

Goldway Education Group Limited

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8160



INTERIM REPORT 2023





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

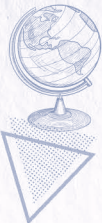
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Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that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

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This 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 six months ended 30 September 2023, unaudited operating results of the Group were as follows:

- revenue of approximately HK\$23.1 million, representing an increase of 27.7% comparing to the same period of previous financial year;
- loss for the six months ended 30 September 2023 amounted to approximately HK\$1.9 million, which represented a decrease of 49.3% 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 2023.





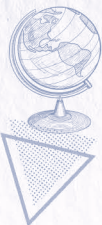
INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023

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 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 six months ended 30 September 2023

	Notes	Three months ended 30 September		Six months ended 30 September	
		2023	2022	2023	2022
		HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)
Revenue	3	14,240	7,977	23,134	18,121
Other income	3	560	687	1,435	1,308
Other losses	3	—	(1,444)	—	(1,444)
Advertising expenses		(13)	(71)	(15)	(82)
Building management fees and rates		(168)	(183)	(387)	(401)
Depreciation expenses		(2,202)	(94)	(3,472)	(1,922)
Employee benefit expenses		(10,837)	(6,096)	(18,932)	(13,079)
Other operating expenses		(698)	(3,615)	(3,696)	(5,989)
Finance costs		(42)	(98)	(189)	(197)
Profit/(loss) before income tax expense		840	(2,937)	(2,122)	(3,685)
Income tax credit/(expenses)	5	254	(5)	253	(5)
Profit/(loss) for the period		1,094	(2,942)	(1,869)	(3,690)



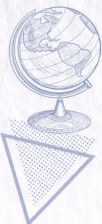
	Notes	Three months ended 30 September		Six months ended 30 September	
		2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Other comprehensive loss after tax: <i>Items that may be reclassified to profit or loss:</i>					
Exchange differences on translating foreign operations		(372)	—	(378)	—
Total comprehensive income/(loss) for the period		722	(2,942)	(2,247)	(3,690)
Profit/(loss) for the period attributable to:					
— the owners of the Company		60	(2,942)	(1,903)	(3,690)
— non-controlling interests		1,034	—	34	—
		1,094	(2,942)	(1,869)	(3,690)
Total comprehensive income/(loss) for the period attributable to:					
— the owners of the Company		(312)	(2,942)	(2,281)	(3,690)
— non-controlling interests		1,034	—	34	—
		722	(2,942)	(2,247)	(3,690)
Profit/(loss) per share — Basic and diluted (HK cents)	6	0.00	(0.56)	(0.27)	(0.71)



UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2023

	Notes	30 September 2023 HK\$'000 (unaudited)	31 March 2023 HK\$'000 (audited)
ASSETS AND LIABILITIES			
Non-current assets			
Plant and equipment	8	1,225	899
Intangible assets		6,851	6,851
Right-of-use assets		6,307	7,417
Financial assets at FVOCI		9,000	—
Goodwill		6,666	6,666
Deposit		1,119	1,119
		31,168	22,952
Current assets			
Account receivables	9	1,942	2,312
Prepayments, deposits and other receivables	10	2,401	2,403
Financial assets at fair value through profit or loss		875	1,063
Tax recoverable		518	289
Restricted bank balance		14,532	14,517
Cash and cash equivalents		9,126	8,973
		29,394	29,557
Current liabilities			
Accruals, other payables and contract liabilities	11	5,031	5,658
Lease liabilities		2,584	3,657
Amount due to a substantial shareholder of the Company		—	121
		7,615	9,436
Net current assets			
		21,779	20,121
Total assets less current liabilities			
		52,947	43,073



	Notes	30 September 2023 HK\$'000 (unaudited)	31 March 2023 HK\$'000 (audited)
Non-current liabilities			
Deferred tax liabilities		685	685
Promissory note		2,073	2,073
Lease liabilities		4,694	4,694
		7,452	7,452
Net assets			
		45,495	35,621
EQUITY			
Equity attributable to owners of the Company			
Share capital	12	9,079	6,270
Reserves		33,094	26,063
		42,173	32,333
Non-controlling interests			
		3,322	3,288
Total equity			
		45,495	35,621

