



BExcellent Group Holdings Limited 精英匯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立的有限公司)

Stock Code 股份代號：1775

THE HONG KONG POLYTECHNIC UNIVERSITY
FIND YOUR PATH

BE YOUR LIGHT



2024 ANNUAL REPORT

二零二四年報

穩中求變

LET THERE BE BEACON



2024年10位狀元
最少有7位狀元選報
連續13年7科或以上5+*
DSE狀元信任及
選擇 遵理



T Sir
S1-S6 數學科
中大數學精英，展現獨特實力
Core & M2 全取 5+*

J. Kam
物理精英
S1-S6 PHYSICS 物理科
曾考高物物理雙 A，科大理學士

Ron Lui
S4-S6 經濟科
自研經濟半年 5+*，中大電腦經濟與金融
3+一級榮譽，全港第一份 00 萬大型編劇社社長

Susie So
S1-S6 英文科
曾以特優的成績，獲 DSE 46 分
區級特優的成績，曾獲 2017 年
區級特優，曾獲 2017 年

GG CHOY
S1-S6 中文科
區級特優，文憑全 A，曾獲 2017 年
區級特優，曾獲 2017 年



CHANGE AMID STABILITY

以人為本 安和利樂



BEACON BE YOUR LIGHT

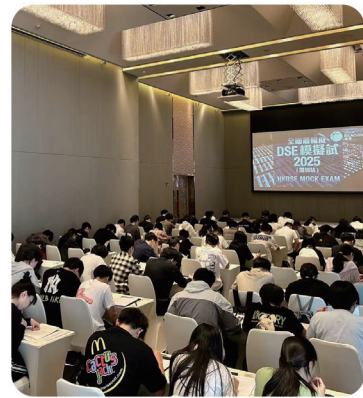
EMPOWERING LIVES

BRIGHTENS YOUR PATH



FOR HARMONY AND PROSPERITY

再創高峰



TWO PLACES ONE HEART

ACHIEVEMENT KNOWS NO BOUNDARIES

CHAIRMAN'S STATEMENT

In 2024, as our mainland business continued to make strong strides, we have witnessed a remarkable improvement in this year. After the period of making major upfront investments in establishment of professional teams, teaching materials transformation and research and development of service products, our mainland business has become mature, and it is time for us to reach the harvest stage gradually. Meanwhile, our product lines are expanding with the service targets being not only limited to students and parents, but also including education institutions in mainland China that provide Hong-Kong style education services, their employees and tutors.

Our frontline educators who received proactive training during the pandemic have successfully launched their courses. They got off to a good start in terms of student enrollment for the new academic year and established a fine reputation in the market. Thanks to their success, more young people with a dedication to education services have joined us.

Currently, most of our teaching team members are biliterate and trilingual, and on top of that they are confident in expanding their presence to the Greater Bay Area and even the whole country. In the past few months, some tutors of the Group led the way and their sources of students have become more diversified. Being the first to taste success, these pioneers have set an excellent example for other tutors, which will definitely help the Group in recruitment and to further strengthen its teaching force in Hong Kong and mainland China.

I would like to reiterate that the focus of tutoring market in Hong Kong is not solely "star tutors" any longer but the essence of education. Our brand value is based on the solid experience accumulated in the past 35 years. Education must be people-oriented, and it is not about idolatry. We will ensure that students have the right to selection by continuously offering more diversified courses and expanding our teaching team so that every student can find the most suitable teacher and courses who and which will help them to achieve their best results according to their abilities, which in turn will enable the Group to attain a healthier long-term development in the education industry.

The demand for education services in Hong Kong and mainland China is different. For native Hong Kong students, one-way learning method has been well-accepted with tutorial classes as enhancement and supplement to day school education. In addition, tutorial services are relatively affordable and common as 12-year free education is provided in Hong Kong. On the contrary, children growing up in mainland China are not familiar with Hong Kong curriculum, and the DSE system, which is comparable to international curriculum series such as IB and GCE in mainland China, which tend to serve middle class or above families who need more personalized high-end educational services.

In the face of the volatile market, we have not only provided diversified education services to meet the needs of students with different backgrounds at various stages of learning process, but have also strengthened the training of our frontline staff to help students and parents in gaining a better understanding of students' learning needs, as well as selecting the most suitable learning methods, locations and courses for them. Whether it is one-on-one sessions, small groups or large classes, we offer a wide spectrum of course delivery modes such as live, live broadcast and video broadcast classes and provide courses in English, Cantonese and Putonghua. In the coming year, we will actively develop and utilize artificial intelligence (AI) to provide DSE candidates with personalized learning experience. At the same time, we will help teachers to optimize their teaching practices with the AI-powered tool to create more outstanding teaching results and enhance students' efficiency on exam preparation and learning.

As of 31 July 2024, we have successfully completed a number of mergers and acquisitions, investments and joint venture projects in line with the Hong Kong SAR Government's talent development, retention and attraction initiatives. We have successfully launched a variety of high-end services relating to further education and career planning, which not only provide students with the latest information about further education consultation, but also add value to the operation of large-scale tutorials. In particular, the Group has achieved remarkable results, by providing advice on subject selection, psychological counselling, background enhancement, pre- and post-tutoring advice and follow-up services, global education information and advice, and personal statement preparation and consultation. Our business scope in pre-school education and on-site school services sectors have also expanded.



CHAIRMAN'S STATEMENT

Against the backdrop of booming development of the international education sector in mainland China, the HKDSE education plays a pivotal role in opening doors for fostering global talents.

In September 2022, we established a strategic cooperation in respect of the HKDSE education with Beijing Normal University-Hong Kong Baptist University United International College (UIC). As of the date of this annual report, we have commenced the operation of the HKDSE full-time programme and the partner school cooperation scheme in Shenzhen, Dongguan, Hangzhou and Foshan respectively.

To ensure our service quality, we have prudently selected quality partners and maintained a moderate expansion. In the meantime, we have mobilized our experienced teaching staff from Hong Kong and continued to recruit more talents from mainland China and abroad in order to ensure our international education service team is stable and highly motivated.

As a result of the accelerated growth of our international education services in mainland China, it has become one of the Group's signature businesses.

With the rapid development of the Guangdong-Hong Kong-Macao Greater Bay Area, HKDSE, as an internationalized education curriculum, has attracted more and more attention in mainland China. There are currently over 200,000 mainland students with Hong Kong citizenship. This figure has not taken into account students who have moved to mainland China with their family from Hong Kong. In addition, there are 10 million-plus students who may shift to take international examinations and courses after the Academic Test for the Junior High School Students every year. All of these have opened up an extensive market opportunity for us. It is also notable that children who grow up in mainland China with Hong Kong citizenship are increasingly in need of support from Hong Kong education talents and relevant complementary resources.

The number of overseas Chinese students from Hong Kong, Macao and Taiwan taking the Joint Entrance Examination increased from 5,048 in 2022 to 10,320 in 2024, of which 8,189 candidates had Hong Kong citizenship. This indicates that the awareness of the HKDSE among mainland families with Hong Kong citizenship is not sufficient and more promotion is needed. In view of this, I have started uploading around 90 videos on social media platforms in Hong Kong and mainland China in my capacity as the chairman of the Group since July last year. Some of our experienced educators have also appeared in the videos with contents covering the latest information of different academic levels to assist parents and students of diverse backgrounds in making informed decisions. Beacon has become a reliable platform for new arrivals and mainland Chinese families to acquire correct information about further education in Hong Kong.

During the Question-and-Answer Session on the 2024 Policy Address, the Chief Executive, Mr. John Lee Ka-chiu GBM SBS PDSM PMSM also recognized the quality of HKDSE, proposed to promote Hong Kong as a place for talents in a diversified way and by phases with reference to international education, and established cooperation of education systems with other regions. We believe that the HKDSE has sufficient potential to be promoted to countries of the Belt and Road Initiative and hence it is worth to study the feasibility of establishing the IDSE (the International Diploma of Secondary Education Examination), with the examination materials not limited to local issues.

Beacon not only guides our students on the path to success but also helps our teaching staff and partners to grow with us so that they can unleash their potential in our Group while nurturing the students. Beacon is building a bigger stage for Hong Kong educators as their career should not be limited to the local market.

The development of an education enterprise is never a smooth journey, but because of this, we have learnt to cope with changes in society and its policies. We will insist on making our own way step by step.

Thank you for all of your continuous encouragement and support along the way.

Education never fades. I hope BExcellent will leave its mark on more and more people at different stages of their lives.

Never forget why you started, and your goal will ultimately be achieved.

BExcellent, be excellent. We are always there for you.

Leung Ho Ki, June

Hong Kong
29 October 2024

CONTENTS

	<i>Pages</i>
Chairman's Statement	1
Contents	3
Corporate Information	4
Management Discussion and Analysis	5
Directors and Senior Management	11
Directors' Report	14
Corporate Governance Report	29
Environment, Social and Governance (ESG) Report	37
Independent Auditor's Report	50
Consolidated Statement of Profit or Loss and Other Comprehensive Income	53
Consolidated Statement of Financial Position	54
Consolidated Statement of Changes in Equity	56
Consolidated Statement of Cash Flows	58
Notes to the Consolidated Financial Statements	60
Financial Summary	111
Glossary	113

CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Ms. Leung Ho Ki, June (*Chairman of the Board*)
Mr. Tam Wai Lung (*Chief Executive Officer*)
Mr. Chan Tsz Ying, Wister
Mr. Li Man Wai

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kwan Chi Hong
Mr. Li Kai Sing
Professor Wong Roderick Sue Cheun
(Resigned with effect from 1 July 2024)
Mr. Tai Kwok Leung Alexander
(Appointed with effect from 1 July 2024)

COMPANY SECRETARY

Mr. Choi Shing Wai, *FCPA*

AUDIT COMMITTEE

Mr. Li Kai Sing (*Chairman*)
Mr. Kwan Chi Hong
Professor Wong Roderick Sue Cheun
(Resigned with effect from 1 July 2024)
Mr. Tai Kwok Leung Alexander
(Appointed with effect from 1 July 2024)

REMUNERATION COMMITTEE

Mr. Kwan Chi Hong (*Chairman*)
Professor Wong Roderick Sue Cheun
(Resigned with effect from 1 July 2024)
Mr. Li Kai Sing
Mr. Tam Wai Lung
Mr. Li Man Wai
Mr. Tai Kwok Leung Alexander
(Appointed with effect from 1 July 2024)

NOMINATION COMMITTEE

Ms. Leung Ho Ki, June (*Chairman*)
Professor Wong Roderick Sue Cheun
(Resigned with effect from 1 July 2024)
Mr. Kwan Chi Hong
Mr. Li Kai Sing
Mr. Tam Wai Lung
Mr. Tai Kwok Leung Alexander
(Appointed with effect from 1 July 2024)

AUTHORISED REPRESENTATIVES

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COMPANY'S WEBSITE

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STOCK CODE

1775

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Introduction

Our Group is a leading education services provider that offers a wide range of educational services and products in Hong Kong for 35 years since 1989. We also serve a wide range of students with age from 2 years old to adults. We principally engage in the operation of private secondary day schools, the provision of private supplementary secondary school education services, and school services in Hong Kong. We also offer ancillary education services and products targeted at pre-school, kindergarten, primary and secondary school students and individuals pursuing further education, other interest learning or personal development. Our teaching centres situated in areas across districts in Hong Kong. In recent years, our Group made further effort in expanding the school service market and successfully extended our educational services to mainland China. Certain amounts and percentage figures set out in this section "Management Discussion and Analysis" have been subject to rounding adjustments for ease of presentation. Accordingly, figures presented herein may not be an arithmetic sum of such figures. As at 31 July 2024, we operated 11 teaching centres, with a total of 82 classrooms, which, in accordance with the EDB's guidelines, allow a maximum classroom capacity of 2,210 students to attend class at any one time.

Our Group recorded a remarkable growth in revenue from HK\$131.2 million for the year ended 31 July 2023, to HK\$157.1 million for the year ended 31 July 2024, representing an increase of HK\$25.9 million or 19.8%. With the passage of COVID-19 pandemic, students' learning was no longer affected by any anti-pandemic measures imposed by the government. Though the economy is yet to recover in full, our Group recorded a growth in private supplementary secondary school education services and thus the revenue increased by HK\$8.5 million or 9.7% from HK\$87.0 million for the year ended 31 July 2023, to HK\$95.5 million for the year ended 31 July 2024. At the same time, the proportion of revenue derived from private supplementary secondary school education services has further decreased from 66.3% for the year ended 31 July 2023 to 60.8% for the year ended 31 July 2024. This aligns with our Group's strategy of business diversification that have been adopted in recent years. All lines of our key services and products recorded growth and among others, revenue derived from the provision of school services increased by HK\$11.8 million or 72.3% from HK\$16.3 million for the year ended 31 July 2023 to HK\$ 28.2 million for the year ended 31 July 2024. This is encouraging as our Group successfully penetrated the B2B market in both Hong Kong and mainland China.

Revenue

We offer a range of education programmes and services in Hong Kong and mainland China under the following four categories:

- i) private supplementary secondary school education services;
- ii) private secondary day school services;
- iii) school services; and
- iv) ancillary education services and products.

Set out below is a summary of our revenue for each category of services which we provided for each of the years ended 31 July 2024 and 2023:

	For the year ended 31 July	
	2024	2023
	HK\$'000	HK\$'000
Private supplementary secondary school education services	95,481	87,008
Private secondary day school services	12,553	11,570
School services	28,176	16,354
Ancillary education services and products	20,874	16,230
	157,084	131,162

MANAGEMENT DISCUSSION AND ANALYSIS

i) Private supplementary secondary school education services

Our Group provides private supplementary secondary school education services for students from Secondary 1 to Secondary 6 under our "Beacon College" (遵理學校) brand. Such revenue was HK\$95.5 million for the year ended 31 July 2024, that represents an increase of HK\$8.5 million or 9.7% when compared with the prior financial year. There was no significant change in our Group's maximum classroom capacity between two financial years as our centre network has almost reached optimal. Our revenue per average classroom capacity increased by HK\$4,000 or 10.3% to HK\$43,000 for the year ended 31 July 2024 from HK\$39,000 for the year ended 31 July 2023. During the year ended 31 July 2024, we have optimized our teaching centres in Mong Kok and Shatin. Our new teaching centre in Tsim Sha Tsui has commenced operation. Though our total number of session enrollment decreased by 11,000 or 8.3% from 132,000 for the year ended 31 July 2023 to 121,000 for the year ended 31 July 2024, and the average course fee per session increased by HK\$129 or 19.6% from HK\$659 for the year ended 31 July 2023 to HK\$788 for the year ended 31 July 2024. These are attributable to the resumption of normal course fee with less bursaries offered and the introduction of certain premium tutorial services that are usually in smaller class size or one-on-one basis.

ii) Private secondary day school services

We operated two private secondary day schools located respectively in Yuen Long and Mong Kok under our "Beacon Day School" (遵理日校) brand. Due to the increase in the number of student enrollments and increase in school fees in our private secondary day school during the year ended 31 July 2024, the revenue increased by HK\$0.9 million or 8.5% when compared with that in the previous financial year.

iii) School services

Our Group aimed to diversify our education business in recent years, we offer various school services such as education services to schools and institutions in Hong Kong and mainland China under our "Diverse Learning Club" (多元學習坊), "1% Group Education" (壹伙教育) and "Hong Kong Beacon International Education" (香港遵理國際教育) brands respectively.

The table below shows the revenue components of the school services for each of the years ended 31 July 2024 and 2023 respectively:

	For the year ended 31 July	
	2024	2023
	HK\$'000	HK\$'000
Hong Kong	11,648	8,406
Mainland China	16,528	7,948
	28,176	16,354

In line with the government policies advocating the integration among cities in the Greater Bay Area, there has been an increasing demand for HKDSE-related education services in mainland China. We offered various consultancy services and support to education institutions in Shenzhen, Dongguan, Hangzhou and Zhuhai in mainland China during the year ended 31 July 2024. On the other hand, the relaxation of all anti-pandemic measures in schools has also increased the demand for schools acquiring education services (both academic and activity-based programs) from third parties. Our Group offered various academic and activity-based programs to 200 schools in Hong Kong. As a result, our revenue derived from school services increased significantly by HK\$11.8 million or 72.3% from HK\$16.4 million for the year ended 31 July 2023 to HK\$28.2 million for the year ended 31 July 2024.

iv) Ancillary education services and products

Our Group offers various ancillary education services and products such as (i) IELTS and foreign language courses under our “Beacon BExcellent” brand; (ii) mock examination services; (iii) VIP self-study services; (iv) tutorial and consultation services, interview preparation, language and supplementary primary school education under our childhood education brands, educational services under our “Ascent Prep” brand, BTEC Level 3 Certificate in Enterprise and Entrepreneurship and language courses and BTEC level 5 Higher National Diploma in Business RQF under “Beacon CAPE” brand, products including but not limited to online course scheduling and management services, as well as online retail and education businesses under our “Beacon Living” and “CourseZ” brands respectively. The table below shows the revenue components of the ancillary education services and products for each of the years ended 31 July 2024 and 2023:

	For the year ended 31 July	
	2024	2023
	HK\$'000	HK\$'000
Beacon BExcellent	5,620	4,570
Mock examination services	4,043	3,690
VIP self-study services	995	909
Childhood and other education services	10,216	7,061
Total	20,874	16,230

Note: Certain comparative figures have been reclassified to conform to the current year’s presentation.

The revenue of Beacon BExcellent increased by HK\$1.1 million or 23.0% from HK\$4.6 million for the year ended 31 July 2023 to HK\$5.6 million for the year ended 31 July 2024. The increase was mainly due to the enrollment growth in IELTS courses registered under CEF during the year.

The revenue of mock examination services increased by HK\$0.4 million or 9.6% from HK\$3.7 million for the year ended 31 July 2023 to HK\$4.0 million for the year ended 31 July 2024. The increase was in line with the growth in revenue of private supplementary secondary school education services.

Childhood and other education services comprise revenue arising from i) the provision of childhood education services; ii) certain post-HKDSE courses such as BTEC Level 3 Certificate in Enterprise and Entrepreneurship and language courses; iii) online learning platforms, such as CourseZ.com; and iv) online store namely Beacon Living. The relevant revenue increased by HK\$3.2 million or 44.7% from HK\$7.1 million for the year ended 31 July 2023 to HK\$10.2 million for the year ended 31 July 2024. Such an increase was mainly attributed to the revenue generated from the new course, BTEC Level 5 Higher National Diploma in Business RQF, which was designed for students who have completed HKDSE and are looking to pursue continuous education.

OUTLOOK AND FUTURE DEVELOPMENTS

During the year ended 31 July 2024, the economic environment in Hong Kong has not recovered as anticipated, presenting ongoing challenges for the Group. While the demand for supplementary education services in Hong Kong remains steady, our position as the largest service provider in the private supplementary secondary school education services industry is accompanied by limited growth potential. Factors such as declining birth rates and changes in university admission requirements have impacted the landscape of our business, constraining expansion opportunities.

However, there is a growing trend in day school services, driven by various talent initiatives from the government, including the Top Talent Pass Scheme and the Quality Migrant Admission Scheme. These programs have led to an influx of new immigrants, many of whom have families relocating to Hong Kong. As their children require educational services, private day school services have become increasingly vital, especially for senior secondary school students. Due to the admission policies of Hong Kong secondary schools, private day school services often represent an easy pathway for these students to access quality education. Our day school services have steadily grown over the past five years, and we expect continued growth as government policies remain welcoming to new immigrants.

MANAGEMENT DISCUSSION AND ANALYSIS

To enhance our offerings, we continue to cultivate new caliber tutors to join our platform for both supplementary secondary services and private day school services. The newly joined tutors in the past two year has already demonstrated strong performance, contributing to a notable increase in revenue.

At the same time, the Group maintains high expectations and fast-growing development plans for mainland China market. We have extended a range of educational services where we possess a competitive edge, including HKDSE-related and other international-curriculum-related services, such as HKDSE education services to schools, student assessments, and Hong Kong and overseas studies consultation services, to five cities in mainland China as of the date of this Annual Report, marking significant progress in our development efforts within this market. We believe that one of the key opportunities for the Group in five years will be the growth of demand for HKDSE-related services from individuals and institutions in mainland China.

Moreover, compared to other international curricula like A-Level and IB, the HKDSE is more accessible for mainland Chinese students, and is increasingly favored by mainland parents as it can be taken in both Chinese and English. This bilingual offering alleviates a significant hurdle for many students who may struggle with the exclusively English-based formats of A-Level and IB when considering international curricula for further studies after their secondary education.

To strengthen our presence in mainland China market, we have established a robust team comprising academic teaching professionals and education consultants dedicated to serving individuals, schools, and institutions. Looking ahead, the Group plans to capture the market in mainland China through strategic collaborations and/or acquisitions with valuable partners and aims to leverage education technology to enhance teaching delivery, thereby reaching a broader student base. Our target includes expanding extensively into cities outside the Greater Bay Area, creating new income streams and solidifying our position as a leader in supplementary education services in both Hong Kong and mainland China market.

We remain optimistic about the opportunities that lie ahead in mainland China and the broader region. We are well-positioned to capitalize on these prospects, ensuring sustainable growth and the continuous enhancement of our educational offerings.

FINANCIAL REVIEW

Revenue

For the components of our revenue, please refer to the section headed "Business Review" above.

The Group's total revenue increased by HK\$25.9 million, or 19.8%, from HK\$131.2 million for the year ended 31 July 2023 to HK\$157.1 million for the year ended 31 July 2024. This was due to the positive revenue growth from all key lines of services and products including the provision of private supplementary secondary school education services, operation of day school education services, provision of school services as well as the ancillary education services and products.

Revenue from the provision of private supplementary secondary school education services increased by HK\$8.5 million, or 9.7% from HK\$87.0 million for the year ended 31 July 2023 to HK\$95.5 million for the year ended 31 July 2024. The growth was mainly due to the increase on average course fee per session by HK\$129 or 19.6% from HK\$659 for the year ended 31 July 2023 to HK\$788 for the year ended 31 July 2024 compensated by the decreased in the total number of session enrollment by 11,000 or 8.3% from 132,000 for the year ended 31 July 2023 to 121,000 for the year ended 31 July 2024.

Revenue from the provision of school services increased by HK\$11.8 million, or 72.3% from HK\$16.4 million for the year ended 31 July 2023 to HK\$28.2 million for the year ended 31 July 2024. Such an increase was mainly attributable to the boost of income of school services from both mainland China and Hong Kong by 108.0% and 38.6%, respectively.

Revenue from the provision of the ancillary education services and products increased by HK\$4.6 million, or 28.6% from HK\$16.2 million for the year ended 31 July 2023 to HK\$20.9 million for the year ended 31 July 2024. Such increase in the revenue was attributable to the additional income of HK\$3.4 million derived from the BTEC level 5 Higher National Diploma in Business RQF.

Other income

Other income primarily consists of government subsidies, IT service income, rental income from an investment property, interest income from bank deposits and advertising income. Other income decreased by HK\$0.8 million or 7.2%, from HK\$11.1 million for the year ended 31 July 2023 to HK\$10.3 million for the year ended 31 July 2024. The decrease was mainly attributed to the reduction in IT service income amounting to HK\$2.2 million, partially offset by the increase in advertising income and government grant by HK\$0.5 million and HK\$0.6 million, respectively.

Major costs component

The summary below shows the major costs components of our Group among which 53.4% (2023: 55.4%) is related to labour costs (comprising of staff costs and tutor service fees), followed by printing and other operating expenses, short-term lease and low-value lease payments, depreciation of right-of-use ("ROU") assets, and advertising and promotion expenses:

	2024		2023	
	HK\$'000	% of revenue	HK\$'000	% of revenue
Staff costs	69,835	44.5	67,167	51.2
Tutor service fees	27,790	17.7	26,168	20.0
Depreciation of ROU assets	14,823	9.4	12,152	9.3
Short-term lease and low-value lease payments	10,201	6.5	12,256	9.3
Advertising and promotion expenses	5,671	3.6	5,666	4.3
Printing and other operating expenses	54,387	34.6	44,997	34.3

Staff costs

As at 31 July 2024, the Group had 202 full-time employees and maintained an accumulated pool of 72 part-time employees for seasonal and cyclical business needs.

Staff costs mainly consist of (i) salaries, allowances and bonus; (ii) pension costs and (iii) share-based payment incurred for our employees.

The staff costs increased by HK\$2.7 million or 4.0% from HK\$67.2 million for the year ended 31 July 2023 to HK\$69.8 million for the year ended 31 July 2024. Such an increase was mainly attributable to the increase in teaching staff to support the Group's business expansion in mainland China compensated by the continuous effort in corporate savings.

Tutor service fees

Tutor service fees include remuneration under service agreements and share-based payments. Typically, we offer a revenue sharing scheme to our tutors and thus the tutor service fees are in general positively correlated to our Group's revenue. Such expenses increased by HK\$1.6 million or 6.2%, from HK\$26.2 million for the year ended 31 July 2023 to HK\$27.8 million for the year ended 31 July 2024. The increase was mainly attributable to the increase in revenue from the provision of private supplementary secondary school education services.

Depreciation of ROU assets and short-term lease and low-value lease payments

Depreciation of ROU assets and short-term lease and low-value lease payments are part of the largest components of the Group's operating costs, accounting for 9.4% and 6.5% respectively (2023: 9.3% and 9.3%) of the Group's total revenue. The overall lease-related expenses increased by HK\$0.6 million or 2.5%, it was mainly attributable to the inclusion of relevant expenses of the business acquired in late 2022 (Ottorino Consultants (International) Limited ("Ottorino")) as well as the rental increment for certain leases after their renewal. With the passage of COVID-19, landlords were reluctant in general to offer more favorable lease terms than before when it comes to the renewal of lease. The Group continuously reviews the utilization and efficiency of the classroom resources with consideration to factors including but not limited to the occupancy rate, the rent and the lease terms.

Advertising and promotion expenses

In recent years, our regular promotion and advertisement strategically shifted to focusing on online channels and social media platforms such as Google, Instagram and Facebook, which were relatively more effective and efficient than the traditional offline channels such as billboard, transportation, foamboard and banners. Short videos and live broadcast marketing for promotional purpose were implemented periodically. Moreover, the Group started to attend various education exhibitions in penetrating the market in mainland China and will continue to review and assess the effectiveness and efficiency of advertisement on various channels and platforms. Despite the expansion of business, the Group maintained a similar level of advertising and promotion expenses of HK\$5.7 million for the years ended 31 July 2023 and 2024 respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

Printing and other operating expenses

Printing and other operating expenses primarily consist of printing expenses, building management fees, service fees to freelancers, legal and professional fees, utilities and other administrative expenses. These expenses increased by HK\$9.4 million or 20.9% from HK\$45.0 million for the year ended 31 July 2023 to HK\$54.4 million for the year ended 31 July 2024. The increase was mainly attributable to the increase in service fees payable to freelancers by HK\$6.7 million or 88.2% from HK\$7.6 million for the year ended 31 July 2023 to HK\$14.4 million for the year ended 31 July 2024. More service providers were engaged to cope with the business growth in our various lines of services such as school services. Such an increase was partially offset by the decrease in legal and professional costs due to the absence of mergers and acquisitions in the year ended 31 July 2024.

Income tax expense

The income tax expense for the year ended 31 July 2024 was HK\$0.3 million (2023: HK\$0.2 million). The increase in tax expenses was HK\$0.1 million or 49.7%.

Loss for the year

The Group recorded a loss of HK\$23.3 million for the year ended 31 July 2024 (2023: HK\$26.9 million). The loss during the year was mainly due to the increase in operating expenses.

Liquidity, financial resources and capital structure

As at 31 July 2024, the Group's net current liability value was HK\$12.4 million, which mainly consisted of accounts receivables, deposits, prepayments and other receivables and cash and cash equivalents less other payables, contract liabilities, current income tax payable, borrowings and lease liabilities. The Group's current assets increased from HK\$111.4 million as at 31 July 2023 to HK\$121.6 million as at 31 July 2024. Such an increase in current assets was primarily due to the increase in account receivables from HK\$2.6 million as at 31 July 2023 to HK\$6.1 million as at 31 July 2024. As at 31 July 2024, the current ratio of the Group (expressed as current assets divided by current liabilities) was 0.91, compared with 1.10 as at 31 July 2023. Such a decrease in current ratio was mainly attributed to the increase in borrowing from HK\$63.6 million as at 31 July 2023 to HK\$80.3 million as at 31 July 2024.

Treasury Policy

The Group has adopted a prudent treasury management policy to (i) ensure that the Group's funds are properly and efficiently collected and deployed such that there is no material shortfall in cash which may interrupt the Group's daily business operations; and (ii) maintain adequate liquidity to cover the Group's operation cash flows, and administrative expenses. The Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities, and other commitments can meet its funding requirements all the time.

Charges on the Group's Assets

The Group has an investment property with carrying value of HK\$14.6 million (2023: HK\$18.0 million) pledged to secure borrowings and general banking facilities granted to the Group. There was no charge on the Group's other assets.

Gearing ratio

As at 31 July 2024, the Group's gearing ratio (calculated based on bank borrowings amounting to HK\$80.3 million and lease liabilities amounting to HK\$18.9 million divided by equity attributable to the owners of the Company as at the year-end date amounting to HK\$52.5 million) was 189.0% (31 July 2023: 107.6%).

Contingent liabilities

The Group did not have any material contingent liabilities as at 31 July 2024 (2023: Nil).

Dividends

The Board does not recommend the payment of a final dividend for the year ended 31 July 2024 (2023: Nil).

Acquisition and Disposal of Subsidiaries, Associates and Joint Ventures

There was no other material acquisition or disposal of subsidiaries, associates or joint ventures during the year ended 31 July 2024.

Future Plans for Material Investments or Capital Assets

As at 31 July 2024, the Group did not have any definite future plan for material investments or capital assets in the coming year.

DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Ms. LEUNG Ho Ki, June (梁賀琪), aged 59, is a co-founder of our Group, the Chairman of our Company and was appointed as a Director on 15 April 2015 and designated as an executive Director on 21 June 2018. Ms. June Leung is a director of Beacon Enterprise Limited which, as at the date of this Annual Report, is a controlling shareholder (as defined under the Listing Rules) of the Company and whose interest is further disclosed in the Directors' Report in this Annual Report. Ms. June Leung is also a director of 3 subsidiaries of our Group. During her 35 years with our Group, she has been responsible for the overall management of our private supplementary education services as well as strategic planning and development of our Group. Ms. June Leung performs a leadership role in monitoring and evaluating our business, strategic planning and major decision making for our Group. In particular, she has developed our Group's overall business model and product portfolio as well as formulated our advertising and marketing strategy. Prior to assuming her role as Chairman, Ms. June Leung held the position of a teacher and a manager of our Group. Ms. June Leung graduated from The University of Hong Kong with a degree in Bachelor of Arts (Honours) in December 1989 and obtained a Doctorate of Business Administration from the European University in May 2011 through distance learning. She was registered as a teacher under the Education Ordinance section 45(1) in February 1999. Ms. June Leung is the spouse of Mr. Tam Wai Lung, Chief Executive Officer of our Company and executive Director and aunt of Mr. Li Man Wai, executive Director.

Ms. June Leung is a member of the Thirteenth Guizhou Provincial Committee of The Chinese People's Political Consultative Conference of the PRC. Ms. June Leung is currently the chairperson of the board of Plan International Hong Kong, which strives for a just world that advances children's rights and equality for girls. She also serves as the executive vice president in the Merchants Support for Rehabilitated Offenders Committee. In 2019, Ms. June Leung was awarded as an Honorary Fellow of The Professional Validation Centre of Hong Kong Business Sector. Ms. June Leung was also honoured with "Golden Bauhinia Women Entrepreneur Award 2017", which was conferred by the Golden Bauhinia Women Entrepreneur Association for recognising her outstanding business achievements and entrepreneurship in 2017; the Greater Bay Area Outstanding Women Entrepreneur Award presented by Hong Kong Small and Medium Enterprises Association and FM104 Metro Finance in 2018; Junzi Entrepreneur Award presented by The Hang Seng University of Hong Kong in 2019 for her devotion in sustainable entrepreneurship; and "CEO Marketer of the Year" in the "Market Leadership Award" presented by Hong Kong Institute of Marketing in 2021.

Mr. TAM Wai Lung (談惠龍), aged 59, the Chief Executive Officer of our Company, was appointed as a Director on 15 April 2015 and designated as an executive Director on 21 June 2018. Mr. Tam is a director of Beacon Enterprise Limited which, as at the date of this Annual Report, is a controlling shareholder (as defined under the Listing Rules) of the Company and whose interest is further disclosed in the Directors' Report in this Annual Report. Mr. Tam is also a director of 14 subsidiaries of our Group. Throughout the past 24 years, Mr. Tam has focused on private supplementary tutorial services, executive management and the strategic development of our Group. During his 26 years of service in our Group, he has been responsible for the overall operations, finances and administration of our education services, as well as strategic planning and development. Mr. Tam is the spouse of Ms. Leung Ho Ki, June, Chairman of our Company and executive Director and uncle of Mr. Li Man Wai, executive Director.

Mr. CHAN Tsz Ying, Wister (陳子瑛), aged 63, is the head principal of day school for our Group and was appointed as a Director on 9 September 2015 and designated as an executive Director on 21 June 2018. Mr. Chan is also a director of 4 subsidiaries of our Group. Mr. Chan has been a teacher for over 30 years and is focused primarily on secondary day school education services. During his 34 years with our Group, he has been responsible for the establishment and management of our private secondary day school operations. Prior to his role as head principal of our private secondary day school, Mr. Chan held the position of a teacher at Wellwisher Foundation Primary School from 1986 to 1987 and at A.D. & F.D. of Pok Oi Hospital Mrs. Cheng Yam On Primary School from 1987 to 1990. Mr. Chan was awarded a Teachers Certificate from the Northcote College of Education (now known as The Education University of Hong Kong) in July 1986 and graduated from University of Wolverhampton, the United Kingdom with a Bachelor of Education in June 1997. Mr. Chan was registered as a teacher under the Education Ordinance section 45(1) in November 1986.

Mr. LI Man Wai (李文偉), aged 52, is our Deputy Chief Executive Officer of our Company and was appointed as a Director on 9 September 2015 and designated as an executive Director on 21 June 2018. Mr. Li is also a director of 30 subsidiaries of our Group. He has, since the establishment of our Group, acquired experience in the education business, focusing on operation, administration and marketing of tutorial services and secondary school education services. Mr. Li joined our Group in 1989 and was appointed as Deputy Chief Executive Officer of our Group in 2000. During his 35 years with our Group, he has been responsible for the marketing of our Group's education services, as well as tutorial and course management and leasing arrangements. Mr. Li is a nephew of Mr. Tam Wai Lung, Chief Executive Officer of our Company and executive Director, and Ms. Leung Ho Ki, June, Chairman of our Company and executive Director.

DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. KWAN Chi Hong (關志康), aged 52, was appointed as an independent non-executive Director on 17 November 2017, having served the Company for 7 years. Mr. Kwan has over 20 years of managerial and senior management experience in the commercial and public sector. Mr. Kwan is currently the chairman of Zebra Wellness Group Limited. He served as an executive director of Bamboos Health Care Holdings Limited (stock code: 2293) since the group's establishment from 2009 to 2019. During his managerial stint in the public sector, from February 1995 to December 2007, he worked as an executive officer in various government departments including Registration and Electoral Office, Urban Services Department, Home Affairs Department, Hong Kong Police Force and Chief Secretary for Administration's Office Government Secretariat. Mr. Kwan was a part-time teacher of certain bachelor/diploma courses in Chinese Medicine conducted by HKU School of Professional and Continuing Education from 2013 to 2016. Mr. Kwan was awarded the Young Entrepreneur of the Year 2012 from the Hong Kong Business Awards hosted by DHL Express and South China Morning Post and the EY Entrepreneur of the Year 2013 China – Emerging Entrepreneur hosted by EY.

Mr. Kwan obtained a bachelor's degree in Economics and a master's degree in Economics from The University of Hong Kong in January 1995 and December 2005 respectively. Mr. Kwan has completed a programme in Executive MBA and obtained a master's degree in Business Administration from The Chinese University of Hong Kong in December 2007. Mr. Kwan is currently an independent non-executive director of Stream Ideas Group Limited (stock code: 8401) whose shares are listed on the GEM of the Stock Exchange. Mr. Kwan was an independent non-executive director of China Brilliant Global Limited (stock code: 8026) from February 2018 to November 2021, and Janco Holdings Limited (stock code: 8035) from May 2021 to October 2022, whose shares are listed on the GEM of the Stock Exchange.

Mr. Li Kai Sing (李啟承), aged 62, was appointed as an independent non-executive Director on 21 June 2018, having served the Company for 6 years. He is currently an executive director of Focus Films Limited and has working experience in various fields including accounting, film and entertainment business. From July 1985 to January 1989, he worked at Coopers & Lybrand (now known as PricewaterhouseCoopers), an accounting firm, with the last position held as a Supervisor II. From January 1989 to June 1992, he then worked at Management Investment & Technology Company Limited with the last position held as a senior accounting manager where he was responsible for planning and managing the daily accounting and financial operation of the company. From July 1992 to December 1993, he was the vice-president, finance of Leading Spirit (Holdings) Company Limited (now known as Leading Spirit High-Tech (Holdings) Company Limited). Mr. Li was the financial controller of China Star Entertainment Limited (stock code: 326), whose shares are listed on the Main Board of the Stock Exchange, between June 1999 and July 2000. From August 2000 to September 2003, he was the chief financial officer of Team Work Corporation Limited and was responsible for developing and implementing the strategic plans and monitoring the internal control system of the company.

Mr. Li was an independent non-executive director of Brightstar Technology Group Co., Ltd (formerly known as In Technical Productions Holdings Limited) (stock code:8446) from May 2017 to May 2022, its shares are listed on the GEM of the Stock Exchange.

Mr. Li has been a member of the Hong Kong Institute of Certified Public Accountants since 1988, an associate of the Chartered Association of Certified Accountants in 1988 and a member of the Institute of Financial Planners of Hong Kong since 2004. Mr. Li graduated from The Chinese University of Hong Kong in 1985 with a bachelor degree of social science and from The Hong Kong University of Science and Technology with an executive master degree of business administration in 2007.

Mr. Tai Kwok Leung Alexander (戴國良), aged 66, was appointed as an independent non-executive Director on 1 July 2024, having served the Company for 4 months. Mr. Tai graduated from Victoria University of Wellington in New Zealand with a degree in Bachelor of Commerce and Administration in 1982. He then became an associate member of the Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Tai has extensive accountancy, corporate finance and investment experience in Hong Kong and overseas. Mr. Tai is licensed under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO") to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities.

Mr. Tai is currently an independent non-executive director of G&M Holdings Limited (Stock Code: 6038) and China Star Entertainment Limited (Stock Code: 326) which are listed on the Main Board of the Stock Exchange, and is also an executive director of Finet Group Limited (Stock Code: 8317) listed on GEM of the Stock Exchange.

DIRECTORS AND SENIOR MANAGEMENT

He was also an independent non-executive director of Shengjing Bank Co., Ltd. (Stock Code: 2066) from 7 August 2018 to 14 October 2024, Jiayuan International Group Limited (in liquidation) (Stock Code: 2768) from 12 February 2016 to 30 June 2022. Mr. Tai was also an independent non-executive director of AAG Energy Holdings Limited from October 2018 to 11 August 2023. Mr. Tai was also a director of VMS Securities Limited till his retirement from office on 29 December 2023, and was a managing director and the head of Corporate Finance Department of Investec Capital Asia Limited till July 2017.

SENIOR MANAGEMENT

Mr. CHOI Shing Wai (蔡誠偉), *FCPA*, aged 42, is the Deputy Chief Executive Officer, the Chief Financial Officer and company secretary of our Group. Mr. Choi joined our Company in December 2014, having served the Group for 10 years, and is primarily responsible for the overall operations, financial management of our Group as well as strategic planning, overseeing accounting, company secretarial and internal control matters of our Group. Mr. Choi has 20 years of experience in professional accounting and auditing practice. Prior to joining our Group, Mr. Choi worked as an auditor in the assurance division of Grant Thornton, a certified public accountants firm, from September 2004 to November 2006. Mr. Choi then worked as a senior associate and was promoted to manager of the assurance division of PricewaterhouseCoopers in October 2009. Mr. Choi was then transferred to the Capital Market Accounting Advisory Service Group of PricewaterhouseCoopers in December 2011 and was later promoted to senior manager in October 2012 and up to his joining our Group in December 2014.

Mr. Choi obtained a degree of Bachelor of Business Administration (Honours) in Accountancy and Management Information Systems from City University of Hong Kong in November 2004. Mr. Choi has become an associate member and a fellow of the Hong Kong Institute of Certified Public Accountants since April 2008 and March 2019 respectively.

Mr. Choi currently serves as the Chief Executive Officer of Uplift Educational Charity Foundation, and the Executive Committee Member of Leadership Institute on Narcotics, founded by Narcotics Bureau of the Hong Kong Police Force.

Mr. TAM Lin Bong (譚練邦), aged 46, is the Chief Operating Officer of our Group and is responsible for human resources management, recruitment and employment policies, internal control matters and external liaison of our Group. Mr. Tam joined our Group as a teaching assistant in September 2002, having served the Group for 22 years since then, and became the human resources manager of Beacon College in April 2012. Mr. Tam was appointed as the Deputy Chief Executive Officer of our Group in June 2013 and the Chief Operating Officer in August 2018. Prior to joining our Group, Mr. Tam worked as a teaching assistant in Kwun Tong Government Secondary School (觀塘官立中學) from February 2002 to July 2002.

Mr. Tam obtained a degree of Bachelor of Business Administration (Honours) from Hong Kong Baptist University in December 2001 and graduated with a Master of Business Administration degree with distinction from University of Iowa, the United States in August 2015. Mr. Tam also obtained a diploma in teaching English as a second language from the School of Continuing Studies of The Chinese University of Hong Kong in January 2005. Mr. Tam was awarded the Certificate in Employment Ordinance by the Hong Kong Management Association in April 2013. Mr. Tam has also completed several training workshops organised by the Hong Kong Council for Accreditation of Academic and Vocational Qualifications in 2014.

Mr. Tam currently serves as the Vice President in Kowloon East Association.

Mr. NG Wai Lun (吳偉倫), aged 36, is the Deputy Chief Operating Officer of our Group and is responsible for course management, overseeing marketing and design plans and public relations of our Group. Mr. Ng joined our Group in June 2010 as the administration assistant of Beacon College, having served the Group for 14 years since then. Mr. Ng was appointed as the Deputy Chief Executive Officer of our Group in July 2013. Mr. Ng obtained a degree of Bachelor of Social Science from The Chinese University of Hong Kong in December 2010.

COMPANY SECRETARY

Mr. Choi Shing Wai (蔡誠偉), *FCPA*, was appointed as our company secretary with effect from 9 September 2015. Further information on Mr. Choi is set forth in the section headed "Senior Management" above.

DIRECTORS' REPORT

The Board is pleased to present their report and the audited consolidated financial statements of the Group for the year ended 31 July 2024.

INCORPORATION AND LISTING

The Company was incorporated in the Cayman Islands on 15 April 2015 as an exempted company with limited liability. The Shares were listed on the Main Board of the Stock Exchange on the Listing Date.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is a leading provider of private supplementary secondary school education services in Hong Kong and principally engages in the operation of private secondary day schools, the provision of private supplementary secondary school education services, school services, and offer ancillary education services and products targeted at pre-school, kindergarten, primary and secondary school students and individual pursuing further education offer interest learning and/or personal development. The Company and a majority of its subsidiaries operate principally in Hong Kong. A list of the Company's principal subsidiaries, together with their places of incorporation and principal activities, is set out in note 19 to the consolidated financial statements on pages 90 to 91.

BUSINESS REVIEW

A fair review of the business of the Group during the year ended 31 July 2024, including discussion and analysis of the Group's financial performance and future business developments, as required by Schedule 5 to the Companies Ordinance, is set out in the section headed "Chairman's Statement" on pages 1 to 2 and "Management Discussion and Analysis" on pages 5 to 10. Discussion of the particulars of important events affecting the Company that have occurred since the end of the year ended 31 July 2024 up to the date of this Annual Report (if any) is set out on page 28 of this Annual Report. These discussions form part of this Annual Report.

Principal Risks and Uncertainties

The principal risks and uncertainties related to the business of the Group are as below:

- Our Group has substantial reliance on our Top Five Tutors, in particular, a significant proportion of our revenue, profitability and business is generated from courses and products provided by our Top Five Tutors during the year ended 31 July 2024. Our operations and profits may be materially and adversely affected if we cannot retain or maintain a good relationship with our tutors or our tutors fail to deliver high-quality teaching. Moreover, if our Group is not able to enforce the restrictive covenants of the employment contracts or services agreements against our tutors to prevent them from immediately and directly competing with our Group within and/or after the restrained period, our business, operating and financial results may be materially and adversely affected.
- Our Group's business is dependent on the market recognition of our brand and reputation; any negative publicity to our teaching team could cause damage to our brand and reputation and would materially and adversely affect our business.
- Protection of intellectual property rests a prioritized responsibility of the Group's teaching team and the business. Any infringement claims against our Group could expose us to litigation risk or could adversely affect our reputation.
- Our business is subject to the regulation of the Education Ordinance and its subsidiary legislations, in particular, valid relevant registrations or exemptions are substantial to our business operation. In the event of failure in obtaining or maintaining such registrations or exemptions or other non-compliances with the aforesaid legislations, our operation may be suspended and our business, operating and financial results may be materially and adversely affected.

The above is not an exhaustive list. Investors are advised to make their own judgment or consult their own investment advisors before making any investment in the Shares.

SEGMENTAL INFORMATION

An analysis of the Group's performance for the year ended 31 July 2024 by business activities is set out in note 5 to the consolidated financial statements on pages 77 and 78.

RESULTS

The Group's results for the year ended 31 July 2024 and the state of affairs of the Group as at that date are set out in the consolidated financial statements on pages 53 to 110.

DIVIDENDS

The Board does not recommend the payment of a final dividend for the year ended 31 July 2024 (2023: Nil).

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the forthcoming AGM to be held on Friday, 20 December 2024 (or at any adjournment of it), the register of members of the Company will be closed from Tuesday, 17 December 2024 to Friday, 20 December 2024, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend and vote at the forthcoming AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 16 December 2024.

SUMMARY OF FINANCIAL INFORMATION

A summary of the Group's results, assets and liabilities for the last five financial years, and the published audited financial statements, is set out on pages 111 to 112 of this Annual Report. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group are set out in note 15 to the consolidated financial statements.

SIGNIFICANT INVESTMENTS HELD

The Group held investment property and financial assets at fair value through other comprehensive income during the year ended 31 July 2024. Details of investment property and financial assets at fair value through other comprehensive income of the Group as at 31 July 2024 are set out in note 17 and note 21 to the consolidated financial statements. The Group expects the financial assets at fair value through other comprehensive income to continue to secure a stable stream of income for the Group and the Investment Property will continue to be used as a pledge to the secured bank loans as set out in note 29 to the consolidated financial statements.

BANK BORROWINGS

As at 31 July 2024, the Group had HK\$80.3 million bank borrowings (as at 31 July 2023: HK\$63.6 million). Details of bank borrowings of the Group as at 31 July 2024 are set out in note 29 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in note 32 to the consolidated financial statements on page 103 of this Annual Report.

DIRECTORS' REPORT

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Company and of the Group during the year ended 31 July 2024 are set out in notes 39 and 33 to the consolidated financial statements on pages 109 to 110 and page 104 respectively and in the consolidated statement of changes in equity on page 56. As at 31 July 2024, the Company had no reserve available for distribution to shareholders (2023: Nil).

PURCHASE, SALES OR REDEMPTION OF COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any listed securities of the Company during the year ended 31 July 2024 and up to the date of this Annual Report.

MAJOR CUSTOMERS AND SUPPLIERS

Our customers primarily consist of students and individuals enrolling in our courses. Given the nature of our business, we had no customer who contributed, or any five customers who collectively contributed, to 30% or more of our total revenue during the year ended 31 July 2024.

During the year ended 31 July 2024, the aggregate remuneration payable to our Top Five Tutors accounted for 14.3% of our total staff costs and service fees; and the aggregate remuneration payable to our Top One Tutor accounted for 5.5% of our total staff costs and service fees. None of our Directors, their respective close associates, or any of the existing Shareholders (which to the knowledge of our Directors owns more than 5% of the issued share capital of the Company) had any interest in any of our Top Five Tutors (including without limitation the Top One Tutor) during the year ended 31 July 2024 and up to the date of this Annual Report.

DIRECTORS

The Directors of the Company during the year ended 31 July 2024 and as at the date of this Annual Report were as follows:

Executive Directors

Ms. Leung Ho Ki, June (*Chairman*)
Mr. Tam Wai Lung (*Chief Executive Officer*)
Mr. Chan Tsz Ying, Wister
Mr. Li Man Wai

Independent Non-executive Directors

Mr. Kwan Chi Hong
Mr. Li Kai Sing
Professor Wong Roderick Sue Cheun (Resigned with effect from 1 July 2024)
Mr. Tai Kwok Leung Alexander (Appointed with effect from 1 July 2024)

Biographical details of the Directors and senior management as at the date of this Annual Report are set out in the section "Directors and Senior Management" on pages 11 to 13 of this Annual Report.

Pursuant to Article 84 of the Articles of Association, Ms. Leung Ho Ki, June, Mr. Li Man Wai and Mr. Tai Kwok Leung Alexander shall retire by rotation at the forthcoming AGM and, being eligible, would offer themselves for re-election at the forthcoming AGM and notwithstanding the aforesaid, may continue to act as executive Directors and independent non-executive Director throughout the forthcoming AGM.

CHANGE IN DIRECTOR

Professor Wong Roderick Sue Cheun resigned as an independent non-executive Director; and Mr. Tai Kwok Leung Alexander was appointed as an independent non-executive Director, both with effect from 1 July 2024.

DIRECTORS' SERVICE CONTRACTS AND LETTER OF APPOINTMENT

Each of the executive Directors has entered into a service contract with the Company with effect for a term commencing from the date of his/her appointment/redesignation as an executive Director for an initial term of three years commencing from the Listing Date which shall continue thereafter unless and until terminated in accordance with the terms and conditions of the service contract, including without limitation by either party giving to the other party not less than three months' prior notice in writing.

Each of the independent non-executive Directors has/had entered into an appointment letter with the Company for a period of three years commencing from 13 July 2024 (except for Mr. Tai Kwok Leung Alexander, which is 1 July 2024), which may be terminated earlier in accordance with the terms and conditions of the appointment letter, including without limitation by either party serving on the other party a prior written notice of not less than three months.

Save as aforesaid, no Director proposed for re-election at the forthcoming AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Company or its subsidiaries within one year without payment of compensation, other than normal statutory compensation.

CONNECTED AND RELATED PARTY TRANSACTIONS

The transactions disclosed in note 38 to the consolidated financial statements fall under the definition of "connected transactions" or "continuing connected transaction" (as the case may be) and are exempted from annual reporting requirement in Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 38 to the consolidated financial statements and in the section "Connected and Related Party Transactions" above, no contract of significance between the Company or any of its subsidiaries and a controlling shareholder of the Company or any of its subsidiaries subsisted during the year ended 31 July 2024 or at the end of the year, and no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries subsisted during the year ended 31 July 2024 or at the end of the year.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 38 to the consolidated financial statement and in the section "Connected and Related Party Transactions" above, there was no transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party and in which any of the Directors or an entity connected with a Director had, whether directly or indirectly, a material interest, subsisted at the end of the year ended 31 July 2024 or at any time during the financial year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or the controlling shareholders of the Company had any interest in a business that competes or is likely to compete, either directly or indirectly, with the business of the Group, subsisting during or at the end of the year ended 31 July 2024.

DIRECTORS' REPORT

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 July 2024, the interests and short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) of the Company, as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in the shares or underlying shares of the Group

Name of company	Name of Director	Nature of interest	Number of shares held	Interest in underlying shares	Total interest in shares and underlying shares	Approximate percentage of shareholding
The Company	Ms. Leung Ho Ki, June <i>Note 1</i>	Deemed interests held jointly with another person; interest in a controlled corporation	375,000,000	—	375,000,000	73.9%
		Beneficial owner	—	1,000,000 <i>Note 2</i>	1,000,000	0.2%
		Interest of spouse	—	3,500,000 <i>Note 3</i>	3,500,000	0.7%
	Mr. Tam Wai Lung <i>Note 1</i>	Deemed interests held jointly with another person; interest in a controlled corporation	375,000,000	—	375,000,000	73.9%
		Beneficial owner	—	3,500,000 <i>Note 2</i>	3,500,000	0.7%
		Interest of spouse	—	1,000,000 <i>Note 3</i>	1,000,000	0.2%
Mr. Chan Tsz Ying, Wister	Beneficial owner	—	2,000,000 <i>Note 4</i>	2,000,000	0.4%	
Mr. Li Man Wai	Beneficial owner	—	1,000,000 <i>Note 2</i>	1,000,000	0.2%	
Beacon Enterprise Limited <i>Note 5</i>	Ms. Leung Ho Ki, June	Beneficial owner	3,600	—	3,600	60%
	Mr. Tam Wai Lung	Beneficial owner	1,560	—	1,560	26%
	Mr. Chan Tsz Ying, Wister	Beneficial owner	180	—	180	3%
	Mr. Li Man Wai	Beneficial owner	180	—	180	3%

Notes:

1. The Company is held as to 73.9% by Beacon Enterprise Limited upon Listing. Beacon Enterprise Limited is beneficially owned as to 60%, 26%, 4%, 4%, 3% and 3%, respectively, by Ms. Leung Ho Ki, June, Mr. Tam Wai Lung, Ms. Leung Ho Yan, Irene, Mr. Ng King Hang, Mr. Chan Tsz Ying, Wister and Mr. Li Man Wai. Pursuant to the Deed of Acting in Concert, each of Ms. Leung Ho Ki, June, Ms. Leung Ho Yan, Irene, Mr. Ng King Hang and Mr. Tam Wai Lung (the "Core Shareholders") has agreed to jointly control their respective interests in the Company and decisions as to the business and operations of the Group shall be in accordance with the unanimous consent of all Core Shareholders. Each of the Core Shareholders shall exercise their respective voting rights in the Company in the same way. Hence, each of the Core Shareholders is deemed to be interested in all the Shares held by the Core Shareholders in aggregate by virtue of the SFO.
2. These interests in underlying Shares represent the interests in outstanding options granted by the Company on 23 January 2019 pursuant to the PostHPO Share Option Scheme approved and adopted by the Company on 21 June 2018 and effective from 13 July 2018 to subscribe for the relevant number of Shares.
3. Ms. Leung Ho Ki, June and Mr. Tam Wai Lung are spouses of each other, they are deemed to be interested in all the Shares and underlying Shares in which one another is interested by virtue of the SFO.
4. These interests in underlying shares represent the interests in outstanding options granted by the Company on 23 January 2019 and 1 April 2019 pursuant to the PostHPO Share Option Scheme approved and adopted by the Company on 21 June 2018 and effective from 13 July 2018 to subscribe for the relevant number of shares.
5. The Company is held as to 73.9% by Beacon Enterprise Limited upon Listing. Beacon Enterprise Limited is beneficially owned as to 60%, 26%, 4%, 4%, 3% and 3%, respectively, by Ms. Leung Ho Ki, June, Mr. Tam Wai Lung, Ms. Leung Ho Yan, Irene, Mr. Ng King Hang, Mr. Chan Tsz Ying, Wister and Mr. Li Man Wai.
6. Save as otherwise specified, the shares and underlying shares mentioned above refer to ordinary class of shares and underlying shares.

Save as disclosed above, as at 31 July 2024, neither the chief executives nor any of the Directors of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) 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 were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' REPORT

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 July 2024, so far as is known to any Directors or chief executives of the Company, the following persons (other than a Director or chief executive of the Company) or corporations who had interest or short positions in the Shares and underlying Shares of the Company which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

Name of Shareholder	Nature of interest	Number of Shares held	Interest in underlying Shares	Position	Total interest in Shares and underlying Shares	Approximate percentage of shareholding
Beacon Enterprise Limited	Beneficial owner	375,000,000	—	Long	375,000,000	73.9%
Ms. Leung Ho Yan, Irene <i>Note 1</i>	Interests held jointly with another person; interest in controlled corporation	375,000,000	—	Long	375,000,000	73.9%
Mr. Ng King Hang <i>Note 1</i>	Interests held jointly with another person; interest in controlled corporation	375,000,000	—	Long	375,000,000	73.9%

Note:

1. The Company is held as to 73.9% by Beacon Enterprise Limited upon Listing. Beacon Enterprise Limited is beneficially owned as to 60%, 26%, 4%, 4%, 3% and 3%, respectively, by Ms. Leung Ho Ki, June, Mr. Tam Wai Lung, Ms. Leung Ho Yan, Irene, Mr. Ng King Hang, Mr. Chan Tsz Ying, Wister and Mr. Li Man Wai. Pursuant to the Deed of Acting in Concert, each of such Core Shareholders has agreed to jointly control their respective interests in the Company and decisions as to the business and operations of the Group shall be in accordance with the unanimous consent of all the Core Shareholders. Each of the Core Shareholders shall exercise their respective voting rights in the Company in the same way. Hence, each of the Core Shareholders is deemed to be interested in all the Shares held by the Core Shareholders in aggregate by virtue of the SFO.

Save as disclosed above, as at 31 July 2024, the Directors and the chief executives of the Company are not aware of any other person or corporation having an interest or short position in the Shares and underlying Shares of the Company which would require to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed in the section headed "Share Schemes" below, at no time during the year ended 31 July 2024 were rights to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate granted to any of the Directors or chief executives of the Company or their respective associates (as defined in the Listing Rules), or were any such rights exercised by any of them; or was the Company or any of its subsidiaries a party to any arrangement enabling the Directors or chief executives of the Company or their respective associates to acquire such rights.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company (not being a contract of service with any Director or any person engaged in the full-time employment of the Company) were entered into or existed for the year ended 31 July 2024 and up to the date of this Annual Report.

SHARE SCHEMES

To recognise the contribution of, and to provide an incentive to, the employees, officers, agents, consultants, contractors, service providers, representatives and sales partners of the Group who have contributed or will contribute to the Group; and to enable the Group to recruit and retain high-calibre employees and attract and retain human resources that are valuable to the Group, the Group adopted the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme on 21 June 2018 and both schemes were effective from 13 July 2018.

For details of the terms of the Pre-IPO Share Option Scheme, please refer to the section headed "Share Option Schemes" in the Directors' Report included in our 2022 Annual Report.

After the lapse of all the options granted under the Pre-IPO Share Option Scheme during the year ended 31 July 2022, no share schemes other than the Post-IPO Share Option Scheme were in effect during the year ended 31 July 2024.

POST-IPO SHARE OPTION SCHEME

1. Summary of the terms of the Post-IPO Share Option Scheme

The following is a summary of the principle terms of the Post-IPO Share Option Scheme adopted by a written resolution passed by our Shareholders on 21 June 2018 which became unconditional and effective on 13 July 2018.

(a) Purpose

The purpose of the Post-IPO Share Option Scheme is to provide incentives to the Participants (as defined in paragraph (c) below) to contribute to our Group and to enable our Group to recruit and retain high-calibre employees and attract and retain human resources that are valuable to our Group.

