

To be valid, the whole of this Provisional Allotment Letter must be returned.
暫定配額通知書必須整份交回方為有效。

IMPORTANT
重要提示

Reference is made to the prospectus issued by Goldway Education Group Limited (the “**Company**”) dated 2 July 2024 in relation to the Rights Issue (the “**Prospectus**”). The PAL should be read in conjunction with the Prospectus. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

茲提述金滙教育集團有限公司(「**本公司**」)就供股刊發日期為二零二四年七月二日之供股章程(「**供股章程**」)。暫定配額通知書應與供股章程一併閱覽。除文義另有所指外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON TUESDAY, 16 JULY 2024 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” BELOW).

本暫定配額通知書(「**暫定配額通知書**」)乃具有價值及可轉讓，務請即時處理。本暫定配額通知書所載之要約將於二零二四年七月十六日(星期二)下午四時正(或根據下文「**惡劣天氣或極端情況對接納供股股份並繳付股款之最後時限之影響**」一段所述之較後日期及/或時間)截止。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, LICENSED DEALER IN SECURITIES OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下如對本暫定配額通知書任何方面或應採取之行動有任何疑問，應諮詢閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus and other documents specified in the paragraph headed “(16) DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

本暫定配額通知書之文本連同供股章程及於供股章程附錄三「(16) 送呈公司註冊處處長之文件」一段所述其他文件之文本，已按香港法例第32章公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長進行登記。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對任何此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representations 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 PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Dealings in the Consolidated Shares and the Rights Shares in their nil-paid form and fully-paid form may be settled through CCASS and you should consult your stockbroker, licensed dealer in securities or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers for details of these settlement arrangements and how such arrangements may affect your rights and interests.

合併股份及供股股份(以未繳股款及繳足股款形式)之買賣可透過中央結算系統交收，務請諮詢閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問，以了解有關交收安排及該等安排對閣下權利及權益之影響之詳情。

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待供股股份(以未繳股款及繳足股款形式)獲批准於聯交所上市及買賣以及遵守香港結算之股份接納規定後，供股股份(以未繳股款及繳足股款形式)將獲香港結算接納為合資格證券，可自該等未繳股款及繳足股款供股股份各自於聯交所開始買賣日期或香港結算釐定之有關其他日期起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統內進行交收。在中央結算系統進行之一切活動均須依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

All times and dates stated in this PAL refer to Hong Kong local times and dates.

本暫定配額通知書所述所有時間及日期均指香港本地時間及日期。

In case of any inconsistency between the English and Chinese versions of this PAL, the English version will prevail.

倘本暫定配額通知書之中英文版本有任何歧義，概以英文版本為準。

This PAL and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

本暫定配額通知書及據此作出的所有申請均須受香港法例規管及按其詮釋。

Form A
表格甲

Branch share registrar and
transfer office in Hong Kong:
Tricor Investor Services Limited
17/F, Far East Finance Centre,
16 Harcourt Road,
Hong Kong
香港股份過戶登記分處：
卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

Goldway Education Group Limited
金滙教育集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock code 股份代號：8160)

**RIGHTS ISSUE ON
THE BASIS OF THREE (3) RIGHTS SHARES
FOR EVERY ONE (1) CONSOLIDATED SHARE HELD ON THE RECORD DATE
AT THE SUBSCRIPTION PRICE OF HK\$0.145 PER RIGHTS SHARE
PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN**

4:00 P.M. ON TUESDAY, 16 JULY 2024

按於記錄日期每持有一(1)股合併股份

可獲發三(3)股供股股份之基準

以每股供股股份0.145港元之認購價

進行供股

股款須不遲於二零二四年七月十六日(星期二)下午四時正接納時全數繳足

**PROVISIONAL ALLOTMENT LETTER
暫定配額通知書**

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

Principal place of business
in Hong Kong:
Shop B10, 1/F
Goodrich Shopping Arcade
Tuen Mun, New Territories
Hong Kong

註冊辦事處：
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

香港主要營業地點：
香港
新界屯門
盈豐商場
一樓B10舖

2 July 2024

二零二四年七月二日

Provisional Allotment Letter No.
暫定配額通知書編號

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

[Empty box for shareholder name and address]

Total number of Shares registered in your name(s) on Friday, 28 June 2024
於二零二四年六月二十八日(星期五)以閣下名義登記之股份總數

