

# Goldway Education Group Limited

(incorporated in the Cayman Islands with limited liability)

Stock Code : 8160

2018

Third Quarterly  
Report



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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange.

Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “**Director(s)**”) of Goldway Education Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this report misleading.*

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

## Goldway Education Group Limited



## FINANCIAL HIGHLIGHTS

For the nine months ended 31 December 2018, unaudited operating results of the Group were as follows:

- revenue of approximately HK\$26.6 million, representing an increase of 1.8% comparing to the same period of previous financial year;
- loss for the nine months ended 31 December 2018 amounted to approximately HK\$2.6 million, representing a decrease of 269.2% from the net profit of the same period of previous financial year; and
- the Directors do not recommend the payment of interim dividend for the nine months ended 31 December 2018.



## THIRD QUARTERLY RESULTS FOR THE NINE MONTHS ENDED 31 DECEMBER 2018

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited results of the Group for the nine months ended 31 December 2018 together with the comparative unaudited figures for the corresponding period in 2017 as follows:

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

For the nine months ended 31 December 2018

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2018	2017	2018	2017
		HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)
<b>Revenue</b>	3	<b>9,313</b>	8,882	<b>26,613</b>	26,142
Other income	3	<b>84</b>	31	<b>254</b>	115
Advertising expenses		<b>(3,651)</b>	(136)	<b>(3,922)</b>	(269)
Building management fees and rates		<b>(230)</b>	(214)	<b>(652)</b>	(633)
Depreciation expenses		<b>(891)</b>	(310)	<b>(1,596)</b>	(830)
Employee benefit expenses		<b>(4,467)</b>	(4,333)	<b>(12,575)</b>	(12,338)
Operating lease expenses		<b>(2,001)</b>	(2,077)	<b>(6,106)</b>	(6,385)
Other operating expenses		<b>(2,399)</b>	(1,475)	<b>(4,629)</b>	(3,953)
<b>Profit/(Loss) before income tax expense</b>		<b>(4,242)</b>	368	<b>(2,613)</b>	1,849
Income tax expense	5	<b>239</b>	(61)	<b>—</b>	(305)
<b>Profit/(Loss) and total comprehensive income attributable to owners of the Company for the period</b>		<b>(4,003)</b>	307	<b>(2,613)</b>	1,544
		<b>HK cent</b>	HK cent	<b>HK cent</b>	HK cent
<b>Basic (losses) earnings per share attributable to equity holders of the Company for the period</b>	7	<b>(0.77)</b>	0.06	<b>(0.5)</b>	0.30

## UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the nine months ended 31 December 2018

	Attributable to owners of the Company				
	Share capital	Share premium	Capital reserve	Retained profits	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance as at 1 April 2017	5,225	23,509	3,372	11,397	43,503
Profit and total comprehensive income for the year	—	—	—	3,921	3,921
At 31 March 2018 and 1 April 2018	5,225	23,509	3,372	15,318	47,424
Profit and total comprehensive income for the period	—	—	—	(2,613)	(2,613)
<b>Balance as at 31 December 2018 (unaudited)</b>	<b>5,225</b>	<b>23,509</b>	<b>3,372</b>	<b>12,705</b>	<b>44,811</b>
At 1 April 2017	5,225	23,509	3,372	11,397	43,503
Profit and total comprehensive income for the period	—	—	—	1,544	1,544
<b>Balance as at 31 December 2017 (unaudited)</b>	<b>5,225</b>	<b>23,509</b>	<b>3,372</b>	<b>12,941</b>	<b>45,047</b>



## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION

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

In the opinion of the directors of the Company, the ultimate controlling parties of the Group are Mr. Cheung Lick Keung and his brother Mr. Cheung Luk Sun, who collectively control the Company through shares of the Company held by Digital Achiever Limited and Golden Dust Holdings Limited, companies incorporated in the British Virgin Islands which are wholly owned by Mr. Cheung and Mr. Cheung Luk Sun respectively.

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

### 2. BASIS OF PRESENTATION AND PREPARATION

The Company became the holding company of the companies now comprising the Group subsequent to the completion of reorganisation on 3 November 2016, the Group is regarded as a continuing entity resulting from the Reorganisation since the insertions of certain new holding companies at the top of Billion Bright Management Limited have no commercial substance and do not form a business combination. Accordingly, the consolidated financial statements have been prepared using the principles of merger accounting as if the reorganisation had occurred as of the beginning of the earliest period presented and the current group structure had always been in existence.

The consolidated statement of profit or loss and other comprehensive income and the consolidated statement of changes in equity of the Group for the period ended 30 September 2017 and 2018 include the financial performance of all companies now comprising the Group, as if the current structure had been in existence throughout the reporting periods, or since their respective dates of incorporation, where there is a shorter period.