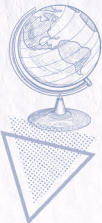




UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the six months ended 30 September 2023

	Attributable to owners of the Company						Total reserve	Non-controlling interests	Total equity
	Share capital	Share premium	Share option reserve	Capital reserve	Foreign currency translation reserve	Retained profits/ losses (accumulated)			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Balance as at 1 April 2022 (audited)	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 (audited)	6,270	26,763	114	3,372	(6)	(4,180)	26,063	3,288	35,621
Issue of consideration shares	1,296	5,680	—	—	—	—	5,680	—	6,976
Placing of shares	1,513	3,632	—	—	—	—	3,632	—	5,145
(Loss)/profit and total comprehensive (loss)/income for the period	—	—	—	—	(378)	(1,903)	(2,281)	34	(2,247)
Balance as at 30 September 2023 (unaudited)	9,079	36,075	114	3,372	(384)	(6,083)	33,094	3,322	45,495
Balance as at 1 April 2022 (audited)	5,225	23,509	—	3,372	—	(3,930)	22,951	—	28,176
Loss and total comprehensive loss for the year	—	—	—	—	—	(3,690)	(3,690)	—	(3,690)
Acquisition of subsidiaries	—	—	—	—	—	—	—	248	248
Balance as at 30 September 2022 (unaudited)	5,225	23,509	—	3,372	—	(7,620)	19,261	248	24,734



UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 September 2023

	Six months ended 30 September	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Net cash generated from operating activities	6,460	568
Net cash (used in) investing activities	(9,101)	(8,961)
Net cash generated from/(used in) financing activities	2,794	(2,613)
Net increase/(decrease) in cash and cash equivalents	153	(11,006)
Cash and cash equivalents at 1 April	8,973	16,457
Cash and cash equivalents at 30 September	9,126	5,451



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 2022 and 2023 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 September		Six months ended 30 September	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Revenue from contracts with customers				
Income from tutoring services	7,864	7,804	16,502	17,867
Income from continuing franchising	222	173	478	254
Income from management services	6,154	—	6,154	—
	14,240	7,977	23,134	18,121
Other income				
Interest income	16	—	32	1
Others (Note)	544	687	1,403	1,307
	560	687	1,435	1,308
Other losses				
Unrealised loss on trading securities	—	(1,444)	—	(1,444)

Note: For the six months ended 30 September 2023, no government grant was rewarded to the Group for anti-epidemic (2022: approximately HK\$1.2 million).



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 September		Six months ended 30 September	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Primary tutoring services	1,954	1,637	4,368	4,449
Secondary tutoring services	5,910	6,167	12,134	13,418
Income from continuing franchising income	222	173	478	254
Income from management services	6,154	—	6,154	—
	14,240	7,977	23,134	18,121

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 2023, there was 1 single external customer that contributed 10% or more of the Group's total revenue from external customers (2022: Nil).

5. INCOME TAX CREDIT/(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 2022 and 2023.

6. PROFIT/(LOSS) PER SHARE

	Three months ended 30 September		Six months ended 30 September	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Profit/(loss) Profit/(loss) for the period attributable to the owners of the Company	60	(2,942)	(1,903)	(3,690)
Number of shares Weighted average number of shares for the purpose of calculating basic earnings per share	776,154,791	522,500,000	702,799,976	522,500,000

Diluted profit/(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 2022 and 2023.

7. DIVIDEND

The Directors do not recommend the payment of interim dividend for the six months ended 30 September 2023.

8. PLANT AND EQUIPMENT

During the six months ended 30 September 2023, the Group acquired plant and equipment of approximately HK\$660,000 (six months ended 30 September 2022: HK\$5,000).