BOX A
甲欄

[Empty box for total number of shares]

Number of Rights Shares provisionally allotted to you subject to payment in full
on acceptance by no later than 4:00 p.m. on Tuesday, 16 July 2024
暫定配發予閣下之供股股份數目，惟須不遲於二零二四年七月十六日
(星期二)下午四時正接納時全數繳足股款方可作實

BOX B
乙欄

[Empty box for number of rights shares]

Total subscription monies payable* on acceptance in full
接納時應全數繳足之認購股款總額*

BOX C
丙欄

HKS
港元

Name of bank on which cheque/banker's cashier order is drawn:
支票/銀行本票之付款銀行名稱：_____

Cheque/banker's cashier order number:
支票/銀行本票號碼：_____

Please insert your contact telephone number here:
請在此填上閣下之聯絡電話號碼：_____

* Rounding up to the nearest cent
上調至最接近仙位

**A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN FOR REMITTANCE
每份申請表格須隨附一張獨立開出之支票或銀行本票
本公司將不會發出股款收據**

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS PAL.

於轉讓認購供股股份之權利時，每宗買賣均須繳付香港從價印花稅。實益權益之贈與或轉讓（而非出售）亦須繳付香港從價印花稅。於登記本暫定配額通知書所述任何轉讓認購供股股份之權利前，須出示已繳付香港從價印花稅之證明。

FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein)
(僅供擬悉數轉讓其/彼等於本暫定配額通知書所列供股股份認購權之合資格股東填寫及簽署)

Form B
表格乙

To: The Directors,
Goldway Education Group Limited

致: 金滙教育集團有限公司
列位董事 台照

Dear Sirs and Madams,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人/吾等謹將本暫定配額通知書所述本人/吾等之供股股份認購權悉數轉讓予接受此權利並簽署以下登記申請表格（表格丙）之人士。

1 _____ 2 _____ 3 _____ 4 _____

Signature(s) of the Qualifying Shareholders (all joint Shareholders must sign) 合資格股東簽署（所有聯名合資格股東均須簽署）

Date: _____ 2024

日期：二零二四年 _____

Hong Kong ad valorem stamp duty is payable in connection with the transfer of rights to subscribe for the Rights Shares.
轉讓認購供股股份之權利須繳付香港從價印花稅。

REGISTRATION APPLICATION FORM

登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(僅供承讓供股股份認購權之人士填寫及簽署)

Form C
表格丙

To: The Directors,
Goldway Education Group Limited

致: 金滙教育集團有限公司
列位董事 台照

Dear Sirs and Madams,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：

本人/吾等謹請閣下將表格甲之乙欄所列的供股股份數目登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及供股章程所載條款，以及在本公司的組織章程大綱及細則規限下，接納此等供股股份。

Existing Shareholder(s)
Please mark "X" in this box
現有股東請在本欄內填上「X」號

To be completed in **BLOCK** letters in **ENGLISH**. Joint applicants should give the address of the first-named applicant only.
請用英文正楷填寫。聯名申請人僅需填寫排名首位申請人之地址。
For Chinese applicant(s), please provide your name in both English and Chinese.
華裔申請人請填寫中英文姓名。

Name in English 英文姓名	Family name/Company name 姓氏/公司名稱	Other name(s) 名字	Name in Chinese 中文姓名
Names of joint applicant(s) in English (if applicable) 聯名申請人英文姓名（如適用）			
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址（聯名申請人僅需填寫排名首位申請人之地址）			
Occupation 職業	Telephone no. 電話號碼		
Dividend instructions 股息指示			
Name and address of bank 銀行名稱及地址	Bank account number 銀行賬戶號碼		

1 _____ 2 _____ 3 _____ 4 _____

Signature(s) of applicant(s) (all joint applicants must sign)
申請人簽署（所有聯名申請人均須簽署）

Date: _____ 2024

日期：二零二四年 _____

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of rights to subscribe for the Rights Shares.
接納認購供股股份之權利須繳付香港從價印花稅。

TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED, AT 17/F, FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG, TOGETHER WITH A REMITTANCE, BY CHEQUE OR BANKER'S CASHIER ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON TUESDAY, 16 JULY 2024 (OR, UNDER BAD WEATHER CONDITIONS AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES" IN THE ENCLOSED SHEET). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BANKER'S CASHIER ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "ASIA PACIFIC GOLDWAY EDUCATION LIMITED" AND CROSSED "ACCOUNT PAYEE ONLY".