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

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



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

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

Other than changes in accounting policies resulting from application of new and amendments to HKFRSs, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2018 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2018.

#### **Application of new and amendments to HKFRSs**

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2018 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 9	Financial instruments
HKFRS 15	Revenue from Contracts with Customers

The new and amendments to HKFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments which results in changes in accounting policies, amounts reported and/or disclosures as described below.

#### ***HKFRS 9, Financial instruments***

HKFRS 9 replaces HKAS 39, Financial instruments: recognition and measurement. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

##### *(i) Classification and measurement of financial assets and financial liabilities*

HKFRS 9 categories financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income ("FVOCI") and at fair value through profit or loss ("FVPL"). These supersede HKAS 39's categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

The measurement categories for all financial assets and financial liabilities of the Group remain the same under HKFRS 9. The carrying amounts for all financial assets and financial liabilities as at 1 January 2018 have not been impacted by the initial application of HKFRS 9.

The Group did not designate or re-designate any financial asset or financial liability at FVPL at 1 January 2018.





(ii) *Credit losses*

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the “expected credit loss” (“**ECL**”) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the incurred loss accounting model in HKAS 39.

The Group applies the new ECL model to financial assets measured at amortised cost (including cash and cash equivalents and trade and other receivables).

**Measurement of ECLs**

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expect to receive).

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

The Group applies the simplified approach to provide for ECL prescribed by HKFRS 9, which permits the use of the lifetime expected losses for all trade receivables. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics. Future cash flows of each group receivables are estimated on the basis of historical credit loss experience, adjusted to reflect the effects of current conditions as well as forward looking information.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument’s credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount.





**Impact of the ECL model**

The adoption of the ECL model under HKFRS 9 does not have material impact on the carrying amounts of the Group's financial assets as at 1 January 2018.

***HKFRS 15, Revenue from contracts with customers***

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18, Revenue, which covered revenue arising from sale of goods and rendering of services, and HKAS 11, Construction contracts, which specified the accounting for construction contracts.

**Timing of revenue recognition**

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. This may be at a single point in time or over time. HKFRS 15 identifies the following three situations in which control of the promised good or service is regarded as being transferred over time:

- When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under HKFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed.

The adoption of HKFRS 15 does not have a significant impact on when the Group recognises revenue from sales of goods.

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



### 3. REVENUE AND OTHER INCOME

Revenue from the Group's principal activities, which is also the Group's turnover, represents the income from provision of tutoring services. Revenue and other income recognised during the period is as follows:

	Three months ended 31 December		Nine months ended 31 December	
	2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)
Revenue				
Income from tutoring services	9,313	8,882	26,613	26,142
Other income				
Interest income	84	31	254	115

### 4. SEGMENT INFORMATION

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

	Three months ended 31 December		Nine months ended 31 December	
	2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)
Primary tutoring services	2,531	2,402	7,300	6,360
Secondary tutoring services	6,782	6,480	19,313	19,782
	9,313	8,882	26,613	26,142

The Company is an investment holding company and the principal place of the Group's operation is in Hong Kong. For the purpose of segment information disclosures under HKFRS 8, the Group regarded Hong Kong as its place of domicile. All the Group's revenue and non-current assets are principally attributable to Hong Kong, being the single geographical region.



**5. INCOME TAX EXPENSES**

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit during the nine months ended 31 December 2017 and 2018.

**6. DIVIDEND**

The Directors do not recommend the payment of interim dividend for the nine months ended 31 December 2017 and 2018.

**7. EARNINGS PER SHARE**

	Three months ended 31 December		Nine months ended 31 December	
	2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)
<b>Earnings</b>				
Profit/(Loss) for the period attributable to the owners of the Company	(4,003)	307	(2,613)	1,544
<b>Number of shares</b>				
Weighted average number of shares for the purpose of calculating basic earnings per share	522,500,000	522,500,000	522,500,000	522,500,000

The number of shares used for the purpose of calculating basic earnings per share has been retrospectively adjusted for the issue of shares during the Reorganisation and capitalisation issue as if the shares had been in issue throughout the entire reporting periods.

Diluted earnings per share amount was the same as basic earnings per share amount as there were no potential dilutive shares outstanding for the nine months ended 31 December 2017 and 2018.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

#### *Tutorial Business*

During the current reporting period, the Group remained to focus on provision of tutoring services to secondary school students and primary school students in Hong Kong and continued to develop and expand the geographic coverage with cost measurements. As at 31 December 2018, the Group had a total of 13 centres.

