

# 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)

## INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2022

### CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This announcement, for which the directors (the “Director(s)”) of Goldway Education Group Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) 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 announcement 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 announcement misleading.*

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\* For identification purpose only

## **FINANCIAL HIGHLIGHTS**

For the six months ended 30 September 2022, unaudited operating results of the Group were as follows:

- revenue of approximately HK\$18.1 million, representing an increase of 9.8% comparing to the same period of previous financial year;
- loss for the six months ended 30 September 2022 amounted to approximately HK\$3.7 million, which represented an increase of 55.4% comparing to that of the same period of previous financial year; and
- the Directors do not recommend the payment of interim dividend for the six months ended 30 September 2022.

## INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2022

The board of Directors (the “**Board**”) is pleased to announce the unaudited results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 September 2022 (the “**Reporting Period**”) together with the comparative unaudited figures for the corresponding period in 2021 as follows:

### UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2022

	Notes	Three months ended 30 September		Six months ended 30 September	
		2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
<b>Revenue</b>	3	<b>7,977</b>	8,426	<b>18,121</b>	16,510
Other income	3	<b>687</b>	–	<b>1,308</b>	1
Other losses	3	<b>(1,444)</b>	–	<b>(1,444)</b>	–
Advertising expenses		<b>(71)</b>	(5)	<b>(82)</b>	(35)
Building management fees and rates		<b>(183)</b>	(134)	<b>(401)</b>	(194)
Depreciation expenses		<b>(94)</b>	(1,559)	<b>(1,922)</b>	(2,848)
Employee benefit expenses		<b>(6,096)</b>	(6,855)	<b>(13,079)</b>	(12,221)
Other operating expenses		<b>(3,615)</b>	(1,999)	<b>(5,989)</b>	(3,314)
Finance costs		<b>(98)</b>	(124)	<b>(197)</b>	(274)
<b>Loss before income tax expense</b>		<b>(2,937)</b>	(2,250)	<b>(3,685)</b>	(2,375)
Income tax expense	5	<b>(5)</b>	–	<b>(5)</b>	–
<b>Loss and total comprehensive income attributable to owners of the Company for the period</b>		<b>(2,942)</b>	(2,250)	<b>(3,690)</b>	(2,375)
		<i>HK cent</i>	<i>HK cent</i>	<i>HK cent</i>	<i>HK cent</i>
<b>Basic loss per share attributable to equity holders of the Company for the period</b>	6	<b>(0.56)</b>	(0.43)	<b>(0.71)</b>	(0.45)

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*At 30 September 2022*

		30 September 2022	31 March 2022
	<i>Notes</i>	<i>HK\$'000</i> (unaudited)	<i>HK\$'000</i> (audited)
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Plant and equipment	8	517	717
Right-of-use assets		2,868	1,634
Goodwill		10,697	–
Deposit		951	951
		15,033	3,302
<b>Current assets</b>			
Account receivables	9	750	588
Prepayments, deposits and other receivables	10	4,494	2,319
Financial assets at fair value through profit or loss		525	–
Restricted bank balance		14,506	14,506
Cash and cash equivalents		5,451	16,457
		25,726	33,870
<b>Current liabilities</b>			
Accruals, other payables and contract liabilities	11	5,267	1,923
Lease liabilities		3,344	3,788
Amount due to a substantial shareholder of the Company		–	221
Amount due to a related party		1,500	–
Tax payable		964	943
		11,075	6,875
<b>Net current assets</b>		14,651	26,995
<b>Total assets less current liabilities</b>		29,684	30,297

		<b>30 September</b>	31 March
		<b>2022</b>	2022
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		<b>(unaudited)</b>	<b>(audited)</b>
<b>Non-current liabilities</b>			
Promissory note		<b>2,000</b>	–
Lease liabilities		<b>2,950</b>	2,121
		<b>4,950</b>	2,121
<b>Net assets</b>		<b>24,734</b>	28,176
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	12	<b>5,225</b>	5,225
Reserves		<b>19,261</b>	22,951
		<b>24,486</b>	28,176
<b>Non-controlling interests</b>		<b>248</b>	–
<b>Total equity</b>		<b>24,734</b>	28,176

## UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the six months ended 30 September 2022

	Attributable to owners of the Company					Non-controlling interests	Total
	Share capital	Share premium	Capital reserve	Retained profits	Total reserve		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance as at 1 April 2021 (audited)	5,225	23,509	3,372	3,038	29,919	–	35,144
Loss and total comprehensive income for the year (audited)	–	–	–	(6,968)	(6,968)	–	(6,968)
At 31 March 2022 and 1 April 2022 (audited)	5,225	23,509	3,372	(3,930)	22,951	–	28,176
Loss and total comprehensive income for the period (unaudited)	–	–	–	(3,690)	(3,690)	–	(3,690)
Acquisition of subsidiaries (unaudited)	–	–	–	–	–	248	248
<b>Balance as at 30 September 2022 (unaudited)</b>	<b>5,225</b>	<b>23,509</b>	<b>3,372</b>	<b>(7,620)</b>	<b>19,261</b>	<b>248</b>	<b>24,734</b>
Balance as at 1 April 2021 (audited)	5,225	23,509	3,372	3,038	29,919	–	35,144
Loss and total comprehensive income for the period (unaudited)	–	–	–	(2,375)	(2,375)	–	(2,375)
<b>Balance as at 30 September 2021 (unaudited)</b>	<b>5,225</b>	<b>23,509</b>	<b>3,372</b>	<b>663</b>	<b>27,544</b>	<b>–</b>	<b>32,769</b>

## UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 September 2022

	Six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Net cash generated from/(used in) operating activities	568	(2,772)
Net cash (used in)/generated from investing activities	(8,961)	4,368
Net cash used in financing activities	<u>(2,613)</u>	<u>–</u>
Net (decrease)/increase in cash and cash equivalents	(11,006)	1,596
Cash and cash equivalents at 1 April	<u>16,457</u>	<u>30,028</u>
Cash and cash equivalents at 30 September	<u>5,451</u>	<u>31,624</u>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 19 October 2015 and its shares have been listed on the GEM of the Stock Exchange by way of placing and public offer of shares (the “**Share Offer**”) on 2 December 2016 (the “**Listing**”). The Company’s registered office and the principal place of business are at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Shop 203, Kin Sang Commercial Centre, Kin Sang Estate, Tuen Mun, New Territories, Hong Kong, respectively.

The Group is principally engaged in the provision of tutoring services in Hong Kong. The Group provides private tutoring services including primary and secondary tutoring services under the trade name of “Logic Tutorial Centre”.

## 2. BASIS OF PRESENTATION AND PREPARATION

The consolidated statement of profit or loss and other comprehensive income and the consolidated statement of changes in equity of the Group for the period ended 30 September 2021 and 2022 include the financial performance of all companies now comprising the Group, as if the current structure had been in existence throughout the reporting periods, or since their respective dates of incorporation, where there is a shorter period.

All significant intra-group transactions and unrealised gains on transactions have been eliminated on consolidation. Unrealised losses are also eliminated unless the transactions provide evidence of an impairment of the asset transferred.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and also included the applicable disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM Board (“**GEM Listing Rules**”).

The consolidated financial statements have been prepared on the historical cost convention. It should be noted that accounting estimates and assumptions are used in the preparation of the consolidated financial statements. Although these estimates are based on the management’s best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates.

The consolidated financial statements are presented in Hong Kong dollar (“**HK\$**”) which is also the functional currency of the Company. All values are rounded to the nearest thousand except when otherwise indicated.

The accounting policies adopted in preparing the unaudited condensed consolidated financial statements were consistent with those applied for the financial statements of the Group for the year ended 31 March 2022.

The condensed consolidated financial statements have not been audited by the auditors of the Company but have been reviewed by the audit committee of the Company.

### 3. REVENUE AND OTHER INCOME

Revenue from the Group’s principal activities, which is also the Group’s turnover, represents the income from provision of tutoring services. Revenue and other income are analysed as follows:

	Three months ended		Six months ended	
	30 September		30 September	
	2022	2021	2022	2021
	HK\$’000	HK\$’000	HK\$’000	HK\$’000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenue from contracts with customers				
Income from tutoring services	7,804	8,337	17,867	16,393
Income from continuing franchising income	173	89	254	117
	<u>7,977</u>	<u>8,426</u>	<u>18,121</u>	<u>16,510</u>
Other income				
Interest income	–	–	1	1
Others (Note)	687	–	1,307	–
	<u>687</u>	<u>–</u>	<u>1,308</u>	<u>1</u>
Other losses				
Unrealised loss on trading securities	(1,444)	–	(1,444)	–

Note: For the six months ended 30 September 2022, government grants amounted to HK\$1.2 million were rewarded to the Group for anti-epidemic.