9. ACCOUNT RECEIVABLES

	30 September 2023 HK\$'000 (unaudited)	31 March 2023 HK\$'000 (audited)
Account receivables	1,942	2,312

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.

	30 September 2023 HK\$'000 (unaudited)	31 March 2023 HK\$'000 (audited)
1 to 90 days past due	1,931	2,243
Over 90 days	11	69
	1,942	2,312

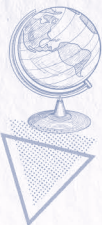
The Group's account receivables were interest-free and relate to a large number of diversified customers and there was no significant concentration of credit risk. At 30 September 2023, there were no allowances for bad and doubtful debts provided as there was no recent history of significant default in respect of these customers (31 March 2023: 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

	30 September 2023 HK\$'000 (unaudited)	31 March 2023 HK\$'000 (audited)
Prepayments	—	171
Deposits	2,401	2,207
Other receivables	—	1,144
	2,401	3,522
Loss: ECL on other receivables	—	—
	2,401	3,522
Less: Portions classified as non-current asset	—	(1,119)
	2,401	2,403



11. ACCRUALS, OTHER PAYABLES AND CONTRACT LIABILITIES

	30 September 2023	31 March 2023
	HK\$'000	HK\$'000
	(unaudited)	(audited)
Accruals	3,072	3,944
Other payables	1,015	341
Contract liabilities	944	1,373
	5,031	5,658

12. SHARE CAPITAL

	30 September 2023		31 March 2023	
	Number of ordinary shares	Amount HK\$'000 (unaudited)	Number of ordinary shares	Amount HK\$'000 (audited)
Authorised:				
At beginning and end of the year/ period, Ordinary shares of HK\$0.01 each	2,000,000,000	20,000	2,000,000,000	20,000
Issued and fully paid:				
At beginning of the year/period				
Ordinary shares of HK\$0.01 each	627,000,000	6,270	522,500,000	5,225
Issue of consideration shares (note (i))	129,629,630	1,296	—	—
Placing of shares (note (ii))	151,320,000	1,513	104,500,000	1,045
At the end of the year/period				
Ordinary shares of HK\$0.01 each	907,949,630	9,079	627,000,000	6,270



Notes:

- (i) On 15 February 2023, the Company and Grand Popular Limited, a wholly owned subsidiary of the Company, entered into the Agreement with the vendor for the acquisition of 7.43% of the issued shares of Orange Financial Printing Limited at the consideration of HK\$9 million to be settled in cash and by the allotment and issue of the consideration shares. The transaction completed on 30 June 2023 and a total of 129,629,630 shares were issued and approximately HK\$1,296,000 and HK\$5,680,000 were credited to share capital and share premium respectively upon issue the new shares. Details of the acquisition are set out in the Company's announcement dated 15 February 2023, 22 February 2023 and 30 June 2023 and circular dated 25 April 2023.
- (ii) On 21 October 2022, the Company and a placing agent entered into a placing agreement in respect of the placement 104,500,000 ordinary shares of HK\$0.01 each at a price of HK\$0.044 per share under general mandate, to not less than six places who are independent third parties to the Group (the **"2022 Placement"**). The 2022 Placement was completed on 4 November 2022. The net proceeds from the 2022 Placement amounted to approximately HK\$4,299,000 after deducting expense of approximately HK\$299,000 under which HK\$1,045,000 and HK\$3,254,000 were credited to share capital and share premium respectively upon the issue of the new shares. The net proceeds of HK\$4,299,000 from the 2022 Placement would be utilised for the Group's general working capital. Details of the placing are set out in the Company's announcement dated 21 October 2022, 25 October 2022 and 4 November 2022.