During the reporting period, we spent more on advertising and slightly recovery of revenue generated from secondary school students was resulted. The growth was still mainly contributed by provision of tutoring services to primary school students which its revenue increased to HK\$7.3 million for the nine months ended 31 December 2018, representing a growth of 14.8% comparing to that of the corresponding period last financial year.

#### *Franchise Development*

During the reporting period, we had 3 franchisees joined.

#### *Memorandum of Understanding on Training Course in Malaysia*

On 19 November 2018, a wholly-owned subsidiary of the Company, entered into the memorandum of understanding with a third party, in relation to the parties' intention for (i) the cooperation on the training course in Malaysia; (ii) the establishment of a joint venture; and (iii) the operation and management and the parties' respective mutual rights and obligations relating to the joint venture. However, since no business plan has been formulated and no formal agreement in respect of the memorandum of understanding has been entered into, the memorandum of understanding was lapsed on 18 January 2019.



## Outlook

Moving forward, the Group will continue to focus on provision of tutoring services to secondary school students and primary school students in Hong Kong and will have more internal generated resources allocating to the franchise development. The Group will also follow the future plans disclosed in the prospectus issued by the Company dated 17 November 2016 (the “**Prospectus**”).

Moving forward, the management still expects competition in tutoring services will still be very keen. Hence, besides expanding the geographic coverage by expansion and franchise program, the Group will proactively explore business collaboration and investment opportunities in education or other sectors using internal generated resources.

## Financial Review

### *Revenue*

For the nine months ended 31 December 2018, the Group recorded total revenue of approximately HK\$26.6 million, representing an increase of 1.8% from the revenue of approximately HK\$26.1 million for the nine months ended 31 December 2017.

### *Employee benefit expenses*

Employee benefit expenses mainly consist of wages and salaries, pension costs and other benefits to the Directors and the staff. Comparing to the same period of previous financial year, employee benefit expenses slightly increased by approximately 1.9% to HK\$12.6 million for the nine months ended 31 December 2018, which was primarily resulted from the recruitment of staff to support its expanding operations in different districts and the increase in other benefits incurred for employees.



### ***Operating lease expenses***

The operating lease expense comprises rental expenses of tutorial centres. The operating lease expense decreased by approximately 4.4% to approximately HK\$6.1 million for the nine months ended 31 December 2018 from approximately HK\$6.4 million for the nine months ended 31 December 2017. The decrease was mainly due to closure of Lung Mun Centre and Kingswood Richly Plaza centre.

### ***Net profit and net profit margin***

The Group recorded a loss attributable to owners of the Company amounted to approximately HK\$2.6 million for the nine months ended 31 December 2018 (2017: profit amounted to approximately HK\$1.5 million), representing a decrease of approximately 269.2% from net profit of the same period of previous financial year. The drop was mainly due to the additional spendings in advertising amounted to approximately HK\$3.4 million and professional fee for new project amounted to approximately HK\$0.7 million.

## **CONTINGENT LIABILITIES**

As at 31 December 2018, the Group did not have any significant contingent liabilities.



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

As at 31 December 2018, the interests and short positions of the Directors and chief executive of the Company in the shares (the “**Shares**”), underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance) (the “**SFO**”) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules required to be notified to the Company and the Stock Exchange, were as follows:

### Long position in the Shares

Name of Director	Capacity/ Nature of interest	Number of Shares	Approximate percentage of issued share capital
Mr. Cheung Lick Keung	Interest in controlled corporation (Note 1)	166,810,000	31.96%
Ms. Chan Hoi Ying Karina	Interest of spouse (Note 2)	166,810,000	31.96%

Notes:

1. The entire issued share capital of Digital Achiever Limited is legally and beneficially owned by Mr. Cheung Lick Keung. Mr. Cheung Lick Keung is deemed to be interested in the Shares in which Digital Achiever Limited is interested in under Part XV of the SFO.
2. Ms. Chan Hoi Ying Karina is the spouse of Mr. Cheung Lick Keung. Ms. Chan Hoi Ying Karina is deemed to be interested in the Shares in which Mr. Cheung Lick Keung is interested in under Part XV of the SFO.





Save as disclosed above, as at 31 December 2018, none of the Directors and chief executive of the Company or their associates had any interest or short position in any Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules required to be notified to the Company and the Stock Exchange.

