
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Goldway Education Group Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules (the “GEM Listing Rules”) governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM”) 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.

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)

GENERAL MANDATES TO ISSUE SHARES AND BUY-BACK SHARES, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page, inside cover page and contents page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the AGM to be held at Unit 4202, 42/F, The Centre, 99 Queen’s Road Central, Hong Kong on Friday, 28 July 2017 at 11:00 a.m. is set out on pages 14 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend and vote at the AGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event the instrument appointing the proxy shall be deemed to be revoked. This circular with a form of proxy will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its publication. This circular will also be published on the Company’s website at www.goldwayedugp.com.

* For identification purposes only

29 June 2017

CHARACTERISTICS OF THE GEM

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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 otherwise requires, the expressions set out below will have the following meaning:

“AGM”	the annual general meeting of the Company to be held at Unit 4202, 42/F, The Centre, 99 Queen’s Road Central, Hong Kong on Friday, 28 July 2017 at 11:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 14 to 19 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 March 2017
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Buy-Back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to buy back the Shares as set out in resolution 6 of the AGM Notice
“close associate(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Company”	Goldway Education Group Limited, an exempted company incorporated in the Cayman Islands with limited liability on 19 October 2015
“controlling shareholder(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Eligible Person(s)”	any full-time or part-time employee of the Company or any member of the Group, including any executive, non-executive and independent non-executive directors, advisors and consultants of the Company or its subsidiaries
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares as set out in resolutions 5 and 7 of the AGM Notice
“Latest Practicable Date”	27 June 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 3 November 2016
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“substantial shareholder(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission of Hong Kong
“%”	per cent.

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. Cheung Lick Keung
Ms. Chan Hoi Ying Karina

Non-executive Directors

Mr. Tsang Hin Man Terence
Ms. Wong Yi Ling

Independent Non-executive Directors

Mr. Chan Hoi Keung Terence
Mr. Sek Ngo Chi
Mr. Ho Kin

Registered Office

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

*Headquarters and Principal Place
of Business in Hong Kong*

Shop 203, Kin Sang Commercial Centre
Kin Sang Estate
Tuen Mun, New Territories
Hong Kong

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed to seek approval of the Shareholders at the AGM in respect of, among others, (i) the Issue Mandate; (ii) the Buy-Back Mandate; (iii) the re-election of retiring Directors; and (iv) the notice convening the AGM. In compliance with the GEM Listing Rules, this circular contains an explanatory statement which provides all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolution approving the Buy-Back Mandate and other relevant information.

GENERAL MANDATE TO ISSUE SHARES AND BUY BACK SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate to issue and allot the shares bought back by the Company under the Buy-Back Mandate, details of which are set out in ordinary resolutions number 5 and 7 of the AGM Notice. The Shares which may be issued

* For identification purposes only

LETTER FROM THE BOARD

and allotted pursuant to the Issue Mandate is limited to a maximum of 20 per cent. of the issued share capital of the Company at the date of passing of this resolution approving the Issue Mandate. On the basis that 522,500,000 Shares are in issue as at the Latest Practicable Date and assuming no further Shares are issued or bought back prior to the date of passing the proposed resolution at the AGM, exercise in full of the Issue Mandate (without being extended by the number of Shares (if any) bought back by the Company under the Buy-Back Mandate) could result in up to 104,500,000 Shares being issued and allotted by the Company.

The Issue Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law (Revised) of the Cayman Islands or any other applicable laws and regulations of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

An ordinary resolution will be proposed at the AGM in relation to the Buy-Back Mandate. The Shares which may be bought back pursuant to the Buy-Back Mandate are limited to a maximum of 10% of the aggregate number of Shares in issue at the date of passing of the proposed resolution of the Buy-Back Mandate at the AGM.

An explanatory statement, as required by the GEM Listing Rules to be sent to the Shareholders in connection with the ordinary resolution number 6 of the Notice of AGM for the approval of the renewal of the general mandate for buy back of Shares, is set out in Appendix I to this circular.

The Buy-Back Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law (Revised) of the Cayman Islands or any other applicable laws and regulations of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

Subject to and conditional on the passing of the ordinary resolutions in relation to the Issue Mandate and the Buy-Back Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by adding to the Issue Mandate those Shares bought back by the Company under the Buy-Back Mandate provided that such extended amount shall not exceed 10% of the aggregate number of Shares in issue at the date of passing of the resolution in relation to the Buy-Back Mandate.

RE-ELECTION OF RETIRING DIRECTORS

Ms. Chan Hoi Ying Karina, Mr. Chan Hoi Keung Terence and Mr. Ho Kin shall retire from office as Directors by rotation at the AGM and being eligible, offer themselves for re-election at the AGM pursuant to the Articles.

