

# Goldway Education Group Limited

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8160





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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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## INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

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 2025 (the “**Reporting Period**”) together with the comparative unaudited figures for the corresponding period in 2024 as follows:

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

*For the six months ended 30 September 2025*

	Notes	Six months ended 30 September	
		2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
<b>Revenue</b>	3	<b>22,430</b>	22,902
Other income	3	<b>574</b>	1,391
Depreciation expenses		<b>(3,760)</b>	(3,298)
Employee benefit expenses		<b>(20,110)</b>	(17,633)
Fair value changes on financial assets at fair value through profit or loss (“ <b>FVTPL</b> ”)		<b>(12)</b>	530
Other operating expenses		<b>(6,284)</b>	(5,117)
Finance costs		<b>(294)</b>	(395)
<b>Loss before income tax expense</b>		<b>(7,456)</b>	(1,620)
Income tax expenses	5	<b>(3)</b>	(214)
<b>Loss for the period</b>		<b>(7,459)</b>	(1,834)



Six months ended  
30 September


Notes	<b>2025</b> <b>HK\$'000</b> <b>(unaudited)</b>	2024 HK\$'000 (unaudited)
Other comprehensive loss after tax: <i>Items that may be reclassified to profit or loss:</i>		
Exchange differences on translating foreign operations	<b>125</b>	112
Total comprehensive loss for the period	<b>(7,334)</b>	(1,722)
Loss for the period attributable to:		
– the owners of the Company	<b>(7,631)</b>	(3,232)
– non-controlling interests	<b>172</b>	1,398
	<b>(7,459)</b>	(1,834)
Total comprehensive loss for the period attributable to:		
– the owners of the Company	<b>(7,562)</b>	(3,120)
– non-controlling interests	<b>228</b>	1,398
	<b>(7,334)</b>	(1,722)
Loss per share — Basic and diluted (HK cents)	<b>(5.25)</b>	(2.43)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2025

	Notes	30 September 2025 HK\$'000 (unaudited)	31 March 2025 HK\$'000 (audited)
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Plant and equipment	8	1,862	1,552
Intangible assets		4,017	4,017
Right-of-use assets		6,707	9,935
Financial assets at fair value through other comprehensive income ("FVTOCI")		5,010	5,010
Goodwill		6,283	6,283
		<b>23,879</b>	26,797
<b>Current assets</b>			
Account receivables	9	5,576	7,754
Prepayments, deposits and other receivables	10	7,565	8,818
Financial assets at fair value through profit or loss		771	459
Cash and cash equivalents		9,654	14,319
		<b>23,566</b>	31,350
<b>Current liabilities</b>			
Accruals and other payables	11	4,505	3,958
Contract liabilities		1,264	1,831
Lease liabilities		4,905	6,370
Income tax payable		1,367	1,345
		<b>12,041</b>	13,504
<b>Net current assets</b>			
		<b>11,525</b>	17,846
<b>Total assets less current liabilities</b>			
		<b>35,404</b>	44,643





	Notes	<b>30 September 2025 HK\$'000 (unaudited)</b>	31 March 2025 HK\$'000 (audited)
<b>Non-current liabilities</b>			
Deferred tax liabilities		<b>222</b>	222
Lease liabilities		<b>2,017</b>	3,922
		<b>2,239</b>	4,144
<b>Net assets</b>			
		<b>33,165</b>	40,499
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	12	<b>73</b>	73
Reserves		<b>29,598</b>	37,160
		<b>29,671</b>	37,233
<b>Non-controlling interests</b>			
		<b>3,494</b>	3,266
<b>Total equity</b>			
		<b>33,165</b>	40,499

# UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the six months ended 30 September 2025

	Share capital	Share premium	Fair value reserve of financial assets at FVTOCI	Capital reserve	Foreign currency translation reserves	Accumulated loss	Total reserve	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance as at 1 April 2024 (audited)	18	45,499	(349)	3,372	(448)	(9,644)	38,430	3,367	41,815
Exchange difference arising on translation of foreign operations	–	–	–	–	(42)	–	(42)	(34)	(76)
Issue of right shares	55	15,677	–	–	–	–	15,677	–	15,732
Loss for the year	–	–	–	–	–	(12,875)	(12,875)	(67)	(12,942)
Other Comprehensive expenses:									
Fair value loss on financial assets at FVTOCI	–	–	(4,030)	–	–	–	(4,030)	–	(4,030)
As 31 March 2025 and 1 April 2025	73	61,176	(4,379)	3,372	(490)	(22,519)	37,160	3,266	40,499
Loss loss for the period	–	–	–	–	–	(7,631)	(7,631)	172	(7,459)
Exchange difference arising on translation of foreign operations	–	–	–	–	69	–	69	56	125
Balance as at 30 September 2025 (unaudited)	73	61,176	(4,379)	3,372	(421)	(30,150)	29,598	3,494	33,165
Balance as at 1 April 2024 (audited)	18	45,499	(349)	3,372	(448)	(9,644)	38,430	3,367	41,815
Issue of right shares	55	15,677	–	–	–	–	15,677	–	15,732
Loss for the period	–	–	–	–	112	(3,232)	(3,120)	1,398	(1,722)
Balance as at 30 September 2024 (unaudited)	73	61,176	(349)	3,372	(336)	(12,876)	50,987	4,765	55,825

# UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 September 2025

Six months ended  
30 September

	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Net cash used in from operating activities	(573)	(12,354)
Net cash used in investing activities	(805)	(3,534)
Net cash (used in)/generated from financing activities	(3,369)	15,169
Net decrease in cash and cash equivalents	(4,747)	(719)
Net effect of foreign exchange rate changes	82	(73)
Decrease in restricted bank balances	—	2,991
Cash and cash equivalents at 1 April	14,319	6,855
Cash and cash equivalents at 30 September	9,654	9,054





# 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 B10, 1/F., Goodrich Shopping Arcade, Tuen Mun, New Territories, Hong Kong, respectively.

The Group is principally engaged in the provision of tutoring services, franchising services and management services in Hong Kong and the People’s Republic of China (“**PRC**”). The Group provides private tutoring services including primary and secondary tutoring services under the trade name of “Logic Tutorial Centre” and “Pedagog Education 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 2024 and 2025 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 2025.

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:

	<b>Six months ended 30 September</b>	
	<b>2025 HK\$'000 (unaudited)</b>	2024 HK\$'000 (unaudited)
Revenue from contracts with customers		
Income from tutoring services	<b>20,260</b>	17,849
Income from continuing franchising	<b>330</b>	632
Income from management services	<b>1,840</b>	4,421
	<b>22,430</b>	22,902
Other income		
Interest income	<b>4</b>	21
Others (Note)	<b>570</b>	1,370
	<b>574</b>	1,391

Note: Others mainly represents income from outsourcing human resources to franchisee for the period.

### 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 one single 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. Provision of tutoring services includes primary school tutoring services, secondary school tutoring services, franchising services and management services. The Group's revenue from external customers is further disclosed in Note 3 to the consolidated financial statements.

Information about the Group's non-current assets based on the geographical location is presented as follows:

	<b>30 September 2025 HK\$'000 (Unaudited)</b>	31 March 2025 HK\$'000 (audited)
	Hong Kong	<b>8,569</b>
PRC	<b>10,300</b>	10,300
Consolidated total	<b>18,869</b>	21,787

Non-current assets include plant and equipment, intangible assets, goodwill and right-of-use assets.

Information about the Group's revenue from external customers presented based on the geographical location where the Group operates is as follows:

	<b>Six months ended 30 September</b>	
	<b>2025 HK\$'000 (Unaudited)</b>	2024 HK\$'000 (audited)
Hong Kong	<b>20,590</b>	18,481
PRC	<b>1,840</b>	4,421
Consolidated total	<b>22,430</b>	22,902

For the period ended 30 September 2025, the Group's total revenue included approximately HK\$1,840,000 (8.2%) (30 September 2024: HK\$4,421,000 (19.3%)) from a single external customer.

## 5. INCOME TAX EXPENSES

Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of a qualifying corporation established in Hong Kong will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The two-tiered profits tax rates regime was applicable to the Group for the period.

One of the Group's PRC subsidiaries has been classified as a small low-profit enterprise under the Law of the PRC on EIT and its Implementation Regulation. The subsidiary is entitled to EIT rates of 5% on taxable profits not exceeding RMB1,000,000 and 10% on taxable profits exceeding RMB1,000,000 but not exceeding RMB3,000,000.

The tax rate applicable to the Group's other PRC subsidiaries were 25% during the period.

