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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)

FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 30 JUNE 2023

The board (the “**Board**”) of directors (the “**Directors**”) of Goldway Education Group Limited (the “**Company**”) announces the unaudited condensed consolidated quarterly results of the Company and its subsidiaries (collectively the “**Group**”) for the three months ended 30 June 2023. This announcement, containing the full text of the 2023 First Quarterly Report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the “**GEM**” and the “**GEM Listing Rules**”, respectively) in relation to information to accompany preliminary announcement of first quarterly results.

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

Hong Kong, 11 August 2023

As at the date of this announcement, the executive Directors are Ms. Ip Sin Nam Ingrid and Mr. Leung Wai Tai and the independent non-executive Directors are Mr. Yu Lap Pan, Mr. Hu Chao and Mr. Wong Chi Man.

This announcement, for which the Directors collectively and individually accept full responsibility, include particulars given in compliance with 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, (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for a minimum period of seven days from the date of the publication and on the website of the Company at www.goldwayedugp.com.

* *For identification purpose*



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*This report, 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 report 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 report misleading.*

This report will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its publication. This report will also be published on the Company’s website at www.goldwayedugp.com.



FINANCIAL HIGHLIGHTS

For the three months ended 30 June 2023, unaudited operating results of the Group were as follows:

- revenue of approximately HK\$8.9 million, representing an decrease of 11.9% comparing to the same period of previous financial year;
- loss for the three months ended 30 June 2023 amounted to approximately HK\$3.0 million; and
- the Directors do not recommend the payment of interim dividend for the three months ended 30 June 2023.



FIRST QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 30 JUNE 2023



The board of Directors (the “**Board**”) announce the unaudited results of the Company and its subsidiaries (collectively, the “**Group**”) for the three months ended 30 June 2023 (the “**Reporting Period**”) together with the comparative unaudited figures for the corresponding period in 2022 as follows:

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

For the three months ended 30 June 2023

| | Notes | Three months ended 30 June | |
|---|-------|---------------------------------|---------------------------------|
| | | 2023 HK\$'000 (unaudited) | 2022 HK\$'000 (unaudited) |
| Revenue | 3 | 8,894 | 10,144 |
| Other income | 3 | 875 | 621 |
| Advertising expenses | | (2) | (11) |
| Building management fees and rates | | (219) | (218) |
| Depreciation expenses | | (1,270) | (1,828) |
| Employee benefit expenses | | (8,095) | (6,983) |
| Other operating expenses | | (3,145) | (2,374) |
| Finance costs | | – | (99) |
| Loss before income tax expense | | (2,962) | (748) |
| Income tax expense | 5 | (1) | – |
| Loss for the period | | (2,963) | (748) |
| Other comprehensive loss after tax: <i>Items that may be reclassified to profit or loss:</i> | | | |
| Exchange differences on translating foreign operations | | (6) | – |
| Total comprehensive loss for the period | | (2,969) | (748) |



Three months ended 30 June

| | Notes | 2023 HK\$'000 (unaudited) | 2022 HK\$'000 (unaudited) |
|--|-------|---------------------------------|---------------------------------|
| Loss for the period attributable to: | | | |
| – the owners of the Company | | (1,963) | (748) |
| – non-controlling interests | | (1,000) | – |
| | | (2,963) | (748) |
| Total comprehensive loss for the period attributable to: | | | |
| – the owners of the Company | | (1,969) | (748) |
| – non-controlling interests | | (1,000) | – |
| | | (2,969) | (748) |
| Loss per share — Basic and diluted (HK cents) | 6 | (0.26) | (0.14) |



UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the three months ended 30 June 2023



| | Attributable to owners of the Company | | | | | | | | |
|--|---------------------------------------|---------------|----------------------|-----------------|-----------------------------|--------------------|---------------|--------------------------|---------------|
| | Share capital | Share premium | Share option reserve | Capital reserve | Foreign translation reserve | Accumulated losses | Total reserve | Non-Controlling interest | Total equity |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| At 1 April 2022 | 5,225 | 23,509 | - | 3,372 | - | (3,930) | 22,951 | - | 28,176 |
| Placing of shares | 1,045 | 3,254 | - | - | - | - | 3,254 | - | 4,299 |
| Recognition of share-based payments | - | - | 114 | - | - | - | 114 | - | 114 |
| Acquisition of subsidiaries | - | - | - | - | - | - | - | 3,296 | 3,296 |
| Loss and total comprehensive loss for the year | - | - | - | - | (6) | (250) | (256) | (8) | (264) |
| At 31 March 2023 and 1 April 2023 | 6,270 | 26,763 | 114 | 3,372 | (6) | (4,180) | 26,063 | 3,288 | 35,621 |
| Issue of consideration shares | 1,296 | 5,704 | - | - | - | - | 5,704 | - | 7,000 |
| Loss and total comprehensive loss for the period | - | - | - | - | (6) | (1,963) | (1,969) | (1,000) | (2,969) |
| At 30 June 2023 (unaudited) | 7,566 | 32,467 | 114 | 3,372 | (12) | (6,143) | 29,798 | 2,288 | 39,652 |
| Balance as at 1 April 2022 | 5,225 | 23,509 | - | - | - | (3,930) | 22,951 | - | 28,176 |
| Loss and total comprehensive loss for the period | - | - | - | - | - | (748) | (748) | - | (748) |
| Balance as at 30 June 2022 (unaudited) | 5,225 | 23,509 | - | - | - | (4,678) | 22,203 | - | 27,428 |