INSTRUCTIONS ON TRANSFER AND SPLITTING ARE ALSO SET OUT IN THE ENCLOSED SHEET.

NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

閣下如欲全數接納本暫定配額通知書所述供股股份的暫定配額，須不遲於二零二四年七月十六日(星期二)下午四時正(或於惡劣天氣及／或極端情況下根據附頁「惡劣天氣或極端情況對接納供股股份並繳付股款之最後時限之影響」一段所述之較後日期或時間)將本暫定配額通知書整份連同表格甲之丙欄所示的港元全數股款的支票或銀行本票送達股份過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。所有股款須以港元繳付，並以香港持牌銀行賬戶開出的支票或香港持牌銀行發出的銀行本票支付，以「ASIA PACIFIC GOLDWAY EDUCATION LIMITED」為收款人，並以「只准入抬頭人賬戶」劃線方式開出。

有關轉讓及分拆的指示載於附頁。

本公司將不會就有關股款發出收據。

接納本暫定配額通知書所載暫定配額的每位人士均確認其已閱讀附頁及供股章程所載條款及條件以及接納手續，並同意受其約束。

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)

2 July 2024

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of Goldway Education Group dated 2 July 2024 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of three (3) Rights Shares for every one (1) Consolidated Share held and registered in your name(s) as at the Record Date (i.e. Friday, 28 June 2024) at a subscription price of HK\$0.145 per Rights Share. Your holding of Consolidated Shares as at the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

The Rights Shares, when allotted, issued and fully paid, shall rank *pari passu* in all respects with the Consolidated Shares then in issue, including the right to receive all dividends and distributions which may be declared, made or paid with a record date which falls on or after the date of allotment of the Rights Shares in their fully-paid form.

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Rights Issue is subject to the fulfilment of the conditions of the Rights Issue as set out in the section headed “Letter from the Board – Conditions of the Rights Issue” in the Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Monday, 29 July 2024). If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

If the conditions of the Rights Issue are not fulfilled, the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the nil-paid Rights Shares shall have been validly transferred, or in case of joint acceptances, to the first-named person, without interest by means of cheques despatched by ordinary post to their respective registered addresses at their own risk as soon as practicable thereafter.

PROCEDURES FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment in full, you must lodge the whole of this PAL intact in accordance with the instructions printed herein with the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a remittance in Hong Kong dollars for the full amount payable (rounding up to the nearest cent) on acceptance, as set out in Box C in Form A by no later than 4:00 p.m. on Tuesday, 16 July 2024 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “**EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES**” below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker’s cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to “**ASIA PACIFIC GOLDWAY EDUCATION LIMITED**” and crossed “Account Payee Only”. Such payment will constitute acceptance of the provisional allotment of the Rights Shares on the terms of this PAL and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be given for such remittances.

It should be noted that unless this PAL, together with the appropriate remittance for the amount shown in Box C in Form A, has been lodged with the Registrar for registration as described above by no later than 4:00 p.m. on Tuesday, 16 July 2024 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “**EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES**” below) whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements hereunder will be deemed to have been declined and will be cancelled. The Company is not obliged to but may, at its sole absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

NON-UNDERWRITTEN BASIS

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders will be placed to independent Placees under the Compensatory Arrangements. Any Unsubscribed Rights Shares or ES Unsold Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There are no applicable statutory requirements under the laws of Cayman Islands regarding minimum subscription levels in respect of the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer for the Consolidated Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 10.26(2) of the GEM Listing Rules.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the “Form of Transfer and Nomination” (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the “Registration Application Form” (Form C) and lodge this PAL intact together with a remittance for the full amount payable (rounding up to the nearest cent) on acceptance as set out in Box C in Form A with the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong so as to be received by no later than 4:00 p.m. on Tuesday, 16 July 2024 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “**EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES**” below).

It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer part or all of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Monday, 8 July 2024 to the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at the Registrar's address set out above after 9:00 a.m. on the second Business Day after your surrender of the original PAL.

EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The Latest Time for Acceptance will not take place at the time indicated above if there is a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning or Extreme Conditions:

- i. in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Tuesday, 16 July 2024. Instead, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
- ii. in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Tuesday, 16 July 2024. Instead, the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance does not take place on Tuesday, 16 July 2024, the dates mentioned in the section headed "Expected Timetable" in the Prospectus may be affected. The Company will notify Shareholders by way of a separate announcement of any change to the expected timetable as soon as practicable.

