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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)

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE
DIRECTOR;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
(3) COMPLIANCE WITH GEM LISTING RULES; AND
(4) CHANGE OF COMPANY SECRETARY AND AUTHORISED
REPRESENTATIVE**

The Board hereby announces that, with effect from 8 August 2022:

- (1) Mr. Sek Ngo Chi has resigned as independent non-executive Director of the Company, the chairman of Remuneration Committee, member of Audit Committee and member of Nomination and Corporate Governance Committee;
- (2) Mr. Wong Chi Man has been appointed as independent non-executive Director of the Company; the member of Remuneration Committee and member of Audit Committee;
- (3) Mr. Yu Lap Pan has been appointed as a member of Remuneration Committee and a member of Nomination and Corporate Governance Committee;
- (4) Mr. Hu Chao has been appointed as the chairman of Remuneration Committee; a member of Audit Committee and a member of Nomination and Corporate Governance Committee;
- (5) Mr. Cheung Yuk Chuen has resigned as Joint Company Secretary and Authorised Representative;
- (6) Mr. Au Yeung Yiu Chung has resigned as Joint Company Secretary; and
- (7) Mr. Wong Chin Ming has been appointed as Company Secretary and Authorised Representative.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Goldway Education Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that, with effect from 8 August 2022, Mr. Sek Ngo Chi (“**Mr. Sek**”) has resigned as independent non-executive Director as he would like to devote more time on his other business commitments.

Mr. Sek has confirmed that he has no disagreement with the Board and there is no circumstances related to his resignation which need to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board announces that Mr. Wong Chi Man (“Mr. Wong”) has been appointed as an independent non-executive Director with effect from 8 August 2022.

Mr. Wong, aged 40, is currently the Responsible Officer of a securities company in Hong Kong. Mr. Wong has over 13 years of experience in the field of investment, finance and securities advisory. He holds a Master of Applied Finance degree from Monash University and a Bachelor degree in Commerce from Deakin University, Australia. Mr. Wong did not hold any directorship in any other listed companies in the past three years.

There is a letter of appointment entered between Mr. Wong and the Company. His appointment is for an initial term of 3 years and is subject to retirement and re-election pursuant to the articles of association of the Company. Mr. Wong is entitled to an annual remuneration of HK\$120,000. Mr. Wong has no relationship with any directors, senior management or substantial or controlling shareholder of the Company (within the meaning of the GEM Listing Rules). As at the date of this announcement, Mr. Wong has no interest in the securities of the Company with the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong). Save as disclosed, Mr. Wong does not hold any other position with the Company or any of its subsidiaries. Mr. Wong also confirmed that he meets all independence criteria as set out under Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, to the best of knowledge, information and belief of the Directors having made all reasonable enquiries, there is no information to be disclosed by Mr. Wong pursuant to Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there is no other information that need to be brought to the attention of the shareholders.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces the following changes in the composition of the Audit Committee (the “**Audit Committee**”), the Remuneration Committee (the “**Remuneration Committee**”) and the Nomination and Corporate Governance Committee (the “**Nomination and Corporate Governance Committee**”) of the Company with effect from 8 August 2022:

1. Mr. Sek Ngo Chi has resigned as member of Audit Committee and member of Corporate Governance Committee and the chairman of Remuneration Committee;
2. Mr. Wong, an independent non-executive Director of the Company, has been appointed as a member of Audit Committee and a member of Remuneration Committee;
3. Mr. Yu Lap Pan, an independent non-executive Director of the Company, has been appointed as a member of Remuneration Committee and a member of Nomination and Corporate Governance Committee; and
4. Mr. Hu Chao, an independent non-executive Director of the Company, has been appointed as the Chairman of Remuneration Committee; a member of Audit Committee and a member of Nomination and Corporate Governance Committee.

COMPLIANCE WITH GEM LISTING RULES

Reference is made to the announcement of the Company dated 5 August 2022. Following the appointment of Mr. Wong and the change of composition of Board committees,

- (i) The Audit Committee has three members and all members are independent non-executive Directors, thus meet the requirement under Rule 5.28 of the GEM Listing Rules and the terms of reference of the Audit Committee of the Company;
- (ii) The Remuneration Committee has three members and all members are independent non-executive Directors, thus meet the requirement the terms of reference of the Remuneration Committee of the Company; and
- (iii) The Nomination and Corporate Governance Committee has three members, thus meet the requirement under the terms of reference of the Nomination and Corporate Governance Committee of the Company.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board announces that Mr. Cheung Yuk Chuen (“**Mr. Cheung**”) and Mr. Au Yeung Yiu Chung (“**Mr. Au Yeung**”) both have tendered their resignation as Joint Company Secretary of the Company with effect from 8 August 2022. Mr. Cheung has also tendered his resignation as authorised representative (“**Authorised Representative**”) of the Company with effect from 8 August 2022. Mr. Cheung and Mr. Au Yeung both confirmed that they have no disagreement with the Board and there are no circumstances related to their resignation which need to be brought to the attention of the Stock Exchange and the shareholders of the Company.

Following the resignation of Mr. Cheung and Mr. Au Yeung, the Board is pleased to announce that Mr. Wong Chin Ming (“**Mr. CM Wong**”) has been appointed as the Company Secretary and Authorised Representative of the Company with effect from 8 August 2022. Mr. CM Wong, aged 48, holds a Master’s degree of Business Administration from University of Hull, U.K. He is a fellow member of the Association of Chartered Certificated Accountants and a member of the Hong Kong Institute of Certificated Public Accountants. Mr. Wong has extensive experience in the fields of financial, company secretarial, auditing and accounting.

The Board would like to express its sincere gratitude to Mr. Sek, Mr. Cheung and Mr. Au Yeung for their valuable contribution to the Company during their tenure of service. The Board would also like to take this opportunity to express its warmest welcome to Mr. Wong and Mr. CM Wong to the Company.

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

Hong Kong, 8 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. 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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