

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 extraordinary general meeting of Goldway Education Group Limited (the “Company”) to be held at 1603a, The Phoenix, Luard Road, Wanchai, Hong Kong on Monday, 17 June 2024 at 11:00 a.m. (the “Meeting”).

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares (the “Shares”) of the Company
hereby appoint the chairman of the Meeting or _____
of _____
to act as my/our proxy ^(note c) at the Meeting to be held at 1603a, The Phoenix, Luard Road, Wanchai, Hong Kong on Monday, 17 June 2024 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 ^(note d).

ORDINARY RESOLUTION ^(note j)		FOR ^(note d)	AGAINST ^(note d)
1.	To approve the Share Consolidation		
2.	To approve the Rights Issue and the Placing Agreement		

Date this _____ day of _____ 2024 Shareholder’s signature _____ ^(notes e, f, g and h)

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.