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 of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Board**”) 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.

In the opinion of the directors of the Company, as at 30 June 2022, the ultimate controlling company and ultimate controlling party of the Group were Greet Harmony Global Limited, a company incorporated in the BVI, and Mr. Tao Wah Wai Calvin, an executive director of the Company, respectively. Upon the completion of disclosable transaction involving issue of shares on 30 June 2023, the ultimate controlling company and ultimate controlling party of the Group have been changed to Rainbow Kingdom Limited, a company incorporated in Hong Kong and Ms. Ip Sin Nam Ingrid, an executive director appointed on 7 August 2023, 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 Company became the holding company of the companies now comprising the Group subsequent to the completion of reorganisation on 3 November 2016, the Group is regarded as a continuing entity resulting from the Reorganisation since the insertions of certain new holding companies at the top of Billion Bright Management Limited have no commercial substance and do not form a business combination. Accordingly, the consolidated financial statements have been prepared using the principles of merger accounting as if the reorganisation had occurred as of the beginning of the earliest period presented and the current group structure had always been in existence.

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 June 2023 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 2023.

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 30 June | |
|---|---------------------------------|---------------------------------|
| | 2023 HK\$'000 (unaudited) | 2022 HK\$'000 (unaudited) |
| Revenue from contracts with customers | | |
| Income from tutoring services | 8,638 | 10,063 |
| Income from continuing franchising income | 256 | 81 |
| | 8,894 | 10,144 |
| Other income | | |
| Interest income | 16 | 1 |
| Others | 859 | 620 |
| | 875 | 621 |



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 30 June | |
|-----------------------------|---------------------------------|---------------------------------|
| | 2023 HK\$'000 (unaudited) | 2022 HK\$'000 (unaudited) |
| Primary tutoring services | 2,414 | 2,812 |
| Secondary tutoring services | 6,224 | 7,251 |
| Franchise services | 256 | 81 |
| | 8,894 | 10,144 |

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 three months ended 30 June 2023, there was no single external customer that contributed 10% or more of the Group's total revenue from external customers (2022: 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 three months ended 30 June 2023 and 2022.

6. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

| | Three months ended 30 June | |
|---|---------------------------------|---------------------------------|
| | 2023 HK\$'000 (unaudited) | 2022 HK\$'000 (unaudited) |
| Loss for the year attributable to the owners of the Company | (1,969) | (748) |
| Number of shares | | |
| Weighted average number of shares for the purpose of calculating basic loss per share | 756,629,630 | 522,500,000 |

Diluted loss per share dilutive was the same as the basic loss per share as the effects of the Company's potential ordinary shares in respect of the outstanding share options are anti-dilutive for the period ended 30 June 2023 (2022: no potential ordinary share).

7. DIVIDEND

The Directors do not recommend the payment of interim dividend for the three months ended 30 June 2023 (2022: HKD nil).



MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

Tutorial Business

During the three months ended 30 June 2023, the Group's principal business is provision of tutoring services to secondary school students and primary school students in Hong Kong. During the three months ended 30 June 2023, the income from tutorial business decreased by 14.2% comparing to that of the same period last year. 27.9% of income from tutorial business generated from primary school tutoring services and 72.1% of income from tutorial business generated from secondary school tutoring services. Currently, we are operating 10 tutorial centres.

Franchise Business

The income from franchise program was approximately HK\$256,000 for the three months ended 30 June 2023 (2022: approximately HK\$81,000). As at 30 June 2023, we have franchise centres covering Kowloon and the New Territories.