FRACTIONAL ENTITLEMENTS TO THE RIGHTS SHARES

On the basis of provisional allotment of three (3) Rights Shares for every one (1) Consolidated Share held on the Record Date, no fractional entitlements to the Rights Shares shall be issued to the Shareholders.

WARNING OF THE RISKS OF DEALING IN THE EXISTING SHARES AND NIL-PAID RIGHTS SHARES

It should be noted that the Consolidated Shares have been dealt in on an ex-rights basis since Thursday, 20 June 2024. Dealings in the Rights Shares in the nil-paid form will take place from Thursday, 4 July 2024 to Thursday, 11 July 2024 (both days inclusive). If any of the conditions of the Rights Issue is not fulfilled on Monday, 29 July 2024, the Rights Issue will not proceed.

Any Shareholder or other person dealing in the Consolidated Shares and/or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Consolidated Shares and/or the nil-paid Rights Shares. Any party (including Shareholders and potential investors of the Company) who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques or banker's cashier orders will be presented for payment immediately upon receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and lodgment of a PAL together with a cheque or banker's cashier order in payment for the Rights Shares applied for will constitute a warranty by the applicant that the cheque or banker's cashier order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or banker's cashier order is dishonoured on first presentation, and in that event the provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

SHARE CERTIFICATES OF THE RIGHTS SHARES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted on or before Monday, 5 August 2024 to those entitled thereto by ordinary post, at their own risk, to their registered addresses. Each Shareholder (except HKSCC Nominees Limited), will receive one share certificate for all allotted Rights Shares. If the Rights Issue does not become unconditional, refund cheques, without interest, in respect of application monies received are expected to be despatched on or before Monday, 5 August 2024 by ordinary post at the respective Shareholders' own risk to the registered address of the relevant applicant, or in case of joint applicants, to the address of the first-named person.

DISTRIBUTION OF THIS PAL AND THE OTHER PROSPECTUS DOCUMENTS

The PAL shall only be sent to the Qualifying Shareholders.

The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdictions other than Hong Kong. No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus Documents, in any territory other than Hong Kong.

Accordingly, no person receiving a copy of any of the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof.

It is the responsibility of the Qualifying Shareholders outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself before acquiring any rights to subscribe for the Rights Shares as to the observance of the laws and regulations of all relevant territories, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connected therewith. Any acceptance of or application for Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. If you are in doubt as to your position, you should consult your own professional advisers. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above representation and warranty.

GENERAL

Lodgment of this PAL with, where relevant, the "FORM OF TRANSFER AND NOMINATION" (Form B) purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PALs and/or share certificates for the Rights Shares.

PERSONAL DATA COLLECTION-PAL

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "**Ordinance**") provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its registered office in Shop B10, 1/F, Goodrich Shopping Arcade, Tuen Mun, New Territories, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Registrar at its address set out above for the attention of Privacy Compliance Officer.

Yours faithfully,
For and on behalf of
Goldway Education Group Limited
Leung Wai Tai
Executive Director

Goldway Education Group Limited

金滙教育集團有限公司*

(於開曼群島註冊成立之有限公司)

(股份代號：8160)

敬啟者：

緒言

茲提述金滙教育集團有限公司就供股刊發日期為二零二四年七月二日之供股章程(「供股章程」)。除文義另有所指外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。根據供股章程所載條款，董事已按在記錄日期(即二零二四年六月二十八日(星期五))登記於閣下名下每持有一(1)股合併股份可獲發三(3)股供股股份之基準，按每股供股股份0.145港元之認購價向閣下暫定配發供股股份。閣下於記錄日期持有之合併股份數目列於表格甲之甲欄，而閣下獲暫定配發之供股股份數目列於表格甲之乙欄。

供股股份一經配發、發行及悉數繳足，將在各方面與當時已發行合併股份享有同等權利，包括收取於繳足股款之供股股份配發日期或以後之記錄日期可能宣派、作出或派付之所有股息及分派之權利。