LETTER FROM THE BOARD

The nomination and corporate governance committee of the Company (the “**Nomination and Corporate Governance Committee**”) has assessed and reviewed each of the independent non-executive Directors’ annual written confirmations of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all independent non-executive Directors, namely Mr. Chan Hoi Keung Terence, Mr. Sek Ngo Chi and Mr. Ho Kin remain independent. Upon the nomination of the Nomination and Corporate Governance Committee, the Board has recommended Ms. Chan Hoi Ying Karina, Mr. Chan Hoi Keung Terence and Mr. Ho Kin (the “**Retiring Directors**”) to stand for re-election as Directors at the AGM. Each of the Retiring Directors should abstain from voting on the respective propositions of their recommendations for re-election by the Shareholders.

Particulars relating to the Retiring Directors are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 14 to 19 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the grant of the Issue Mandate (including the extension of the Issue Mandate), the Buy-Back Mandate and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person and voting at the AGM or any adjournment thereof, should he/she/it so wishes. In that event, the form of proxy shall be deemed to be revoked.

According to Rule 17.47(4) of the GEM Listing Rules, all proposed resolutions as set out in the notice of the AGM will be taken by way of poll at the AGM. The Company will announce the results of the poll in the manner prescribed under the Rule 17.47(5) of the GEM Listing Rules after the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 25 July 2017 to Friday, 28 July 2017, both days inclusive, during which period no transfers of Shares shall be registered. In order to qualify for attending and voting at the AGM, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:00 p.m. on 24 July 2017 (Monday).

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the Issue Mandate (including the extension of the Issue Mandate), the Buy-Back Mandate and the re-election of retiring Directors to be proposed at the AGM are fair and reasonable and in the interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of such resolutions at the AGM.

By order of the Board
Goldway Education Group Limited
Cheung Lick Keung
Executive Director and Chairman

This Appendix I serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to the Shareholders concerning the Buy Back Mandate proposed to be granted to the Directors.

1. GEM LISTING RULES RELATING TO THE BUY BACK OF SHARES

The GEM Listing Rules permit companies whose primary listing is on the GEM to buy back their shares on the GEM and any other stock exchange on which the securities of the company are listed and such exchange as recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all buy back of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general buy back mandate or by specific approval of a particular transaction.

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associate and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 522,500,000 Shares. Subject to the passing of the ordinary resolution for the approval of the Buy-Back Mandate and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to buy back up to a maximum of 52,250,000 Shares, representing 10% of the issued Shares as at the date of passing of the proposed resolution of the Buy-Back Mandate at the AGM, and which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law (Revised) of the Cayman Islands or any other applicable laws and regulations of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

3. REASONS FOR BUY BACK

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back the Shares on the market. Share bought back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy back will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY BACK

Pursuant to the Buy-Back Mandate, buy back must be funded entirely from the available cash flow or working capital facilities of the Company which will be funds legally available under the Cayman Islands laws and the memorandum of association of the Company, the Articles and the GEM Listing Rules for such purpose.

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

There might be a material adverse impact on the working capital or gearing position as disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2017 in the event that the Buy-Back Mandate were to be exercised in full at any time during the proposed buy back period.

The Directors do not, however, propose to exercise the Buy-Back Mandate in the circumstances that would have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in each of the past twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
2016		
December (from the listing date to the end of December)	0.550	0.249
2017		
January	0.305	0.250
February	0.315	0.270
March	0.355	0.270
April	0.285	0.250
May	0.270	0.240
June (up to and including the Latest Practicable Date)	0.260	0.214

7. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their respective close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the event that the Buy-Back Mandate is approved by the Shareholders at the AGM.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy-Back Mandate is approved by the Shareholders at the AGM.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy back pursuant to the Buy-Back Mandate in accordance with the GEM Listing Rules and applicable laws of the Cayman Islands, the memorandum of association of the Company and the Articles.

9. EFFECT OF THE TAKEOVERS CODE

If on the Company's exercise of its powers to buy back Shares pursuant to the Buy-Back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, the Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

On the basis that the issued share capital of the Company remains unchanged and no Shares are bought back prior and on the date of the AGM, the Directors are not aware of any consequence that would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Buy-Back Mandate is exercised in full.

The Directors have no present intention to exercise the Buy-Back Mandate to such extent that would result in a takeover obligation or the issued share capital of the Company being in hands of public falling below the minimum prescribed percentage of 25% as required by Rule 11.23 of the GEM Listing Rules.