## 6. LOSS PER SHARE

	<b>Six months ended 30 September</b>	
	<b>2025 HK\$'000 (unaudited)</b>	2024 HK\$'000 (unaudited)
<b>Loss</b>		
Loss for the period attributable to the owners of the Company	<b>(7,631)</b>	(3,232)
<b>Number of shares</b>		
Weighted average number of shares for the purpose of calculating basic loss per share	<b>145,271,940</b>	132,967,486

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 2024 and 2025.



## 7. DIVIDEND

The Directors do not recommend the payment of interim dividend for the six months ended 30 September 2025.

## 8. PLANT AND EQUIPMENT

During the six months ended 30 September 2025, the Group acquired plant and equipment of approximately HK\$843,000 (six months ended 30 September 2024: approximately HK\$712,000).

## 9. ACCOUNT RECEIVABLES

	<b>30 September 2025 HK\$'000 (unaudited)</b>	31 March 2025 HK\$'000 (audited)
Account receivables	<b>9,823</b>	12,001
Less: Provision for expected credit loss ("ECL")	<b>(4,247)</b>	(4,247)
	<b>5,576</b>	7,754

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 2025 HK\$'000 (unaudited)</b>	31 March 2025 HK\$'000 (audited)
1 to 90 days past due	—	2,230
Over 90 days	<b>5,576</b>	5,524
	<b>5,576</b>	7,754

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.

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 2025 HK\$'000 (unaudited)</b>	31 March 2025 HK\$'000 (audited)
Prepayments	<b>1,617</b>	2,548
Deposits	<b>6,226</b>	6,541
Other receivables	<b>—</b>	7
	<b>7,843</b>	9,096
Loss: ECL on other receivables	<b>(278)</b>	(278)
	<b>7,565</b>	8,818

## 11. ACCRUALS AND OTHER PAYABLES

	<b>30 September 2025 HK\$'000 (unaudited)</b>	31 March 2025 HK\$'000 (audited)
Accruals	<b>4,088</b>	3,021
Other payables	<b>417</b>	937
	<b>4,505</b>	3,958

## 12. SHARE CAPITAL

	30 September 2025		31 March 2025	
	Number of ordinary shares '000	Amount HK\$'000 (unaudited)	Number of ordinary shares '000	Amount HK\$'000 (audited)
<b>Authorised:</b>				
At beginning and end of the year/period, ordinary shares of HK\$0.0001 each	40,000,000	20,000	200,000,000	20,000
Share consolidation	—	—	(160,000,000)	—
At end of the period/year, ordinary shares of HK\$0.0005 each	40,000,000	20,000	40,000,000	20,000
<b>Issued and fully paid:</b>				
At beginning of the year ordinary shares of HK\$0.0001 each	145,272	73	181,590	18
Share consolidation	—	—	(145,272)	—
Issue of right share (Note)	—	—	108,954	55
At ended of the period/year ordinary shares of HK\$0.0005 each	145,272	73	145,272	73

Note: The Company issued the right share on 5 August 2024 and the closing price of the shares on 5 August 2024 was HK\$0.153.

## 13. 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:

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Salaries, allowances and benefits in kind	300	380
Pension scheme contributions	—	—
	300	380

## 14. COMPARATIVE FIGURE

Certain comparative figures have been reclassified or restated to conform with current period presentation.





## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

#### *Tutorial Business*

During the six months ended 30 September 2025, 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 2025, the income from tutorial business was increased by approximately 13.5% as compared with the corresponding period in last year. Currently, we are operating 12 tutorial centres (2024: 13) in Hong Kong.

#### *Franchise Business*

The income from franchise program was approximately HK\$0.3 million for the six months ended 30 September 2025 (2024: approximately HK\$0.6 million). As at 30 September 2025, we have 7 franchise centres in Hong Kong.

#### *Management Service Business*

The Group recorded approximately HK\$1.8 million for the period (2024: 4.4 million). The decrease is mainly attributable to the operation reorganization of customer during the period, the contract with the customer is currently in suspended status. The Group will continue to expand the customer base and explore more business opportunities to the segment.

## OUTLOOK

According to the student enrolment statistics published by the Hong Kong Education Bureau, the number of student enrolment for primary and secondary school exhibited a downward trend in recent years. The impact of decreasing number of students was reflected in the soft demand for tutoring services in Hong Kong for primary and secondary education. Therefore the Group expects that the market for primary and secondary education tutoring services in Hong Kong to remain challenging in the coming years. In view of the uncertain prospects of the tutoring market in Hong Kong, the Group is always mindful to seek new business opportunities to diversify the income source of the Group.