Outlook

With the economy recovering and the pandemic easing, Management is anticipating further improvements in both primary and secondary tutoring services. The Group will continuously focus on the tutoring services business and maintain our competitive advantages in the competitive market. Meanwhile, the franchise business will be further developed to seize opportunity of further growth. The new acquired PRC management services business will further improve the overall financial performance of the Group.

Our experienced management team will also look for suitable investment opportunities continuously including but not limited to tutoring businesses in Hong Kong to maintain the competitiveness of the Group and creating value for all stakeholders.





Financial Review

Revenue

For the three months ended 30 June 2023, the Group recorded total revenue of approximately HK\$8.9 million, representing an decrease of approximately 11.9% as compared to approximately HK\$10.1 million for the three months ended 30 June 2022. The decrease was mainly because of expansion and strengthen of workforce for better service level and resulted in increase of staff cost.

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 decreased by approximately HK\$0.5 million from approximately HK\$1.8 million for the three months ended 30 June 2022 to approximately HK\$1.3 million for the three months ended 30 June 2023.

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 15.7% from approximately HK\$7.0 million for the three months ended 30 June 2022 to approximately HK\$8.1 million for the three months ended 30 June 2023, mainly due to increase of headcount in order to cope with the growth of business.

Net profit

The Group recorded a loss attributable to owners of the Company amounted to approximately HK\$2.0 million for the three months ended 30 June 2023 (2022: loss of approximately HK\$0.7 million), mainly due to increase in staff costs for the growth of business.

Contingent liabilities

As at 30 June 2023, the Group did not have any significant contingent liabilities.





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 June 2023, 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

| Name of Director | Capacity/ Nature of interest | Number of Shares | Approximate percentage of issued share ^(Note 2) |
|--|---|---------------------|--|
| Mr. Tao Wah Wai Calvin (“ Mr. Tao ”) | Interest in controlled corporation ^(Note 1) | 21,562,000 | 2.85% |

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 June 2023 (i.e. 756,629,630 Shares).
3. Mr. Tao retired as executive director on 3 August 2023.

Save as disclosed above, as at 30 June 2023, 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 June 2023, 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

| Name of Shareholder | Capacity/ Nature of interest | Number of Shares | Approximate percentage of issued share <small>(Note 3)</small> |
|------------------------------|---|---------------------|--|
| Rainbow Kingdom Limited | Beneficial owner <small>(Note 1)</small> | 129,629,630 | 17.13% |
| Greet Harmony Global Limited | Beneficial owner <small>(Note 2)</small> | 21,562,000 | 2.85% |

Notes:

1. The entire issued share capital of Rainbow Kingdom Limited is legally and beneficially owned by Ms. Ip Sin Nam Ingrid ("**Ms. Ip**"). Ms. Ip is deemed to be interested in the shares in which Rainbow Kingdom Limited is interested in under Part XV of the SFO.
2. 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.
3. The percentage represents the number of Shares interested divided by the number of the issued Shares as at 30 June 2023 (i.e. 756,629,630 Shares).

Save as disclosed above and as at 30 June 2023, 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 three months ended 30 June 2023.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the three months ended 30 June 2023 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

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.





CORPORATE GOVERNANCE PRACTICES

Throughout the period of three months ended 30 June 2023 and the update of the report, the Company has complied with all the code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) contained in Appendix 15 to the GEM Listing Rules except the following deviations:

On 4 August 2023, Mr. Tao retired as an executive Director and chairman of nomination and corporate governance committee. Following the retirement of Mr. Tao, the Company fails to meet 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 7 August 2023, Ms. Ip was appointed as an executive Director and chairman of nomination and corporate governance committee. After the appointment of Ms. Ip, the Nomination and Corporate Governance Committee has three members, thus meet the requirement under the terms of reference of the Nomination and Corporate Governance Committee of the Company.

On 10 August 2023, Ms. Ip Sin Nam Ingrid was appointed as the authorised representative of the Company. Following the appointment, the Company has complied with the requirement of having two authorised representatives under Rule 5.24 of the GEM Listing Rules.

Mr. Leung Wai Tai has been appointed as the compliance officer of the Company with effect from 10 August 2023. Following his appointment as the compliance officer, the Company has complied with the requirement of compliance officer under Rule 5.19 of the GEM Listing Rules.

For details information, please refer to the announcements of the Company dated 4 August 2023, 7 August 2023 and 10 August 2023.





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 three months ended 30 June 2023 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, 11 August 2023

As at the date of this report, the executive Directors are Mr. Leung Wai Tai and Ms. Ip Sin Nam Ingrid, and the independent non-executive Directors are Mr. Yu Lap Pan, Mr. Hu Chao and Mr. Wong Chi Man.

