

# 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)

### PROXY FORM

Form of proxy for use by shareholders at the annual general meeting of Goldway Education Group Limited (the "Company") to be held at 1/F, China Building, 29 Queen's Road Central, Hong Kong on Friday, 26 July 2019 at 11:00 a.m. (the "Meeting").

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares (the "Shares") of the Company  
hereby appoint the chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> at the Meeting to be held at 1/F, China Building, 29 Queen's Road Central, Hong Kong on Friday, 26 July 2019 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please put a "✓" in the appropriate boxes to indicate how you wish your vote(s) to be cast <sup>(note d)</sup>.

	ORDINARY RESOLUTIONS <sup>(Note j)</sup>	FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
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 2019		
2.	To re-elect the following retiring Directors:		
	(a) to re-elect Mr. Cheung Lick Keung 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 authorize the board of Directors (the "Board") to fix the Directors' remuneration for the year ended 31 March 2019		
4.	To re-appoint Moore Stephens CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration		
5.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution		
6.	To grant a general mandate to the Directors to buy back Shares not exceeding 10% of the issued share capital of the Company as at the date of this resolution		
7.	Conditional on the passing of resolutions 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		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Shareholder's signature \_\_\_\_\_ <sup>(notes e, f, g and h)</sup>

#### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolution set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolution, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his attorney duly authorised in writing, or if the shareholder of the Company is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- To be valid, this form of proxy together with any 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 offices of 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 later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting thereof (as the case may be).
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- The full text of the resolutions is set out in the notice of the Meeting.

\* For identification purposes only