10. SHARE BUY BACK MADE BY THE COMPANY

The Company had not bought back any of the Shares (whether on the GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

(1) Ms. Chan Hoi Ying Karina (陳凱盈女士) (“Ms. Chan”)

Ms. Chan, aged 38, is appointed as an executive Director and a compliance officer. She was appointed as an executive Director on 26 November 2015. She is responsible for the overall administration, human resources and internal control of the Group. Ms. Chan obtained the certificate of registration as a teacher and is registered as a teacher under section 45(1) of the Education Ordinance. Ms. Chan obtained a Bachelor of Education in Primary Education from The Open University of Hong Kong. Ms. Chan has extensive teaching experience and she had been a Certificated Mistress grade teacher at a school. Ms. Chan joined the Group in April 2012.

Ms. Chan has entered into a service agreement with the Company for an initial term of three years commencing from 2 December 2016, and continues thereafter until terminated by not less than three months’ notice in writing served by either party on the other and is subject to the provisions of retirement and rotation of Directors under the Articles. She is entitled to an annual director’s fee of HK\$138,000 and her emolument for the year ended 31 March 2017 was approximately HK\$138,000. Such emolument will be determined by the Company with reference to duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. She is entitled to a discretionary bonus by reference to those paid by comparable companies, time commitment and the performance of the Group.

Save as disclosed above, Ms. Chan has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position within the Group.

Ms. Chan is the spouse of Mr. Cheung, an executive Director, the chief executive of the Company, the chairman of the Board and one of the controlling Shareholders, and the sister-in-law of Mr. Cheung Luk Sun, one of the controlling Shareholders and a member of the senior management. Save as disclosed, Ms. Chan is not connected with any other Directors, senior management, controlling Shareholders or substantial Shareholders of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Chan as the Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

(2) Mr. Chan Hoi Keung Terence (陳海強先生) (“Mr. Chan”)

Mr. Chan, aged 50, is an independent non-executive Director. He was appointed as an independent non-executive Director on 3 November 2016. Mr. Chan is also the chairman of the audit committee and the nomination and corporate governance committee and a member of the remuneration committee. He is responsible for overseeing the management of the Group independently.

Mr. Chan obtained a Master of Business Administration from Andrews University, Michigan, the United States and was admitted as an associate of The Chartered Association of Certified Accountants (now known as The Association of Chartered Certified Accountants), an associate of the Hong Kong Society of Accountants (now known as the Hong Kong Institute of Certified Public Accountants), and a fellow of The Association of Chartered Certified Accountants. He was also admitted as a member of the Canadian Certified General Accountants Association of Hong Kong and became a chartered professional accountant member of the Chartered Professional Accountants of British Columbia, Canada. Mr. Chan obtained a licence from the SFC to carry on type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO as a representative of Wallbanck Brothers Securities (Hong Kong) Limited, a licensed corporation holding a licence to carry out type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, in May 2015.

Mr. Chan has substantial experience in accounting and corporate finance in both private and listed companies. He was employed as an auditing staff at KPMG Peat Marwick (now known as KPMG) from July 1989 to March 1992. Mr. Chan held a number of managerial positions in Shui On Investment Company Limited from April 1992 to September 2000 and in Shui On Properties Limited from October 2000 to December 2002. He was employed as a director of portfolio management in ING Real Estate Investment Management (Shanghai) Co. Ltd. in Shanghai, the PRC from May 2006 to June 2008. Mr. Chan had been a director in asset management ACA II Advisors Limited, a member of Aetos Capital Asia Limited from July 2008 to March 2009. Mr. Chan had been the chief financial officer of the Real Estate Business Unit of South China (China) Limited (now known as South China Holdings Company Limited), a company listed on the Main Board of the Stock Exchange (stock code: 0413) from August 2010 to January 2011 and became the regional director from February 2011 to July 2011. Mr. Chan held a number of managerial positions in Yihai Capital Partners Limited from September 2011 to January 2013. Mr. Chan currently works in Wallbanck Brothers Securities (Hong Kong) Limited as representative. Mr. Chan joined the Group in November 2016.

Mr. Chan has entered into a letter of appointment with the Company for the terms and conditions of such letter of appointment similar in all material respects and is subject to the provisions of retirement and rotation of Directors under the Articles. He is entitled to an annual director's fee of HK\$120,000 and his emolument for the year ended 31 March 2017 was approximately HK\$40,000. Such emolument will be determined by the Company with reference to duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. He is entitled to a discretionary bonus by reference to those paid by comparable companies, time commitment and the performance of the Group.