### Financial Review

#### *Revenue*

For the six months ended 30 September 2025, the Group recorded total revenue of approximately HK\$22.4 million, representing a decrease of approximately 2.2% as compared to approximately HK\$22.9 million for the six months ended 30 September 2024.



### **Depreciation expenses**

Depreciation of plant and equipment comprises depreciation for right-of-use asset, leasehold improvements, motor vehicles and other equipment. Depreciation of plant and equipment increased by approximately HK\$0.5 million from approximately HK\$3.3 million for six month period ended 30 September 2024 to approximately HK\$3.8 million for six month ended 30 September 2025. The increase was primary due to depreciation of right-of-use asset for the six months ended 30 September 2025 was increased compared with corresponding period in last year.

### **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 14.2% from approximately HK\$17.6 million for the six months ended 30 September 2024 to approximately HK\$20.1 million for the six months ended 30 September 2025, which was primary attributable to the increase in staff training expenses.

### **Other Operating Expenses**

Other operating expenses for the six months ended 30 September 2025 were approximately HK\$6.3 million (2024: HK\$5.1 million), representing an increase of approximately 23.5%. The increase was primary due to short-operating lease expenses, expenses related automated parking business and advertising expenses were increased.

### **Fair value changes on financial assets at fair value through profit or loss**

Due to the market volatility, the Group recorded fair value loss on financial assets at fair value through profit or loss of approximately HK\$12,000 for the six months ended 30 September 2025 (2024: gain of approximately HK\$0.5 million).

### **Net loss**

The Group record a net loss amounted to approximately HK\$7.5 million for the six months ended 30 September 2025 (2024: approximately HK\$1.8 million).

The Group recorded a loss attributable to owners of the Company amounted to approximately HK\$7.6 million for the six months ended 30 September 2025 (2024: approximately HK\$3.2 million). Such changes were mainly due to (i) employee benefit expenses increased to approximately HK\$20.1 million (2024: approximately HK\$17.6 million); (ii) other operating expenses increased to approximately HK\$6.3 million (2024: approximately HK\$5.1 million) and (iii) fair value loss on financial assets at fair value through profit or loss was approximately HK\$12,000 (2024: gain of approximately HK\$0.5 million).

### **Cash and cash equivalents**

As at 30 September 2025, the cash and cash equivalents amounted to approximately HK\$9.7 million (31 March 2025: approximately HK\$14.3 million).

### **Contingent liabilities**

As at 30 September 2025, the Group did not have any significant contingent liabilities.

### **Fund raising activities and usage of fund proceeds**

Reference to announcement of the Company dated on 30 April 2024, the Company and a placing agent entered into a placing agreement in respect of the right issue 108,935,955 ordinary shares of HK\$0.0005 each at a price of HK\$0.145 per right issue, the raise gross proceeds of approximately HK\$15.8 million before deducting the costs and expenses. The estimated net proceeds of the right issue will be up to approximately HK\$15.0 million.

As at 30 September 2025, the net proceeds of the right issue had been utilized as follows:

	<b>Allocation net proceeds disclosed in the announcement HK\$ million</b>	<b>Actual net proceeds allocated HK\$ million</b>	<b>Amount utilised as at 30 September 2025 HK\$ million</b>	<b>Balance unutilised as at 30 September 2025 HK\$ million</b>
Automated parking business				
– office rental and related expenses	2.0	(0.5)	(0.5)	1.5
– salary and other administrative expense	2.5	(0.4)	(0.4)	2.1
– working capital	5.5	(3.1)	(3.1)	2.4
General working capital of the Group	5.0	(5.0)	(5.0)	–
	15.0	(9.0)	(9.0)	6.0

The Group has been cautious in proceeding with the automated parking business in Mainland China in view of the uncertainties in the economic environment in Mainland China. The Group is closely monitoring the market environment and reassessing the risk and benefits to the Group in this business. Currently the Company sets the expected timeline for utilization of the unutilized balance of net proceeds of HK\$6.0 million is on or before 31 March 2027. The proceeds were used according to the intention disclosed in the announcement dated on 30 April 2024.

### **Liquidity and Financial Resources**

During the Reporting Period, the Group mainly financed its operations with its own working capital. As at 30 September 2025 and 31 March 2025, the Group had net current assets of approximately HK\$11.5 million and HK\$17.8 million respectively, including cash and bank balances of approximately HK\$9.7 million and HK\$14.3 million respectively.