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

As at 31 December 2018, so far as the Directors are aware, the interests or short positions owned by the following persons (other than the Directors or chief executive of the Company) in the Shares or underlying Shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO, or who will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group:

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

<b>Name of Director</b>	<b>Capacity/ Nature of interest</b>	<b>Number of Shares</b>	<b>Approximate percentage of issued share capital</b>
Digital Achiever Limited	Beneficial owner (Note 1)	166,810,000	31.96%
Golden Dust Holdings Limited	Beneficial owner (Note 2)	166,740,000	31.94%
Mr. Cheung Luk Sun	Interest in controlled Corporation (Note 2)	166,740,000	31.94%
Ms. Wong Sau Yee Margaret	Interest of spouse (Note 3)	166,740,000	31.94%



**Notes:**

1. The entire issued share capital of Digital Achiever Limited is legally and beneficially owned by Mr. Cheung Lick Keung. Mr. Cheung Lick Keung is deemed to be interested in the Shares in which Digital Achiever Limited is interested in under Part XV of the SFO.
2. The entire issued share capital of Golden Dust Holdings Limited is legally and beneficially owned by Mr. Cheung Luk Sun. Mr. Cheung Luk Sun is deemed to be interested in the Shares in which Golden Dust Holdings Limited is interested in under Part XV of the SFO.
3. Ms. Wong Sau Yee Margaret is the spouse of Mr. Cheung Luk Sun. Ms. Wong Sau Yee Margaret is deemed to be interested in all the Shares in which Mr. Cheung Luk Sun is interested in under Part XV of the SFO.

Save as disclosed above and as at 31 December 2018, the Directors are not aware of any interests or short positions owned by any persons (other than the Directors or chief executive officer of the Company) in the Shares or underlying Shares of the Company which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group.

**DIRECTORS' INTERESTS IN CONTRACTS**

No Director had a material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the nine months ended 31 December 2018.

**DIRECTORS' INTERESTS IN COMPETING BUSINESSES**

During the nine months ended 31 December 2018 and up to the date of this report, none of the Directors or substantial shareholders of the Group or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group, or has any other conflict of interest with the Group.

**SHARE OPTION SCHEMES**

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



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

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

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

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry to the Directors, the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transaction by Directors during the Reporting Period.

## **CORPORATE GOVERNANCE PRACTICES**

During the Reporting Period, the Company has complied with all the applicable code provisions as set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules except for the deviation described below. The code provision A.2.1 of Appendix 15 to the GEM Listing Rules requires the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, the Board is of the view that Mr. Cheung Lick Keung has been managing the Group's business and the overall financial and strategic planning since September 2005. The Board believes that the vesting of the roles of chairman and chief executive officer in Mr. Cheung Lick Keung is beneficial to the business operations and management of the Group and will provide a strong and consistent leadership to the Group. In addition, due to the presence of three independent non-executive Directors, the Board considers that no one individual has unfettered power of decision. Accordingly, the Company has not segregated the roles of its chairman and chief-executive officer as required by Code Provision A.2.1 of Appendix 15 to the GEM Listing Rules. Therefore, the Board considers that the deviation from paragraph A.2.1 of the CG Code is appropriate in the aforesaid circumstance.



## INTERESTS OF THE COMPLIANCE ADVISER

During the nine months ended 31 December 2018 and up to the date of this report, as notified by the Company's compliance adviser, Kingsway Capital Limited (the "**Compliance Adviser**"), except for the compliance adviser agreement dated 15 November 2016 entered into between the Company and the Compliance Adviser, neither the Compliance Adviser nor its directors, employees or associates had any interests in relation to the Company or any other companies of the Group (including options or rights to subscribe for such securities) which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

## AUDIT COMMITTEE

The Audit Committee was established with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules pursuant to a resolution of the Directors passed on 3 November 2016. The primary duties of the audit committee are mainly to make recommendations to the Board on the appointment and removal of the external auditors, review the financial statements and material advice in respect of financial reporting and oversee the internal control procedures of the Company. At present, the audit committee comprises Mr. Chan Hoi Keung Terence, Mr. Sek Ngo Chi and Mr. Ho Kin, all being the independent non-executive Directors of the Group. Mr. Chan Hoi Keung Terence is the chairman of the audit committee. The audit committee has reviewed the unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2018 and was of the opinion that the preparation of such statements complied with applicable accounting standards and that adequate disclosure has been made in respect thereof.

By order of the Board  
**Goldway Education Group Limited**  
**Cheung Lick Keung**  
*Executive Director and Chairman*

Hong Kong, 13 February 2019

*As at the date of this report, the executive Directors are Mr. Cheung Lick Keung and Ms. Chan Hoi Ying Karina; the non-executive directors are Mr. Tsang Hin Man Terence and Ms. Wong Yi Ling; and the independent non-executive Directors are Mr. Chan Hoi Keung Terence, Mr. Sek Ngo Chi and Mr. Ho Kin.*