(b) Period of the Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date on which the Post-IPO Share Option Scheme becomes unconditional after which period no further options will be granted and accepted; and thereafter for so long as there are any outstanding unexercised options and in order to give effect to the exercise of any such options or otherwise as may be required in accordance with the provisions of the Post-IPO Share Option Scheme.

(c) Who may join

The Board may grant (subject to acceptance in accordance with the terms of the Post-IPO Share Option Scheme) an option to subscribe for such number of Shares as it may determine at a price determined in accordance with paragraph (d) below to any individual being an employee, officer, tutor, agent, consultant or representative of any member of our Group (including any executive or non-executive director of any member of our Group) who, as the Board may determine in its absolute discretion, has made valuable contribution to the business of our Group based on his/her performance and/or years of service, or is regarded to be a valuable human resource of our Group based on his/her working experience, knowledge in the industry and other relevant factors (the "Participant"), subject to such conditions as the Board may think fit, provided that no grants shall be made except to such number of Participants and in such circumstances that our Company will not be required under applicable securities laws and regulations to issue a prospectus or other offer document in respect thereof; and will not result in the breach by our Company or its Directors of any applicable securities laws and regulations or in any filing or other requirements arising.

(d) Subscription price for the Shares under the Post-IPO Share Option Scheme

The subscription price for the Shares on the exercise of options under the Post-IPO Share Option Scheme shall be a price determined by the Board and notified to the relevant Participant at the time the grant of the options (subject to any adjustments made pursuant to paragraph (q) below) is made to (subject to acceptance by) the Participant and shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date on which the option is granted, which date must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date on which the option is granted; and (iii) the nominal value of the Share.

(e) Maximum number of the Shares available for subscription

The limit on the total number of the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Post-IPO Share Option Scheme and any other share option scheme(s) of our Company must not exceed 30% of the total number of the Shares in issue from time to time. Options lapsed or cancelled in accordance with the terms of the Post-IPO Share Option Scheme or any other share option scheme(s) of our Company shall not be counted for the purpose of calculating the said 30% limit. In addition, subject to below as provided in this paragraph, the total number of the Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme, together with all options to be granted under any other share option scheme(s) of our Company, must not in aggregate exceed 50,000,000 Shares, being 10% of the total number of the Shares in issue as at the Listing Date (the "Scheme Mandate Limit"). Options lapsed in accordance with the terms of the Post-IPO Share Option Scheme or any other share option scheme(s) of our Company shall not be counted for the purpose of calculating the Scheme Mandate Limit. Our Company may seek separate approval from our Shareholders in general meeting to renew the Scheme Mandate Limit but in any event the total number of the Shares in respect of which options may be granted by the Board under the Post-IPO Share Option Scheme and any other share option scheme(s) of our Company shall not exceed 10% of the total number of the Shares in issue as at the date of approval of the renewed Scheme Mandate Limit. Options previously granted under the Post-IPO Share Option Scheme and any other share option scheme(s) of our Company (including those outstanding, cancelled, lapsed in accordance with the Post-IPO Share Option Scheme or exercised options) will not be counted for the purpose of calculating such renewed Scheme Mandate Limit. On 28 September 2020, the Shareholders approved the refreshment of the Scheme Mandate Limit. Accordingly, the Scheme Mandate Limit has been refreshed to be 50,000,000 Shares, being 10% and 9.85% of the total number of Shares in issue as at the date of such Shareholders' approval and as at the date of this Annual Report respectively. Our Company may also seek separate approval from our Shareholders in general meeting in accordance with the relevant provisions of the Listing Rules for granting options to specified Participants beyond the Scheme Mandate Limit (or the renewed Scheme Mandate Limit) in respect of such number of the Shares and on such terms as may be specified in such approval.

(f) Maximum number of options to each Participant

The total number of the Shares issued and to be issued upon exercise of the options granted to each Participant, together with all options granted and to be granted to him/her under any other share option scheme(s) of our Company, within the 12-month period immediately preceding the proposed date of grant (including exercised, cancelled and outstanding options) shall not exceed 1% of the total number of the Shares in issue as at the proposed date of grant. Any further grant of options to a Participant in excess of the 1% limit shall be subject to the Shareholders' approval of our Company with such Participant and his/her close associates (or his/her associates if such Participant is a connected person) abstaining from voting. The number and terms of the options to be granted to such Participant shall be fixed before the Shareholders' approval of the grant of such options.

(g) Grant of options to connected persons

Where any grant of options is proposed to be made to a Participant who is a Director, chief executive or substantial shareholder (each has the meaning as ascribed under the Listing Rules) of our Company or any of their respective associates, such grant must first be approved by the independent non-executive Directors of our Company (excluding independent non-executive Director who is the Participant). Where the Board proposes to grant any option to a Participant who is a substantial shareholder or an independent non-executive Director of our Company or any of their respective associates and such option would result in the Shares issued and which may fall to be issued upon the exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person under the Post-IPO Share Option Scheme and any other share option scheme(s) of our Company in the 12-month period up to and including the proposed date of grant for such options: (i) representing in aggregate more than 0.1% of the number of the Shares then in issue; and (ii) having an aggregate value, based on the closing price of the Shares as stated in the Stock Exchange daily quotations sheet on each relevant date of the grant (subject to acceptance) of the options, in excess of HK\$5,000,000, then such grant of options must first be approved by our Shareholders in general meeting at which such person, his/her associates and all core connected persons of our Company shall abstain from voting on the relevant resolution. Any vote taken at the meeting to approve the proposed grant of such options must be taken on a poll.

(h) Restrictions on the time of grant of options

No option shall be granted after an inside information event in relation to the securities of our Company has occurred or an inside information matter in relation to the securities of our Company has been the subject of a decision, until an announcement of such inside information has been published in accordance with the Listing Rules. Further, no option shall be granted within the period commencing one month immediately preceding the earlier of: (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's quarter, interim or annual results for any financial period; and (b) the deadline for our Company to publish its quarter, interim or annual results announcement for any financial period under the Listing Rules, and ending on the date of such results announcement. No option may be granted during any period of delay in publishing a result announcement.

No option shall be granted to a Participant who is a Director during the periods or times in which our Directors are prohibited from dealing in Shares pursuant to the Model Code or any corresponding code or securities dealing restrictions adopted by our Company.

(i) Offers and acceptance

A grant of an option shall be made to a Participant by letter in such form as the Board may from time to time determine requiring the Participant to undertake to hold the option on the terms on which it is to be granted including but not limited to the minimum period for which an option must be held before it can be exercised (if any) and to be bound by the provisions of the Post-IPO Share Option Scheme and shall remain open for acceptance by the Participant for a period of 28 days from the date of grant provided that no such grant shall be open for acceptance after the expiry of the ten-year period during which the Post-IPO Share Option Scheme is valid and effective or after the Post-IPO Share Option Scheme has been terminated.

An option shall be regarded to have been accepted when the duplicate letter, comprising acceptance of the option duly signed by the Participant who accepts the grant of any option to subscribe for Shares in accordance with the terms of the Post-IPO Share Option Scheme or (where the context so permits) a person entitled under the Post-IPO Share Option Scheme to exercise any option in consequence of the death of the original grantee (the "Grantee"), together with a remittance in favour of our Company of HK\$1.00 by way of consideration for the grant thereof, is received by our Company.

(j) Transferability of options

An option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, assign, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any option or purport to do any of the foregoing. Any breach of the foregoing shall entitle our Company to cancel the relevant Grantee's outstanding options in whole or in part.

(k) Performance target

No performance target needs to be achieved by the Grantee before the options can be exercised, unless otherwise stated in the grant letter referred to in the paragraph (i) above.

(l) Time of exercise of options

An option may be vested and exercised in accordance with the terms of the PostHPO Share Option Scheme and such other terms and conditions upon which an option was granted, at any time during the option period after the option has been granted by the Board but in any event, not longer than 10 years from the date of grant. An option shall lapse automatically and not be exercisable (to the extent not already exercised) on the expiry of the option period.

(m) Rights on ceasing employment

If the Grantee ceases to be an employee (including any executive director), officer (including any non-executive director), agent, consultant or representative of the relevant member of our Group for any reason other than on death, ill health, disability or insanity or the termination of employment, office, agency, consultancy or representation on certain grounds specified in the PostHPO Share Option Scheme, then, if the option period has not at the date of cessation commenced, the option shall lapse; and if the option period has commenced, the Grantee may exercise the option up to his/her entitlement at the date of cessation (to the extent not already exercised) until whichever is the earlier of the date of expiry of the option period or the date falling 1 month from the date of such cessation, and such cessation date shall be the last actual day of employment, office, agency, consultancy or representation with the relevant member of our Group whether payment in lieu of notice is made or not (if applicable). For the purposes of this paragraph (m), a Grantee shall not be regarded as ceasing to be an employee (including any executive director), officer (including any non-executive director), agent, consultant or representative of the relevant member of our Group if he/she ceases to hold a position of employment, office, agency, consultancy or representation with a particular member of our Group but at the same time takes up a different position of employment, office, agency, consultancy or representation with another member of our Group.

(n) Rights on death, ill health, disability or insanity

If the Grantee ceases to be an employee (including any executive director), officer (including any non-executive director), agent, consultant or representative of the relevant member of our Group by reason of death, ill health, disability or insanity before exercising the option in full and none of certain events which would be a ground for termination of his/her employment, office, agency, consultancy or representation specified in the PostHPO Share Option Scheme arises, the Grantee or his/her legal personal representative(s) shall be entitled after commencement of the option period until whichever is the earlier of the date of expiry of the option period or the date falling 12 months from the date of cessation (or such longer period as the Board may determine) to exercise the option (to the extent not already exercised) up to his/her entitlement.

(o) Rights on takeover

If a general offer to acquire the Shares (whether by takeover offer, merger, privatisation proposal by scheme of arrangement between our Company and our Shareholders or otherwise in like manner) is made to all our Shareholders (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror) and such offer, having been approved (if required) in accordance with applicable laws and regulatory requirements, becomes or is declared unconditional, the Grantee (or his/her legal personal representative(s)) shall, even though the option period has not yet commenced, be entitled to exercise the option (to the extent not already exercised) at any time until whichever is the earlier of the date of expiry of the option period or the date falling 14 days from the date on which the offer becomes or is declared unconditional, after which the option shall lapse.

(p) Rights on winding-up

If a notice is given by our Company to our Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind up our Company, our Company shall on the same date as or soon after it despatches such notice to each Shareholder give notice thereof to all Grantees and thereupon, each Grantee (or his/her legal personal representative(s)) shall be entitled to exercise all or any of his/her options at any time not later than 5 business days prior to the proposed general meeting of our Company by giving notice in writing to our Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given whereupon our Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the Grantee credited as fully paid.

(q) Effect on reorganisation of capital structure

In the event of any capitalisation issue, rights issue, open offer, consolidation, sub-division or reduction of the share capital of our Company (other than an issue of the Shares as consideration in respect of a transaction), corresponding adjustments (if any) shall be made in:

- (i) the number or nominal amount of the Shares subject to options so far as unexercised;
- (ii) the subscription price in relation to each outstanding option; and/or
- (iii) the method of exercise of the options,

provided that any such adjustments shall be made such that the proportion of the issued share capital of our Company to which an option entitles the Grantee to subscribe after such adjustment must be the same as that to which the option entitled the Grantee to subscribe immediately before such adjustment, but so that no such adjustment shall be made to the extent that the effect of such adjustment would be to enable any Share to be issued at less than its nominal value. In respect of any adjustment required by the foregoing provisions, other than any adjustment made on a capitalisation issue, an independent financial adviser or the auditor for the time being of our Company must also confirm to the Board in writing that the adjustments satisfy the foregoing provisions and fairly and reasonably satisfy the requirement that any such adjustment shall be made in compliance with the provisions stipulated under the Listing Rules or such other guidelines and supplementary guidance on the interpretation of the Listing Rules issued or as may be issued by the Stock Exchange from time to time.

(r) Ranking of Shares

The Shares to be allotted and issued upon the exercise of an option will be subject to all the provisions of the Articles of Association for the time being in force and will rank *pari passu* with the fully paid Shares in issue on the date of allotment or, if that date falls on a day when the register of members of our Company is closed, the first day of the reopening of the register of members and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date thereof is before the date of allotment. A Share issued upon the exercise of an option shall not carry any voting rights until the registration of the Grantee (or any other person) as the holder thereof.

(s) Cancellation of options

The Board may effect the cancellation of any options granted but not exercised on such terms as may be agreed with the relevant Grantee, as the Board may in its absolute discretion see fit and in a manner that complies with all applicable legal requirements for such cancellation. Where our Company cancels any options granted but not exercised and grants new option to the same Grantee, the grant of such new options may only be made under the PostHPO Share Option Scheme if there is available unissued options (excluding the cancelled options) within each of the 10% limits as referred to in paragraph (e) above and there is available options (excluding the cancelled options) under the 1% limit for each Participant as referred to in paragraph (f) above.

(t) Lapse of options

An option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (i) the expiry of the option period;
- (ii) the expiry of any of the other periods referred to in paragraphs (l), (m) or (n);
- (iii) subject to paragraph (p) above, the earliest of the close of business on the 5th business day prior to the general meeting referred to in paragraph (p) above or the date of commencement of the winding-up of our Company;
- (iv) save as otherwise provided in paragraph (o) above or by the Court in relation to the Post-IPO Share Option Scheme in question, upon the sanctioning pursuant to the Companies Law by the Grand Court of the Cayman Islands of a compromise or arrangement between our Company and our Shareholders or creditors for the purposes of or in connection with a scheme for the reconstruction of our Company or its amalgamation with any other company or companies;
- (v) the date on which the Grantee ceases to be an employee (including any executive director), officer (including any non-executive director), agent, consultant or representative of any relevant member of our Group by reason of the termination of his/her employment, office, agency, consultancy or representation on certain grounds specified in the Post-IPO Share Option Scheme including but not limited to, guilty of misconduct, bankruptcy or insolvency, having made any arrangement or composition with his creditors generally, or conviction of any criminal offence involving his integrity or honesty or (if so determined by the Board) on any other ground on which an employer or principal would be entitled to terminate his/her employment, office, agency, consultancy or representation at common law or pursuant to any applicable laws or under the Grantee's service contract, terms of office, or agency, consultancy, or representation agreement or arrangement with the relevant member of our Group; or
- (vi) the date on which the Board exercises our Company's right to cancel the option because of a breach by the Grantee of the rules summarised in paragraph (j).

(u) Alteration of the Post-IPO Share Option Scheme

The terms of the Post-IPO Share Option Scheme may be altered in any respect by resolution of the Board except that the provisions of the Post-IPO Share Option Scheme relating to matters contained in Chapter 17 of the Listing Rules shall not be altered to the advantage of Participants or the prospective Participants without the prior approval of our Shareholders in general meeting with the Grantees, the Participants and their associates abstaining from voting. No such alteration shall operate to affect adversely the terms of issue of any option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the Grantees as would be required of the Shareholders under the Articles of Association (as amended from time to time) for a variation of the rights attached to the Shares.

Any alterations to the terms and conditions of the Post-IPO Share Option Scheme which are of a material nature or any change to the terms of options granted must first be approved by our Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Post-IPO Share Option Scheme. The amended terms of the Post-IPO Share Option Scheme or the options must still comply with the relevant requirements of Chapter 17 of the Listing Rules.

(v) Termination of the Post-IPO Share Option Scheme

Our Company may by ordinary resolution in general meeting terminate or the Board may at any time terminate the operation of the Post-IPO Share Option Scheme and in such event no further options will be granted but in all other respects the provisions of the Post-IPO Share Option Scheme in relation to any outstanding options shall remain in full force and effect. All options granted and accepted prior to such termination and not then exercised shall continue to be valid and exercisable subject to and in accordance with the Post-IPO Share Option Scheme.

OPTIONS GRANTED UNDER THE POST-IPO SHARE OPTION SCHEME

The validity period of the following options granted shall be 10 years from the grant date and the options shall lapse at the expiry of the validity period or earlier if the service or employment relationship between the Company and the respective grantee of the options has terminated prior to the expiry of the validity period, subject to the terms and conditions of the Post-IPO Share Option Scheme.

The following table discloses movements in the outstanding options granted to all grantees under the Post-IPO Share Option Scheme during the year ended 31 July 2024.

Grantee	Grant date	Exercisable period <i>Note 1</i>	Exercise price per share option	Number of options held at 1 August 2023	Options granted during the period (number of underlying Shares)	Options exercised or cancelled during the period	Options lapsed during the period	Number of options held as at 31 July 2024 (number of underlying Shares)
Directors								
Ms. Leung Ho Ki, June	23.1.2019	23.1.2020 - 22.1.2029	HK\$0.493	1,000,000	-	-	-	1,000,000
Mr. Tam Wai Lung	23.1.2019	23.1.2020 - 22.1.2029	HK\$0.493	3,500,000	-	-	-	3,500,000
Mr. Li Man Wai	23.1.2019	23.1.2020 - 22.1.2029	HK\$0.493	1,000,000	-	-	-	1,000,000
Mr. Chan Tsz Ying, Wister	23.1.2019	23.1.2020 - 22.1.2029	HK\$0.493	1,000,000	-	-	-	1,000,000
	1.4.2019	1.4.2020 - 31.3.2029	HK\$0.730	1,000,000	-	-	-	1,000,000
Employees of the Group	23.1.2019	23.1.2020 - 22.1.2029	HK\$0.493	8,020,000	-	-	-	8,020,000
<i>(Note 2)</i>	1.4.2019	1.4.2020 - 31.3.2029	HK\$0.730	2,820,000	-	-	(1,000,000)	1,820,000

Notes

1: The options granted to Directors and employees of the Group on 23 January 2019 and 1 April 2019 are exercisable in the following manner:

- 30% of the options shall vest in and be exercisable from the first anniversary of the grant date;
- 30% of the options shall vest in and be exercisable from the second anniversary of the grant date; and
- 40% of the options shall vest in and be exercisable from the third anniversary of the grant date.

2: The employees of the Group fall within the meaning of "employee participants" under Chapter 17 of Listing Rules and includes employees working under employment contracts that are regarded as "continuous contracts" for the purposes of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). None of the options granted to any such employee participants would result in the shares issued and to be issued in respect of all options granted to such person (excluding any options lapsed in accordance with the terms of the scheme) in the 12-month period up to and including the date of such grant to represent in aggregate over 1% of the Shares in issue.

The options granted under the Post-IPO Share Option Scheme would not have a dilutive effect on the earnings per Share for the year ended 31 July 2024. For the options granted to the Directors and employees of the Group on 23 January 2019 and 1 April 2019, the exercise price per option represents the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five consecutive business days immediately preceding the relevant grant date. For the options granted with exercise price per option of HK\$0.493 and HK\$0.730 as detailed above, the closing price of the Shares on the relevant grant date was HK\$0.490 and HK\$0.700 respectively.

The number of options available for grant under the Scheme Mandate Limit (i.e. the total number of Shares which may be issued in respect of all options to be granted under the Post-IPO Share Option Scheme) refreshed on 28 September 2020 as of 1 August 2023 and 31 July 2024 are 50,000,000. There is no sublimit on the total number of Shares that may be issued in respect of options to be granted to service providers under the existing Post-IPO Share Option Scheme.

Save and except as disclosed in the above table, no other options were granted, exercised, cancelled or lapsed at any time during the year ended 31 July 2024; and no other options have been granted or agreed to be granted respectively by the Company as at the date of this Annual Report under the Post-IPO Share Option Scheme.

For the fair value of the share options granted by the Company and the relevant accounting policy adopted, please refer to note 9 to the section headed "Notes to The Consolidated Financial Statements" in this Annual Report.

EMPLOYEE AND REMUNERATION POLICIES

As at 31 July 2024, the Group has 202 full-time employees (2023: 189) and maintained an accumulated pool of 72 (2023: 86 active) part-time employees for seasonal and cyclical business needs. The Group remunerates its employees based on their performance, working experience and the prevailing market price. Other employee benefits include mandatory provident fund, insurance and medical coverage and training.

The emoluments of the Directors of the Company are recommended by the remuneration committee and determined by the Board of the Company, by reference to the prevailing market conditions, the performance and operating results of the Group as well as the Director's individual expertise.

DIRECTORS' REPORT

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the laws of the Cayman Islands or under the Articles of Association of the Company that require the Company to offer new Shares on a pro-rata basis to its existing Shareholders.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained the public float as required by the Listing Rules during the year ended 31 July 2024 and up to the date of this Annual Report, based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this Annual Report.

CHARITABLE DONATIONS

Charitable donations made by the Group during the year ended 31 July 2024 amounted to HK\$101,000 (2023: HK\$66,500).

PERMITTED INDEMNITY PROVISION

Under the Articles of Association and subject to the provisions of the Companies Ordinance, the Directors, company secretary, the officers of the Company or every auditor acting in relation to any of the affairs of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their respective offices.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

The Group was not aware of any material non-compliance with the relevant laws and regulations that have a significant impact on the business and operations of the Group during the year ended 31 July 2024.

SIGNIFICANT EVENTS AFTER THE FINANCIAL YEAR ENDED 31 JULY 2024

There is no significant event affecting the Group occurred after 31 July 2024 and up to the date of this Annual Report.

AUDITOR

PricewaterhouseCoopers resigned as auditor of the Company and SHINEWING (HK) CPA Limited ("SHINEWING") was appointed as auditor of the Company to fill the casual vacancy, both with effect from 17 June 2024. The consolidated financial statements for the year ended 31 July 2024 were audited by SHINEWING, who will retire at the forthcoming AGM and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of SHINEWING as auditor of the Company is to be proposed at the forthcoming AGM. Save as disclosed above, there has been no other change in the auditor of the Company in any of the preceding three years.

PERFORMANCE OF CASH FLOW GUARANTEE AND PROFIT GUARANTEE

Reference is made to the announcement of the Company dated 28 March 2024 (the "Announcement") regarding the Supplemental Agreement in relation to the Subscription and the Acquisition. Unless otherwise defined, capitalised terms used in this section shall bear the same meanings as those defined in the Announcement.

Consequential to the Amendments and as at the date of this Annual Report, the Board is pleased to announce that the Cash Flow Guarantee was satisfied based on the terms of the agreement (as clarified and supplemented by the Supplemental Agreement). The Board will continue to monitor the performance of the Target Company in meeting the Profit Guarantee during the New Guarantee Period, and will disclose the performance of the Profit Guarantee thereafter in accordance with the Listing Rules.

On behalf of the Board

Leung Ho Ki, June
Chairman

Hong Kong, 29 October 2024

CORPORATE GOVERNANCE REPORT

The Board is pleased to present this Corporate Governance Report in the Company's Annual Report for the year ended 31 July 2024.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board has committed to maintaining high corporate governance standards. The Board believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of the Shareholders and to enhance corporate value and accountability.

During the year ended 31 July 2024 and up to the date of this Annual Report, the Company has applied the principles and complied with all applicable code provisions set out in the Corporate Governance Code in Appendix C1 to the Listing Rules, which will be further illustrated in this Corporate Governance Report for Shareholders' evaluation.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own securities dealing code to regulate all dealings by Directors and relevant employees of securities in the Company and other matters covered by the Model Code.

Specific enquiries have been made of all the Directors and the relevant employees and they have confirmed that they have complied with the Model Code during the year ended 31 July 2024 and up to the date of this Annual Report.

BOARD OF DIRECTORS

The Board currently comprises four executive Directors and three independent non-executive Directors.

The composition of the Board during the year ended 31 July 2024 and as at the date of this Annual Report is as follows:

Executive Directors

Ms. Leung Ho Ki, June (*Chairman of the Board*)
Mr. Tam Wai Lung (*Chief Executive Officer*)
Mr. Chan Tsz Ying, Wister
Mr. Li Man Wai

Independent Non-executive Directors

Mr. Kwan Chi Hong
Mr. Li Kai Sing
Professor Wong Roderick Sue Cheun (Resigned with effect from 1 July 2024)
Mr. Tai Kwok Leung Alexander (Appointed with effect from 1 July 2024)

Reference is made to the announcement of the Company dated 1 July 2024 (the "Announcement") regarding the resignation and appointment of independent non-executive Director. Unless otherwise defined, capitalised terms used in this paragraph shall bear the same meanings as those defined in the Announcement. Professor Wong had tendered his resignation as an independent non-executive Director with effect from 1 July 2024 to embrace a peaceful retirement as he was approaching the age of 80 years old. Professor Wong had confirmed with the Board that he had no disagreement with the Board, and that there was no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board consists of a diverse mix of Board members in terms of age, gender and tenure of office. Besides, the Board members come from different backgrounds and have a diverse range of business, academic and professional experiences. Current female Director accounts for about 14.3% of the Board (one female out of 7 Directors). The board considers that gender diversity is currently achieved in the Board and is committed to maintaining gender diversity in the Board.

The biographical information of the current Directors are set out in the section headed "Directors and Senior Management" in this Annual Report.

Ms. Leung Ho Ki, June is the spouse of Mr. Tam Wai Lung and aunt of Mr. Li Man Wai. Ms. Leung Ho Ki, June is an executive Director, the Chairman of the Board and the chairman of the Nomination Committee. Mr. Tam Wai Lung is an executive Director, the Chief Executive Officer of the Company and a member of the Nomination Committee and the Remuneration Committee respectively. Mr. Li Man Wai is an executive Director and a member of the Remuneration Committee.

CORPORATE GOVERNANCE REPORT

Save as disclosed in this Annual Report, there is no financial, business, family or other material/relevant relationship among members of the Board to the best knowledge of the Company.

The composition of the Board is reviewed from time to time to ensure that the Board has a balance of skills and experiences suitable for the businesses of the Group and there is a strong independent element on the Board to safeguard the interests of the Shareholders.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The positions of chairman and chief executive officer are held by Ms. Leung Ho Ki, June and Mr. Tam Wai Lung respectively (the "Chairman" and the "Chief Executive Officer", respectively). There is a clear, separate and effective division of responsibilities between the Chairman and the Chief Executive Officer to ensure a balance of power and authority. The Chairman is responsible for the effective and timely functioning and leadership of the Board. The Chief Executive Officer focuses on the Company's business development and the daily management and operations in general.

COMPANY SECRETARY

Mr. Choi Shing Wai, *FCPA*, the company secretary, is responsible for advising the Board on corporate governance matters and ensuring that Board policy and procedures, and applicable laws, rules and regulations are followed.

The company secretary undertook no less than 15 hours of relevant professional training during the year ended 31 July 2024.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing over one-third of the Board with one of whom possessing appropriate professional qualifications or accounting qualifications or related financial management expertise.

The Company has received from each independent non-executive Director a written confirmation in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. As at the date of this Annual Report, the Board still considers that all independent non-executive Directors are independent. The independence of the independent non-executive Directors will be assessed by the Nomination Committee from time to time.

The Company has established mechanisms to ensure that independent views and input are available to the Board, including without limitation to reviewing whether the independent non-executive Directors have appropriate qualifications and expertise from time to time with sufficient time commitment to the Group, that the number of independent non-executive Directors comply with the requirements of the Listing Rules, and that channels are established (including without limitation by questionnaires or by enquiry at Board meetings) to assess and evaluate the independent non-executive Directors' contribution and views. The implementation and effectiveness of such mechanisms will be reviewed by the Board on an annual basis.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Code provision B.2.2 states that all Directors appointed to fill a casual vacancy shall be subject to election by the Shareholders at the first general meeting after appointment and that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

All Directors during the year 31 July 2024 and as at the date of this Annual Report including the independent non-executive Directors had/have been appointed for a fixed term of three years. The Articles of Association requires that at every AGM one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performances and is also collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board also makes decisions on matters, such as, approving the annual results and interim results of the Group, notifiable and connected transactions of the Company, appointment and re-appointment of Directors, dividend and adopting accounting policies, etc. Details of the experiences and qualifications of Directors are set out in the section headed "Directors and Senior Management" in this Annual Report. The Board takes decisions objectively in the interests of the Company.

All Directors, including the independent non-executive Directors, have brought a wide spectrum of valuable business experiences, knowledge and professionalism to the Board for its efficient and effective functioning.

The Group's senior management is responsible for the day-to-day management of the Group's businesses and overseeing the general operation, business development, finance, marketing, and operations as delegated by the Board. When the Board delegates different aspects of its management and administrative functions to the senior management, it has given clear directions in relation to the scope of powers of the senior management, in particular, with respect to the circumstances, the senior management maintains regular communications and reports their progress to the Board.

CORPORATE GOVERNANCE FUNCTIONS

The Board is also responsible for performing the corporate governance duties set out in code provision A.2.1 of the Corporate Governance Code, which include (i) developing and reviewing policies and practices of the Company on corporate governance and making recommendation to the board; (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management; (iii) reviewing and monitoring policies and practices of the Company on compliance with legal and regulatory requirements; (iv) developing, reviewing and monitoring the code of conduct and compliance manual, if any, applicable to employees and Directors; and (v) reviewing the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report. Up to the date of this Annual Report, the Board has determined and reviewed (i) the Company's corporate governance functions including without limitation, those areas disclosed in this Corporate Governance Report; (ii) the Company's director nomination policy, board diversity policy, shareholders' communication policy, anti-corruption policy and whistleblowing policy pursuant to the Corporate Governance Code; and (iii) the Company's environmental, social and governance policy to be disclosed in this Annual Report.

CONTROLLING SHAREHOLDERS' COMPLIANCE WITH DEED OF NON-COMPETITION

Our Directors believe that there are adequate corporate governance measures in place to manage the conflict of interests arising from any competing business and to safeguard the interests of our Shareholders.

The Company has received an annual written confirmation on the compliance with, and enforcement of, the terms of the Deed of Non-competition from each of the controlling shareholders of the Company. Based on such confirmation, the independent non-executive Directors consider that the controlling shareholders have complied with all the undertakings under the Deed of Non-competition during the year ended 31 July 2024.