待供股股份(以未繳股款及繳足股款形式)獲批准於聯交所上市及買賣以及遵守香港結算之股份接納規定後，供股股份(以未繳股款及繳足股款形式)將獲香港結算接納為合資格證券，可自該等未繳股款及繳足股款供股股份各自於聯交所開始買賣日期或香港結算釐定之有關其他日期起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統內進行交收。在中央結算系統進行之一切活動均須依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

供股須待供股成為無條件的最後時限(目前預期為二零二四年七月二十九日(星期一)下午四時正)或之前達成供股章程內「董事會函件—供股條件」一節所載供股的條件，方告作實。倘於供股成為無條件的最後時限或之前尚未達成供股的條件，則供股將不會進行。

倘供股條件未能達成，則就獲接納之供股股份已收取之股款，將於可行情況下盡快以支票(不計利息)退還予合資格股東或已有效承讓未繳股款供股股份之其他人士或(如屬聯名接納人)名列首位之人士，有關支票將以平郵方式寄往其各自之登記地址，郵誤風險概由彼等自行承擔。

接納及付款手續

閣下如欲全數接納暫定配額，須不遲於二零二四年七月十六日(星期二)下午四時正(或於惡劣天氣及／或極端情況下根據下文「**惡劣天氣或極端情況對接納供股股份並繳付股款之最後時限之影響**」一段所述之較後日期或時間)，按本暫定配額通知書所印列之指示將本暫定配額通知書整份連同表格甲之丙欄所示接納時應全數繳足之港元股款(上調至最接近仙位)，送達股份過戶登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。所有股款須以港元支付，並以香港持牌銀行賬戶開出的支票或香港持牌銀行發出的銀行本票支付，以「**ASIA PACIFIC GOLDWAY EDUCATION LIMITED**」為收款人，並以「只准入抬頭人賬戶」劃線方式開出。有關付款將構成根據本暫定配額通知書及供股章程之條款在本公司之組織章程大綱及細則之規限下接納供股股份暫定配額。本公司將不會發出股款收據。

務請注意，除非原承配人或任何有效承讓暫定配額之人士如上文所述不遲於二零二四年七月十六日(星期二)下午四時正(或於惡劣天氣及／或極端情況下根據下文「**惡劣天氣或極端情況對接納供股股份並繳付股款之最後時限之影響**」一段所述之較後日期或時間)將本暫定配額通知書連同表格甲之丙欄所示之適當股款交回股份過戶登記處以作登記，否則本暫定配額通知書下之有關暫定配額及其項下之一切權利及配額將被視為已遭拒絕及將予註銷。本公司毋須但可全權酌情將未有按照有關指示填妥之暫定配額通知書視作有效及對交回有關表格或代表其交回有關表格之人士具有約束力。本公司可於較後階段要求相關申請人將未填妥之暫定配額通知書填妥。

非包銷基準

不論暫定配發供股股份的接納水平，供股將按非包銷基準進行。倘供股未獲悉數認購，合資格股東未承購的任何供股股份將根據補償安排向獨立承配人配售。本公司將不會發行補償安排下任何未配售的未獲認購供股股份或除外股東未售供股股份，而供股的規模將相應削減。供股並無最低集資金額。開曼群島法律下概無有關供股最低認購水平的適用法定規定。

由於供股將按非包銷基準進行，任何股東如申請承購暫定配額通知書賦予之全部或部分配額，或會無意招致須根據收購守則就合併股份作出全面要約。因此，供股將按以下條款進行：本公司將就股東之申請作出規定，如供股股份未獲悉數承購，任何股東(香港中央結算(代理人)有限公司除外)就其於供股項下保證配額提出的申請將根據GEM上市規則第10.26(2)條之附註縮減至不會觸發相關股東須根據收購守則作出全面要約責任的水平進行。

轉讓

閣下如欲轉讓 閣下根據本暫定配額通知書獲暫定配發之供股股份之全部認購權，必須填妥及簽署「轉讓及提名表格」(表格乙)，並將本暫定配額通知書送交承讓權利之人士或經手轉讓權利之人士。其後，承讓人須填妥及簽署「登記申請表格」(表格丙)，並須不遲於二零二四年七月十六日(星期二)下午四時正(或於惡劣天氣及／或極端情況下根據下文「**惡劣天氣或極端情況對接納供股股份並繳付股款之最後時限之影響**」一段所述之較後日期或時間)將本暫定配額通知書整份連同表格甲內之丙欄所示接納時應繳付之全部股款(上調至最接近仙位)送達股份過戶登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。