#### 4. SEGMENT INFORMATION

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is identified on the basis of the internal management reporting information that is provided to and regularly reviewed by the Group's chief operating decision maker ("CODM") in order to allocate resources and assess performance of the segment. For the reporting period, management of the Company has determined that the Group has only one single business component/operating segment as the Group is only engaged in the provision of tutoring services which is the basis used by the CODM to allocate resources and assess performance. The Group's revenue from external customers is divided into the following types of services:

	Three months ended		Six months ended	
	30 September		30 September	
	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Primary tutoring services	1,637	2,276	4,449	4,080
Secondary tutoring services	6,167	6,061	13,418	12,313
Income from continuing franchising income	173	89	254	117
	<u>7,977</u>	<u>8,426</u>	<u>18,121</u>	<u>16,510</u>

The Company is an investment holding company and the principal place of the Group's operation is in Hong Kong. For the purpose of segment information disclosures under HKFRS 8, the Group regarded Hong Kong as its place of domicile. All the Group's revenue and non-current assets are principally attributable to Hong Kong, being the single geographical region. During the six months ended 30 September 2022, there was no single external customer that contributed 10% or more of the Group's total revenue from external customers (2021: Nil).

#### 5. INCOME TAX EXPENSES

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit during the six months ended 30 September 2021 and 2022.

## 6. LOSS PER SHARE

	Three months ended		Six months ended	
	30 September		30 September	
	2022	2021	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
<b>Loss</b>				
Loss for the period attributable to the owners of the Company	<u>(2,942)</u>	<u>(2,250)</u>	<u>(3,690)</u>	<u>(2,375)</u>
<b>Number of shares</b>				
Weighted average number of shares for the purpose of calculating basic earnings per share	<u>522,500,000</u>	<u>522,500,000</u>	<u>522,500,000</u>	<u>522,500,000</u>

Diluted loss per share amount was the same as basic loss per share amount as there were no potential dilutive shares outstanding for the six months ended 30 September 2021 and 2022.

## 7. DIVIDEND

The Directors do not recommend the payment of interim dividend for the six months ended 30 September 2022.

## 8. PLANT AND EQUIPMENT

During the six months ended 30 September 2022, the Group acquired plant and equipment of approximately HK\$5,000 (six months ended 30 September 2021: HK\$832,000).

## 9. ACCOUNT RECEIVABLES

	30 September	31 March
	2022	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(audited)
Account receivables	<u>750</u>	<u>588</u>

For tutoring service income, there is no credit period granted as it is normally received in advance.

Ageing analysis of the Group's account receivables, based on the transaction dates which also presented the ageing analysis of account receivables which are past but not impaired, at the end of each reporting period.

	<b>30 September 2022 HK\$'000 (unaudited)</b>	31 March 2022 HK\$'000 (audited)
1 to 90 days past due	746	553
Over 90 days	<u>4</u>	<u>35</u>
	<b><u>750</u></b>	<b><u>588</u></b>

The Group's account receivables were interest-free and relate to a large number of diversified customers and there was no significant concentration of credit risk. At 30 September 2022, there were no allowances for bad and doubtful debts provided as there was no recent history of significant default in respect of these customers (31 March 2022: Nil).

The directors of the Company consider that the fair values of account receivables which are expected to be recovered within one year are not materially different from their carrying amounts because these balances have short maturity periods on their inception.

The maximum exposure to credit risk at the reporting date is the carrying value of the receivables. The Group does not hold any collateral as security.

