)
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	169,104,380 (100.00%)	0 (0.00%)
7.	Conditional on the passing of resolution 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	169,104,380 (100.00%)	0 (0.00%)

Note: The full text of resolution 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(b), 2(c), 2(d), 2(e), and 3 to 7 above, these resolutions were duly passed by the Shareholders as ordinary resolutions. 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 756,629,630 Shares, which were total number of Shares entitling the holders to attend and vote on resolution at the AGM;
- (2) there were no Shares entitling the holders to attend and abstain from voting in the favour of the resolution 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 DIRECTOR

As the resolutions number 2(a) was not passed by the Shareholders at the AGM. Mr. Tao Wah Wai Calvin (“Mr. Tao”) retired as an executive Director with effect from the conclusion of the AGM. Mr. Tao also ceased to be the Chairman of 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 Mr. Tao. And the Board is not aware of any disagreement with the Board by Mr. Tao and the Board is not aware of any matters relating to his 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 Mr. Tao for his valuable contribution to the Company during his tenure of service.

NON-COMPLIANCE FOLLOWING THE RETIREMENT OF MR. TAO

Following the retirement of Mr. Tao, as an executive Director and Chairman of nomination and corporate governance committee of the Company, the Company fails to meet the following requirements: 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 nomination and corporate governance committee of the Company, the Board is in the process of identifying suitable candidate to fill the vacancy of Mr. Tao as soon as practicable and, in any event, within three months from 4 August 2023 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
Leung Wai Tai
Executive Director

Hong Kong, 4 August 2023

As at the date of this announcement, the executive Directors are Mr. Leung Wai Tai, and the independent non-executive Directors are Mr. Yu Lap Pan, Mr. Hu Chao and Mr. Wong Chi Man.

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 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.

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