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. Each of these committees is established with defined written terms of reference approved by the Board. The terms of reference of the Board committees are available on the websites of the Company and the Stock Exchange respectively.

The majority of the members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out in the section headed "Corporate Information" in this Annual Report.

Audit Committee

The Audit Committee was established in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The primary duties of the Audit Committee are inter alia, to (i) review and supervise the financial reporting, financial controls, risk management and internal control systems of the Group, (ii) review and approve connected transactions; and (iii) advise the Board in relation to the foregoing, in accordance with the model set out in the code provision D.3.3 of the Corporate Governance Code.

The Audit Committee consists of three members: Mr. Li Kai Sing, Mr. Kwan Chi Hong and Mr. Tai Kwok Leung Alexander (following the resignation of Professor Wong Roderick Sue Cheun with effect from 1 July 2024), all of whom are independent non-executive Directors. Mr. Li Kai Sing is the chairman of the Audit Committee.

In the meetings of the Audit Committee during the year ended 31 July 2024, the Audit Committee reviewed among other matters, (i) the auditor's report for the audit of final results of the Group for the year ended 31 July 2023; (ii) the audited consolidated financial statements of the Group for the year ended 31 July 2023 with a recommendation to the Board for approval; (iii) the preliminary announcement and annual report of the Group for the year ended 31 July 2023 with a recommendation to the Board for publication and approval; (iv) significant issues on the financial reporting and compliance procedures, internal control and risk management

CORPORATE GOVERNANCE REPORT

systems of the Group; (v) any new continuing connected transaction of the Company for the year ended 31 July 2024 with a recommendation to the Board for approval; (vi) the independence, objectivity and effectiveness, scope of work and appointment of the external auditor with a recommendation to the Board for the change of external auditor and the appointment of the new external auditor at the forthcoming annual general meeting of the Company and the Board endorsed the Audit Committee's recommendation; (vii) the interim report and the interim results announcement for the six months ended 31 January 2024; and (viii) the anti-corruption policy and whistleblowing policy, with a recommendation to the Board for approval.

Subsequent to the year ended 31 July 2024, the Audit Committee reviewed the draft annual report and the draft annual results announcement, the report on the effectiveness of the Group's risk management and internal control systems, the continuing connected transactions of the Company (if any) and the appointment, independence, objectivity and effectiveness and scope of work of the existing auditor for the year ended 31 July 2024, with recommendations to the Board for approval.

Remuneration Committee

The Company established the Remuneration Committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The primary duties of the Remuneration Committee are, inter alia, to review and make recommendations to the Board regarding the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management in accordance with the model set out in the code provision E.1.2(c)(ii) of the Corporate Governance Code, and the establishment of a formal and transparent procedure for developing remuneration policy.

The Remuneration Committee comprises two executive Directors, namely Mr. Tam Wai Lung and Mr. Li Man Wai, and three independent non-executive Directors, namely Mr. Kwan Chi Hong, Mr. Tai Kwok Leung Alexander (following the resignation of Professor Wong Roderick Sue Cheun with effect from 1 July 2024) and Mr. Li Kai Sing. Mr. Kwan Chi Hong is the chairman of the Remuneration Committee.

During the meeting of the Remuneration Committee held in the year ended 31 July 2024, the Remuneration Committee reviewed, inter alia, (i) the remuneration policy and the current remuneration practice of the Group; (ii) the terms of Directors' service contracts; and (iii) the remuneration packages of and overall benefits payable to the Directors and senior management of the Group, and assessed the performance of executive Directors, and made relevant recommendations to the Board.

Details of the remuneration paid/payable to each Director for the year ended 31 July 2024 are set out in note 8(a) to the consolidated financial statements.

The remuneration of the members of senior management (including all executive Directors) by band for the year ended 31 July 2024 is set out below:

Remuneration Bands	Number of individuals
HK\$500,001 – HK\$1,000,000	3
HK\$1,000,001 – HK\$1,500,000	1
HK\$1,500,001 – HK\$2,000,000	2
HK\$3,000,001 – HK\$3,500,000	1
Total	7

Nomination Committee

The Nomination Committee was established in compliance with Rule 3.27A of the Listing Rules and the Corporate Governance Code. The primary duties of the Nomination Committee are, inter alia, (i) to review the structure, size, composition (including the skills, knowledge and experience) and diversity of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (ii) to make recommendations to the Board on the selection of individuals nominated to be Directors; (iii) to assess the independence of independent non-executive Directors; (iv) to determine the Company's policy for nomination of Directors; and (v) to make recommendations to the Board on the appointment or re-appointment of Directors and the management of Board succession, in accordance with the model set out in the code provision B.3.1 of the Corporate Governance Code.

The Nomination Committee comprises two executive Directors, namely Ms. Leung Ho Ki, June and Mr. Tam Wai Lung; and three independent non-executive Directors, namely Mr. Tai Kwok Leung Alexander (following the resignation of Professor Wong Roderick Sue Cheun with effect from 1 July 2024), Mr. Kwan Chi Hong and Mr. Li Kai Sing. Ms. Leung Ho Ki, June is the chairman of the Nomination Committee.

During the year ended 31 July 2024, the Nomination Committee in its meeting (i) reviewed the structure, size and composition and diversity of the Board; (ii) assessed the independence of the independent non-executive Directors; (iii) reviewed the board diversity policy and the director nomination policy of the Company; (iv) considered the proposed re-election of the Directors retiring at the previous Annual General Meeting; (v) considered the independence of the independent non-executive Directors, with recommendations to the Board for approval; and (vi) considered the appointment of Mr. Tai Kwok Leung Alexander as an independent non-executive Director and recommended the said appointment to the Board for their approval (which eventually received the Board's endorsement).

BOARD MEETINGS AND COMMITTEE MEETINGS

Regular Board meetings were held for the purposes of, among others, considering and approving the results of the Group. Notice of the Board meeting, agenda and Board papers were sent to the Directors in a timely manner before the meeting. Save as disclosed below, all members of the Board were present in every Board meeting. The Company has convened, and expects to convene at least four regular meetings in each financial year at approximately quarterly intervals in accordance with code provision C.5.1 of the Corporate Governance Code. The company secretary will ensure that the procedures of the Board meetings are observed and provide to the Board opinions on matters in relation to compliance with the procedures of the Board meetings. Minutes of the Board meetings (as well as those of Board committees meetings) are kept by the company secretary. Set out below are the attendance records of Directors in general meetings and meetings of the Board, the Audit Committee, the Remuneration Committee and the Nomination Committee respectively:

Name of Directors	Number of meetings attended for year ended 31 July 2024				
	General Meeting	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting
Ms. Leung Ho Ki, June	1/1	5/5	—	—	2/2
Mr. Tam Wai Lung	1/1	5/5	—	1/1	2/2
Mr. Chan Tsz Ying, Wister	1/1	5/5	—	—	—
Mr. Li Man Wai	1/1	5/5	—	1/1	—
Mr. Kwan Chi Hong	1/1	5/5	4/4	1/1	2/2
Mr. Li Kai Sing	1/1	5/5	4/4	1/1	2/2
Professor Wong Roderick Sue Cheun	1/1	5/5	4/4	1/1	2/2
Mr. Tai Kwok Leung Alexander	—	—	—	—	—

No Director has attended any of the above meetings by his or her alternate.

DIRECTOR NOMINATION POLICY

The Company adopted a director nomination policy (the "Nomination Policy") that sets out the considerations and procedures for selecting and nominating directors of the Board, and for succession planning of our Company's directors. In assessing a candidate's suitability and the potential contribution to the Board, the Nomination Committee would consider a number of aspects, including the candidate's personal and professional ethics and integrity, achievement and competence, and skills that are complementary to those of the existing Board. The Nomination Committee will identify, consider and recommend suitable individuals to act as directors in the Board, and make recommendations to the Board on the appointment or re-appointment of directors and their succession planning. Notwithstanding the foregoing, the ultimate responsibility for selecting and appointing directors rests with the entire Board.

BOARD DIVERSITY POLICY

The Company adopted a board diversity policy (the "Diversity Policy"), that sets out the Company's approach to achieve diversity of the Board. The Company embraces the benefits of having a diverse Board to enhance the quality of its performance.

Pursuant to the Diversity Policy, the Company continues to achieve Board diversity through the consideration of a number of aspects, including, but not limited to, gender, age, culture and educational background, professional qualifications, skills, knowledge and industry and regional experiences.

In identifying and selecting suitable candidates to serve as a director of the Company, the Nomination Committee would consider the above criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendations to the Board. The Nomination Committee will review the Diversity Policy annually, to ensure its effectiveness and will discuss annually any measurable objective for implementing the diversity of the Board and recommend them to the Board for adoption.

CORPORATE GOVERNANCE REPORT

Workforce Diversity

The gender ratios in the workforce by categories of employees are set out in the section headed "Employment and Labour Practices" in the Environment, Social and Governance (ESG) Report in this Annual Report.

The Board considers that gender diversity is currently achieved and is committed to maintain gender diversity in respect of the workforce level.

DIVIDEND POLICY

The Company adopted a dividend policy (the "Dividend Policy") which is the policy of the Board, in considering the payment of dividends, to strike a balance between maintaining sufficient capital to grow the Group's business and rewarding the Shareholders. The Company does not have any pre-determined dividend distribution ratio and the Board has the discretion to declare and distribute dividends to the Shareholders, subject to the compliance with applicable laws and regulations including the laws of the Cayman Islands and the Articles of Association and the following factors: (i) the Group's overall results of operation, financial position, capital requirement, cash flows and future prospects; (ii) the amount of distributable reserves of the Company; and (iii) other factors that the Board deems relevant. The Board will continue to review the Dividend Policy from time to time.

CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

Directors keep abreast of the responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

The Company periodically provides training to the Directors, senior management and staff to develop and refresh their knowledge in areas which are relevant to the performance of their daily duties and the growth of the businesses of the Group under the changing economic environment.

In particular, training on various topics including but not limited to Company's business, corporate governance and notifiable transactions were continuously delivered to all Directors during the year ended 31 July 2024 and until the date of this Annual Report.

The Directors are committed to complying with the code provision C.1.4 of the Corporate Governance Code on directors' training. All directors have provided to the Company a record of the training they received during the year ended 31 July 2024. Participation of continuous training of the Directors and the nature of training are set out below:

	Reading journals, publications and/or other materials on various topics ^(Note 1)
Executive Directors	
Ms. Leung Ho Ki, June	✓
Mr. Tam Wai Lung	✓
Mr. Chan Tsz Ying, Wister	✓
Mr. Li Man Wai	✓
Independent Non-executive Directors	
Mr. Kwan Chi Hong	✓
Mr. Li Kai Sing	✓
Professor Wong Roderick Sue Cheun (Resigned with effect from 1 July 2024)	✓
Mr. Tai Kwok Leung Alexander (Appointed with effect from 1 July 2024)	✓

Note:

1. Topics include without limitation the Company's business and corporate governance matters.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for the year ended 31 July 2024.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditor of the Company about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 50 to 52 in this Annual Report.

AUDITORS' REMUNERATION

During the year ended 31 July 2024, the total fees payable, excluding disbursements, in respect of audit and non-audit services provided by SHINEWING are set out below:

Services rendered for the Group	Fees payable HK\$'000
Audit services:	
Annual audit and audit-related services	630
Non-audit services:	
Tax advisory services	14
Total	644

During the year ended 31 July 2024, the fees paid or payable in respect of audit and non-audit services provided to the Group by other external auditors amounted to HK\$237,000 and HK\$85,000, respectively.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is responsible for establishing and maintaining the Group's risk management and internal control systems and reviewing their effectiveness. The risk management and internal control measures are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board is primarily in charge of managing the overall risks of our Group. Significant business decisions that involve material risk exposures are subject to assessment, consideration and approval of the ways to resolve the said risk exposures by the Board.

The Audit Committee is delegated with the responsibility to review the financial controls, risk management and internal control systems of the Group at least annually, to consider any major investigation findings on risk management and internal control matters and the response of the management to such findings, in performance of the Company's internal audit function. The Audit Committee also reviews the external independent auditor's management letter, if any, and any material queries raised by the auditor about accounting records, financial accounts or systems of control and management's response. The Audit Committee reports to the Board on the matters considered by the Audit Committee and its recommendations to the Board.

The Group appointed an external consultant to conduct enterprise risk assessment and to perform internal audit function to review the effectiveness of the Group's risk management and internal control systems for the year ended 31 July 2024. As part of the risk management system of the Group, the annual enterprise risk assessment identifies and evaluates the risk level of the Group's operations and business, including the strategic, operational, financial and compliance risks.

As part of the internal control system of the Group, internal audit was conducted at least annually with the objectives of, amongst others, assessing and identifying significant weaknesses in risk management and internal control systems of the Group. The internal audit for the year ended 31 July 2024 covered the review on (i) the risk management system; (ii) entity-level review under COSO Framework; (iii) the compliance procedures for certain rules and regulations under the Listing Rules and Securities and Futures Ordinance; (iv) corporate governance practices according to the corporate governance code in Appendix C1 of the Listing Rules; and (v) the follow up on the findings identified in last year's report.

The Board considered the enterprise risk assessment report and internal audit report and concluded (i) the risk management and internal control systems of the Group; and (ii) the process compliance on Listing Rules and Securities and Futures Ordinance effective and adequate. Upon the Board's annual review, the Board considered and ensured the adequacy of resources, staff qualifications and experience, training programmes and budget of the issuer's accounting, internal audit and financial reporting functions, as well as those relating to the Group's ESG performance and reporting.

The Group has formulated internal control system manuals on corporate governance, operations, management, legal matters, finance and auditing setting out the internal approval and review procedures pursuant to which our employees are mandated to comply with.

The Group has also adopted an information disclosure policy which sets out comprehensive guidelines in respect of handling and dissemination of inside information of the Group. The Board is responsible for monitoring and implementing the procedural requirements under the information disclosure policy. Release of inside information shall be overseen by the Board. Unless authorised by the Board, the staff members of the Group shall not disseminate inside information relating to the Group to any external parties and shall not respond to media or market speculation which may materially affect the trading price or volume of the Shares on the market.

CORPORATE GOVERNANCE REPORT

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, sufficient notices of the general meetings are given to the shareholders and a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll subject to the Listing Rules and the poll results will be posted on the websites of the Company and the Stock Exchange respectively after each general meeting.

CONVENING AN EXTRAORDINARY GENERAL MEETING ("EGM") AND PUTTING FORWARD PROPOSALS AT EGM

Pursuant to Article 58 of the Articles of Association, the Board may, whenever it thinks fit, convene an EGM.

General meetings shall also be convened on the written requisition of any one or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist(s), provided that such requisitionists held as at the date of deposit of the requisition (in aggregate) not less than one-tenth of the voting rights, on a one vote per share basis, in the share capital of the Company which carries the right of voting at general meetings of the Company. Such general meeting shall be held within two months after the deposit of such requisition.

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionist(s) himself (themselves) may convene the general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Board, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to them by the Company.

The requisition must state clearly the name of the requisitionist(s), his (their) shareholding in the Company, the reason(s) to convene an EGM, the agenda proposed to be included and the details of the business(es) proposed to be transacted in the EGM and be signed by the requisitionist(s).

There is no provision allowing Shareholders to put forward proposals at general meeting under the Articles of Association or the Companies Law of the Cayman Islands. If Shareholders wish to do so, they may request to convene an EGM as described above and specify the proposals in such written requisition.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company adopted a shareholders' communication policy (the "Shareholders' Communication Policy"), which sets out the channels for shareholders to communicate their views on matters affecting the Company and for the Company to solicit and understand the views of Shareholders and other stakeholders. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through AGM and other general meetings. At the forthcoming AGM, Directors (or their delegates as appropriate) will be available to meet Shareholders and answer their enquiries.

The Board will review the Shareholders' Communication Policy at least annually to ensure its effectiveness. Having reviewed the different channels of communication with Shareholders, the Board is satisfied that the Shareholders' Communication Policy has been properly implemented during the year and is effective.

PUTTING FORWARD ENQUIRIES TO THE BOARD

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Shareholders may send any comments or enquiries to the Board by email to ir@beacon.com.hk or in writing to the company secretary at the Company's principal office in Hong Kong.

CHANGE IN CONSTITUTIONAL DOCUMENTS

As approved at the 2023 Annual General Meeting held on 19 December 2023, the Company made amendments to the Company's amended and restated memorandum of association (the "Memorandum") and amended and restated articles of association ("Articles of Association") for the purposes of, among others, (i) reflecting the core shareholder protection standards as set out in the revised Appendix 3 to the Listing Rules which took effect on 1 January 2022; and (ii) introducing minor house-keeping amendments to the Memorandum and Articles of Association for the purpose of clarifying existing practices and making consequential amendments in line with the aforesaid proposed amendments to the Memorandum and Articles of Association and the Listing Rules. The latest version of the Memorandum and Articles of Association is available on the websites of the Company and the Stock Exchange.

ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) REPORT

ABOUT THE REPORT

This Environmental, Social and Governance (“ESG”) Report describes the ESG performance of the Group. This ESG Report comprehensively illustrates the ESG strategy and commitment of the Group to fulfilling corporate social responsibility and achieving sustainable development. For further details about the Group’s corporate governance frameworks and practices, please refer to the corporate governance report which has been included in this Annual Report.

Scope of the Report

This ESG Report covers the environmental and social performance of the Group’s businesses, primarily on the Group’s private supplementary secondary school education services in Hong Kong, for the period from 1 August 2023 to 31 July 2024 (the “Year”).

During the Year, the Group offered a wide range of education programmes and services under the following four categories:

- **Private supplementary secondary school education services**

The Group provides private supplementary secondary school education services for students from Secondary 1 to Secondary 6 under the “Beacon College” (遵理學校) brand. The Group commenced the private supplementary secondary school education services in August 1989 in Yuen Long and our teaching centres are located in Hong Kong Island, Kowloon and the New Territories.

- **Private secondary day school services**

The Group operates two private secondary day schools located in Yuen Long and Mong Kok respectively under the “Beacon Day School” (遵理日校) brand. The Group commenced the operation of our first private secondary day school in Yuen Long in 1990 and another private secondary day school operated in Mong Kok since 1999.

- **School services**

The Group offer various school services such as education services to schools and institutions in Hong Kong and mainland China under our “Diverse Learning Club” (多元學習坊), “1% Group Education” (壹夥教育) and “Hong Kong Beacon International Education” (香港遵理國際教育) brands respectively.

- **Ancillary education services and products**

The Group offers various ancillary education services and products such as (i) IELTS and foreign language courses under our “Beacon BExcellent” brand; (ii) mock examination services; (iii) VIP self-study services; (iv) tutorial and consultation services, interview preparation, language and supplementary primary school education under our childhood education brands, educational services under our “Ascent Prep” brand, BTEC Level 3 Certificate in Enterprise and Entrepreneurship and language courses and BTEC level 5 Higher National Diploma in Business RQF under “Beacon CAPE” brand, products including but not limited to online course scheduling and management services, as well as online retail and education business under our “Beacon Living” and “CourseZ” brands respectively.

Reporting Standard

This ESG Report is prepared in accordance with the Environmental, Social, and Governance Reporting Guide (the “ESG Reporting Guide”) under Appendix C2 to the Listing Rules and has complied with the “comply or explain” provisions of the ESG Reporting Guide. As for the information on corporate governance, please refer to the Corporate Governance Report in the Annual Report of the Year.

Reporting Principles

The ESG Report adheres to the ESG Reporting Principles set out in the ESG Guide, including materiality, quantitative, balance and consistency. Details are illustrated as follows:

Materiality

The content of the Report is determined through the stakeholder engagement and materiality assessment process, which includes identifying ESG issues, collecting and reviewing the management and stakeholders’ opinions, assessing the relevance and materiality of the issues, and preparing and validating the information reported. The Report has covered the key issues that are concerned by different stakeholders.

ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) REPORT

Quantitative

The disclosure of ESG KPIs in the ESG report is supported by quantitative data and measurable standards. All applicable statistics, calculation tools, methodologies, reference materials and sources of conversion factor used are disclosed when presenting the emission data.

Balance

In order to maintain the balance of reporting content, fair disclosure of sustainability performance and challenges related to the Group and stakeholders is provided with impartial information to the public.

Consistency

In order to enhance and maintain meaningful comparability of ESG performances between years, the Group has strived and will continue to adopt consistent reporting and calculation methodologies as far as reasonably practicable. For any changes in methodologies or relevant KPIs used, the Group has presented and explained in detail in the corresponding sections.

Information and Feedback

Your opinions on the Group's ESG Report and sustainability performance are highly valued. Should you have any queries, comments or suggestions, please contact us at ir@beacon.com.hk

ABOUT THE GROUP

Main Businesses

The Group is a leading provider of private supplementary secondary school education services in Hong Kong. We principally engage in the provision of private supplementary secondary school education services and the operation of private secondary day schools in Hong Kong. We also offer ancillary education services and products targeted at preschool, kindergarten, primary and secondary school students and individuals pursuing further education/other interests in learning and/or personal development. We provide all of our private supplementary education services from teaching centres on Hong Kong Island, in Kowloon and the New Territories.

Our teaching delivery is managed by a professional team, comprising tutors, day school teachers, and full-time and part-time teaching assistants. As a leading presence in the private supplementary education sector in Hong Kong, our Group acknowledges the profound impact our operations can have on the lives of our students, employees, and the community. We recognise the importance of setting a positive example and fostering a culture of responsibility, with a commitment to upholding environmental and societal well-being through education and action. Our subsidiary, Beacon College, has been honoured with the "15 Year Plus Caring Company Logo" by The Hong Kong Council of Social Service, in recognition of our enduring dedication to corporate social responsibility. For 16 consecutive years, from 2008 to 2024, we have demonstrated a steadfast commitment to caring for the community, our employees, and the environment.

Board Statement

The Group believes that well-established ESG governance principles, strategies, and practices are crucial to the long-term development of our business. To ensure the establishment of appropriate and effective ESG-related risk management measures and internal control systems, the Board has taken up the overall responsibility to govern and oversee the Group's ESG issues and its development. An ESG Committee has been set up and its Terms of Reference was approved by the Board of Directors. The ESG Committee focuses on the sustainability issues at the board level and comprises an executive Director and other senior management, including, Deputy Chief Executive Officer/Chief Finance Officer, senior manager, manager and assistant manager. A board statement has been approved to guide the Group in achieving better ESG performance strategies in different areas of the work, such as for evaluating, prioritising, and managing material ESG-related risk processes in our business. The Board will continue to monitor and review the progress made against the ESG-related goals along with the targets related to our business in the regular board meetings. The ESG Committee shall provide a follow-up action plan to the Board to address ESG-related goals, objectives and deficiencies. If necessary, an interim report on the progress of the follow-up action plan will be submitted to the Board. In addition, the Board monitors the Group's compliance status with ESG-related laws and regulations established by external regulatory bodies, such as The Stock Exchange of Hong Kong Limited ("HKEX").

STAKEHOLDER ENGAGEMENT

The Group believes that maintaining a positive and active interaction with stakeholders is crucial to the Group's governance management. The Group is at all times committed to disclosing and distributing all information to the public in full and in a timely and accurate manner, in accordance with the Listing Rules.

The Group has formulated its Investor Relations Policy to ensure that all investors are able to access the Group's information, which includes the Group's business strategies, updates, stock and financial performance, corporate management, and governance in a timely manner.

The Group is open and willing to maintain ongoing dialogues with its stakeholders. The following table lists the key requirements and expectations from stakeholders for the Group, coupled with the corresponding response and communication channels from the Group.

Stakeholders	Requirements and Expectations	Response and Communication Channels
Shareholders	<ul style="list-style-type: none"> Returns Compliant operation Raise company value Transparency and effective communication 	<ul style="list-style-type: none"> Shareholder conferences Announcements and circulates Dedicated reports
Partners	<ul style="list-style-type: none"> Operate with integrity Equal rivalry 	<ul style="list-style-type: none"> Business communications Review and appraisal meetings Engagement and cooperation
Customers	<ul style="list-style-type: none"> Outstanding products and services Operate with integrity 	<ul style="list-style-type: none"> Customer service centre and hotlines Social Media Platforms
Employees	<ul style="list-style-type: none"> Remunerations and benefits Career development 	<ul style="list-style-type: none"> Employee communication meetings Employee mailbox
Community and the public	<ul style="list-style-type: none"> Improve community environment Participation in charity 	<ul style="list-style-type: none"> Company website Interview with media Social media platforms

With the opinions and information collected from stakeholders through various channels, the Group has a better understanding of the ESG issues that the stakeholders are concerned about. The Group has also used questionnaires to solicit the view of internal and external stakeholders on ESG issues. The information gathered is analysed along with materiality maps provided by well-known external institutions, as well as professional opinions from third-party professionals. This enables the Group to identify and prioritise ESG issues that concern the stakeholders and are highly related to the Group's business.

The Group has identified 7 key ESG-related material issues which are ranked in order of materiality as follows:

Material Issues	Corresponding Section
Employment Compliance	Employment and Labour Practices
Operational Compliance	Operating Practices
Quality Teaching	Service Quality
Student Privacy Protection	Service Quality
Prevention of Child Labour and Forced Labour	Employment and Dismissal
Student Health and Safety	Health and Safety
Anti-corruption	Anti-corruption

ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) REPORT

ENVIRONMENTAL PROTECTION

The Group places great emphasis on environmental protection and strives to minimise negative environmental impacts during the daily operation. However, due to the Group's operational nature in providing private supplementary education services, we consider the risk of our business causing significant and undesirable impacts on the environment and natural sources to be relatively low. Therefore, the Air Pollution Control Ordinance (Cap. 311) and Water Pollution Control Ordinance (Cap. 358) as well as the associated regulations in Hong Kong are considered less relevant to our operation. The Group strictly abides by applicable environmental laws and regulations including motor vehicle emissions under the Road Traffic Ordinance (Cap. 374) and Waste Disposal Ordinance (Cap. 354) in Hong Kong, and has established sets of comprehensive rules and regulations clearly defining the rights and obligations of the Group.

Emission Control

Air pollutant emissions

Since we are not involved in manufacturing, no industrial air was emitted during the Year. The major air pollutant emission of the Group is generated from fossil fuel combustion of vehicles, with a smaller proportion attributed to gas combustion. The air pollutant includes the emission of nitrogen oxides, sulphur oxides and particulate matter. Therefore, our focus lies in reducing air pollutant emissions derived from the operation of our Group fleet. Regular maintenance of our fleet is conducted to reduce fuel consumption and pollutant emissions from inefficient cars. Additionally, we have integrated electric/hybrid vehicles in the Group's fleet to reduce the usage of fossil fuel. We have set the target to reduce 20% in air pollutant emissions over the five-year period from the year 2019/20. In view of the positive progress, the Group has already achieved the targets set.

Air pollutants generated by the Group in the Year are as follows:

Types ¹	For the year ended 31 July	
	2024	2023 ²
Nitrogen oxides (g)	9,459	9,863
Sulphur oxides (g)	294	320
Suspended particulates (g)	686	714

Note:

1. The calculation of air pollutants refers to the "Reporting Guidance on Environmental KPIs (Appendix III)" provided by HKEX.
2. We have adjusted the environmental data for the last reporting period, which is updated herein.

Greenhouse gas emissions

The Group's greenhouse gas emissions are mainly generated from the teaching centres and office operations, and can be classified into three different scopes: scope 1 - direct emissions from combustion of fossil fuel of vehicles and gas combustion; scope 2 - energy indirect emissions from purchased electricity; and scope 3 - other indirect emissions from methane gas generation at landfill due to disposal of paper waste and electricity used for fresh water and sewage processing which are other indirect emissions that occur outside the Group.

With the aim of reducing greenhouse gas emissions and enhancing ecological and environmental protection, we initiated green and low-carbon office practices. For measures to reduce the Scope 1 greenhouse gas emissions, please refer to the Group fleet regulation in the "Air pollutant emissions" section above. In addressing Scope 2 greenhouse gas emissions, we have implemented a range of initiatives aimed at conserving electricity and reducing emissions. These include switching off electronic devices and lights when the office is not in use, maximizing the use of daylight for lighting, maintaining the cleanliness of lighting fixtures and lamps for optimal energy efficiency, incorporating independently controllable lighting switches in various areas, and various measures concerning air conditioning equipment including avoiding installing air conditioning equipment in sun-exposed zones, regularly cleaning the filter screens/coil fans, regularly inspecting to reduce the possibility of refrigerant leakage, and turning off the air conditioning equipment when not in use in the office. To reduce Scope 3 greenhouse gas emissions in the office, we have implemented various measures. We commonly utilise paper for teaching, marketing, and administrative purposes in our daily operations. Teaching materials like lecture notes and study resources are paper-based, while marketing efforts involve brochures, flyers, and direct mail items. Administrative tasks at teaching centres and headquarters also rely on paper usage. Our approach to conserving paper is centred on "reduce, reuse, and recycle". In response to the prevalent use of technology among younger demographics, our Group has

introduced more online teaching modes and provided electronic notes to complement our instructional content. While we continue to use paper-based materials in offline courses, this shift has notably reduced overall paper consumption at our teaching centres. We also upgraded our computer systems to streamline various business processes and decrease manual and paper-based workflows. The Group will continue to encourage students to use electronic notes. Additionally, we have implemented online registration systems and virtual teaching modes to further reduce paper usage through digitized operations. For instance, we have introduced electronic receipts to further diminish paper consumption in our business operations. We also promote the use of WhatsApp and other electronic communication tools as communication channels and leverage online platforms to broadcast messages and disseminate information, reducing paper reliance. Other best practices include duplex printing and print-on-demand, reusing paper in recycling bins, replacing disposable cups with reusable ones in the office, handling expense reimbursements through paperless administrative systems, managing leave digitally, and circulating meeting agendas electronically. Regarding the water-saving measures, we encourage our employees to fix the drip in the faucet after use and repair the dripping faucet. We have set the target to reduce 20% in greenhouse gas emissions over the five-year period from the year 2019/20. In view of the positive progress, the Group has already achieved the targets set.