#### 10. PREPAYMENT, DEPOSITS AND OTHER RECEIVABLES

	<b>30 September 2022 HK\$'000 (unaudited)</b>	31 March 2022 HK\$'000 (audited)
Prepayments	211	747
Deposits	5,234	2,258
Other receivables	<u>514</u>	<u>779</u>
	<b>5,959</b>	3,784
Loss: ECL on other receivables	<u>(514)</u>	<u>(514)</u>
	<b>5,445</b>	3,270
Less: Portions classified as non-current asset	<u>(951)</u>	<u>(951)</u>
	<b><u>4,494</u></b>	<b><u>2,319</u></b>

## 11. ACCRUALS, OTHER PAYABLES AND CONTRACT LIABILITIES

	30 September 2022 <i>HK\$'000</i> (unaudited)	31 March 2022 <i>HK\$'000</i> (audited)
Accruals	3,737	500
Other payables	423	336
Contract liabilities	<u>1,107</u>	<u>1,087</u>
	<u>5,267</u>	<u>1,923</u>

## 12. SHARE CAPITAL

	30 September 2022 <i>HK\$'000</i> (unaudited)	31 March 2022 <i>HK\$'000</i> (audited)
<b>Authorised:</b>		
2,000,000,000 ordinary shares of HK\$0.01 each	<u>20,000</u>	<u>20,000</u>
<b>Issued and fully paid:</b>		
522,500,000 ordinary shares of HK\$0.01 each	<u>5,225</u>	<u>5,225</u>

## 13. RELATED PARTY TRANSACTIONS

### (a) Balances and transactions

Save as disclosed elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties:

	Six months ended 30 September	
	2022 <i>HK\$'000</i> (unaudited)	2021 <i>HK\$'000</i> (unaudited)
Operating lease charges paid to a director and close family members of a director ( <i>note</i> )	<u>–</u>	<u>60</u>

*Note:* The operating leases are charged by the respective related parties at HK\$10,000 per month during the six months ended 30 September 2021 and the lease terms were expired on 31 March 2022.

**(b) Commitments with related parties**

In respect of the operating lease arrangements entered with related parties as disclosed in above, the future minimum rental payable under non-cancellable operating leases of the Group in respect of properties was HK\$60,000 (2021: HK\$60,000) as of 30 September 2022.

**(c) Senior management's emoluments**

The emoluments paid or payable to members of senior management of the Group and the Company (including directors' emoluments) are as follows:

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2022</b>	<b>2021</b>
	<b><i>HK\$'000</i></b>	<b><i>HK\$'000</i></b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
Salaries, allowances and benefits in kind	<b>632</b>	2,184
Pension scheme contributions	<b>30</b>	30
	<b>662</b>	<b>2,214</b>

#### 14. ACQUISITION OF SUBSIDIARIES

On 6 September 2022, the Group entered into a sale and purchase agreement for the acquisition of 55% equity interest of Golden Path Developments Limited and its subsidiaries (the “**Golden Path Group**”) from an independent third party for gross consideration of HK\$11,000,000. The acquisition was completed on 28 September 2022. The Golden Path Group is principally engaged in the provision of art and painting education services in Shenzhen, China.

The fair value of the identifiable assets and liabilities acquired and the goodwill arising are as follows:

	<i>HK\$'000</i>
Account and other receivables	1,089
Cash and cash equivalents	44
Account and other payables	(561)
Tax payables	(21)
	<hr/>
	551
Non-controlling interests at acquisition	(248)
Goodwill	10,697
	<hr/>
	11,000
Satisfied by:	
Cash	9,000
Promissory note	2,000
	<hr/>
	11,000
Net cash outflow arising on acquisition	
Cash consideration paid	(9,000)
Cash and cash equivalents acquired	44
	<hr/>
	(8,956)
	<hr/>

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

#### *Tutorial Business*

During the six months ended 30 September 2022, the Group's principal business is the provision of tutoring services to secondary school students and primary school students in Hong Kong. During the six months ended 30 September 2022, the income from tutorial business was increased by approximately 9.0% as compared with the corresponding period in last year. Regarding the income from tutorial business, 24.9% of which was generated from primary school tutoring services and 75.1% was generated from secondary school tutoring services. Currently, we are operating 11 tutorial centres in Hong Kong.

#### *Franchise Business*

The income from franchise program was approximately HK\$0.25 million for the six months ended 30 September 2022. The income was increased by approximately 117.1% as compared with the corresponding period in last year. As at 30 September 2022, we have franchise centres covering in Kowloon and the New Territories.

