

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 17 November 2016 (the “Prospectus”) issued by Goldway Education Group Limited (the “Company”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, 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 announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “U.S. Securities Act”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

## Goldway Education Group Limited

金滙教育集團有限公司\*

(incorporated in the Cayman Islands with limited liability)

### LISTING BY WAY OF SHARE OFFER ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Number of Offer Shares	: 150,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Placing Shares	: 135,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Number of Public Offer Shares	: 15,000,000 Shares (subject to reallocation)
Offer Price	: Not more than HK\$0.24 per Offer Share and expected to be not less than HK\$0.20 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 each
Stock code	: 8160

Sponsor

**SUNWAH KINGSWAY**

**新華滙富**

Kingsway Capital Limited

Bookrunner

 **CSL Securities**  
康證有限公司

CSL Securities Limited

Joint Lead Managers

 **CSL Securities**  
康證有限公司

CSL Securities Limited

**SUNWAH KINGSWAY**  
**新華滙富**

Kingsway Financial Services Group Limited

\* For identification purposes only

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited pursuant to the Share Offer, the Capitalisation Issue and any new Shares which may be allotted and issued pursuant to the exercise of options that may be granted under the Share Option Scheme and exercise of the Offer Size Adjustment Option as described in the Prospectus.

The Share Offer comprises the Public Offer of initially 15,000,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of initially 135,000,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation and the Offer Size Adjustment Option). The allocation of the Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and conditions of the Share Offer — Re-allocation of the Offer Shares between Placing and Public Offer” of the Prospectus.

Applicants who would like the Public Offer Shares to be issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like the Public Offer Shares to be registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant’s stock accounts maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 17 November 2016 until 12:00 noon on Tuesday, 22 November 2016 at:

(a) the following office of the Public Offer Underwriter:

**CSL Securities Limited**

Room 1406–12, 14/F, Nan Fung Tower  
88 Connaught Road Central, Central, Hong Kong

**Kingsway Financial Services Group Limited**

7/F, Tower One, Lippo Centre  
89 Queensway, Hong Kong

(b) any of the following branches of Bank of Communications Co., Ltd. Hong Kong Branch, the receiving bank for the Public Offer:

District	Branch Name	Address
Hong Kong Island	Wanchai Sub-Branch	Shop B on G/F., Johnston Court, 32–34 Johnston Road
Kowloon	Ngau Tau Kok Sub-Branch	Shop G1&G2, G/F., Phase I, Amoy Plaza, 77 Ngau Tau Kok Road
New Territories	Tai Po Sub-Branch	Shop No.1, 2, 26 & 27, G/F., Wing Fai Plaza, 29–35 Ting Kok Road, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 17 November 2016 until 12:00 noon on Tuesday, 22 November 2016 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Bank of Communications (Nominee) Co. Ltd. — Goldway Education Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

Thursday, 17 November 2016	—	9:00 a.m. to 5:00 p.m.
Friday, 18 November 2016	—	9:00 a.m. to 5:00 p.m.
Saturday, 19 November 2016	—	9:00 a.m. to 1:00 p.m.
Monday, 21 November 2016	—	9:00 a.m. to 5:00 p.m.
Tuesday, 22 November 2016	—	9:00 a.m. to 12:00 noon.

The application lists will be open from 11:45 a.m. to 12:00 noon on Tuesday, 22 November 2016, the last application day or such later time as described in the section headed "How to apply for Public Offer Shares — 9. Effect of bad weather on the opening of the applications lists" of the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 17 November 2016 until 12:00 noon on Tuesday, 22 November 2016 except on Saturday, 19 November 2016 and Sunday, 20 November 2016.

If you are **not a CCASS Investor Participant**, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Joint Lead Managers and the Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for Public Offer Shares” of the Prospectus for details of the conditions and procedures of the Public Offer.

The Company has granted the Offer Size Adjustment Option, exercisable by the Joint Lead Managers or their respective agents on behalf of the Placing Underwriters at any time during the period from the date of the Placing Underwriting Agreement to the Business Day immediately before the date of the announcement of the results of allocations and the basis of allocation of the Public Offer Shares or otherwise it will lapse, to require the Company to allot and issue up to an aggregate of 22,500,000 additional Shares, representing 15% of the number of the Offer Shares initially being offered under the Share Offer, on the same terms as those applicable to the Share Offer.

The Offer Size Adjustment Option will not be used for price stabilisation purposes in the secondary market after listing of the Shares on the Stock Exchange and is not subject to the Securities and Future (Price Stabilizing) Rules of the SFO (Chapter 571W of the Laws of Hong Kong).

The Company will disclose in the announcement of the results of allocations and the basis of allocation of the Public Offer Shares whether, and to what extent, the Offer Size Adjustment Option has been exercised. In the event that the Offer Size Adjustment Option has not been exercised by the Joint Lead Managers on behalf of the Placing Underwriters, the Company will confirm in such announcement that the Offer Size Adjustment Option has lapsed and cannot be exercised at any future date.

The Offer Price will not be more than HK\$0.24 per Offer Share and is expected to be not less than HK\$0.20 per Offer Share. Applicants for Public Offer Shares under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$0.24 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.24 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest. Please refer to section headed “How to apply for Public Offer Shares — 12. Refund of Application Monies” of the Prospectus.

Share certificates for the Offer Shares and Shares distributed pursuant to the Share Offer become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date. The Company will not issue any temporary document of title. No receipt will be issued for the subscription monies received in respect of the Offer Shares.

Application for the Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and conditions of the Share Offer — Conditions of the Share Offer” of the Prospectus.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Joint Lead Managers (for themselves and on behalf of the other Underwriters) are entitled, in their sole and absolute discretion, to terminate the Underwriters' obligations under the Underwriting Agreements by notice in writing to the Company, upon the occurrence of any of the events set forth under section headed "Underwriting — Underwriting arrangement and expenses — Grounds for termination" of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. If, for any reason, the Offer Price is not agreed between the Company and the Joint Lead Managers (for themselves and on behalf of the other Underwriters) on Wednesday, 23 November 2016, the Share Offer will not become unconditional and will lapse. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.goldwayedugp.com](http://www.goldwayedugp.com) on the next business day following the date of such lapse.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM and the Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on GEM or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The announcement of the final Offer Price, the level of indications of interest in the Placing, the level of applications, the basis of allotment and the results of applications in the Public Offer will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.goldwayedugp.com](http://www.goldwayedugp.com) on Thursday, 1 December 2016.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be made available on Thursday, 1 December 2016 in the manner described in the section headed "How to apply for Public Offer Shares — 10. Publication of results" of the Prospectus.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 2 December 2016, dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 2 December 2016. The Shares will be traded in board lots of 12,000 Shares each. The stock code of the Shares is 8160.

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

Hong Kong, 17 November 2016

*As at the date of this announcement, 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.*

*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 which regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and, in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at [www.goldwayedugp.com](http://www.goldwayedugp.com).*