The Group's greenhouse gas emissions during the Year are as follows:

Types	For the year ended 31 July	
	2024	2023 ⁴
Total greenhouse gas emission (tonnes CO ₂ e)	370.0	379.6
Scope 1 – direct emissions (tonnes CO ₂ e) ¹	55.1	59.9
Scope 2 – energy indirect emissions (tonnes CO ₂ e) ²	299.2	301.9
Scope 3 – Indirect emissions (tonnes CO ₂ e) ³	15.7	17.8
Intensity of greenhouse gas emissions (tonnes CO ₂ e/HKD million revenue)	2.36	2.89

Notes:

1. The calculation method and related emissions of greenhouse for planted trees refers to "Reporting Guidance on Environmental KPIs (Appendix III)" provided by the HKEX, and for fuel use of vehicles refers to the "Guidelines on Greenhouse Gas Emission Accounting and Reporting" provided by the National Development and Reform Commission ("NDRC") of the PRC.
2. The calculation methods and related emission coefficients of GHG emissions from electricity use refer to the carbon dioxide emission factors for electricity in 2021 issued by the Ministry of Ecology and Environment of the PRC and the National Bureau of Statistics of China in 2024.
3. The calculation methods and related emission coefficients of GHG emissions from methane gas generation at landfills due to the disposal of paper waste refer to "Reporting Guidance on Environmental KPIs (Appendix III)" provided by the HKEX, and the calculation method and related emission coefficients of GHG emissions from electricity used for fresh water and sewage processing refers to "Study on Energy Consumption of Urban Water Supply System in China" published by Tsinghua University and "Statistical analysis and quantitative identification of the law of energy consumption in urban sewage treatment plants in China" published by Tsinghua University and National Urban Water and Drainage Engineering Technology Research Centre.
4. We have adjusted the environmental data for the last reporting period, which is updated herein.

Waste Management

Waste generated by the Group can be categorised into non-hazardous waste and hazardous waste, Non-hazardous waste mainly includes general office waste, while hazardous waste includes toner cartridges from printers and batteries.

The Group is committed to minimizing the generation of waste in its operations and strives to achieve this through proper collection, storage, transportation, and proper disposal and treatment of waste. We categorize the waste we need to dispose of into "Non-Recyclable," "Recyclable," and "Special Handling" categories. Recyclable waste is further sorted by type (i.e., (i) paper waste, (ii) plastic, and (iii) metal) for individual recycling processes. Subsequently, the relevant waste undergoes appropriate treatment for recycling purposes or proper disposal to minimize environmental impact. Waste categorized under "Special Handling" (such as ink cartridges and ink) is returned to suppliers/manufacturers for specialized treatment. Besides, we conduct regular maintenance on equipment and electronic devices, repairing them as needed to extend their lifespan, thereby reducing the need for replacement and disposal. In order to reduce the generation of non-hazardous waste, we regularly evaluate the amount of materials used to avoid overstocking. Moreover, we encourage our staff engagement in reducing disposable and non-recyclable product usage while encouraging the reuse of recyclable items, such as envelopes, loose-leaf folders, and file cards. The Group also encourages our staff to use replacement pen refills to reuse the pen holder and avoid discarding the entire pen. Additionally, we use refillable ink cartridges and rechargeable batteries instead of replacing depleted ones to reduce hazardous waste. We have set the target to reduce 20% on both the non-hazardous and hazardous wastes over the five-year period from the year 2019/20. In view of the positive progress, the Group is on the right track to achieving the targets set.

ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) REPORT

Waste disposed by the Group during the Year is as follows:

Types	For the year ended 31 July	
	2024	2023
Total non-hazardous waste generated (tonnes) ¹	8.4	10.7
Intensity of non-hazardous waste generated (tonnes/HKD million revenue)	0.05	0.08
Total hazardous waste generated (kg) ²	24	136
Intensity of hazardous waste generated (kg/HKD million revenue)	0.15	1.04

Note:

1. Non-hazardous waste data is based on the daily estimated volume of general waste in offices and the volume-to-weight conversion factors provided by Appendix II provided by HKEX.
2. Compared to the last reporting period, no battery was consumed during the Year. As a result, the consumption of the total hazardous waste is decreased during the Year compared to the last reporting period.

Energy Consumption

The Group is fully aware of the possible impact of energy and fuel use on the environment and is therefore committed to reducing energy consumption and emissions in teaching centres and offices. Our energy consumption mainly derives from the direct energy consumption from fossil fuel consumption of vehicles and gas consumption, and indirect energy consumption from purchased electricity consumption. Within the confines of daily operations in teaching centres and offices, several measures were applied to reduce energy consumption. However, due to our operation model of the Group, costs on the energy-saving measure are expected to represent a small portion of our overall operating cost and will not have a significant impact on our financial performance. For details on the Group's fleet management strategies and electricity-saving measures, please refer to the "Emission Control" section above. We have set the target to reduce 10% of the use of energy resources in terms of intensity over the five-year period from the year 2019/20. In view of the positive progress, the Group is on the right track to achieving the targets set.

Energy consumption and intensity of the Group during the Year are as follows:

Types (unit)	For the year ended 31 July	
	2024	2023 ³
Total energy consumption (MWh)	921	960
Direct energy consumption (MWh) ¹	203	222
Indirect energy consumption (MWh) ²	718	738
Intensity of energy consumption (MWh/HKD million revenue)	5.87	7.31

Notes:

1. Calculation refers to the "Guidelines on Greenhouse Gas Emission Accounting and Reporting" provided by the NDRC.
2. Calculation refers to our electricity bills and the average price of electricity per kWh for the corresponding year.
3. We have adjusted the environmental data for the last reporting period, which is updated herein.

Water Management

The water consumption is mainly from teaching centres and office use. The Group has obtained suitable water sources in accordance with relevant environmental protection policies and regulations, and there is no problem with water procurement. Regarding our Group's water-saving measures, please refer to the section on "Emission Control" above. Given the nature of our business, we consider the environmental impact of our wastewater generation during the daily office operation to be generally insignificant. We have set the target to reduce 10% of the use of water resources in terms of intensity over the five-year period from the year 2019/20. In view of the positive progress, the Group is on the right track to achieving the targets set.

The consumption of water resources by the Group during the Year is as follows:

Types (unit)	For the year ended 31 July	
	2024	2023
Total water consumption (m ³)	262	273
Intensity of water consumption (m ³ /HKD million revenue)	1.67	2.08

Packaging Materials

As the Group is education service-oriented, the traceable packaging materials primarily consist of paper used for gift items. This year, the group continues to completely eliminate the use of plastic packaging materials.

Packaging material used by the Group's operation during the Year are as follows:

Types (unit)	For the year ended 31 July	
	2024	2023
Weight (kg)	96	142
Intensity (kg/HKD million revenue)	0.61	1.08

Climate Change

Climate change has emerged as one of the most discussed and concerned topics across the globe in recent years. Given our involvement in the provision of private supplementary secondary school education services and the operation of private secondary day schools, the Group has raised awareness towards the risks and potential impacts of climate change and has subsequently identified the climate-related risks that may adversely impact the Group's operations and development. Identified climate-related risks can be classified into two major categories: physical risk and transitional risk. Due to the nature of our operation, during the Year, the estimated impact of climate change risks on our income from all the aforementioned measures averaged below 5%.

In terms of climate-related acute physical risks, due to our majority teaching centres are located in buildings and above ground floor, which are resilient against extreme weather such as flooding and heavy rainstorms, we consider that the Group is less susceptible to the impact of the physical risk.

In terms of climate-related chronic transitional risks, our teaching centres may need to close in extreme weather conditions based on instructions from the EDB. This leads to the suspension of classes, which can affect our operations and revenue sustainability. To avoid the impact of climate-related transitional risks, we shall move towards a sustainable business mode. Thus in, we invest the business of embracing and integrating new technologies such as online learning platforms, virtual classrooms, etc., to improve teaching effectiveness and adapt to the digital transformation of the education industry. We also enhance employee awareness and training on sustainable development, encourage employee participation in sustainable practices and initiatives, and elevate overall environmental consciousness. In future, we will establish robust risk management mechanisms, monitor and assess the impact of transition risks, and adjust strategies promptly to adapt to environmental and market changes.

EMPLOYMENT AND LABOUR PRACTICES

The Group recognises that employees are the cornerstone of corporate development and growth. Having a high-quality teaching team is the key to the success of the Group, for our teachers provide students with top-notch education, representing our brand's professionalism on the frontline. Therefore, we prioritise creating a fair and supportive work environment for our employees. The Group strictly abides by applicable employment and labour laws and regulations in the regions that the Group operates in, including but not limited to the Employment Ordinance (Cap. 57), Sex Discrimination Ordinance (Cap. 480), Disability Discrimination Ordinance (Cap. 487), Family Status Discrimination Ordinance (Cap. 527), Race Discrimination Ordinance (Cap. 602), Employees' Compensation Ordinance (Cap. 282), and Occupational Safety and Health Ordinance (Cap. 509). The employee handbook was drafted by referring to the above laws. The handbook contains human resources policies covering wage compensation, holidays and other leaves, termination of employment, recruitment and promotion, working hours, and other related matters. During the Year, the Group has been awarded Smiling Enterprise 5 years+ and Smiling Employer 5 years+ (from Mystery Shopper Service Association). The Group strives to create a joyful working environment with a view to enhancing employee performance and improving customer satisfaction.

ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) REPORT

Employment and Dismissal

We are committed to following a rigorous recruitment process aimed at hiring and nurturing qualified teaching and non-teaching staff. The Group adheres to the principles of fairness, transparency, and market competitiveness in its recruitment and promotion processes, ensuring equal opportunities for all personnel. The Group does not tolerate any form of discrimination based on age, gender, physical or mental health status, marital status, family status, race, skin colour, nationality, religion, political affiliation, sexual orientation, or other lawfully protected characteristics during the candidate selection and promotion processes. Relevant qualifications, personality traits, experience, and skills are factors we consider in our hiring criteria. Additionally, before deciding to hire a qualified candidate, we conduct background checks on applicants and assess their suitability through interviews and demonstration lessons (for teaching staff) to ensure they are a good fit for the role. The Group is committed to further diversifying gender representation to ensure a more balanced range of perspectives in the strategic and policy development of the organization and is committed to fostering a diverse and inclusive work environment and ensuring equal opportunities for all employees.

The Group unequivocally prohibits the employment of forced labour and child labour, maintaining a zero-tolerance policy towards such practices. Prior to hiring any job applicant, the Human Resources Department will verify the applicant's age and identity by examining documents, such as identity cards and academic qualifications during the recruitment process to confirm that his/her age and identity are consistent with the supporting documents he/she has provided, so as to avoid inadvertent hiring of child labour or forced labour. We also conduct inspections on the compliance and implementation of this policy. In the event of wrongful employment of child labour or forced labour, the Group will immediately stop the work of the employee concerned and initiate an investigation to prevent the recurrence of the same incident. According to the Education Ordinance (Cap. 279) and/or Education (Exemption) (Private Schools Offering Non-Formal Curriculum) Order (Cap. 279F), all private secondary school education service instructors and day school teachers are qualified to teach.

Upon receipt of an employee's resignation, the head of Human Resources Department will conduct an exit interview with the resigning employee to discuss the reasons for resignation. The Group's Human Resources Department also keeps a close watch on the turnover rate of employees to identify potential problems within the Group.

The detailed employment status of the Group is as follows:

Total number of employees (Percentage of category)	As at 31 July	
	2024	2023
By gender		
Male	142(52%)	134(49%)
Female	132(48%)	141(51%)
By age		
Below 30	94(34%)	107(39%)
30 – 50	140(51%)	130(47%)
Above 50	40(15%)	38(14%)
By geographical location		
Hong Kong	234(85%)	247(90%)
Mainland China	40(15%)	28(10%)
By employment type		
Full-time	202(74%)	189(69%)
Part-time	72(26%)	86(31%)

Employee turnover rate (%) ¹	As at 31 July	
	2024	2023 ²
By gender		
Male	16%	20%
Female	28%	22%
By age		
Below 30	28%	29%
30 – 50	19%	16%
Above 50	15%	9%
By geographical location		
Hong Kong	20%	21%
Mainland China	38%	19%

Notes:

1. Calculation of employee turnover rate refers to the formula as the percentage of the number of resigned employees divided by the average number of employees at the beginning and end of the year.
2. We have adjusted the calculation method of employee turnover rate for the last reporting period, which is updated herein.

Employee Benefits and Welfare

To attract, motivate, and retain talents, the Group provides a comprehensive and competitive compensation and welfare scheme for our employees. All tutors are engaged under (full-time or part-time) employment contracts or service agreements and typically receive bonuses based on a revenue-sharing scheme to incentivize them to develop and deliver high-quality teaching services. Furthermore, long-term service rewards are given to recognize the dedication and commitment of the employees. The salary structure undergoes annual reviews and adjustments by the Group to ensure competitiveness.

Employees of the group have been enrolled in the Mandatory Provident Fund (MPF) retirement benefits scheme as per the arrangements mandated by the Hong Kong Mandatory Provident Fund Schemes Ordinance (Cap. 485). As part of the employee's compensation and welfare package, the Group also provides insurance in addition to statutory requirements, such as medical insurance and accident insurance, to protect the health and safety of employees. Besides, reimbursement and allowance, such as transportation subsidies, housing subsidies, medical subsidies, are offered to eligible employees. Free drinks, snacks, and fruits are provided in the office area and teaching centres, and gifts or cash gifts are given on holidays.

In terms of the work system, the five-day workweek helps improve work efficiency and enables employees to better balance work and life. The Group provides compensatory leave or allowances for overtime employees. In addition to rest days, statutory holidays and paid annual leave, the Group provides 14 weeks of maternity leave and 5 days of paid paternity leave in accordance with the Hong Kong legislation that came into effect on 11 December, 2020.

Employee Development

The Group places significant importance on the growth and training of our employees, enabling them to share the benefits of their development with the Group.

The Group provides specific training for newly hired employees to familiarize them with the work environment and operational processes. The Group regularly promotes teaching assistants who possess the necessary qualities and qualifications to be tutors. The Board believes that our platform and infrastructure provide teaching assistants with opportunities for career development in teaching, enabling them to become tutors within the Group.

In order to maintain consistency in teaching methods, leading tutors with their own teaching teams are periodically matched with teaching assistants, who have accumulated enough experience, to co-teach. Team resources such as teaching materials and promotional activities will be shared, benefiting less experienced tutors from the leading tutors.

ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) REPORT

The Group supports the professional growth and development of top tutors with strong potential through personal branding development, collaborations with internationally renowned brands, and professional training. The Group encourages employees to actively participate in seminars and sharing sessions, which can not only help them broaden their horizons but also enrich their professional knowledge. During the year, the Group organised various training sessions and seminars, including team building workshops, updates to the HKDSE curriculum, university admission requirement and mainland China business development, as well as training on social media operation, mobile app creation and AI. A training tour to Hong Kong focused on teaching and education was also held for mainland teaching staff.

During the Year, the total number of trained employees and total training hours of the Group are as follows:

Indicators	For the year ended 31 July 2024
Total number of trained employees (Total training hours)	
By employee category	
Senior employees	16(65)
Intermediate employees	56(212)
Junior employees	92(406)
Other employees	0
By gender	
Male	75(325)
Female	89(358)

For employees' contribution, work performance and technical ability, the Group gives full recognition and rewards to motivate employees' enthusiasm and creativity. Regular employee assessment is an important means to achieve this goal. The Group will provide promotion opportunities for capable employees with outstanding performance. By providing employees with abundant resources for professional development and clear career paths, the Group has raised employee morale and job satisfaction.

Health and Safety

The Group places great importance on the occupational health and safety of our employees and students. All teaching centres are registered or temporarily registered as schools in accordance with the Education Ordinance (Cap. 279), which means that our teaching facilities have complied with the relevant fire safety regulations of the Fire Services Department. The Group conducts monthly inspections to ensure that the fire exits in each teaching centre remain unobstructed.

The Board has a responsibility in providing and ensuring a safe working environment, as well as the provision of necessary information, guidance, training, and supervision to protect employees and students from work-related injuries. As part of our commitment to employee and student safety and health, the Group diligently implemented multiple safety measures, including implementing the no-smoking policy in working and teaching areas and installing CCTV, authorized access systems, safety alarms, and fire equipment.

The Group is dedicated to ensuring a healthy work environment for our employees. We regularly remind employees to be mindful of occupational health risks associated with prolonged screen use, improper sitting posture, incorrect lifting techniques, and poor indoor air circulation. First aid training courses are subsidized for employees to enhance their skills, ensuring they can respond appropriately in emergency situations and provide necessary assistance to colleagues or students. Accumulated work stress can have adverse effects on health, interpersonal relationships, work, and other aspects of life. Therefore, we encourage employees to maintain a work-life balance and seek ways to help employees and teaching staff alleviate work stress. In this regard, we occasionally organize health seminars and lunch or dinner gatherings for employees as measures to manage and monitor the occupational health of employees and teaching staff.

During the Year, the Group had no work-related injuries and hence there were no lost days due to work injuries. The Group also had no work-related fatalities and no major casualties in the offices or teaching centres in the past three years.

OPERATING PRACTICES

Having a reputable brand, a people-centred approach, and high teaching quality are key factors that set us apart from competitors in the private supplementary education industry. We are committed to delivering top-notch educational services and believe that this commitment will propel our business towards success and brand development. The Group continues to focus on the interests of all stakeholders, promote work related to sustainable development and environmental governance, and give back to the community. In a rapidly evolving business environment, the Group is increasingly focused on the operational practices and ESG objectives of the Group.

Supply Chain Management

During regular business operations, the Group procures office supplies and equipment for both our teaching centres and headquarters. When managing environmental and social risks in the supply chain, we ensure a fair and transparent procurement process, avoiding outsourcing equipment to suppliers whose reputation and product quality are questioned. When selecting suppliers, the Group conducts a rigorous assessment based on several key evaluation criteria to ensure that the selected supplier is able to provide high-quality products and services. We mainly purchase office and teaching equipment from well-known manufacturer brands whose products have good performance, high reliability, durability, and energy efficiency. Only suppliers that meet these criteria are eligible to be included in the Group's qualified suppliers list, ensuring smooth and efficient business operations. In order to maintain supplier standards, the Group conducts a comprehensive supplier assessment every year. Suppliers that do not meet the cooperation criteria will be removed from the supplier list. In addition, if the conduct of any supplier is found to be inconsistent with the Group's policies during the course of the cooperation, the cooperation will be immediately discontinued until the situation is improved. The group is also committed to environmentally friendly sourcing, and selecting sustainable products and services with green labels or certifications in our procurement processes. These initiatives demonstrate the Group's commitment to environmental protection and the integration of sustainability considerations into supply chain management.

During the Year, the Group has a total of 60 suppliers from different countries/regions, with the major suppliers coming from Hong Kong, followed by overseas and mainland China.

Indicators	For the year ended 31 July	
	2024	2023
Suppliers by countries/regions		
Hong Kong	56	62
Mainland China	1	1
Overseas	3	3
Suppliers with relevant supplier management		
Supplier selection	60	66
Identification and management of environmental risk in the supply chain	60	66
Identification and management of social risk in the supply chain	60	66

Service Quality

Quality teaching

The Group is committed to providing quality education services and believes that a commitment to excellence contributes to the success of our business and brand development. As part of our quality assurance procedures, the Group has implemented the following measures to maintain the teaching standards and quality of our teaching team:

- Retaining students' records of their Hong Kong Diploma of Secondary Education Examination results as key performance indicators for tutors (e.g., 5**/5*);
- Conducting satisfaction surveys through market consultants to externally monitor tutors.

To enhance student satisfaction and learning experiences, we continuously update the computer infrastructure, teaching facilities, and equipment at our teaching centres. For instance, our student platform and computer infrastructure have been upgraded to support a wider range of teaching modes, such as live streaming, recording, and broadcasting, to meet the increasing demand for non-face-to-face instruction days.

ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) REPORT

Due to the nature of education services and the subjective opinions on the satisfaction of the services and products we provide, the Group may be more susceptible to complaints. The Group has implemented a complaint-handling process to address any issues that arise. Complaints are typically received by staff at the teaching centres, who, after reviewing the nature of the complaint, escalate the issue to the relevant department heads within the Group. We then stay in contact with the complainant to gather further information and establish a file for the complaint. The department head responsible for the complaint will then respond to the complainant to acknowledge the matter. Following a thorough review, the department heads will consider the validity of the complaint, and if it is determined to be an error on our part, we will take remedial action based on the nature of the complaint. During the Year, the Group has no material customers' complaints received.

As our Group primarily provides education services and does not sell physical products, there were no recalls of products during the Year due to safety and health concerns.

Information security and intellectual property rights protection

The Group recognises the critical importance of rigorously safeguarding student personal information and strictly adheres to relevant consumer data protection laws and regulations, including but not limited to the Supply of Services (Implied Terms) Ordinance (Cap. 457), and the Personal Data (Privacy) Ordinance (Cap. 486) in Hong Kong.

The Group has taken various measures to ensure the security of the Group's computer database and to safeguard the security of student information. The Group's IT subsidiary manages personal data and information rigorously, preventing unauthorized access and inadvertent disclosure of personal data. The Group's IT subsidiary conduct regular monitoring and analysis of network data for daily data security management. Additionally, virus scanning and internet protection software are installed on servers and individual employees' computers. The Group is committed to collecting and using student information in a lawful manner and to ensuring that all use of information is limited to the means clearly set out in the contract. In order to protect the privacy of our students, the Group regularly provides our employees with the necessary training on the handling of student information and ensures that they only obtain student information when they have a good reason. In addition, the Group continues to monitor and test privacy risks in order to identify and reduce potential privacy risks, so as to further strengthen the security and protection of student information. We are committed to always complying with relevant regulations and putting the privacy of our students first.

To respect and protect intellectual property rights, the Group always adheres to the use of genuine software and ensures that all software complies with the relevant license agreements. In order to avoid infringing others' intellectual property rights, all employees must apply to the Group before installing any software. When preparing learning and teaching materials, the Group obtains licenses for the use of copyrighted materials from other institutions. The Group regularly provides training on copyright policies for teaching staff, conveying the ethical expectations of the education industry practitioners and promoting the corporate culture of our Group. In addition, the Group has established a Publication Censorship Committee responsible for reviewing and overseeing educational materials and notes. This ensures that students are provided with the latest, accurate, relevant, and non-infringing materials and notes, free from any copyright risks.

Marketing and advertising

The Group ensures that all publicly available services and marketing information is rigorously reviewed by senior management or the Board, to ensure compliance with legal requirements and to effectively avoid the existence of exaggeration or misrepresentation. The Group actively monitors the content of advertising and service descriptions to ensure clarity and authenticity of all information, thereby enhancing student trust and satisfaction. In order to further enhance our marketing effectiveness, the Group has established specific advertising and service descriptions requirements and has developed standard procedures and precautions for the application of promotional data. Through these measures, we aim to ensure that consumers receive accurate information while promoting brand transparency and integrity.

Throughout the Year, the Group has complied with relevant laws and regulations concerning health and safety, advertising, service descriptions, and privacy matters related to the services and products offered by the Group.

Anti-corruption

The Group holds a serious attitude and has zero tolerance for bribery, corruption, extortion, fraud, and money laundering and strictly abides by the Prevention of Bribery Ordinance (Cap. 201) in Hong Kong and the Corporate Governance Code issued by the HKEX. The Group is committed to an honest, fair and transparent working environment and an employee handbook covering conflict of interest, bribery, and anti-corruption has been issued, and requires all employees must be impartial in their work, avoid any conflict of interest that may affect professional judgment. The Group is firmly opposed to any form of bribery or corruption, anti-corruption policy has been made and regularly reviewed by the audit committee and approved by the Board. The Group regularly informs the Board and employees about the expectations and guidelines regarding professional and ethical conduct in the normal course of business operations, as part of their anti-corruption training. The Group has also clearly outlined the reporting and approval restrictions and internal procedures for employees and teaching staff regarding the giving and receiving of gifts, entertainment, travel, and training. Employees must not offer, receive or demand improper benefits, and will impose severe penalties for violations.

The Group has established internal monitoring and auditing mechanisms and the development of clear penalties. The Group has implemented its Whistleblowing Policy, which shall be reviewed periodically by the Audit Committee and approved by the Board, with proper mechanisms in place for fair and independent investigation of these matters, as well as for appropriate follow-up action. The Group encourages all employees and stakeholders to report any suspected corruption and has set up various reporting channels, including an anonymous reporting hotline and email, to ensure that all reports are properly handled and that the identities of whistleblowers are kept strictly confidential to ensure that they are not subject to retaliation.

During the Year, the Group was not aware of any material non-compliance with laws and regulations regarding anti-corruption, nor were there any concluded legal cases regarding corrupt practices brought against the Company and our employees.

CONTRIBUTION TO THE COMMUNITY

Not only is the Group committed to providing the highest quality of private education services, but the Group also bears the mission of nurturing the younger generation and advocating for giving back to society. The vision of the Group is to create a culture of care and selfless dedication in our business operations. The Group maintained close cooperation with various social welfare organisations over the years and collaborates with Plan International Hong Kong to develop a Child Safeguarding Policy, aiming to establish an organisational culture, values, and environment that ensures the safety of children in their interactions with our staff. During the Year, the Group has been awarded the '15+ Caring Company of the Year 2023/24' by the Hong Kong Council of Social Service for fifteen consecutive years, "Hong Kong Top Service Brands" for nine consecutive years, and the 'Partner Employer Award 2023' in recognition of our contribution in offering and supporting employment opportunities to students, showcasing the Group's full support and contribution to the social welfare sector.

The Group has been participating in and sponsoring various charitable activities, and our employees have also spontaneously established community service teams. Ms. Leung Ho Ki, June, the chairman of the Group, also serves as the chairperson of the board of Plan International Hong Kong, actively supporting the activities organized by the organisation. During the Year, the Group supports Uplift Educational Charity Foundation Limited by providing venue support to strengthen the connections and collaboration among local charitable organisations. In addition, the Group fully supports the Plan International "Run for Girls 2024" campaign, which takes practical action to break the chains of child marriage in Bangladesh and advocates for the rights of girls.

During the Year, we placed donation boxes at our teaching centres to raise funds for the Lifelong Animal Protection Charity and Uplift Educational Charity Foundation Limited. Charitable donations made by the Group during the Year amounted to HK\$101,000.

Additionally, since 2012, the Group has initiated the "Beacon Uprising Fund (遵理義舉)," which funds students from low-income families or those receiving Comprehensive Social Security Assistance to enrol in tutorial courses. Since its inception, thousands of students have benefited from this financial aid program. We aim to provide opportunities for economically disadvantaged students to acquire knowledge and learn, enabling them to achieve their dreams in the future.

During the Year, the Group cooperated with Principal Chan Free Tutorial World to offer free mock DSE exam workshop. Students were provided with exam papers, and tutors attended workshops to offer explanations and support. Additionally, in collaboration with Orbis, we promoted World Sight Day among our extensive teenage base through social media and our website, aiming to raise awareness about eye health and sight care.

INDEPENDENT AUDITOR'S REPORT



SHINEWING (HK) CPA Limited
17/F, Chubb Tower, Windsor House,
311 Gloucester Road,
Causeway Bay, Hong Kong

信永中和(香港)會計師事務所有限公司
香港銅鑼灣告士打道311號
皇室大廈安達人壽大樓17樓

TO THE MEMBERS OF BEXCELLENT GROUP HOLDINGS LIMITED

(incorporated in Cayman Island with limited liability)

OPINION

We have audited the consolidated financial statements of BExcellent Group Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group"), set out on pages 53 to 110, which comprise the consolidated statement of financial position as at 31 July 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 July 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment assessment on property, plant and equipment, right-of-use assets and intangible assets

Refer to notes 15, 16 and 18 the consolidated financial statements and the accounting policies on pages 63 and 74.

The Key Audit Matter	How the matter was addressed in our audit
As at 31 July 2024, the Group had plant and equipment, right-of-use assets and intangible assets (including goodwill) with carrying values of HK\$7,985,000, HK\$29,937,000 and HK\$6,917,000 respectively. Impairment loss was recognised amounted to HK\$1,189,000 on intangible assets for the year ended 31 July 2024.	<p>Our audit procedures in relation to management's impairment assessment of CGUs included:</p> <ul style="list-style-type: none">We understood and reviewed management's impairment assessment process, including the identification of indicators of impairment, determination of CGU and appropriateness of the value-in-use calculation models used and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and the subjectivity of judgment involved in determining assumptions to be applied.We tested the mathematical accuracy of the value-in-use calculation and agreed input data used by management to supporting evidence such as actual results and financial budget approved by management.

KEY AUDIT MATTERS (CONTINUED)

The Key Audit Matter	How the matter was addressed in our audit
<p>The Group incurred loss for the year ended 31 July 2024. Accordingly, management considered that there were indicators of potential impairment and performs an impairment assessment.</p> <p>Judgements and estimates were involved in determining the recoverable amount of the cash-generating units ("CGUs"), which was based on value-in-use calculation. The value-in-use calculation took into consideration the cash flow projection of the CGUs based on financial budget approved by management and a number of estimates and assumptions made by management, including revenue growth rates and terminal growth rate used in the cash flow projection and the discount rate applied to bring the future cash flows back to their present values.</p> <p>We focused on this area because of the financial significance of the balances, subjectivity of judgements and estimation uncertainty involved.</p>	<ul style="list-style-type: none"> • We compared the current year actual results with the prior year's financial forecasts to assess the reasonableness of management financial budgets. • We involved our internal valuation experts to assess the reasonableness of the discount rate by benchmarking to other comparable companies in the same industry. • We assessed the reasonableness of key estimates and assumptions applied in the financial budget including revenue growth rates and terminal growth rate applied by management by comparing them with historic results and latest economic and industry forecasts. • We performed sensitivity analyses by making adjustments to the key assumptions in management's impairment assessment and considering whether any reasonably possible adjustments, in isolation or as a combination, would result in material change in recoverable amounts.