### Outlook

Looking forward, the economic activities in Hong Kong should revive further provided that the local epidemic situation remains under control. Our management team will further strengthen our efforts in the business and will also look for suitable investment opportunities continuously to improve the Group's performance and to enhance the shareholder's return of the Group.

### Financial Review

#### *Revenue*

For the six months ended 30 September 2022, the Group recorded total revenue of approximately HK\$18.1 million, representing an increase of approximately 9.8% as compared to approximately HK\$16.5 million for the six months ended 30 September 2021. The increase was mainly due to the increase of approximately HK\$1.1 million or 9.0% in revenue generated from secondary school tutoring services and approximately HK\$0.3 million or 9.0% in revenue generated from primary school tutoring services. Meanwhile, the franchise business also contributed approximately HK\$0.25 million to the revenue. (for the six month ended 30 September 2021: approximately HK\$0.1 million)

### *Other losses*

Unrealised loss on trading securities for the six months ended 30 September 2022 amounted to approximately HK\$1.4 million (six month ended 30 September 2021: Nil) due to adverse capital market condition.

### *Depreciation expenses*

Depreciation of property, plant and equipment comprises depreciation for right-of-use asset, leasehold improvement and other equipment. Depreciation of property, plant and equipment amounted to approximately HK\$1.9 million which was decreased by 32.1% compared that of the six months ended 30 September 2021 amounted to approximately HK\$2.8 million, mainly due to impairment loss on right-of-use assets recognised during the year ended 31 March 2022.

### *Employee benefit expenses*

Employee benefit expenses mainly consist of wages and salaries, pension costs and other benefits to the staff and the Directors. Employee benefit expenses increased by 7.4% from approximately HK\$12.2 million for the six months ended 30 September 2021 to approximately HK\$13.1 million for the six months ended 30 September 2022, mainly due to increase in headcount and retention of talented staff.

### *Net loss*

The Group recorded a loss attributable to owners of the Company amounted to approximately HK\$3.7 million for the six months ended 30 September 2022 (2021: approximately HK\$2.4 million). The increase in the net loss is mainly attributed to unrealised loss on trading securities of approximately HK\$1.4 million.

### *Cash and cash equivalents*

As at 30 September 2022, the cash and cash equivalents amounted to approximately HK\$5.5 million (31 March 2022: approximately HK\$16.5 million) . The decrease comparing to the balance as at 31 March 2022 was mainly due to cash outflow in investing activities.

### *Contingent liabilities*

As at 30 September 2022, the Group did not have any significant contingent liabilities.

### *Liquidity and Financial Resources*

During the Reporting Period, the Group mainly financed its operations with its own working capital. As at 30 September 2022 and 31 March 2022, the Group had net current assets of approximately HK\$14.7 million and HK\$27.0 million respectively, including cash and bank balances of approximately HK\$5.5 million and HK\$16.5 million respectively.

As at 30 September 2022, the Group's gearing ratio was approximately 8.1% (31 March 2022: Nil). The gearing ratio is based on promissory note to total equity.

#### *Foreign Currency Exposure*

During the Reporting Period, most of the revenue-generating operations of the Group were transacted in Hong Kong Dollars which is the presentation currency of the Group. The Group did not engage in any hedging activities but will continue to closely monitor the situation and make necessary arrangement as and when appropriate.

#### *Capital Structure*

As at 30 September 2022, the Company's issued share capital was HK\$5,225,000 and the number of its ordinary shares was 522,500,000 of HK\$0.01 each.

#### *Charges of Group Asset*

As at 30 September 2022, the Group did not have charges on its assets (31 March 2022: Nil).

#### *Significant Investments, Acquisitions and Disposals*

During the Reporting Period, the Group acquired 55% issued shares in Golden Path Developments Limited at the consideration of HK\$11 million. Details of the acquisition are set out in the Company's announcements dated on 6 September 2022 and 31 October 2022.

As at 30 September 2022, there was no other significant investment held by the Group.

#### *Further Plans for Material Investments and Capital Assets*

Saved as disclosed in this interim results announcement, the Group did not have any plans for material investments and capital assets.

#### *Events after reporting period*

On 21 October 2022, the Company entered into the placing agreement with the placing agent pursuant to which the placing agent has agreed to place, on a best effort basis, to not less than six independent places for up to 104,500,000 new shares at a price of HK\$0.044 per placing share, for and on behalf of the Company.