Save as disclosed above, Mr. Chan has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position within the Group.

Mr. Chan does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Chan as the Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

(3) Mr. Ho Kin (何健先生) (“Mr. Ho”)

Mr. Ho, aged 32, is an independent non-executive Director. He was appointed as an independent non-executive Director on 3 November 2016. Mr. Ho is also a member of the audit committee, the remuneration committee and the nomination and corporate governance committee. He is responsible for overseeing the management of the Group independently.

Mr. Ho obtained a Bachelor of Commerce from the University of Melbourne. He was admitted as a member of CPA Australia in March 2012, a member of the Hong Kong Institute of Certified Public Accountants in January 2015, and a member of The Hong Kong Institute of Directors in July 2015. Mr. Ho has substantial experience in accounting and corporate finance. He was an assistant manager in KPMG from December 2010 to March 2013. After his resignation from KPMG, he was employed as an accounting manager in i-marker Management Limited and later as a financial controller of JP Partners Medical Group Limited from. Mr. Ho is currently a financial controller in Clarity Medical Group Limited. Mr. Ho joined the Group in November 2016.

Mr. Ho has entered into a letter of appointment with the Company for the terms and conditions of such letter of appointment similar in all material respects and is subject to the provisions of retirement and rotation of Directors under the Articles. He is entitled to an annual director’s fee of HK\$96,000 and his emolument for the year ended 31 March 2017 was approximately HK\$32,000. Such emolument will be determined by the Company with reference to duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. He is entitled to a discretionary bonus by reference to those paid by comparable companies, time commitment and the performance of the Group.

Save as disclosed above, Mr. Ho has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position within the Group.

Mr. Ho does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Ho as the Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL 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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) of the shareholders of Goldway Education Group Limited (the “**Company**”) will be held at Unit 4202, 42/F, The Centre, 99 Queen’s Road Central, Hong Kong on Friday, 28 July 2017 at 11:00 a.m. to consider and, if thought fit, transact the following ordinary business:

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 2017;
2. to re-elect the following retiring Directors:
 - (a) to re-elect Ms. Chan Hoi Ying Karina as an executive Director of the Company;
 - (b) to re-elect Mr. Chan Hoi Keung Terence as an independent non-executive Director of the Company;
 - (c) to re-elect Mr. Ho Kin as an independent non-executive Director of the Company;
3. to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration for the year ended 31 March 2017;
4. to re-appoint Moore Stephens CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration;

and, as special business, to consider and, if though fit, pass the following resolutions as ordinary resolutions (with or without modifications):

5. “**THAT:**
 - (a) Subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the “**Shares**”) and to make or grant offers,

* For identification purposes only

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agreements and options, including warrants, bonds and securities convertible into or exchangeable for the Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants, bonds and securities convertible into or exchangeable for the Shares, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) an issue of Shares upon the exercise of any options granted under the share option scheme of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) an issue of Shares as scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchangeable for the Shares, shall not exceed the aggregate of:
 - (i) 20 per cent. of the aggregate number of Shares in issue at the date of the passing of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of any Shares bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of Shares in issue on the date of the passing of this resolution),

the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws and regulations of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to buy back the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law (Revised) of the Cayman Islands or any other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this resolution and during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution,

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws and regulations of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

7. **“THAT:**

conditional upon the passing of the Resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to resolution numbered 5 above be and it is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares bought back by the Company pursuant to or in accordance with the authority granted under resolution numbered 6 above.”

By order of the Board
Goldway Education Group Limited
Cheung Lick Keung
Executive Director and Chairman

Hong Kong, 29 June 2017

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

*Headquarters and principal place
of business in Hong Kong*
Shop 203, Kin Sang Commercial Centre
Kin Sang Estate
Tuen Mun, New Territories
Hong Kong

Notes:

1. A member of the Company (the “**Member**”) entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

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2. A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM in person, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Member from attending and voting in person and voting at the AGM or any adjournment thereof, should he/she/it so wishes.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.
5. In relation to the proposed Resolutions numbered 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares.
6. In relation to the proposed Resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to buy back Shares in circumstances which they consider appropriate for the benefit of the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 29 June 2017.
7. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time after 8:00 a.m. on the date of the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

As at the date of this circular, the executive Directors are Mr. Cheung Lick Keung and Ms. Chan Hoi Ying Karina; the non-executive Directors are Mr. Tsang Hin Man Terence and Ms. Wong Yi Ling; and the independent non-executive Directors are Mr. Chan Hoi Keung Terence, Mr. Sek Ngo Chi and Mr. Ho Kin.

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This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM”) 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.

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