On 25 August 2023, the Company and a placing agent entered into a placing agreement in respect of the placement 151,325,926 ordinary shares of HK\$0.01 each at a price of HK\$0.034 per share under general mandate, to not less than six places who are independent third parties to the Group (the **"2023 Placement"**). The 2023 Placement was completed on 19 September 2023. A total of 151,320,000 placing shares were issued. The net proceeds from the 2023 Placement amounted to approximately HK\$5,119,000 after deducting expense of approximately HK\$26,000 under which approximately HK\$1,513,000 and HK\$3,632,000 were credited to share capital and share premium respectively upon the issue of the new shares. The net proceeds of approximately HK\$5,119,000 from the 2023 Placement would be utilised for the Group's general working capital. Details of the placing are set out in the Company's announcement dated 25 August 2023 and 19 September 2023.

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	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Salaries, allowances and benefits in kind	419	632
Pension scheme contributions	—	30
	419	662



MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

Tutorial Business

During the six months ended 30 September 2023, 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 2023, the income from tutorial business was decreased by approximately 6.3% as compared with the corresponding period in last year. 26.5% of income from tutorial business generated from primary school tutoring services and 73.5% of income from tutorial business generated from secondary school tutoring services. Currently, we are operating 10 tutorial centres in Hong Kong.

Franchise Business

The income from franchise program was approximately HK\$0.48 million for the six months ended 30 September 2023 (2022: approximately HK\$0.25 million). As at 30 September 2023, we have franchise centres covering in Kowloon and the New Territories.

Management Service Business

The Group recorded approximately HK\$6.2 million for the period (2022: Nil). The Group will continue to expand the customer base and explore more business opportunities to the segment.

OUTLOOK

With the economy keeps recovering, the management is anticipating further improvements in both primary and secondary tutoring services. 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 2023, the Group recorded total revenue of approximately HK\$23.1 million, representing an increase of approximately 27.7% as compared to approximately HK\$18.1 million for the six months ended 30 September 2022. The increase was mainly due to approximately HK\$6.2 million or 26.6% in revenue generated from management services business (2022: Nil).



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\$3.5 million which was increased by 80.6% compared that of the six months ended 30 September 2022 amounted to approximately HK\$1.9 million, mainly due to right-of-use assets recognised during the period.

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 44.8% from approximately HK\$13.1 million for the six months ended 30 September 2022 to approximately HK\$18.9 million for the six months ended 30 September 2023, 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\$2.3 million for the six months ended 30 September 2023 (2022: approximately HK\$3.7 million). The decrease in the net loss is mainly attributed to increase in staff costs for the growth of the business.

Cash and cash equivalents

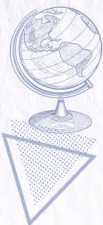
As at 30 September 2023, the cash and cash equivalents amounted to approximately HK\$9.1 million (31 March 2023: approximately HK\$9.0 million).

Contingent liabilities

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

Fund raising activities and usage of fund proceeds

On 25 August 2023, the Company and a placing agent entered into a placing agreement in respect of the placement 151,325,926 ordinary shares of HK\$0.01 each at a price of HK\$0.034 per share under general mandate, to not less than six places who are independent third parties to the Group. The Placement was completed on 19 September 2023. A total of 151,320,000 placing shares were issued and allotted to not less than six placees pursuant to the placing agreement. The net proceeds from the placing received by the Company was approximately HK\$5,119,000. The closing price of the Shares on 25 August 2023 was HK\$0.205.



As at 30 September 2023, the net proceeds of the Placing had been utilised as follows:

	Actual net proceeds allocated HK\$'000	Amount utilised up to 30 September 2023 HK\$'000	Balance as at 30 September 2023 HK\$'000
General working capital	5,119.1	1,776.4	3,342.7

Liquidity and Financial Resources

During the Reporting Period, the Group mainly financed its operations with its own working capital. As at 30 September 2023 and 31 March 2023, the Group had net current assets of approximately HK\$21.8 million and HK\$20.1 million respectively, including cash and bank balances of approximately HK\$9.1 million and HK\$9.0 million respectively.

As at 30 September 2023, the Group's gearing ratio was approximately 4.6% (31 March 2023: 5.8%). 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

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 2023, the Company's issued share capital was approximately HK\$9.1 million and the number of its ordinary shares was 907,949,630 of HK\$0.01 each.