### **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**

Saved as disclosed in note 12 of the unaudited condensed consolidated financial statements, no other changes in the capital structure of the Group during the period.

As at 30 September 2025, the Company’s issued share capital was approximately HK\$73,000 and the number of its ordinary shares was 145,271,940 of HK\$0.0005 each.

### **Charges of Group Asset**

As at 30 September 2025, the Group did not have charges on its assets (31 March 2025: Nil).


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

As at 30 September 2025, the investment of Orange Financial Printing Limited (“**OFP**”) held by the Group save as follows:

Name of investee company	Number of shares held	percentage of interest held	Cost HK\$'000	Fair Value HK\$'000	Accumulated	Change in fair value for the period HK\$'000
					unrealised loss arising on revaluation HK\$'000	
OFP	222,993	7.43%	9,389	5,010	(4,379)	–

OFP is a private company incorporated in Hong Kong with limited liability. The principal activities of OFP is provision of financial printing services in Hong Kong, specialising in IPO prospectuses, financial reports, circulars, announcements and other financial documents. As at 30 September 2025, the fair value of this investment amount to approximately HK\$5,010,000 which accounted for approximately 10.6% of the total assets of the Group. The Group’s investment strategy for this investment is for long-term capital appreciation.





The Group did not process any other significant investment, acquisition or disposal during the period.

As at 30 September 2025, there was no other significant investment held by the Group.

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

On 30 September 2025, the Company entered into a sale and purchase agreement with Lai Moon Tong and Ko Lin Fong for the acquisition of 100% issued shares of Team Swift Limited at the consideration of HK\$20 million to be settled by the allotment and issue of the consideration shares and the issue of the promissory note.

Completion of the acquisition is conditional upon, among others, the passing of a resolution at the EGM to approve the agreement and the transactions contemplated thereunder including the specific mandate to allot and issue the consideration shares and the Stock Exchange granting the listing of and permission to deal in the consideration shares.

As the highest applicable percentage ratio under the GEM Listing Rules exceeds 25% but are under 100%, the acquisition constitutes a major transaction and is subject to the reporting, announcement and shareholder's approval requirements under Chapter 19 of the GEM Listing Rules.

For details please refer to the Company announcements dated 30 September 2025, 27 October 2025, 10 November 2025, 17 November 2025 and 24 November 2025.

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

## **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 2025, 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 2025, so far as the Directors are aware, the 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 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

Name of Shareholder	Capacity/ Nature of interest	Number of Shares	Approximate percentage of issued share
Wealthy View Investment Holdings Limited	Beneficial owner	30,720,000	21.15%

Save as disclosed above, 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 2025.

## DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the six months ended 30 September 2025 and up to the date of this report, 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

We have conditionally adopted the share option scheme (the “**Share Option Scheme**”) on 3 November 2016.

### (i) Purpose of the Share Option Scheme

The purpose of which is to provide an incentive or a reward to eligible persons for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group or any entity in which the Group holds any equity interest (the “**Invested Entity**”).

### (ii) Who may join

Subject to the provisions in the Share Option Scheme, the Board shall be entitled at any time and from time to time within the period of ten (10) years after the date of adoption of the Share Option Scheme to make an offer to any of the following classes of persons (the “**Eligible Participant(s)**”):


- (1) any employee (whether full-time or part-time) of the Company, any of its subsidiaries and any Invested Entity;
- (2) any director (including executive, non-executive and independent non-executive directors) of the Company, any of the subsidiaries or any Invested Entity;
- (3) any supplier of goods or services to any member of the Group or any Invested Entity;
- (4) any customer of the Group or any Invested Entity;
- (5) any consultant, adviser, manager, officer or entity that provides research, development or other technological support to the Group or any Invested Entity; or
- (6) any person who, in the sole discretion of the Board, has contributed or may contribute to the Group or any Invested Entity eligible for options under the Share Option Scheme.



(iii) **Maximum number of shares**

- (1) Notwithstanding anything to the contrary herein, the maximum number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the total number of shares in issue from time to time.
- (2) The total number of shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 52,250,000 shares, being 10% of the total number of shares in issue as at the listing date unless the Company obtains the approval of the shareholders in general meeting for renewing the 10% limit (the “**Scheme Mandate Limit**”) under the Share Option Scheme provided that options lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company will not be counted for the purpose of calculating whether the Scheme Mandate Limit has been exceeded.
- (3) The Company may seek approval of the shareholders in general meeting to renew the Scheme Mandate Limit such that the total number of shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company as “renewed” shall not exceed 10% (the “**Renewal Limit**”) of the total number of shares in issue as at the date of the approval of the shareholders on the renewal of the Scheme Mandate Limit, provided that options previously granted under the Share Option Scheme or any other share option schemes of the Company (including options outstanding, cancelled, lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company or exercised) will not be counted for the purpose of calculating the Renewal Limit.