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 July 2023 were audited by another auditor who expressed an unmodified opinion on those statements on 27 October 2023.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion, solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.
- Conclude on the appropriateness of the Company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Lee Shun Ming.

SHINEWING (HK) CPA Limited

Certified Public Accountants

Lee Shun Ming

Practising Certificate Number: P07068

Hong Kong

29 October 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 July 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Revenue	5	157,084	131,162
Other income	6	10,253	11,050
Other (losses) gains - net	6	(309)	3,490
Staff costs	7	(69,835)	(67,167)
Tutor service fees		(27,790)	(26,168)
Short-term lease and low-value lease payments		(10,201)	(12,256)
Advertising and promotion expenses		(5,671)	(5,666)
Printing and other operating expenses		(54,387)	(44,997)
Depreciation and amortisation expenses		(17,862)	(16,330)
Impairment loss of intangible asset		(1,189)	—
(Impairment loss) reversal of impairment loss on financial assets		(435)	245
Operating loss		(20,342)	(26,637)
Finance costs	10	(3,859)	(2,670)
Share of profits of associates		1,157	2,535
Loss before tax	11	(23,044)	(26,772)
Income tax expense	12	(253)	(169)
Loss for the year		(23,297)	(26,941)
Other comprehensive income (expenses)			
<i>Item that may be reclassified subsequently to profit or loss</i>			
• Exchange difference arising on translation of financial statements of foreign operations		50	506
<i>Item that will not be reclassified subsequently to profit or loss:</i>			
• Change in the fair value of equity investment at fair value through other comprehensive income	21	(50)	(128)
Other comprehensive income for the year		—	378
Total comprehensive expense for the year		(23,297)	(26,563)
(Loss) profit attributable to			
• Owners of the Company		(24,615)	(27,844)
• Non-controlling interests		1,318	903
		(23,297)	(26,941)
Total comprehensive (expense) income for the year attributable to			
• Owners of the Company		(24,615)	(27,466)
• Non-controlling interests		1,318	903
		(23,297)	(26,563)
Loss per share (expressed in HK cent per share):			
• Basic loss per share	13	(4.85)	(5.53)
• Diluted loss per share	13	(4.85)	(5.53)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 July 2024

	<i>Notes</i>	2024 HK\$'000	2023 HK\$'000
Non-current assets			
Property, plant and equipment	15	7,985	9,022
Right-of-use assets	16	29,937	30,866
Investment property	17	14,600	18,000
Intangible assets	18	6,917	8,240
Interests in associates	20	5,861	5,104
Financial assets at fair value through other comprehensive income	21	16	66
Deferred tax assets	23	4,578	4,594
Financial assets at fair value through profit or loss	22	335	335
Deposits	25	2,931	2,068
		73,160	78,295
Current assets			
Accounts receivables	24	6,073	2,626
Deposits, prepayments and other receivables	25	19,314	16,403
Financial assets at fair value through profit or loss	22	19,606	17,092
Cash and cash equivalents	26	76,560	75,283
		121,553	111,404
Current Liabilities			
Other payables	28	14,794	14,189
Contract liabilities	27	24,935	12,896
Income tax payable		427	192
Borrowings	29	80,292	63,565
Lease liabilities	16	13,490	10,043
		133,938	100,885
Net current (liabilities) assets		(12,385)	10,519
Total assets less current liabilities		60,775	88,814
Non-current liabilities			
Other payables	28	1,267	941
Deferred tax liabilities	23	18	16
Lease liabilities	16	5,367	9,360
		6,652	10,317
Net assets		54,123	78,497

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 July 2024

	<i>Notes</i>	2024 HK\$'000	2023 HK\$'000
Equity			
Share capital	32	124,135	124,135
Reserve	33	(71,677)	(47,062)
Equity attributable to owners of the Company		52,458	77,073
Non-controlling interests	34	1,665	1,424
Total equity		54,123	78,497

The consolidated financial statement on pages 53 to 110 were approved and authorised for issue by the board of directors on 29 October 2024 and are signed on its behalf by.

Mr. Tam Wai Lung
Director

Ms. Leung Ho Ki, June
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 July 2024

	Attributable to owners of the Company				Non-controlling interests HK\$'000	Total equity HK\$'000
	Share capital and share premium HK\$'000	Other reserves HK\$'000 (Note 33)	Accumulated losses HK\$'000	Total HK\$'000		
Balance at 1 August 2022	120,956	9,054	(28,078)	101,932	(1,605)	100,327
Loss for the year	—	—	(27,844)	(27,844)	903	(26,941)
Other comprehensive expense for the year:						
Exchange difference arising on translation of financial statements of foreign operations	—	506	—	506	—	506
Change in the fair value of equity investment at fair value through other comprehensive income	—	(128)	—	(128)	—	(128)
Total comprehensive expense for the year	—	378	(27,844)	(27,466)	903	(26,563)
Transaction with owners in their capacity as owners						
• Issuance of shares	3,179	—	—	3,179	—	3,179
• Release of share-based compensation reserve upon lapse of share options	—	(2,857)	2,857	—	—	—
• Acquisition of additional equity interest in a non-wholly owned subsidiary (note)	—	(572)	—	(572)	562	(10)
• Capital injection from non-controlling interest	—	—	—	—	1,562	1,562
• Disposal of subsidiaries	—	—	—	—	2	2
Balance at 31 July 2023	<u>124,135</u>	<u>6,003</u>	<u>(53,065)</u>	<u>77,073</u>	<u>1,424</u>	<u>78,497</u>

Note:

During the year ended 31 July 2023, the Company acquired the 40% equity interest in PHD Online Limited from Dr Lam Yat Ming with the purchase price of HK\$10,000. After that, PHD Online Limited becomes a wholly-owned subsidiary of the Company.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 July 2024

	Attributable to owners of the Company				Non-controlling interests HK\$'000	Total equity HK\$'000
	Share capital and share premium HK\$'000	Other reserves HK\$'000 (Note 33)	Accumulated losses HK\$'000	Total HK\$'000		
Balance at 1 August 2023	124,135	6,003	(53,065)	77,073	1,424	78,497
Loss for the year	—	—	(24,615)	(24,615)	1,318	(23,297)
Other comprehensive expense for the year						
Exchange difference arising on translation of financial statements of foreign operations	—	50	—	50	—	50
Change in the fair value of equity investment at fair value through other comprehensive income	—	(50)	—	(50)	—	(50)
Total comprehensive expense for the year	—	—	(24,615)	(24,615)	1,318	(23,297)
Transaction with owners in their capacity as owners						
• Transfer of share-based compensation reserve upon lapse of share options	—	(86)	86	—	—	—
• Dividends paid to non-controlling interests	—	—	—	—	(1,077)	(1,077)
Balance at 31 July 2024	124,135	5,917	(77,594)	52,458	1,665	54,123

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 July 2024

	2024 HK\$'000	2023 HK\$'000
OPERATING ACTIVITIES		
Loss before tax	(23,044)	(26,772)
Adjustment for:		
Fair value gain of financial assets at fair value through profit or loss	(3,200)	(5,089)
Amortisation of intangible assets	544	524
Depreciation of property, plant and equipment	2,495	3,654
Depreciation of right-of-use assets	14,823	12,152
Interest income	(1,409)	(1,440)
Exchange differences – net	109	499
Interest expenses on bank loans	2,684	1,809
Interest expenses on lease liabilities	1,175	861
Share of profits of associates	(1,157)	(2,535)
Impairment loss on intangible asset	1,189	–
Impairment loss (reversal of impairment losses) on financial assets	435	(245)
Decrease in fair value of investment property	3,400	1,100
Dividend income from financial assets at fair value through profit or loss	(580)	(213)
Operating cash outflows before movements in working capital	(2,536)	(15,695)
Increase in accounts receivables	(3,590)	(127)
(Increase) decrease in deposits, prepayments and other receivables	(3,820)	6,090
Increase in contract liabilities	12,039	4,222
Increase (decrease) in other payables	654	(3,277)
Increase in other non-current deposits	(863)	(4)
Cash generated from (used in) operations	1,884	(8,791)
Hong Kong Profits Tax paid	–	(24)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	1,884	(8,815)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 July 2024

	2024 HK\$'000	2023 HK\$'000
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(1,458)	(1,549)
Payments for acquisition of subsidiaries, net of cash acquired	—	(3,417)
Loan to an associate	(460)	—
Dividends received from an associate	400	200
Purchase of intangible assets	(410)	(675)
Payments for investment in associates	—	(1,050)
Interest received	1,409	1,440
Proceeds from disposal of financial assets at fair value through profit or loss	8,033	9,259
Purchase of financial assets at fair value through profit or loss	(7,347)	(21,263)
Dividend income from financial assets at fair value through profit or loss	580	213
Cash outflow from disposal of subsidiaries	—	(504)
NET CASH FROM (USED IN) INVESTING ACTIVITIES	747	(17,346)
FINANCING ACTIVITIES		
Principal elements of lease payment	(14,163)	(11,456)
Interest elements of lease payment	(1,175)	(861)
Proceeds from borrowings	18,520	9,000
Repayment of borrowings	(1,793)	(509)
Interest paid	(2,684)	(1,809)
Capital injection to a subsidiary	—	3,188
Payment to acquire non-controlling interests	—	(10)
NET CASH USED IN FINANCING ACTIVITIES	(1,295)	(2,457)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,336	(28,618)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	75,283	103,888
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	(59)	13
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by Bank balances and cash	76,560	75,283

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

1. CORPORATE INFORMATION AND BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

Corporate information

BExcellent Group Holdings Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and listed (the "Listing") on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 13 July 2018. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together "the Group") are principally engaged in the provision of private supplementary secondary school education services, the operation of private secondary day schools, provision of school services and offer ancillary education services and products in Hong Kong and the People's Republic of China ("the PRC"). The ultimate holding company is Beacon Enterprise Limited, a company incorporated in the British Virgin Islands with limited liability.

These consolidated financial statements are presented in thousands of Hong Kong dollar ("HK\$'000"), unless otherwise stated.

Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), and disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). These consolidated financial statements also include applicable disclosure required by the Rules Governing the Listing of Securities on the Stock Exchange.

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

During the year ended 31 July 2024, the Group reported loss for the year of approximately HK\$23,297,000. As at 31 July 2024, the Group had total net current liabilities of approximately HK\$12,385,000 (including bank loans of HK\$71,937,000 that are not repayable within one year but contain a repayment on demand clause), while the Group had cash and cash equivalents of approximately HK\$76,560,000 only.

In preparing the consolidated financial statements of the Group, the directors of the Company have reviewed the Group's cash flow projections covering a period of not less than twelve months from 31 July 2024 and have given careful consideration to the Group's future liquidity, performance and available resources, including but not limited to:

- (i) out of the bank borrowings of HK\$80,292,000, bank borrowings that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause and shown under current liabilities amounted to HK\$71,937,000. The directors of the Company believe that it is not probable that the banks will exercise their discretionary right to demand immediate payment.

The secured bank loans of HK\$6,050,000 (note 29) which were secured by the investment property of the Group of HK\$14,600,000 and corporate guarantee given by the Company. Its repayment is expected to be fully recovered through the realisation of these assets when the repayment on demand clause be exercised. The unsecured bank loans of HK\$74,242,000 (note 29) were 100% guaranteed by the Hong Kong Government and by certain controlling shareholders of the Company; and

- (ii) the Group is expected to generate adequate cash flow to maintain its operation.

The directors of the Company consider that the Group will have sufficient working capital to meet its financial obligations as and when they fall due within the next twelve months from 31 July 2024. Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”)

Application of new and amendments to HKFRSs

In the current year, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are effective for the Group’s financial year beginning on 1 August 2023.

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to Hong Kong Accounting Standard (“HKAS”) 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform-Pillar Two Model Rules

The application of the new and amendments to HKFRSs in the current year has had no material effect on the Group’s financial performance and positions for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

New and amendments to HKFRSs issued but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and the related amendments to Hong Kong Interpretation 5(2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ¹
Amendments to HKAS 1	Non-current Liabilities with Covenants ¹
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ¹
Amendments to HKAS 21	Lack of Exchangeability ²
Amendments to HKFRS 9 and HKFRS 7	Classification and Measurement of Financial Instruments ³
HKFRS 18	Presentation and Disclosure in Financial Statements ⁴
HKFRS 19	Subsidiaries without Public Accountability: Disclosures ⁴
Amendments to HKFRS Accounting Standards	Annual improvements to HKFRS Accounting Standards – Volume 11 ³

¹ Effective for annual periods beginning on or after 1 January 2024.

² Effective for annual periods beginning on or after 1 January 2025.

³ Effective for annual periods beginning on or after 1 January 2026.

⁴ Effective for annual periods beginning on or after 1 January 2027.

⁵ Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of the above new and amendments to HKFRSs will have no material impact on the results and the financial position of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis, except for investment property and certain financial instruments that are measured at fair values, at the end of each reporting period.

Historical cost is generally based on fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The material accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries.

Control is achieved where the Group has: (i) the power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the Group's returns.

The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control stated above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Income and expenses of subsidiaries are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income of subsidiaries are attributed to the owners of the Company and to non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group are eliminated in full on consolidation.

Business combinations or asset acquisitions

Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Business combinations or asset acquisitions (continued)

Business combinations (continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities arising from the assets acquired and liabilities assumed in the business combination are recognised and measured in accordance with HKAS 12 Income Taxes (“HKAS 12”);
- assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangement of the acquiree or share-based payment arrangement of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations (“HKFRS 5”) are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary’s net assets in the event of liquidation are initially measured either at fair value or at the non-controlling interests’ proportionate share of the recognised amounts of the acquiree’s identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group’s cash-generating units that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit (or groups of cash-generating units). Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Interests in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

The Group's interests in associates are accounted for in the consolidated financial statements using the equity method. Under the equity method, interests in associates are initially recognised at cost and adjusted thereafter to recognise the Group's share of the profit or loss and changes in the other comprehensive income of the associates. If the Group's share of losses of an associate equals or exceeds its interest in the associate, the Group discontinues recognising its share of further losses. Additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An interest in an associate is accounted for using the equity method from the date on which the investee becomes an associate.

The requirements of HKAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's interest in an associate. When necessary, the entire carrying amount of the investment is tested for impairment as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised to the extent that the recoverable amount of the net investment subsequently increases.

Gains and losses resulting from transactions between the Group and its associate are recognised in consolidated financial statements only to the extent of unrelated investors' interests in the associate that are unrelated to the Group. The Group's share in the associate's gains or losses resulting from these transactions is eliminated.

Revenue from contracts with customers

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

The Group recognised revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to customers.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially same.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Revenue from contracts with customers (continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or service.

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer, excludes amounts collected on behalf of third parties and discounts.

Contract liabilities

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer.

The Group recognised revenue from the following major sources:

(a) Private supplementary secondary school education services

The Group provides private supplementary secondary school education services for students from Secondary 1 to Secondary 6. Revenue is recognised over contract period in which the courses are rendered as the Group's performance provides all of the benefits received and consumed simultaneously by the customer. A contract liability is recognised for tuition fee received while tuition services are not yet provided at the end of the reporting period.

(b) Private secondary day school services

The Group operates private secondary day schools. Revenue is recognised over contract period in which the courses are rendered as the Group's performance provides all of the benefits received and consumed simultaneously by the customer. A contract liability is recognised for tuition fee received while tuition services are not yet provided at the end of the reporting period.

(c) School services

The Group offer various school services such as education services to schools and institutions in Hong Kong and mainland China under "Diverse Learning Club", "1% Group Education", and "Hong Kong Beacon International Education" brands respectively. Revenue is recognised over contract period in which the services are rendered as the Group's performance provides all of the benefits received and consumed simultaneously by the customer. A contract liability is recognised for school services fee received while services are not yet provided at the end of the reporting period.

(d) Ancillary education services and products

The Group offers various ancillary education services and products. Revenue is recognised in which the related services and products are rendered or sold.

Interest income is recognised on a time proportion basis using effective interest method.

Tutor service fees

Tutor service fees are calculated based on certain percentage of revenue from education services, net of certain variable expenses attributable to such tutor.

The tutor service fees are recognised as expense as incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Leasing

Definition of a lease

A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liabilities

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments). The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under HKAS 37 "Provision, Contingent Liabilities and Contingent Assets". The costs are included in the related right-of-use asset.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses. They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group presents right-of-use assets as a separate line in the consolidated statement of financial position.

The Group applies HKAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

The Group as lessor

The Group enters into lease agreements as a lessor with respect to all of its investment properties. Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Employee benefits

Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Retirement benefit costs

Payments to defined contribution plans/state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme (the "MPF Scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a state-managed retirement benefit scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of its payroll costs to the state-managed retirement benefit scheme. The contributions are recognised as expense in accordance with the rules of the central pension scheme.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of other reserves.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before tax" as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Taxation (continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on the tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle current tax liabilities and assets on a net basis.

Current and deferred tax are recognised in profit or loss.

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Ownership interests in leasehold land and buildings

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment over their estimated useful lives, using the straight-line method. The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Investment properties

Investment properties are property held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Intangible assets (other than goodwill)

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

Cash and cash equivalents

In the consolidated statement of financial position, cash and bank balances comprise cash (i.e. cash on hand and demand deposits) and cash equivalents. Cash equivalents are short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather for investment or other purposes.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents, as defined above.

Investment in a subsidiary

Investment in a subsidiary is stated in the statements of financial position of the Company at cost less any identified impairment loss.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (continued)

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, FVTPL and fair value through other comprehensive income ("FVTOCI").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Financial assets at amortised cost (debt instruments)

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses ("ECL"), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. For financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

Interest income is recognised in profit or loss and is included in "Other income" line item.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost are measured at FVTPL. Specifically, investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "Other (losses)/gains - net" line item. Fair value is determined in the manner described in Note 31.

Impairment of financial assets

The Group recognises a loss allowance for ECL on investments in debt instruments that are measured at amortised cost. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group measures the loss allowance equal to 12-month ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic; or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Significant increase in credit risk (continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) the debt instrument has a low risk of default, (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there are no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings or in the case of trade and lease receivables, when the amounts are over 12 months past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For lease receivables, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16 Leases.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities and equity instruments

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as FVTPL are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Impairment losses on property, plant and equipment, intangible assets (other than impairment of goodwill set out in accounting policy of goodwill) and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, intangible assets and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating unit, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or the cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or the cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss immediately.

Fair value measurement

When measuring fair value except for the Group's share-based payment transactions, leasing transactions, value in use of property, plant and equipment, intangible assets and right-of-use assets for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its high and best use.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Fair value measurement (continued)

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follows:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the accounting policies

The followings are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised and disclosures made in the consolidated financial statements.

Going concern consideration

The assessment of the going concern assumption involves making judgements by the directors of the Company, at a particular point of time, about the future outcome of events and conditions which are inherently uncertain. As detailed in note 1, the directors of the Company also believe that the Group will have sufficient cash resources to satisfy its future working capital and other financing requirements for the next twelve months from 31 July 2024.

Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Impairment of other receivables

The impairment for other receivables is assessed based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the past repayment history and outstanding contract period of other receivables, the current market conditions, the valuation of the pledged collaterals, if any, as well as forward looking estimates at the end of each reporting period. Management reassesses other receivables regularly and provision could change significantly as a result of changes in the financial position and payment status of the counterparties and in response to the local economic conditions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (continued)

(b) Income taxes

As at 31 July 2024, a deferred tax asset of HK\$2,285,000 (2023: HK\$2,285,000) in relation to unused tax losses has been recognised in the Group's consolidated statement of financial position. No deferred tax asset has been recognised on the tax losses of HK\$154,817,000 due to the unpredictability of future profit streams for certain subsidiaries. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

(c) Estimated useful lives of property, plant and equipment and intangible assets (other than goodwill)

Property, plant and equipment and certain intangible assets are depreciated on a straight-line basis over their estimated useful lives. The determination of the useful lives involves management's estimation. The Group assesses annually the useful lives of the property, plant and equipment and intangible assets and if the expectation differs from the original estimate, such a difference may impact the depreciation in the future period.

(d) Impairment of non-financial assets

The Group conducts impairment reviews of non-financial assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. In addition, the Group tests annually whether goodwill have suffered any impairment and when there is indication that they may be impaired, in accordance with the accounting policy stated in note 3. As at 31 July 2024, the recoverable amount of the Group is determined based on value-in-use calculations. These calculations use cash flow projections based on the financial budget approved by management covering a five-year period and future forecast respectively. Forecast profitability is based on past performance and expected future changes in costs and revenue.

In carrying out the impairment assessment, management considered its core business and information system business as two separate cash generating unit ("CGU"). The core business of the Group is the provision of private supplementary secondary school education services and the operation of private secondary day schools, provision of school services and offer ancillary education services in Hong Kong and the PRC ("Core Business CGU"). The information technology services business is the provision of information technology services in Hong Kong ("IT Business CGU").

As the current environment is uncertain, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainty. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 July 2024, the carrying amount of goodwill is HK\$3,091,000 (31 July 2023: HK\$4,280,000), net of accumulated impairment loss of HK\$1,189,000 (31 July 2023: nil). Details of the recoverable amount calculation are disclosed in note 18.

(e) Estimation of fair value of investment property

The fair value of investment property as at 31 July 2024 is determined by an independent professionally qualified valuer based on a market value assessment. The best evidence of fair value is current prices in an active market for similar properties. In the absence of such information, the amount is determined within a range of reasonable fair value estimates. The valuer has applied the direct comparison method. The fair value derived from direct comparison approach considers the recent prices of similar properties with adjustments to reflect the difference in characteristics of the properties. The carrying amount of investment property at 31 July 2024 was HK\$14,600,000 (2023: HK\$18,000,000) (note 17).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

5. REVENUE AND SEGMENT INFORMATION

The executive Directors are the Group's chief operating decision-makers ("CODM"). Management has determined the operating segments based on the information reviewed by the CODM for the purposes of allocating resources and assessing performance.

The CODM consider the business by nature of business activities and assess the performance of private supplementary secondary school education services, private secondary day school services, school services and ancillary education services and products. Ancillary education services and products mainly represent (i) IELTS and foreign language courses under "Beacon BExcellent" brand; (ii) mock examination services; (iii) VIP self-study services; (iv) tutorial and consultation services, interview preparation, language and supplementary primary school education under childhood education brands, educational services under "Ascent Prep" brand, BTEC Level 3 Certificate in Enterprise and Entrepreneurship and language courses and BTEC level 5 Higher National Diploma in Business RQF under "Beacon CAPE" brand, products including but not limited to online course scheduling and management services, as well online retail and education business under "Beacon Living" and "CourseZ" brands respectively. The CODM consider that the Group operates and is managed as a single operating segment.

In the following table, revenue recognised during the year is disaggregated by major products/service lines and timing of revenue recognition.

	2024 HK\$'000	2023 HK\$'000
<u>Revenue from contracts with customers within the scope of HKFRS 15</u>		
Disaggregates by major products or services lines		
- Private supplementary secondary school education services	95,481	87,008
- Private secondary day school services	12,553	11,570
- School services	28,176	16,354
- Ancillary education services and products	20,874	16,230
	<u>157,084</u>	<u>131,162</u>
<u>Timing of revenue recognition:</u>		
- Over time	149,345	124,812
- At a point in time	7,739	6,350
	<u>157,084</u>	<u>131,162</u>
Total revenue from contracts with customers	<u>157,084</u>	<u>131,162</u>

All unsatisfied contracts of the Group are related to education service contracts and those contracts are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Geographical information

The Group's operations are mainly located in Hong Kong and the PRC.

Information about the Group's revenue from external customers is presented based on the location of the operations. Information about the Group's non-current assets, excluding deposits, financial assets at FVTPL, financial assets at FVTOCI and deferred tax assets, is presented based on the geographical location of the assets.

	Revenue from external customers		Non-current assets	
	2024 HK\$'000	2023 HK\$'000	2024 HK\$'000	2023 HK\$'000
Hong Kong	140,556	123,214	63,424	70,975
The PRC	16,528	7,948	1,876	257
	<u>157,084</u>	<u>131,162</u>	<u>65,300</u>	<u>71,232</u>

During the years ended 31 July 2024 and 2023, there was no single customer contributing over 10% of the Group's total revenue.

6. OTHER INCOME AND OTHER (LOSSES) GAINS - NET

	2024 HK\$'000	2023 HK\$'000
Other income		
– Government subsidies (<i>note</i>)	857	241
– IT service income	3,968	6,140
– Interest income	1,409	1,440
– Advertising income	2,105	1,637
– Rental income from investment property	719	680
– Sundry income	1,195	912
	<u>10,253</u>	<u>11,050</u>
Other (losses) gains - net		
– Decrease in fair value of investment property (<i>note 17</i>)	(3,400)	(1,100)
– Fair value gain on financial assets at fair value through profit or loss	3,200	5,089
– Exchange differences – net	(109)	(499)
	<u>(309)</u>	<u>3,490</u>

Note:

During the year 31 July 2024, the Group recognised government grants of HK\$857,000 (2023: HK\$241,000) in respect of Green Lifestyle Local Tour Incentive Scheme provided by the Government of the Hong Kong Special Administrative Region for local travel agents (2023: Employment Support Scheme provided by the Government of the Hong Kong Special Administrative Region under the Anti-Epidemic Fund). There are no unfulfilled conditions and other contingencies attached to the receipts of those subsidies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

7. STAFF COSTS (INCLUDING DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS)

	2024 HK\$'000	2023 HK\$'000
Directors' and Chief Executive's emoluments (<i>note 8</i>)		
– fees	–	–
– salaries, allowances and other benefits	7,614	7,616
– contributions to retirement benefits scheme	72	72
	<u>7,686</u>	<u>7,688</u>
Other staff costs		
– salaries, allowances and other benefits	59,279	56,541
– contributions to retirement benefits scheme	2,870	2,938
	<u>62,149</u>	<u>59,479</u>
Total staff costs	<u>69,835</u>	<u>67,167</u>

Notes:

(a) Pension costs – defined contribution retirement plans

The Group participates in a Mandatory Provident Fund scheme (the "MPF Scheme") in accordance with the Mandatory Provident Fund Scheme Ordinance of Hong Kong. Under the rules of the MPF Scheme, the employer and its employees in Hong Kong are each required to contribute 5% of the employees' gross earnings with a ceiling of HK\$1,500 per month to the MPF Scheme.

Contributions to the MPF Scheme are fully and immediately vested in the employees once the contributions are made by the Group. There are no contributions forfeited by the Group on behalf of its employees who leave the plan prior to vesting fully in such contribution. Hence, there is no forfeited contributions may be used by the Group to reduce the existing level of contributions as described in paragraph 26(2) of Appendix D2 of the Listing Rules.

(b) Five highest paid individuals

The emoluments payable to the five highest paid individuals (including 4 directors) are as follows:

	2024 HK\$'000	2023 HK\$'000
Basic salaries, housing allowances, other allowances and benefits in kind	8,574	8,576
Contributions to retirement benefits scheme	90	90
	<u>8,664</u>	<u>8,666</u>

The five individuals whose emoluments were the highest in the Group included 4 directors (2023: 4 directors) for the year ended 31 July 2024, whose emoluments are reflected in the analysis presented in note 8(a). The emoluments of the remaining individual fell within the following band:

	2024	2023
HK\$1,500,001 – HK\$2,000,000	<u>1</u>	<u>1</u>

During the years ended 31 July 2024 and 2023, no emolument was paid by the Group to any of the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

8. BENEFITS AND INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(a) Directors' and chief executive's emoluments

Mr. Tam Wai Lung is the chief executive of the Company and his emoluments disclosed below include those for services rendered by him as the chief executive.

The remuneration of each director and the chief executive for the year ended 31 July 2024 is set out below:

Name	Fees HK\$'000	Salary HK\$'000	Discretionary bonuses (Note (i)) HK\$'000	Other benefit (Note (ii)) HK\$'000	Employer's contribution to pension scheme HK\$'000	Total HK\$'000
Executive directors						
Mr. Tam Wai Lung	—	1,344	—	1,890	18	3,252
Mr. Chan Tsz Ying, Wister	—	1,200	—	—	18	1,218
Ms. Leung Ho Ki, June	—	1,680	—	—	18	1,698
Mr. Li Man Wai	—	960	—	—	18	978
Independent non-executive director						
Prof. Wong Roderick Sue Cheun (note iv)	—	165	—	—	—	165
Mr. Kwan Chi Hong	—	180	—	—	—	180
Mr. Li Kai Sing	—	180	—	—	—	180
Mr. Tai Kwok Leung, Alexander (note iv)	—	15	—	—	—	15
	—	5,724	—	1,890	72	7,686

The remuneration of each director and the chief executive for the year ended 31 July 2023 is set out below:

Name	Fees HK\$'000	Salary HK\$'000	Discretionary bonuses (Note (i)) HK\$'000	Other benefit (Note (ii)) HK\$'000	Employer's contribution to pension scheme HK\$'000	Total HK\$'000
Executive directors						
Mr. Tam Wai Lung	—	1,344	—	1,892	18	3,254
Mr. Chan Tsz Ying, Wister	—	1,200	—	—	18	1,218
Ms. Leung Ho Ki, June	—	1,680	—	—	18	1,698
Mr. Li Man Wai	—	960	—	—	18	978
Independent non-executive director						
Prof. Wong Roderick Sue Cheun	—	180	—	—	—	180
Mr. Kwan Chi Hong	—	180	—	—	—	180
Mr. Li Kai Sing	—	180	—	—	—	180
	—	5,724	—	1,892	72	7,688

Notes:

- (i) Discretionary bonuses are determined on individual performance and approved by the Board of Directors.
- (ii) Other benefit represents lease payments to the landlord of the quarter and miscellaneous housing allowance.
- (iii) No director waived or agreed to waive any emoluments during the years ended 31 July 2024 and 2023.
- (iv) Prof. Wong Roderick Sue Cheun resigned and Mr. Tai Kwok Leung, Alexander was appointed, both with effect from 1 July 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

8. BENEFITS AND INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE (CONTINUED)

(b) Directors' termination benefits

No directors' emoluments, retirements benefits, payments or benefits in respect of the termination of directors' services were paid to or receivable by the directors, whether in the capacity of directors or in other capacity while being directors, during the years ended 31 July 2024 and 2023.