Charges of Group Asset

As at 30 September 2023, the Group did not have charges on its assets (31 March 2023: Nil).



Significant Investments, Acquisitions and Disposals

As at 30 September 2023, there was no significant investment held by the Group.

Further Plans for Material Investments and Capital Assets

Saved as disclosed in this interim report, the Group did not have any 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 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 3)
Mr. Tao Wah Wai Calvin (“ Mr. Tao ”) ^(Note 1)	Interest in controlled corporation ^(Note 2)	28,762,000	2.37%
Ms. Ip Sin Nam Ingird (“ Ms. Ip ”) ^(Note 4)	Interest in controlled corporation ^(Note 5)	129,629,630	14.28%



Notes:

1. Mr. Tao retired as an executive Director on 4 August 2023.
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 September 2023 (i.e. 907,949,630 Shares).
4. Ms. Ip appointed as an executive Director on 7 August 2023.
5. The entire issued share capital of Rainbow Kingdom Limited is legally and beneficially owned by 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.

Save as disclosed above, as at 30 September 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 September 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 ^(Note 3)
Rainbow Kingdom Limited	Beneficial owner ^(Note 1)	129,629,630	14.28%

Notes:

1. The entire issued share capital of Rainbow Kingdom Limited is legally and beneficially owned by 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 percentage represents the number of Shares interested divided by the number of the issued Shares as at 30 September 2023 (i.e. 907,949,630 Shares).

Save as disclosed above and as at 30 September 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 six months ended 30 September 2023.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the six months ended 30 September 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

The total number of available share options for grant under the scheme mandate at 1 April 2023 and 30 September were Nil and 75,662,963 share options, respectively.

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

As at 30 September 2023, details of the share options granted under share option scheme are as follows:

Grantee	Date of Grant	Exercise price per share HK\$	Exercisable period	Balance as at 1 April 2023	Granted	Exercised Cancelled/ lapsed	Balance as at 31 March 2023
Tao Wah Wai Calvin <i>Executive Director</i>	27 February 2023	0.061	26 February 2024 – 26 February 2026	5,225,000	–	–	5,225,000
Leung Wai Tai <i>Executive Director</i>	27 February 2023	0.061	26 February 2024 – 26 February 2026	5,225,000	–	–	5,225,000
			Sub-total	10,450,000	–	–	10,450,000
Employees	27 February 2023	0.061	26 February 2024 – 26 February 2026	41,800,000	–	–	41,800,000
			Total	52,250,000	–	–	52,250,000



The closing price of the Shares immediately before 27 February 2023, being the date of granting 52,200,000 share options was HK\$0.06.

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.

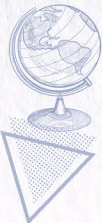
CORPORATE GOVERNANCE PRACTICES

Throughout the period of six months ended 30 September 2023 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:

On 4 August 2023, Mr. Tao Wah Wai Calvin retired as an executive Director and chairman of nomination and corporate governance committee of the Company, the Company fails to meet the following requirements: 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 Sin Nam Ingrid was appointed as an executive Director of the Company and chairman of nomination and corporate governance committee of the Company. Following the appointment of Ms. Ip and the change of composition of Board committees, 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.

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



CHANGES OF DIRECTORS' INFORMATION

The change in the Directors' information subsequent to the date of the annual report for the year ended 31 March 2023, as required to be disclosed pursuant to rule 17.50A(1) of the GEM Listing Rules, is as follows:

Name of Director	Details of Changes
Mr. Tao Wah Wai Calvin <i>Executive Director</i>	Retired as an executive Director on 4 August 2023.
Ms. Ip Sin Nam Ingrid <i>Executive Director</i>	Appointed as an executive Director on 7 August 2023.
Mr. Cheung Tung Tsun Billy <i>Executive Director</i>	Appointed as an executive Director on 6 September 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 six months ended 30 September 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, 13 November 2023

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