務請注意， 閣下轉讓有關供股股份之認購權予承讓人及承讓人接納有關權利均須繳付香港從價印花稅。

分拆

閣下如僅欲接納部分暫定配額，或轉讓閣下根據本暫定配額通知書獲暫定配發之供股股份之部分認購權，或向超過一名人士轉讓閣下之全部或部分權利，則須不遲於二零二四年七月八日(星期一)下午四時三十分將原暫定配額通知書交回及送達股份過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)予以註銷，股份過戶登記處將會註銷原暫定配額通知書並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於閣下交回原暫定配額通知書後第二個營業日上午九時正後於上文所載股份過戶登記處之地址領取。

惡劣天氣或極端情況對接納供股股份並繳付股款之最後時限之影響

如發出八號或以上熱帶氣旋警告信號或「黑色」暴雨警告信號或出現極端情況，則最後接納時限將不會按上述時間截止：

- i. 於二零二四年七月十六日(星期二)本地時間中午十二時正前任何時間在香港生效且於中午十二時正後不再生效，則最後接納時限將延長至同一營業日下午五時正；或
- ii. 於二零二四年七月十六日(星期二)本地時間中午十二時正至下午四時正期間任何時間在香港生效，則最後接納時限將重新安排至下一個營業日(在該日上午九時正至下午四時正期間任何時間均無懸掛任何該等警告信號)下午四時正。

倘最後接納時限並非在二零二四年七月十六日(星期二)作實，則供股章程「預期時間表」一節所述之日期可能受到影響。本公司將就預期時間表之任何變動在實際可行的情況下盡快以獨立公告之方式通知股東。

供股股份零碎配額

按於記錄日期每持有一(1)股合併股份獲暫定配發三(3)股供股股份之基準，供股股份的零碎配額將不會發行予股東。

買賣現有股份及未繳股款供股股份之風險警告

務請注意，合併股份已於二零二四年六月二十日(星期四)開始按除權基準買賣。未繳股款供股股份將於二零二四年七月四日(星期四)至二零二四年七月十一日(星期四)(首尾兩天包括在內)開始買賣。倘於二零二四年七月二十九日(星期一)，任何一項供股條件未獲達成，則供股將不會進行。

直至供股之所有條件獲達成當日前買賣合併股份及／或未繳股款供股股份之任何股東或其他人士，將因而承擔供股可能不會成為無條件或可能不會進行之風險。

本公司股東及潛在投資者於買賣合併股份及／或未繳股款供股股份時務請審慎行事。任何人士(包括本公司股東及潛在投資者)如對本身之狀況或將予採取之行動有任何疑問，務請諮詢本身之專業顧問。

支票及銀行本票

所有支票或銀行本票將於收訖後隨即過戶，而有關款項賺取的所有利息將撥歸本公司所有。填妥暫定配額通知書並連同繳付所申請供股股份之股款支票或銀行本票一併交回，即表示申請人保證支票或銀行本票可於首次過戶時兌現。在不影響本公司與此有關的其他權利的情況下，本公司保留拒絕受理任何支票或銀行本票於首次過戶時未獲兌現的暫定配額通知書的權利，而在該情況下，該暫定配額及其項下一切權利及配額將被視作已遭拒絕及將予註銷。

供股股份的股票及供股的退款支票

待供股的條件達成後，預期繳足股款供股股份的股票將於二零二四年八月五日(星期一)或之前以平郵方式寄發予有權接收股票之股東的登記地址，郵誤風險概由彼等自行承擔。每名股東(除香港中央結算(代理人)有限公司外)將就所有獲配發之供股股份收取一張股票。倘供股未能變成無條件，已收申請款項的退款支票(不連同利息)預期將於二零二四年八月五日(星期一)或之前以平郵寄發至相關申請人的登記地址或(倘為聯名申請人)排名首位人士的登記地址，郵誤風險概由各股東自行承擔。

派發本暫定配額通知書及其他章程文件

本暫定配額通知書僅向合資格股東寄發。

章程文件將不會根據香港以外任何司法權區之適用證券法例進行登記或存檔。本公司並無採取任何行動，以批准在香港以外任何地區提呈發售供股股份或派發章程文件。

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個人資料收集 — 暫定配額通知書

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此 致

列位合資格股東 台照

代表
金滙教育集團有限公司
執行董事
梁煒泰
謹啟

二零二四年七月二日