(c) Consideration provided to or receivable by third parties for making available directors' services

No consideration was provided to or receivable by third parties for making available directors' services or services of a person in any other capacity while being director during the years ended 31 July 2024 and 2023.

(d) Information about loans, quasi-loans and other dealings entered into by the Company or subsidiaries undertaking of the Company, where applicable, in favour of directors

There were no loans, quasi-loans or other dealings in favour of directors, their controlled bodies corporate and connected entities during the years ended 31 July 2024 and 2023.

(e) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in note 38, there were no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the reporting period or at any time during the years ended 31 July 2024 and 2023.

9. SHARE-BASED COMPENSATION EXPENSES

(a) Share option plan with staff (including directors)

On 21 June 2018, the shareholders of the Company approved the adoption of a share option scheme (the "2018 Share Option Scheme"). The 2018 Share Option Scheme is designed to provide long-term incentives for staff (including directors) to deliver long-term shareholder returns. Each grantee shall pay HK\$1.00 upon their acceptance of share options. Under the 2018 Share Option Scheme, the options are exercisable once the options become vested and exercisable subject to service conditions and expiring after ten years from the date of grant. 30% of the share options shall vest on the first anniversary of the option legal grant date; another 30% of the share options shall vest and exercisable on the second anniversary of the option legal grant date; and the remaining 40% of the share options shall vest and exercisable on the third anniversary of the option legal grant date. Share-based compensation expenses are recognised over the options' respective vesting period starting from the contract signing date.

Movements of the share options are set out below:

	2024		2023	
	Average exercise price per share option HK cent	Number of options	Average exercise price per share option HK cent	Number of options
At beginning of the year	54.2	18,340,000	54.3	18,640,000
Lapsed during the year	73.0	(1,000,000)	58.8	(300,000)
At end of the year	53.2	17,340,000	54.2	18,340,000
Vested and exercisable at end of the year	53.2	17,340,000	54.2	18,340,000

Except as disclosed above, no options are granted, exercised, forfeited and expired during the years ended 31 July 2024 and 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

9. SHARE-BASED COMPENSATION EXPENSES (CONTINUED)

(a) Share option plan with staff (including directors) (continued)

Save as disclosed above, share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant date	Expiry date	Exercise price	2024	2023
23 January 2019	22 January 2029	HK\$0.493	14,520,000	14,520,000
1 April 2019	31 March 2029	HK\$0.73	2,820,000	3,820,000

The fair values of the share option as at the grant date were HK\$0.0651 and HK\$0.0859 respectively.

During the years ended 31 July 2024 and 2023, no expenses was recognised in the consolidated statement of profit or loss and other comprehensive income for share options.

(b) Share option plan with consultant

On 29 July 2020, the Board of Directors of the Company resolved that the Company grant to a Strategic Development Consultant (the "Consultant") share options under the Post-IPO Share Option Scheme, subject to acceptance by the Consultant and satisfaction of the certain granting conditions, to subscribe for and be allotted 20,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company ("Shares") at an exercise price of HK\$0.60 per share. The grant became unconditional on 16 October 2020 upon fulfillment of all conditions precedent, amongst others, the approval by the shareholders of the Company at the extraordinary general meeting convened and held on 28 September 2020 and the listing approval by the Stock Exchange on 16 October 2020. 30% of the share options shall vest in and be exercisable from the date on which the grant of the share options becomes unconditional; another 30% of the share options shall vest in and be exercisable from the first anniversary of the grant date; and the remaining 40% of the share options shall vest in and be exercisable from the second anniversary of the grant date. Share-based compensation expenses are recognised over the options' respective vesting period starting from grant date. Pursuant to the terms and conditions of the grant of the 20,000,000 share options to the Consultant, the Consultant undertakes, amongst others, not to transfer or otherwise dispose of any Shares allotted to him pursuant to any exercise of the share option at a price per Share which is lower than HK\$1.08, being the final price per share offered under the initial public offering and Listing of the Company on 13 July 2018, during the period of 10 years from the grant date.

Movements of the share options are set out below:

	Average exercise price per share option HK cent	Number of options
As at 1 August 2022	60	20,000,000
Lapsed during the year ended 31 July 2023	(60)	(20,000,000)
As at 31 July 2023 and 2024	—	—

Except as disclosed above, no options are exercised, forfeited and expired during the years ended 31 July 2024 and 2023.

The fair value of the share option as at the grant date was HK\$0.1417. The subjectivity and uncertainty of the value of option should be noted to the effect that such value is subject to a number of assumptions and with regard to the limitation of the model.

During the years ended 31 July 2024 and 2023, no expenses was recognised in the consolidated statement of profit or loss and other comprehensive income for share options.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

10. FINANCE COSTS

	2024 HK\$'000	2023 HK\$'000
Interest expenses on lease liabilities	1,175	861
Interest expenses on bank loans	2,684	1,809
	3,859	2,670

11. LOSS BEFORE TAX

	2024 HK\$'000	2023 HK\$'000
Loss before tax has been arrived at after charging:		
Remuneration to the Company's auditor		
– audit and audit-related services	630	1,000
– non-audit services	14	15
Remuneration to other auditors		
– audit and audit-related services	237	204
– non-audit services	85	103
Impairment loss on accounts receivables	143	–
Impairment loss (reversal of impairment loss) on other receivables	292	(245)
Depreciation of property, plant and equipment	2,495	3,654
Amortisation of intangible assets	544	524

12. INCOME TAX EXPENSE

The amounts of income tax expense charged to the consolidated statement of profit or loss and other comprehensive income represent:

	2024 HK\$'000	2023 HK\$'000
Hong Kong profit tax		
– provision for current year	326	192
– over-provision in prior years	(91)	(94)
Current income tax	235	98
Deferred income tax (<i>Note 23</i>)	18	71
	253	169

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. Hong Kong profits tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of certain PRC subsidiaries is 25% for the year ended 31 July 2024 (2023: 25%).

Under relevant PRC EIT Law, for the PRC enterprises that qualified as small and low profit enterprise are entitled to a preferential income tax rate of 5%, whereas the excess portion will be subject to the tax rate of 25%.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

12. INCOME TAX EXPENSE (CONTINUED)

The taxation on the Group's loss before tax differs from the theoretical amount that would arise using the Hong Kong profits tax rate as follows:

	2024 HK\$'000	2023 HK\$'000
Loss before tax	(23,044)	(26,772)
Tax at the applicable tax rate	(3,673)	(4,417)
Effect of income not taxable for tax purpose	(841)	(1,297)
Effect of expenses not deductible for taxation purposes	1,049	347
Effect of tax losses not recognised	4,102	5,428
Effect of deductible temporary differences not recognised	72	276
Over-provision in prior years	(91)	(94)
Income tax at concessionary rate	(165)	(60)
Others	(200)	(14)
Income tax expense	253	169

13. LOSS PER SHARE

Basic loss per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

	2024	2023
Loss attributable to owners of the Company (HK\$'000)	(24,615)	(27,844)
Weighted average number of shares in issue (thousand shares)	507,632	503,283
Basic loss per share attributable to owners of the Company (HK cent)	(4.85)	(5.53)

Basic and diluted loss per share for the years ended 31 July 2024 and 2023 are the same since the potential shares from options are anti-dilutive.

14. DIVIDENDS

The Board does not recommend the payment of a final dividend for the year ended 31 July 2024 (2023: Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

15. PROPERTY, PLANT AND EQUIPMENT

	Building HK\$'000	Leasehold improvements HK\$'000	Furniture and fixtures HK\$'000	Office and laboratory equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
COST						
As at 1 August 2022	4,256	26,251	5,145	26,239	3,215	65,106
Additions	—	764	185	476	124	1,549
Acquired on acquisition of a subsidiary (<i>Note 37</i>)	—	276	85	—	—	361
Disposals	—	(30)	—	(33)	—	(63)
As at 31 July 2023 and 1 August 2023	4,256	27,261	5,415	26,682	3,339	66,953
Additions	—	691	160	237	370	1,458
Written off	—	(4,593)	—	—	—	(4,593)
As at 31 July 2024	4,256	23,359	5,575	26,919	3,709	63,818
ACCUMULATED DEPRECIATION						
As at 1 August 2022	304	23,016	4,627	24,452	1,920	54,319
Provided for the year	159	1,453	235	1,194	613	3,654
Eliminated on disposals	—	(13)	—	(29)	—	(42)
As at 31 July 2023 and 1 August 2023	463	24,456	4,862	25,617	2,533	57,931
Provided for the year	158	1,174	188	531	444	2,495
Eliminated on written off	—	(4,593)	—	—	—	(4,593)
As at 31 July 2024	621	21,037	5,050	26,148	2,977	55,833
CARRYING AMOUNTS						
As at 31 July 2024	3,635	2,322	525	771	732	7,985
As at 31 July 2023	3,793	2,805	553	1,065	806	9,022

The above items of property, plant and equipment, are depreciated on a straight-line basis over the estimated useful lives of the assets as follows:

Building	28 years
Furniture and fixtures	5 years
Office and laboratory equipment	5 years
Leasehold improvements	Shorter of remaining period of the lease or useful life
Motor vehicles	5 years

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

16. LEASES

This note provides information for leases where the Group is a lessee.

(a) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

Right-of-use assets	2024 HK\$'000	2023 HK\$'000
Properties leases	18,101	18,513
Leasehold land	11,836	12,353
	<u>29,937</u>	<u>30,866</u>
Lease liabilities	2024 HK\$'000	2023 HK\$'000
Current liabilities	13,490	10,043
Non-current liabilities	5,367	9,360
	<u>18,857</u>	<u>19,403</u>
	2024 HK\$'000	2023 HK\$'000
Analysed into payable		
Within one year	13,490	10,043
In the second year	4,521	8,162
In the third to fifth years, inclusive	846	1,198
	<u>18,857</u>	<u>19,403</u>
Less: current portion	<u>(13,490)</u>	<u>(10,043)</u>
Non-current portion	<u>5,367</u>	<u>9,360</u>

During the year ended 31 July 2024, additions to the right-of-use assets were HK\$13,894,000 (2023: HK\$9,814,000) relating to lease of properties and provision for reinstatement cost.

(b) Amounts recognised in the consolidated statement of profit or loss and other comprehensive income

The consolidated statement of profit or loss and other comprehensive income shows the following amounts relating to leases:

	2024 HK\$'000	2023 HK\$'000
Depreciation of right-of-use assets		
– Properties leases	14,306	11,635
– Leasehold land	517	517
Interest expense (included in finance costs) (note 10)	1,175	861
Expense relating to short-term leases	10,201	12,229
Expense relating to low-value leases	–	27

The total cash outflow for leases for the year ended 31 July 2024 was HK\$25,539,000 (2023: HK\$24,573,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

16. LEASES (CONTINUED)

(c) The Group's leasing activities and how these are accounted for

The Group obtains right of use of assets including teaching centres, offices and staff quarter for a period of time through lease arrangements. Lease arrangements are negotiated on an individual basis and contain a wide range of different terms and conditions including lease payments and lease term ranging from 1 to 6 years.

17. INVESTMENT PROPERTY

	2024 HK\$'000	2023 HK\$'000
At 1 August	18,000	19,100
Change in fair value (note 6)	(3,400)	(1,100)
At 31 July	14,600	18,000

Notes:

- (i) The Group measures its investment property at fair value. The fair value of the Group's investment property as at 31 July 2024 was valued on 31 July 2024 by an independent professional qualified valuer, based on a market value assessment. The valuer applied direct comparison approach and cross-referenced to recent sales transactions where applicable.

The Group's investment property carried at fair value of HK\$14,600,000 was valued by fair value measurements using significant unobservable inputs (Level 3). There were no transfers between Levels 1, 2 and 3 during the year.

The valuation method used by the Group to measure the fair value of the investment property is direct comparison method. It is based on comparing the property to be valued directly with other comparable properties, which have recently transacted. However, given the heterogeneous nature of real estate properties, appropriate adjustments are usually required to allow for any qualitative differences that may affect the price likely to be achieved by the property under consideration.

- (ii) As at 31 July 2024, the Group's investment property with carrying value of approximately HK\$14,600,000 (2023: HK\$18,000,000) was pledged to secure bank facilities of the Group (note 29).

The following table gives information about how the fair value of the investment properties as at 31 July 2024 and 2023 are determined (in particular, the valuation techniques and inputs used):

Fair value hierarchy	Fair value as at 31 July 2024	Valuation technique and key inputs	Significant unobservable inputs	Range	Relationship of key inputs and significant unobservable inputs to fair value
Level 3	HK\$14,600,000 (2023: HK\$18,000,000)	Direct comparison method	Size adjustment factors	-4.0% to -2.3% (2023: -4.7 to 3.1%)	Large size will result in correspondingly lower market price per unit
			Floor adjustment factors	-0.6% to -5.6% (2023: -1.6% to -5.3%)	Higher floor will result in correspondingly higher market price per unit

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

18. INTANGIBLE ASSETS

	Goodwill HK\$'000	Licence HK\$'000 (note)	Software HK\$'000	Total HK\$'000
COST				
As at 1 August 2022	1,189	—	4,984	6,173
Additions	3,091	266	675	4,032
As at 31 July 2023 and 1 August 2023	4,280	266	5,659	10,205
Additions	—	—	410	410
As at 31 July 2024	4,280	266	6,069	10,615
ACCUMULATED DEPRECIATION				
As at 1 August 2022	—	—	1,441	1,441
Amortisation	—	—	524	524
As at 31 July 2023 and 1 August 2023	—	—	1,965	1,965
Impairment loss recognised	1,189	—	—	1,189
Amortisation	—	—	544	544
As at 31 July 2024	1,189	—	2,509	3,698
CARRYING AMOUNT				
As at 31 July 2024	3,091	266	3,560	6,917
As at 31 July 2023	4,280	266	3,694	8,240

The above intangible assets (other than goodwill and licence) have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Software 10 years

Note:

The licence has a legal life of 1 year but is renewable every years at minimal cost. The directors of the Company are of the opinion that the Group would renew the licence continuously and has the ability to do so. The licence is considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The licence will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

18. INTANGIBLE ASSETS (CONTINUED)

Impairment test for goodwill

Goodwill is allocated to the Group's CGUs that are expected to benefit from business combination which primarily arises from the acquisition of Vioo Company Limited ("Vioo"), Ottorino Consultants (International) Limited ("Ottorino") and Beducation Tour Limited (formerly known as Murah Travel Limited) ("Beducation") (note 37). Goodwill arising from acquisition of Vioo is allocated to IT Business CGU and goodwill arising from acquisition of Ottorino and Beducation are allocated to Core Business CGU. Impairment testing is performed annually on goodwill allocated to each CGU. Goodwill is allocated to the following Group's CGUs:

	2024 HK\$'000	2023 HK\$'000
Core Business CGU	3,091	3,091
IT Business CGU	1,189	1,189
	4,280	4,280
Less: Impairment loss recognised	(1,189)	—
	3,091	4,280

For the year ended 31 July 2024, the recoverable amount of the Group is determined based on value-in-use calculation. These calculation use cash flow projections based on the financial budget approved by management covering five-year period and future forecast respectively. Forecast profitability is based on past performance and expected future changes in costs and revenue.

For Core Business CGU, major cash flow projections are based on long-range financial forecasts using revenue growth rate of 23.84% in 2025, 7.07% in 2026, 4.69% in 2027, 3.67% in 2028 and 1.63% in 2029, and terminal growth rate of 3.2%. Future cash flows are discounted at a pre-tax rate of 17% (equivalent to a post-tax rate of 15%). Based on the impairment assessment carried out by management, there is no provision for impairment of property, plant and equipment, right-of-use assets and intangible assets relating to its core business. Management believes that any reasonably possible changes in the assumptions used in the impairment reviews would not give rise to any impairment as at 31 July 2024.

For IT Business CGU, major cash flow projections are based on long-range financial forecasts using revenue growth rate of 5.0% in 2025, 2.2% in 2026, 2.0% in 2027 to 2029 and terminal growth rate of 2.5%. Future cash flows are discounted at a pre-tax rate of 14% (equivalent to a post-tax rate of 14%).

During the year ended 31 July 2024, the Group recognised an impairment loss of HK\$1,189,000 (2023: nil) in relation to goodwill arising on acquisition of Vioo under IT business CGU.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

19. SUBSIDIARIES

Particulars of the principal subsidiaries at 31 July 2024 and 2023 are as follows:

Name of company	Place and date of incorporation	Issued and paid-up capital	Principal activities and place of operation (Note (i))	Effective interest held as at 31 July	
				2024	2023
<i>Directly owned</i>					
Beacon Group Limited	BVI 6 March 2015	US\$1	Investment holding company	100%	100%
<i>Indirectly owned</i>					
Ascent Prep International Education Limited	Hong Kong 7 February 2017	HK\$4,200,000	Provision of ancillary education services	100%	100%
Beacon College Limited	Hong Kong 13 July 1993	HK\$30,000	Provision of school business management services and operation of teaching centres	100%	100%
Beacon Holdings Limited	Hong Kong 11 May 2001	HK\$2	Investment holdings company	100%	100%
Diverse Learning Club Limited	Hong Kong 23 July 2014	HK\$1,000	Provision of school services	51%	51%
Easy Sky Limited	Hong Kong 9 March 2001	HK\$2	Operation of a teaching centre in Kowloon Bay	100%	100%
Glocal Development Group Limited	Hong Kong 28 February 2014	HK\$10,000	Provision of education consultancy services	90%	90%
Huge Profit Asia Pacific Limited	Hong Kong 2 March 2020	HK\$1	Property holding	100%	100%
New Creation Advertising Agency Limited	Hong Kong 17 November 2005	HK\$10,000	Advertising agency	100%	100%
JR (CB) Limited	Hong Kong 27 September 2002	HK\$10,000	Operation of a teaching centre located in Causeway Bay	100%	100%
Beducation Tour Limited (formerly known as Murah Travel Limited) (note 37)	Hong Kong 6 August 2019	HK\$50,000	Provision of travel tour services	51%	51%
JR (MK) Limited	Hong Kong 31 July 2002	HK\$2	Operation of teaching centres located in Mongkok	100%	100%
JR (ST) Limited	Hong Kong 29 May 2002	HK\$2,000	Operation of a teaching centre located in Shatin	100%	100%
JR (TM) Limited	Hong Kong 19 June 2002	HK\$2,000	Operation of teaching centres located in Tuen Mun, Tsuen Wan and Tseung Kwan O	100%	100%
JR (YL) Limited	Hong Kong 19 June 2002	HK\$2,000	Operation of a teaching centres located in Yuen Long	100%	100%
Ottorino Consultants (International) Limited ("Ottorino") (note 37)	Hong Kong 15 February 2022	HK\$3,188,574	Provision of education services	51%	51%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

19. SUBSIDIARIES (CONTINUED)

Particulars of the principal subsidiaries at 31 July 2024 and 2023 are as follows: (Continued)

Name of company	Place and date of incorporation	Issued and paid-up capital	Principal activities and place of operation (Note (i))	Effective interest held as at 31 July	
				2024	2023
<i>Indirectly owned (Continued)</i>					
Vioo Company Limited	Hong Kong 17 April 2008	HK\$10,000	Provision of information technology services	60%	60%
深圳市遵理國際教育諮詢有限公司 (note (ii))	The PRC 10 October 2023	—	Provision for consultancy services on HKDSE participants in the PRC	100%	100%
遵理國際教育(深圳)有限公司 (note (ii))	The PRC 21 March 2019	RMB100,000	Provision for consultancy services on HKDSE participants in the PRC	100%	100%

Note:

- (i) Unless otherwise specified herein, the subsidiaries' principal place of operation are in Hong Kong.
- (ii) Being wholly foreign owned enterprises.

20. INTERESTS IN ASSOCIATES

	2024 HK\$'000	2023 HK\$'000
Costs of investment, unlisted	5,101	5,101
Share of post-acquisition results and other comprehensive income, net of dividends received	760	3
	5,861	5,104
	2024 HK\$'000	2023 HK\$'000
At the beginning of the year	5,104	271
Additions (Note)	—	5,100
Dividends from associates	(400)	(200)
Share of results of associates	1,157	(67)
At the end of the year	5,861	5,104

Note:

During the year, the Group subscribed 30% of the equity interest in Linkedu Overseas Education Limited ("Linkedu") at a total consideration of HK\$5,100,000. Linkedu is principally engaged in provision of services in Hong Kong relating to overseas studies and immigration under the business name of "LINKEDU".

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

20. INTERESTS IN ASSOCIATES (CONTINUED)

(a) Particulars of associates of the Group as at 31 July 2024 and 2023 are as follows:

Name of company	Place of incorporation	Issued and paid-up capital	Principal activities	Effective interest held as at 31 July	
				2024	2023
Honey's Studio Limited	Hong Kong	\$1,000	Provision of childhood interview services	40%	40%
King's Cross Academy Limited	Hong Kong	\$1,000	Provision of childhood education services	40%	40%
Linkedu Overseas Education Limited	Hong Kong	\$5,813,700	Provision of education consultancy services	30%	30%

The Group has stopped recognising its share of loss of associates when applying the equity method. The unrecognised share of loss of associates, both for the year and cumulatively, are set out below:

	2024 HK\$'000	2023 HK\$'000
The unrecognised share of loss of associates for the year	(49)	(4)

	2024 HK\$'000	2023 HK\$'000
Accumulated unrecognised share of loss of associates	(53)	(4)

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Equity investment at FVTOCI

	2024 HK\$'000	2023 HK\$'000
Unlisted security		
At beginning of year	66	194
Change in fair value recognised in other comprehensive income (note 33)	(50)	(128)
At end of year	16	66

The unlisted equity investments represent investments in unlisted equity securities issued by private entity established in Hong Kong. The investment in equity instruments is held for medium to long-term strategic purposes. Accordingly, the directors of the Company have elected to designate the investment in equity instrument as at FVTOCI as they believe that recognising short-term fluctuations in these investment's fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2024 HK\$'000	2023 HK\$'000
Non-current asset		
Contingent consideration receivables (<i>note a</i>)	335	335
Current asset		
Listed equity securities (<i>note b</i>)	19,606	17,092
	19,941	17,427

Note:

- (a) The balance represents the contingent consideration receivable in relation to the acquisition of Ottorino.

On 25 October 2022, Beacon Holdings Limited, an indirect wholly-owned subsidiary of the Company ("Purchaser"), entered into the subscription and sale and purchase agreement with the Target Company, and Mr. Cheng Hong Fu and Ms. Ng Mei Yee (together as "Vendors"). Pursuant to which, the Vendors guaranteed to the benefit of the Purchaser that (i) the operating cash flow of Ottorino during the period from 15 February 2022 and ending on 31 December 2022 (the "Relevant Cash Flow") shall not be less than HK\$5,000,000 and (ii) the audited annual net profit after tax of Ottorino (the "Actual Net Profit") for each of the three financial years ending on 31 July 2023, 2024 and 2025 respectively (the "Guarantee Period"), shall each not be less than HK\$5,000,000 (the "Guaranteed Sum"). If the Guaranteed Sum could not be met, the Vendor will compensate the Purchaser for the shortfall for an amount equivalent to the difference between the Guaranteed Sum and the Relevant Cash Flow or each of such financial years during the Guarantee Period in respect of the Actual Net Profit multiplied by 1.275 times.

On 28 March 2024 (after trading hours), the Purchaser, the Vendors and the Target Company entered into a supplemental agreement agreed to change the Guaranteed Sum and Guarantee Period from the Actual Net Profit of HK\$5,000,000 for each of the three financial years ending on 31 July 2023, 2024 and 2025 respectively to an aggregated total amount of the Actual Net Profit of HK\$15,000,000 for the three financial years ending on 31 July 2023, 2024 and 2025.

The fair value of the contingent consideration receivable was arrived at based on the discounted cash flow of the expected future economic benefits that would flow into the Group by applying the probability-weighted average method in achieving the Guaranteed Sum taking into consideration of the credit risk effect of the Vendors.

- (b) The fair value of listed equity securities is determined based on the market value of the relevant investment in an open market at the end of reporting period.

23. DEFERRED TAX

Deferred tax assets and liabilities are offset when taxes relate to the same taxation authority and where offsetting is legally enforceable. The following amounts, determined after appropriate offsetting, are shown separately on the consolidated statement of financial position.

	2024 HK\$'000	2023 HK\$'000
Deferred tax assets	4,578	4,594
Deferred tax liabilities	(18)	(16)
	4,560	4,578
At beginning of the year	4,578	4,649
Charged to profit or loss (<i>note 12</i>)	(18)	(71)
At end of the year	4,560	4,578

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

23. DEFERRED TAX (CONTINUED)

The movements in deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year were as follows:

Deferred tax assets

	Decelerated/ (accelerated) accounting depreciation HK\$'000	Tax loss HK\$'000	Share-based compensation HK\$'000	Provision for doubtful debt HK\$'000	Total HK\$'000
At 1 August 2022	1,360	2,285	682	333	4,660
Credited/(charged) to profit or loss	444	—	(470)	(40)	(66)
At 31 July 2023	1,804	2,285	212	293	4,594
Charged to profit or loss	(2)	—	(14)	—	(16)
At 31 July 2024	1,802	2,285	198	293	4,578

Deferred tax liabilities

	Decelerated accounting depreciation HK\$'000
At 1 August 2022	(11)
Charged to profit or loss	(5)
At 31 July 2023	(16)
Charged to profit or loss	(2)
At 31 July 2024	(18)

Deferred tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred tax assets in respect of tax losses amounting to HK\$154,817,000 (2023: HK\$131,356,000) as at 31 July 2024. Unrecognised tax losses amounting to approximately HK\$1,125,000 (2023: HK\$ Nil) will be expired within five years from 31 July 2024, while the remaining balance can be carried forward indefinitely for offsetting against future taxable income. The management considered not to recognise as those companies with losses carried forward are not expected to generate future taxable income. The Group recognised deferred tax assets only to the extent the management believes it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

24. ACCOUNTS RECEIVABLES

	2024 HK\$'000	2023 HK\$'000
Accounts receivables	6,216	2,626
Less: Allowance for impairment	(143)	—
	6,073	2,626

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

24. ACCOUNTS RECEIVABLES (CONTINUED)

There is no credit period granted as the income from private supplementary secondary school education services, private secondary day school services and school services are normally received in advance through settlement in cash, cheque or credit cards. As at 31 July 2024 and 2023, the ageing analysis of the accounts receivables based on invoice date were as follows:

	2024 HK\$'000	2023 HK\$'000
1 – 30 days	4,267	1,893
31 – 60 days	470	422
Over 60 days	1,336	311
	6,073	2,626

The Group applies the HKFRS 9 simplified approach to measuring ECL which uses a lifetime expected loss allowance for all accounts receivables. To measure the ECL, accounts receivables have been grouped based on shared credit risk characteristics and the days past due.

The ECL rates are based on the past repayment history and the historical credit losses experience. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The ECL provided on a collective basis is insignificant as there has been no history of material default from accounts receivables.

Movement in allowance for impairment that has been recognised for accounts receivables under ECL model is disclosed in note 31(b).

25. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	NOTES	2024 HK\$'000	2023 HK\$'000
Other receivables	(i)	11,772	9,036
Deposits and prepayments	(ii)	12,539	11,209
		24,311	20,245
Less: allowance for impairment	(iii)	(2,066)	(1,774)
		22,245	18,471
Less: non-current portion		(2,931)	(2,068)
Deposits, prepayments and other receivables – current portion		19,314	16,403

Notes:

(i) As at 31 July 2024, other receivables of HK\$2,524,000 (2023: HK\$2,126,000) represent amounts due from tutors which arise from variable expenses incurred by the Group on behalf of the tutors. Allowance for impairment of HK\$2,066,000 (2023: HK\$1,774,000) has been made.

As at 31 July 2024, other receivables include an amount of HK\$527,000 (2023: HK\$508,000) due from associates and a loan to an associate of HK\$860,000 (2023: HK\$400,000). The loan to an associate is unsecured, interest-free with three years repayment terms.

(ii) Deposits and prepayments mainly represent deposits for utilities, rental deposits, building management fees, prepayments for service fees, renovation, licence fees, advertising and others.

(iii) Movement in allowance for impairment that has been recognised for other receivables under ECL model is disclosed in note 31(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

25. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

As at 31 July 2024, deposits of HK\$7,221,000 (2023: HK\$6,920,000), prepayments of HK\$2,387,000 (2023: HK\$2,221,000) and other receivables of HK\$9,706,000 (2023: HK\$7,262,000) are expected to be recovered within one year.

The carrying amount of the Group's other receivables and deposits was denominated in Hong Kong dollar.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above.