On 4 November 2022, the placing agreement had been fulfilled and completed of the placing took place and a total of 104,500,000 placing shares were issued and allotted to not less than six placees pursuant to the placing agreement.

For more details information, please refer to the announcements of the Company dated 21 October 2022, 25 October 2022 and 4 November 2022.

## **INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE OF THE COMPANY IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS**

As at 30 September 2022, the interests and short positions of the Directors and chief executive of the Company in the shares (the “**Shares**”), underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance) (the “**SFO**”) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules required to be notified to the Company and the Stock Exchange, were as follows:

### **Long position in the Shares**

<b>Name of Director</b>	<b>Capacity/ Nature of interest</b>	<b>Number of Shares</b>	<b>Approximate percentage of issued share (Note 2)</b>
Mr. Tao Wah Wai Calvin (“ <b>Mr. Tao</b> ”)	Interest in controlled corporation (Note 1)	28,762,000	5.50%

#### *Notes:*

1. The entire issued share capital of Greet Harmony Global Limited is legally and beneficially owned by Mr. Tao. Mr. Tao is deemed to be interested in the Shares in which Greet Harmony Global Limited is interested in under Part XV of the SFO.
2. The percentage represents the number of Shares interested divided by the number of the issued Shares as at 30 September 2022 (i.e. 522,500,000 Shares).

Save as disclosed above, as at 30 September 2022, none of the Directors and chief executive of the Company or their associates had any interest or short position in any Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules required to be notified to the Company and the Stock Exchange.

## **INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN THE SHARES OR UNDERLYING SHARES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS**

As at 30 September 2022, so far as the Directors are aware, the interests or short positions owned by the following persons (other than the Directors or chief executive of the Company) in the Shares or underlying Shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO, or who will be, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group:

### **Long position in the Shares**

<b>Name of Shareholder</b>	<b>Capacity/ Nature of interest</b>	<b>Number of Shares</b>	<b>Approximate percentage of issued share (Note 2)</b>
Greet Harmony Global Limited	Beneficial owner (Note 1)	28,762,000	5.50%

*Notes:*

1. The entire issued share capital of Greet Harmony Global Limited is legally and beneficially owned by Mr. Tao. Mr. Tao is deemed to be interested in the Shares in which Greet Harmony Global Limited is interested in under Part XV of the SFO.
2. The percentage represents the number of Shares interested divided by the number of the issued Shares as at 30 September 2022 (i.e. 522,500,000 Shares).

Save as disclosed above and as at 30 September 2022, the Directors are not aware of any interests or short positions owned by any persons (other than the Directors or chief executive of the Company) in the Shares or underlying Shares of the Company which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group.

#### **DIRECTORS' INTERESTS IN CONTRACTS**

No Director had a material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the six months ended 30 September 2022.

#### **DIRECTORS' INTERESTS IN COMPETING BUSINESSES**

During the six months ended 30 September 2022 and up to the date of this announcement, none of the Directors or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group, or has any other conflict of interest with the Group.

#### **SHARE OPTION SCHEMES**

No share options have been granted or agreed to be granted during the Reporting Period.

#### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any securities of the Company during the Reporting Period.

#### **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors.

Having made specific enquiry to the Directors, the Company was not aware of any noncompliance with the required standard of dealings and its code of conduct regarding securities transaction by Directors during the Reporting Period.

## **CORPORATE GOVERNANCE PRACTICES**

Throughout the period of six months ended 30 September 2022 and the up to the date of this announcement, the Company has complied with all the code provisions set out in the Code on Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules, except for the following deviation:

On 5 August 2022, Mr. Ho Kin retired as an independent non-executive Director and member of each audit committee, remuneration committee and nomination and corporate governance committee of the Company, the Company failed to meet the following requirements: (i) the requirement under 5.28 of the GEM Listing Rules and the terms of reference of the audit committee of the Company that the audit committee must comprise a minimum of three members; (ii) the requirement that the remuneration committee shall comprise a minimum of three members pursuant to the terms of reference of the remuneration committee of the Company; and (iii) the requirement that the nomination and corporate governance committee shall comprise a minimum of three members under the terms of reference of the nomination and corporate governance committee of the Company.

