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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)

RESULTS OF THE VALID APPLICATIONS AND ACCEPTANCES OF THE RIGHTS SHARES; AND NUMBER OF THE UNSUBSCRIBED RIGHTS SHARES AND THE ES UNSOLD RIGHTS SHARES UNDER THE COMPENSATORY ARRANGEMENTS

Reference is made to the prospectus (the “**Prospectus**”) of Goldway Education Group Limited (the “**Company**”) dated 2 July 2024 in relation to the Rights Issue. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF VALID APPLICATIONS AND ACCEPTANCES OF THE RIGHTS SHARES

The Board announces that as at 4:00 p.m. on Tuesday, 16 July 2024, being the Latest Time for Acceptance, a total of 15 valid applications and acceptances under the PAL in respect of a total of 62,308,704 Rights Shares had been received, representing approximately 57.19% of the total number of Rights Shares offered under the Rights Issue.

NUMBER OF UNSUBSCRIBED RIGHTS SHARES AND ES UNSOLD RIGHTS SHARES SUBJECT TO THE COMPENSATORY ARRANGEMENTS

As at the Record Date, there were no Excluded Shareholders. Based on the above results of valid applications and acceptances under the PAL, the total number of Unsubscribed Rights Shares subject to the Compensatory Arrangements shall be 46,645,251 Rights Shares and there are nil ES Unsold Rights Shares. As disclosed above, the Company has, pursuant to Rule 10.31(1)(b) of the GEM Listing Rules, made the Compensatory Arrangements by entering into the Placing Agreement with the Placing Agents pursuant to which the Company conditionally appointed the Placing Agents and the Placing Agents conditionally agreed to act as the placing agent for the Company to procure, on a best effort basis, places

to subscribe for the Unsubscribed Rights Shares in accordance with the terms of the Placing Agreement. It is expected that the placing of the Unsubscribed Rights Shares by the Placing Agents will commence on Monday, 22 July 2024 and will end by not later than 6:00 p.m. on Friday, 26 July 2024. Any Unsubscribed Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. An announcement of the results of the Rights Issue (including the results of the placing of the Unsubscribed Rights Shares and the amount of the Net Gain, if any) is expected to be published on the websites of the Stock Exchange and the Company on Friday, 2 August 2024.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES

Shareholders and potential investors of the Company should note that each of the Rights Issue and the Placing is subject to the fulfilment of certain conditions. If any of the conditions of the Rights Issue and/or the Placing are not fulfilled, the Rights Issue and/or the Placing will not proceed. Any Shareholder or other person dealing in the Shares up to the date on which all the conditions to which the Rights Issue and the Placing are fulfilled or the Long Stop Date, which is expected to be on Monday, 29 July 2024, will accordingly bear the risk that the Rights Issue and/or the Placing may not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares and there is no minimum subscription amount required to be raised under the Rights Issue in order for the Rights Issue to proceed. Any Unsubscribed Rights Shares remain not placed under the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Investors are advised to exercise caution when dealing in the Shares.

Any Shareholder or other person contemplating transferring, selling or purchasing the Shares is advised to exercise caution when dealing in the Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

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

Hong Kong, 19 July 2024

As at the date of this announcement, 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. Wong Chi Man and Mr. Wong Ming Fair Victor.

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.

** For identification purpose only*