26. CASH AND BANK BALANCES

	2024 HK\$'000	2023 HK\$'000
Cash and cash equivalents	76,560	75,283

The carrying amounts of cash and bank balances approximate their fair values and are denominated in the following currencies

	2024 HK\$'000	2023 HK\$'000
Hong Kong dollar	53,170	69,856
Renminbi	20,230	1,750
British pound	1,639	2,001
Australian dollar	1,455	1,473
United States dollar	26	162
New Zealand dollar	12	13
Canadian dollar	11	11
Swiss Franc	17	17
	76,560	75,283

27. CONTRACT LIABILITIES

As at 31 July 2024 and 2023, contract liabilities represents the fee collected for education services that have not yet been rendered before respective year ends.

The following table shows the amount of the revenues recognised in the current reporting period relating to carried-forward contract liabilities:

	2024 HK\$'000	2023 HK\$'000
Revenues recognised that were included in the contract liabilities balance at the beginning of the year	12,896	7,285

There was no revenue recognised in the current year that related to performance obligations that were satisfied in a prior year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

28. OTHER PAYABLES

	NOTES	2024 HK\$'000	2023 HK\$'000
Other payables	(i)	13,512	12,118
Provision of reinstatement cost	(ii)	2,549	3,012
		16,061	15,130
Less: non-current portion		(1,267)	(941)
		14,794	14,189

Notes:

- (i) Other payables mainly represent accrued staff costs, printing expenses, and advertising expenses, etc.
- (ii) Included in other payables is a current portion of provision of reinstatement cost of HK\$1,282,000 (2023: HK\$2,071,000). Movement of provision of reinstatement cost is as follows:

	2024 HK\$'000	2023 HK\$'000
Balance as at beginning of the year	3,012	2,784
Additions	277	228
Utilisation	(740)	—
Balance as at closing of the year	2,549	3,012
Less: non-current portion	(1,267)	(941)
Current portion	1,282	2,071

29. BORROWINGS

	2024 HK\$'000	2023 HK\$'000
Secured bank loan	6,050	6,565
Unsecured bank loans	74,242	57,000
	80,292	63,565

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

29. BORROWINGS (CONTINUED)

Carrying amount repayable below are based on scheduled repayment dates set out in the loan agreements:

	2024 HK\$'000	2023 HK\$'000
Within one year	8,355	1,536
After one year but within two years	9,037	7,031
After two years but within five years	29,045	22,595
After five years	33,855	32,403
	80,292	63,565
Carrying amount of bank loans that are repayable within one year and contain a repayment on demand clause	8,355	1,536
Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	71,937	62,029
	80,292	63,565

As at 31 July 2024, the secured and unsecured bank loans bears interest on a floating basis and its effective interest rate is 3.59% per annum (2023: 3.54% per annum). The bank loans were classified as current liabilities because the corresponding bank facilities agreements contain repayment on demand clauses. The carrying amounts of bank loans approximate their fair values and are denominated in Hong Kong dollar.

As at 31 July 2024, the Group had access to an undrawn bank overdraft facility amounted to HK\$6,000,000 (2023: HK\$6,000,000). This facility may be drawn at any time and may be terminated by the bank without notice.

As at 31 July 2024, the secured bank loan of HK\$6,050,000 (2023: HK\$6,565,000) were secured by a pledge of the investment property of the Group (note 17 (ii)) and corporate guarantee given by the Company.

As at 31 July 2024, the unsecured bank loans of HK\$74,242,000 (2023: HK\$57,000,000) were 100% guaranteed by the Hong Kong Government and by certain controlling shareholders of the Company.

30. CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to enhance returns for shareholders and benefits for other stakeholders.

With regard to maintenance and enhancement of capital structure, the Group considers relevant economic and market conditions and takes necessary measures for the beneficial interest of the Group and its shareholders.

The Group monitors capital on the basis of the Group total debt to equity ratio. The Group aims to maintain a manageable total debt to total equity ratio. Total debt is calculated as borrowing and lease liabilities. At 31 July 2024, the total debt-to-total equity ratio is 183.2% (At 31 July 2023, the total debt-to-total equity ratio is 105.7%).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

31. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2024 HK\$'000	2023 HK\$'000
Financial assets:		
Financial asset at amortised cost		
– Accounts receivables	6,073	2,626
– Deposits and other receivables	19,858	16,250
– Cash and cash equivalents	76,560	75,283
Financial assets at FVTOCI	16	66
Financial assets at FVTPL	19,941	17,427
Total	122,448	111,652
Financial liabilities:		
Financial liabilities at amortised cost		
– Other payables (exclude provision for reinstatement cost)	13,512	12,118
– Borrowings	80,292	63,565
Total	93,804	75,683

(b) Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk, other price risk and liquidity risk. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out under direction by the Boards of Directors. The directors and management identify, evaluate and hedge financial risks in close co-operation with the Group's operating units. The Group has principles for overall risk management, such as foreign exchange risk, interest rate risk and credit risk.

Market risk

Currency risk

Entities within the Group are exposed to foreign exchange risk from monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency. However, the Group's operations are mainly in Hong Kong. Foreign currency transactions and monetary assets and liabilities that are denominated in a currency that is not the functional currency of the entities within the Group are insignificant to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Interest rate risk

Other than bank balances, the Group has no significant interest-bearing assets. The Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest rate risk arises primarily from cash at bank and borrowings. Borrowings are primarily issued at variable rates which therefore expose the Group to cash flow interest rate risk.

At 31 July 2024, if interest rate had been 50 basis points higher/lower with all other variables held constant, the Group's loss for the year would have been approximately HK\$19,000 (2023: approximately HK\$59,000 lower/higher) higher/lower. The sensitivity analysis has been determined assuming that the change in interest rate had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for financial instruments in existence at that date. The 50 basis point (2023: 50 basis point) increase or decrease represents management's assessment of a reasonably possible change in interest rate over the period until the end of next annual reporting period.

Other price risk

The Group is exposed to equity price risk through its investments classified as financial assets at FVTPL. The management manages this exposure by closely monitoring the price movements and the changes in market conditions that may affect the value of the investments. For equity securities measured at FVTPL, the Group's equity price risk is mainly concentrated on equity instruments quoted in the Stock Exchange.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at the end of the reporting period.

If the prices of the respective equity instruments had been 10% (2023: 10%) higher/lower, loss for the year ended 31 July 2024 would decrease/increase by HK\$1,961,000 (2023: HK\$1,709,000) as a result of the changes in fair value of financial assets at FVTPL.

Credit risk

The Group's maximum exposure to credit risk in relation to financial assets at the reporting date is the carrying amounts of deposits with banks, accounts receivables and deposits and other receivables.

Deposits with banks are mainly placed with high-credit-quality financial institutions. Management considers that the credit risk associated with the deposits with banks and financial institution is low.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from accounts receivables are disclosed in note 24.

Deposits were mainly rental deposit, utilities and management deposits. For these deposits, the credit quality of these deposits has been assessed with reference to historical information about the counterparties default rates and financial position of the counterparties. Therefore, ECL rate of these deposits is assessed to be minimal.

The Group measures the ECL of other receivables based on assumptions about risk of default and expected loss rates, and those receivables are assessed individually for ECL. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the past repayment history, the current market conditions, the valuation of the pledged collaterals, if any, as well as forward looking estimates at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Credit risk (continued)

The movement of loss allowances for accounts receivables are as follows:

	HK\$'000
At 1 August 2022, 31 July 2023 and 1 August 2023	—
Allowance for impairment	143
At 31 July 2024	143

The movement of loss allowances for other receivables are as follows:

	HK\$'000
At 1 August 2022	2,019
Reversal of allowance for impairment	(245)
At 31 July 2023 and 1 August 2023	1,774
Allowance for impairment	292
At 31 July 2024	2,066

Impairment loss (Reversal of impairment loss) on financial assets recognised in profit or loss

During the year, the following impairment loss (reversal of impairment losses) were recognised in profit or loss in relation to impaired financial assets:

	2024 HK\$'000	2023 HK\$'000
Impairment loss on accounts receivables (note 24)	143	—
Impairment loss (reversal of impairment loss) on other receivables (note 25)	292	(245)
	435	(245)

The maximum exposure to credit risk is represented by the carrying amount of each financial asset, in the consolidated statement of financial position.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with the loan covenants.

The Group is exposed to liquidity risk as at 31 July 2024 as the Group had net current liabilities of HK\$12,385,000. The directors of the Company are of the opinion that the Group will have sufficient working capital to meet its financial obligations and the details of which are set out in Note 1.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other financial liabilities are based on the agreed repayment dates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Liquidity risk (continued)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

	Within 1 year/ on demand HK\$'000	More than 1 year but within 2 years HK\$'000	More than 2 years but within 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
At 31 July 2024					
Other payables (exclude provision for reinstatement cost)	13,512	—	—	13,512	13,512
Borrowings	80,292	—	—	80,292	80,292
	<u>93,804</u>	<u>—</u>	<u>—</u>	<u>93,804</u>	<u>93,804</u>
Lease liabilities	<u>14,369</u>	<u>4,720</u>	<u>885</u>	<u>19,974</u>	<u>18,857</u>
At 31 July 2023					
Other payables (exclude provision for reinstatement cost)	12,118	—	—	12,118	12,118
Borrowings	63,565	—	—	63,565	63,565
	<u>75,683</u>	<u>—</u>	<u>—</u>	<u>75,683</u>	<u>75,683</u>
Lease liabilities	<u>11,585</u>	<u>8,395</u>	<u>1,219</u>	<u>21,199</u>	<u>19,403</u>

Bank borrowings with a repayment on demand clause are included in the "within 1 year/on demand" time band in the above maturity analysis. As at 31 July 2024, the aggregate principal amounts of these bank borrowings amounted to HK\$80,292,000 (2023: HK\$63,565,000). Taking into account the Group's financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the respective loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$92,326,000 (2023: HK\$74,610,000).

	Within 1 year HK\$'000	More than 1 year but within 2 years HK\$'000	More than 2 years but within 5 years HK\$'000	More than 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
At 31 July 2024	<u>11,043</u>	<u>11,416</u>	<u>34,126</u>	<u>35,741</u>	<u>92,326</u>	<u>80,292</u>
At 31 July 2023	<u>3,699</u>	<u>9,048</u>	<u>27,144</u>	<u>34,719</u>	<u>74,610</u>	<u>63,565</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

31. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value estimation

The following table presents the Group's financial assets that is measured at fair value as at 31 July 2024 and 2023.

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
As of 31 July 2024				
Financial assets at FVTPL (note 22)	19,606	—	335	19,941
Financial asset at FVTOCI (note 21)	—	—	16	16
	<u>19,606</u>	<u>—</u>	<u>351</u>	<u>19,957</u>
As of 31 July 2023				
Financial assets at FVTPL (note 22)	17,092	—	335	17,427
Financial asset at FVTOCI (note 21)	—	—	66	66
	<u>17,092</u>	<u>—</u>	<u>401</u>	<u>17,493</u>

The following table presents the changes in level 3 items for the years ended 31 July 2024 and 2023:

	FVTOCI HK\$'000
Balance as at 1 August 2022	194
Change in fair value recognised in other comprehensive income	(128)
Balance as at 31 July 2023 and 1 August 2023	66
Change in fair value recognised in other comprehensive income	(50)
Balance as at 31 July 2024	<u>16</u>

There were also no transfers between categories during the year.

For the contingent consideration receivables included in financial assets at fair value through profit or loss (level 3), there are no change in fair value recognised in profit or loss for the year ended 31 July 2024 and 2023.

32. SHARE CAPITAL

	NOTES	Number of shares	HK\$'000
Authorised:			
Ordinary shares of HK\$0.01 at 31 July 2023 and 2024		10,000,000,000	100,000
Issued and fully paid:			
Ordinary shares at 1 August 2022		500,000,000	120,956
Issue of shares at 30 November 2022	(i)	3,984,000	1,793
Issue of shares at 31 May 2023	(ii)	3,648,000	1,386
Ordinary shares at 31 July 2023 and 2024		<u>507,632,000</u>	<u>124,135</u>

Notes:

- (i) On 30 November 2022, the Company fulfilled all of the conditions precedent in relation to the acquisition of 51% equity interest in Ottorino (note 37(b)). The consideration included issuance of 3,984,000 shares in the Company upon completion.
- (ii) On 31 May 2023, the Company fulfilled all of the conditions precedent in relation to the investment of 30% equity interest in Linkedu (note 20). The consideration included issuance of 3,648,000 shares in the Company upon completion.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

33. OTHER RESERVES

	Financial asset at FVOCI reserve HK\$'000	Share-based compensation reserve HK\$'000	Other reserve HK\$'000	Total HK\$'000
At 31 July 2022	(306)	4,131	5,229	9,054
Exchange reserve	—	—	506	506
Change in the fair value of equity investment at FVTOCI	(128)	—	—	(128)
Release of share-based compensation reserve upon lapse of share option	—	(2,857)	—	(2,857)
Acquisition of additional equity interest in a non-wholly owned subsidiary	—	—	(572)	(572)
At 31 July 2023	(434)	1,274	5,163	6,003
Exchange reserve	—	—	50	50
Change in the fair value of equity investment at FVTOCI	(50)	—	—	(50)
Release of share-based compensation reserve upon lapse of share option	—	(86)	—	(86)
At 31 July 2024	(484)	1,188	5,213	5,917

34. NON-CONTROLLING INTERESTS

As at 31 July 2024, the total non-controlling interests was HK\$1,665,000 (2023: HK\$1,424,000). The non-controlling interests as at 31 July 2024 and 2023 are not individually material.

35. RETIREMENT BENEFITS PLAN

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of the relevant payroll costs, capped at HK\$1,500 per month, to the MPF Scheme, in which the contribution is matched by employees.

The employees of the Company's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the PRC government. The subsidiaries are required to contribute certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The total cost charged to profit or loss of approximately HK\$2,942,000 (2023: HK\$3,010,000) represents contributions payable to this scheme by the Group in respect of the current accounting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

35. RETIREMENT BENEFITS PLAN (CONTINUED)

Long service payment (“LSP”) Liabilities

Obligation to LSP under Hong Kong Employment Ordinance

Pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay LSP to employees in Hong Kong under certain circumstances, subject to a minimum of 5 years employment period, based on this formula: Last monthly wages (before termination of employment) \times 2/3 \times Years of service. Last monthly wages are capped at HK\$22,500 while the amount of long service payment shall not exceed HK\$390,000. This obligation is accounted for as a post-employment defined benefit plan. Furthermore, the Mandatory Provident Fund Schemes Ordinance passed in 1995 permits the Group to utilise the Group’s Mandatory Provident Fund contributions, plus/minus any positive/negative returns thereof (collectively, the “Eligible Offset Amount”), for the purpose of offsetting LSP payable to an employee (the “Offsetting Arrangement”).

The Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “Amendment Ordinance”) was gazetted on 17 June 2022, which will eventually abolish the Offsetting Arrangement. The Amendment Ordinance will come into effect prospectively from 1 May 2025 (the “Transition Date”). Under the Amendment Ordinance, the Eligible Offset Amount after the Transition Date can only be applied to offset the pre-Transition Date LSP obligation but no longer eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligations before the Transition Date will be grandfathered and calculated based on the last monthly wages immediately preceding the Transition Date.

The provision for LSP liabilities are considered to be insignificant during the year and as at 31 July 2024.

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of liabilities arising from financing activities

	Liabilities from financing activities			Total HK\$'000
	Interest payable HK\$'000	Borrowings HK\$'000	Lease liabilities HK\$'000	
Balance at 1 August 2022	9	55,074	21,273	76,356
Cash flows	(1,809)	8,491	(12,317)	(5,635)
Non-cash movements	1,809	—	10,447	12,256
Balance at 31 July & 1 August 2023	9	63,565	19,403	82,977
Cash flows	(2,684)	16,727	(15,338)	(1,295)
Non-cash movements	2,684	—	14,792	17,476
Balance at 31 July 2024	9	80,292	18,857	99,158

(b) Non-cash transactions

During the year ended 31 July 2024, Ottorino declared dividend to its shareholders, of which HK\$1,077,000 was dividend payable to the non-controlling shareholder. The amount was net off with the amount due from non-controlling shareholder.

Other than addition of right-of-use assets and lease liabilities described in note 16 and the issue of shares as consideration for acquisition of Ottorino and Linkedu as described in note 32 and dividend to non-controlling shareholders as described above, there were no material non-cash transactions for the year ended 31 July 2024 and 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

37. BUSINESS COMBINATION

(a) Acquisition of 100% interest in Beducation Tour Limited (formerly known as Murah Travel Limited) ("Beducation")

Pursuant to the share purchase agreement dated 15 May 2023, Diverse Learning Club, a non-wholly owned subsidiary of the Group, acquired 100% equity interest in Beducation at a cash consideration of HK\$333,000. Beducation is principally engaged in the provision of travel tour services in Hong Kong including the provision of overseas exchange tour and local travel tour. The transaction was completed on 15 June 2023.

(i) Details of net assets acquired and related goodwill

	Net assets acquired and goodwill as at the acquisition date HK\$'000
Total purchase consideration	333
Less: fair value of net assets acquired	(261)
Goodwill on acquisition	72

None of the goodwill is expected to be deductible for tax purposes.

The assets and liabilities of Beducation at the acquisition date were as follows:

	Fair value as at the acquisition date HK\$'000
Cash and cash equivalents	2
Intangible assets	266
Other payables	(7)
Total identifiable net assets	261

	Net cash outflow HK\$'000
Purchase consideration settled in cash	333
Less: cash and cash equivalents acquired	(2)
Total net cash outflow for the year ended 31 July 2023	331

(ii) Revenue and profit contribution

Beducation contributed revenue of approximately HK\$138,000 and profit before taxation of approximately HK\$37,000 to the Group for the period from the completion date of the acquisition on 15 June 2023 to 31 July 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

37. BUSINESS COMBINATION (CONTINUED)

(b) Acquisition of 51% interest in Ottorino Consultants (International) Limited ("Ottorino")

Pursuant to the share purchase agreement dated 25 October 2022, the Group acquired 51% equity interest in Ottorino at a cash consideration of HK\$3,187,500 and issue of 3,984,000 shares in the Company upon completion. In addition, the vendors provided certain guarantees on cash flow and profit on Ottorino which are valued at HK\$335,000 at the date of acquisition and as a deduction to the purchase consideration. Ottorino is principally engaged in the provision of educational services in Hong Kong, which include those relating to top-up degrees, professional or vocational training, on-the-job English training, professional examination courses and other professional courses, and academic, interest and activity-based classes, in different industry disciplines under the business name of "1% Group Education". The transaction was completed on 30 November 2022.

(i) Details of net assets acquired and related goodwill

	HK\$'000
Purchase consideration:	
Cash paid	1,562
Ordinary share issued	1,793
Less: contingent consideration receivable (note 22)	(335)
	3,020
Plus: non-controlling interest (49%)	—
Less: Net identifiable assets acquired	(1)
	3,019

The goodwill is mainly attributable to the workforce and the expected future profitability of the acquired business. It will not be deductible for tax purposes.

The fair value of assets and liabilities of Ottorino at the acquisition date were as follows:

	HK\$'000
Property, plant and equipment	361
Right-of-use assets	2,296
Deposits, prepayment and other receivable	1,993
Cash and cash equivalents	102
Other payables	(1,068)
Contract liabilities	(1,389)
Lease liabilities	(2,294)
	1

	Net cash outflow HK\$'000
Purchase consideration settled in cash	3,188
Less: cash and cash equivalents acquired	(102)
	3,086
Total net cash outflow for the year ended 31 July 2023	3,086

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

37. BUSINESS COMBINATION (CONTINUED)

(b) Acquisition of 51% interest in Ottorino Consultants (International) Limited ("Ottorino") (continued)

(ii) Revenue and profit contribution

Ottorino contributed revenue of approximately HK\$5,092,000 and profit before taxation of approximately HK\$826,000 to the Group for the period from the completion date of the acquisition on 30 November 2022 to 31 July 2023.

If the acquisition had occurred on 1 August 2022, the Group's consolidated pro-forma revenue and loss for the year ended 31 July 2023 would have been HK\$134,136,000 and HK\$26,938,000 respectively.

38. RELATED PARTY TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party in holding power over the investee; exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect the amount of the investor's returns. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

- (a) Save as disclosed elsewhere in this consolidated financial statements, the major related parties that had transactions and balances with the Group were as follows:

Name of the related parties	Relationship with the Group
Dragonway Bliss Limited ("Dragonway Bliss")	A related company partially owned by Ms. Leung Ho Ki, June
Dragon Field Corporation Limited ("Dragon Field")	A related company owned by Ms. Leung Ho Ki, June, Mr. Tam Wai Lung and Mr. Ng King Hang, the controlling shareholder
Uplift Educational Charity Foundation Limited ("Uplift Educational")	A related company owned by Ms. Leung Ho Ki, June and Mr. Li Man Wai

The following is a summary of significant related party transactions during the years ended 31 July 2024 and 2023 carried by the Group in the normal course of its business:

Name of the related parties	Nature of transactions	2024	2023
		HK\$'000	HK\$'000
Dragonway Bliss (Note (i))	Licence income	54	91
Dragon Field (Note (ii))	Payments of lease liabilities	2,400	2,400
Uplift Educational (Note (iii))	Service income for private supplementary secondary school services	159	—
Linkedu	Service fee	3,919	—

Notes:

- (i) Licence income are recognised with reference to market rates of similar projects.
- (ii) The payments of lease liabilities to the related company were charged at a rate as mutually agreed.
- (iii) Income from private supplementary secondary school education service are recognised with reference to market rates of similar services.
- (b) The Group considers the executive directors as the key management and their compensation are disclosed in note 8 (a).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

39. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

Statement of financial position

As at 31 July 2024

	NOTES	2024 HK\$'000	2023 HK\$'000
Assets			
Non-current asset			
Investment in a subsidiary		—	20,700
Current assets			
Amounts due from subsidiaries		6,437	57,551
Cash and cash equivalents		278	291
		6,715	57,842
Total assets		6,715	78,542
Equity			
Equity attributable to owners of the Company			
Share capital		124,135	124,135
Other reserves	(a)	21,888	21,974
Accumulated losses	(b)	(139,353)	(67,612)
Total equity		6,670	78,497
Current liability			
Other payables		45	45
Total liability		45	45
Total equity and liability		6,715	78,542

(a) Other reserves

	Share-based compensation reserve HK\$'000	Other reserve (Note) HK\$'000	Total HK\$'000
At 31 July 2022	4,131	20,700	24,831
Release of share-based compensation reserve upon lapse of share option	(2,857)	—	(2,857)
At 31 July 2023	1,274	20,700	21,974
Release of share-based compensation reserve upon lapse of share option	(86)	—	(86)
At 31 July 2024	1,188	20,700	21,888

Note:

Other reserve of the Company mainly represents the difference between the value of issued share capital of Beacon Group Limited acquired and the value of the Company's shares in exchange, adjusted for dividends declared and settled during the year ended 31 July 2017.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 July 2024

39. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

(b) Accumulated losses

Movements in accumulated losses were as follows:

	2024 HK\$'000	2023 HK\$'000
At beginning of the year	(67,612)	(13,620)
Loss for the year	(71,741)	(53,992)
At end of the year	(139,353)	(67,612)

40. OPERATING LEASING ARRANGEMENTS

The Group as lessor

The Group leases out its investment property located at offices 1, 2 and 3 on the 3rd floor of Tai Shing Commercial (Yaumati) Building, Nos. 498 & 500, Nathan Road, Kowloon, Hong Kong for commercial use during the years ended 31 July 2024 and 2023. The leases are rented to third parties under operating leases with leases negotiated for a term of seventeen months (2023: nil) as at 31 July 2024. None of the leases includes variable lease payments.

Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

	2024 HK\$'000	2023 HK\$'000
Within one year	719	—

41. CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 July 2024 (2023: Nil).

42. EVENT AFTER THE REPORTING PERIOD

There are no material events from 31 July 2024 up to the date of these consolidated financial statements.

FINANCIAL SUMMARY

A summary of the audited results and of the assets and liabilities of the last four financial years as extracted from the published audited financial statements, is set out below. This summary does not form part of the audited financial statements.

RESULTS

	For the year ended 31 July				
	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000
Revenue	157,084	131,162	141,829	177,398	287,036
Other income	10,253	11,050	15,011	19,579	13,753
Other gains/(losses) - net	(309)	3,490	(1,102)	(325)	(4,521)
Operating expenses and share of profits/(losses) of associates	(190,072)	(172,474)	(180,063)	(225,442)	(318,437)
(Loss)/profit before taxation	(23,044)	(26,772)	(24,325)	(28,790)	(22,169)
(Loss)/profit for the year	(23,297)	(26,941)	(26,211)	(27,555)	(19,791)

OPERATIONAL INFORMATION

	For the year ended 31 July				
	2024	2023	2022	2021	2020
Total number of session enrollments ('000)	121	132	179	225	405
Maximum classroom capacity (Note (i))	2,242	2,208	2,411	3,032	3,595
Revenue (HK\$'000) per average classroom capacity	43	39	47	48	67

Note:

- (i) Being the average of the maximum number of students permitted in our classrooms as at beginning and closing of the year pursuant to the certificates of accommodation issued to our schools, and for school(s) in which the application for the certificate(s) of accommodation is/are being made, the maximum number of students in our classrooms that we have applied for.

FINANCIAL SUMMARY

ASSETS AND LIABILITIES

	2024	2023	2022	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Non-current assets	73,160	78,295	75,013	79,678	104,642
Current assets	121,553	111,404	126,664	103,643	144,436
Total assets	194,713	189,699	201,677	183,321	249,078
Total equity	54,123	78,497	100,327	125,994	155,849
Current liabilities	133,938	100,885	88,239	50,917	76,030
Non-current liabilities	6,652	10,317	13,111	6,410	17,199
Total equity and total liabilities	194,713	189,699	201,677	183,321	249,078
Net Current (liabilities) assets	(12,385)	10,519	38,425	52,726	68,406

OPERATING CASH FLOWS

	For the year ended 31 July				
	2024	2023	2022	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Net cash (used in)/generated from operating activities	1,884	(8,791)	(6,956)	13,321	33,658

CAPITAL EXPENDITURES

	For the year ended 31 July				
	2024	2023	2022	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Payments for property, plant and equipment and leasehold land	1,458	1,549	2,368	20,553	5,245

Unless specified otherwise, capitalised terms used in this Annual Report shall have the same meanings as ascribed in the Prospectus. This glossary contains certain definitions and other terms used in this Annual Report in connection with our Group and our business. The terminology and their meanings may not correspond to standard industry meanings or usage of those terms.

"academic year(s)"	the academic school year in Hong Kong which typically commences in September and concludes in June of the following year
"AGM"	the annual general meeting of the Company
"Articles of Association"	the articles of association of the Company, as amended or supplemented from time to time
"Board"	the board of Directors
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company" or "our Company"	BExcellent Group Holdings Limited 精英匯集團控股有限公司 (formerly known as Beacon Group Holdings Limited 遵理集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 15 April 2015
"Deed of Acting in Concert"	the deed of acting in concert dated 2 October 2015 executed by the Core Shareholders, whereby they confirmed the existence of their acting in concert arrangements
"Director(s)"	the director(s) of the Company
"EDB"	the Education Bureau of the Government
"Exemption Order"	the Education (Exemption) (Private Schools Offering Non-Formal Curriculum) Order (Chapter 279F of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Education Ordinance"	the Education Ordinance (Chapter 279 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Group", "our Group", "we", "our", or "us"	the Company and its subsidiaries
"HKDSE"	Hong Kong Diploma of Secondary Education
"HKDSE Examinations"	examinations administered by the HKEAA in each subject offered under the HKDSE curriculum
"HKEAA"	the Hong Kong Examinations and Assessment Authority, an independent, self-financing statutory body which administers public examinations in Hong Kong
"intensive course(s)"	courses which are normally organised several months before school assessments or the HKDSE Examinations are held, and they are designed to help students review the key areas of a subject. The courses focus on specific topics of each subject, and provide insight on examination techniques and topics as well as providing additional preparation materials. Intensive courses typically comprise three to four individual lessons, or an individual lesson each running for approximately 75 to 90 minutes
"IELTS"	International English Language Testing System, an international standardised test of English language proficiency
"IT"	information technology
"lesson(s)"	a lesson typically runs for approximately 60 to 75 minutes

GLOSSARY

"Listing"	the listing of the Shares on the Main Board on the Listing Date
"Listing Date"	13 July 2018
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
"Main Board"	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
"maximum classroom capacity"	the maximum number of students permitted in our classrooms pursuant to the certificates of accommodation issued to our schools, and for school(s) in which the application for the certificate(s) of accommodation is/are being made, the maximum number of students in our classrooms that we have applied for
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
"regular course(s)"	courses which are offered from September to June. In general, regular course consists of four individual lessons, each running for approximately 60 to 75 minutes
"Secondary (1, 2, 3, 4, 5 or 6)" or "S (1, 2, 3, 4, 5 or 6)"	the respective secondary 1 to 6 (as the case may be) school levels under the 334 System
"secondary day school education"	secondary school education under the formal secondary school curriculum set forth by the EDB
"session(s)"	for supplementary secondary school education services, a session represents an independent course which consists of a number of lessons each running for no longer than a month; for day school services, a session represents a monthly duration of a course which runs in the academic year
"session enrollment(s)"	a student may enroll in a number of our sessions resulting in a number of enrollments. As such, the number of enrollment(s) may not correspond to the number of student(s)
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"summer course(s)"	courses which are designed to prepare students for the forthcoming academic year and are typically offered from mid-July until August and occasionally ended in September. In general, a summer course typically comprises three to six individual lessons, each running for approximately 60 to 75 minutes
"Top Five Tutors"	our tutors who generated the top five highest revenues for our Group from courses and products
"Top One Tutor"	our tutor who generated the highest revenue for our Group from courses and products
"unique student(s)"	students who paid for at least one session
"VIP self-study service(s)"	"video-induced-pedagogy" self-study services, which enable students to view pre-recorded lessons on an individual basis on computer terminals at selected teaching centres

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