For the purpose of seeking the approval of the shareholders for the Renewal Limit, a circular containing the information and the disclaimer as required under the GEM Listing Rules must be sent to the shareholders.

- (4) The Company may seek separate approval of the shareholders in general meeting for granting options beyond the Scheme Mandate Limit provided that the proposed grantee(s) of such option(s) must be specifically identified by the Company before such approval is sought. For the purpose of seeking the approval of the shareholders, the Company must send a circular to the shareholders containing a generic description of the specified proposed grantees of such options, the number and terms of the options to be granted, the purpose of granting such options to the proposed grantees with an explanation as to how the terms of options serve such purpose and the information as required under the GEM Listing Rules.
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**(iv) Maximum entitlement of each Eligible Participant**

No option shall be granted to any Eligible Participant if any further grant of options would result in the shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including such further grant exceeding 1% of the total number of shares in issue, unless:

- (1) such further grant has been duly approved, in the manner prescribed by the relevant provisions of Chapter 23 of the GEM Listing Rules, by resolution of the shareholders in general meeting at which the Eligible Participant and his/her/its associates shall abstain from voting;
- (2) a circular regarding the further grant has been despatched to the shareholders in a manner complying with, and containing the information specified in, the relevant provisions of Chapter 23 of the GEM Listing Rules (including the identity of the Eligible Participant, the number and terms of the options to be granted and options previously granted to such Eligible Participant); and
- (3) the number and terms (including the subscription price) of such option are fixed before the general meeting of the Company at which the same are approved.

**(v) Exercise of an option**

A consideration of HK\$1 is payable on acceptance of the offer of grant of an option. Such consideration shall in no circumstances be refundable. An option may be exercised in whole or in part by the grantee (or his personal representative(s)) at any time before the expiry of the period to be determined and notified by the Board to the grantee which in any event shall not be longer than ten (10) years commencing on the date of the offer letter and expiring on the last day of such ten (10)-year period subject to the provisions for early termination as contained in the Share Option Scheme.

**(vi) Subscription price for Shares**

The subscription price of a share in respect of any particular option granted under the Share Option Scheme shall be a price determined by the Board in its absolute discretion and notified to an eligible participant, and shall be at least the highest of: (1) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of the Board meeting at which the grant was proposed (the "**Offer Date**"), (2) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five consecutive business days immediately preceding the Offer Date, and (3) the nominal value of a Share on the Offer Date.



## (vii) Period of the Share Option Scheme

Subject to any prior termination by the Company in a general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of ten (10) years commencing on the date of adoption of the Share Option Scheme, after which period no further option shall be granted but in respect of all options which remain exercisable at the end of such period, the provisions of the Share Option Scheme shall remain in full force and effect.

For the six months ended 30 September 2025, there were no share options granted, exercised, cancelled, lapsed or outstanding. The total number of available share options for grant under the scheme mandate as at 1 April 2025 and 30 September 2025 were both nil.

## 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 2025 and the up to the date of this report, 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:

Pursuant to the code provision C.2.1, the roles of Chairman (the “**Chairman**”) and chief executive officer (the “**CEO**”) should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and the CEO should be clearly established and set out in writing.



The Group currently has no Chairman and CEO. The daily operation and management of the Group is monitored by executive Directors. The Board is of the view that although there is no chairman and chief executive officer, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who would meet from time to time to discuss issues affecting operation of the Group. This arrangement can still enable the Group to make and implement decisions promptly, and thus achieve the Group's objectives efficiently and effectively in response to the changing environment.

The Group will, the appropriate time, arrange for the election of the new chairman and CEO of the Board.

## **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. Wong Chi Man and Mr. Wong Ming Fair Victor, 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 2025 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**  
**Leung Wai Tai**  
*Executive Director*

Hong Kong, 28 November 2025

*As at the date of this report, the executive Directors are Mr. Leung Wai Tai and Ms. Li Yan Lin, and the independent non-executive Directors are Mr. Yu Lap Pan, Mr. Wong Chi Man and Mr. Wong Ming Fair Victor.*