On 8 August 2022, Mr. Wong Chi Man was appointed as an independent non-executive Director, a member of audit committee and a member of remuneration committee. Mr. Yu Lap Pan, an independent non-executive Director of the Company, was appointed as a member of remuneration committee and a member of nomination and corporate governance committee. Mr. Hu Chao, an independent non-executive Director of the Company, was appointed as the chairman of remuneration committee, a member of audit committee and a member of nomination and corporate governance committee. After the appointment of independent non-executive Director and the change of composition of board committees, (i) the audit committee of the Company has three members and all members are independent non-executive Directors, thus meet the requirement under Rule 5.28 of the GEM Listing Rules and the terms of reference of the Audit Committee of the Company; (ii) the remuneration committee of the Company has three members and all members are independent non-executive Directors, thus meet the requirement the terms of reference of the remuneration committee of the Company; and (iii) the nomination and corporation governance committee of the Company has three members, thus meet the requirement under the terms of reference of the Nomination and corporate governance committee of the Company.

For the details information, please refer to the announcements of the Company dated 5 August 2022 and 8 August 2022.

## CHANGES OF DIRECTORS' INFORMATION

The change in the Directors' information subsequent to the date of the annual report for the year ended 31 March 2022, as required to be disclosed pursuant to rule 17.50A(1) of the GEM Listing Rules, is as follows:

<b>Name of Director</b>	<b>Details of Changes</b>
Mr. Hou Haitao <i>Executive Director</i>	Resigned as executive Director on 27 May 2022.
Mr. Yan Ximao <i>Non-executive Director</i>	Resigned as non-executive Director on 27 May 2022.
Ms. Lee Yin Ting <i>Independent non-executive Director</i>	Resigned as independent non-executive Director on 27 May 2022.
Mr. Chen Ming <i>Independent non-executive Director</i>	Resigned as independent non-executive Director on 27 May 2022.
Mr. Yu Lap Pan <i>Independent non-executive Director</i>	Appointed as the independent non-executive Director on 27 May 2022.
Mr. Hu Chao <i>Independent non-executive Director</i>	Appointed as the independent non-executive Director on 27 May 2022.
Mr. Tao Wah Wai Calvin <i>Executive Director</i>	Appointed as executive Director on 13 June 2022.
Ms. Tse Pui Fong <i>Non-executive Director</i>	Retired as non-executive Director on 5 August 2022.
Mr. Ho Kin <i>Independent non-executive Director</i>	Retired as independent non-executive Director on 5 August 2022.

<b>Name of Director</b>	<b>Details of Changes</b>
Mr. Sek Ngo Chi <i>Independent non-executive Director</i>	Resigned as independent non-executive Director on 8 August 2022.
Mr. Wong Chi Man <i>Independent non-executive Director</i>	Appointed as independent non-executive Director on 8 August 2022
Mr. Cheung Hiu Fung <i>Executive Director</i>	Resigned as executive Director on 30 September 2022.

## **AUDIT COMMITTEE**

The Audit Committee was established with written terms of reference in compliance with Rule 5.28 to 5.33 of the GEM Listing Rules pursuant to a resolution of the Directors passed on 3 November 2016. The primary duties of the audit committee are mainly to make recommendations to the Board on the appointment and removal of the external auditors, review the financial statements and material advice in respect of financial reporting and oversee the internal control procedures of the Company. At present, the audit committee comprises Mr. Yu Lap Pan, Mr. Hu Chao and Mr. Wong Chi Man, all being the independent non-executive Directors of the Group. Mr. Yu Lap Pan is the chairman of the audit committee. The audit committee has reviewed the audited consolidated financial statements of the Group for the six months ended 30 September 2022 and was of the opinion that the preparation of such statements complied with applicable accounting standards and that adequate disclosure has been made in respect thereof.

By order of the Board  
**Goldway Education Group Limited**  
**Tao Wah Wai Calvin**  
*Executive Director*

Hong Kong, 9 November 2022

*As at the date of this announcement, the executive Directors are Mr. Hui Ka Fai, and Mr. Tao Wah Wai Calvin, and the independent non-executive Directors are Mr. Yu Lap Pan, Mr. Hu Chao and Mr. Wong Chi Man.*