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## **BExcellent Group Holdings Limited**

**精英匯集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1775)**

### **ANNOUNCEMENT OF ANNUAL RESULTS**

#### **FOR THE YEAR ENDED 31 JULY 2024**

#### **FINANCIAL HIGHLIGHTS**

Summary of the results of the Group for the financial year ended 31 July 2024 compared to that of the year ended 31 July 2023 is as follows:

- The Group's revenue increased by 19.8% from HK\$131.2 million to HK\$157.1 million.
- Total number of session enrollments of private supplementary secondary school education services decreased by 8.3% from 132,000 to 121,000.
- Loss of the Group decreased by 13.5% from HK\$26.9 million to HK\$23.3 million.
- Adjusted loss of the Group decreased by 27.0% from HK\$31.8 million to HK\$23.2 million.\*
- Loss attributable to owners of the Company decreased by 11.6% from HK\$27.8 million to HK\$24.6 million.

As at 31 July 2024, the Group had cash and cash equivalents of HK\$76.6 million (2023: HK\$75.3 million).

The Board does not recommend the payment of a final dividend for the year ended 31 July 2024.

\* Loss of the Group was adjusted by excluding the decrease in fair value of investment property, fair value gain on financial assets at fair value through profit or loss and impairment loss of intangible asset.

#### **ANNUAL RESULTS**

The board (the “**Board**”) of directors (the “**Directors**”) of BExcellent Group Holdings Limited (the “**Company**”) is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 July 2024, which have been reviewed by the Company's Audit Committee. Unless specified otherwise, (i) capitalised terms used herein shall have the same meanings as used in the immediately preceding annual report of the Company; and (ii) where appropriate, numerical figures or percentages presented herein shall be approximate figures and percentages (as the case may be).

# 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	3	157,084	131,162
Other income	4	10,253	11,050
Other (losses) gains - net	4	(309)	3,490
Staff costs	5	(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
<b>Operating loss</b>		<b>(20,342)</b>	<b>(26,637)</b>
Finance costs	6	(3,859)	(2,670)
Share of profits of associates		1,157	2,535
<b>Loss before tax</b>	7	<b>(23,044)</b>	<b>(26,772)</b>
Income tax expense	8	(253)	(169)
<b>Loss for the year</b>		<b>(23,297)</b>	<b>(26,941)</b>
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 fair value through other comprehensive income		(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	9	(4.85)	(5.53)
• Diluted loss per share	9	(4.85)	(5.53)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 July 2024

		2024	2023
	<i>Notes</i>	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>Non-current assets</b>			
Property, plant and equipment		7,985	9,022
Right-of-use assets		29,937	30,866
Investment property		14,600	18,000
Intangible assets		6,917	8,240
Interests in associates		5,861	5,104
Financial asset at fair value through other comprehensive income		16	66
Deferred tax assets		4,578	4,594
Financial assets at fair value through profit or loss		335	335
Deposits	12	2,931	2,068
		<u>73,160</u>	<u>78,295</u>
<b>Current assets</b>			
Accounts receivables	11	6,073	2,626
Deposits, prepayments and other receivables	12	19,314	16,403
Financial assets at fair value through profit or loss		19,606	17,092
Cash and cash equivalents		76,560	75,283
		<u>121,553</u>	<u>111,404</u>
<b>Current Liabilities</b>			
Other payables	13	14,794	14,189
Contract liabilities		24,935	12,896
Income tax payable		427	192
Borrowings		80,292	63,565
Lease liabilities		13,490	10,043
		<u>133,938</u>	<u>100,885</u>
<b>Net current (liabilities) assets</b>		<u>(12,385)</u>	<u>10,519</u>
<b>Total assets less current liabilities</b>		<u>60,775</u>	<u>88,814</u>

	<i>Notes</i>	<b>2024</b> <i>HK\$'000</i>	2023 <i>HK\$'000</i>
<b>Non-current liabilities</b>			
Other payables	<i>13</i>	<b>1,267</b>	941
Deferred tax liabilities		<b>18</b>	16
Lease liabilities		<b>5,367</b>	9,360
		<u><b>6,652</b></u>	<u>10,317</u>
<b>Net assets</b>		<u><b>54,123</b></u>	<u>78,497</u>
<b>Equity</b>			
Share capital		<b>124,135</b>	124,135
Reserve		<b>(71,677)</b>	(47,062)
<b>Equity attributable to owners of the Company</b>		<b>52,458</b>	77,073
Non-controlling interests		<b>1,665</b>	1,424
<b>Total equity</b>		<u><b>54,123</b></u>	<u>78,497</u>

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

# Notes to the Consolidated Financial Statements

## 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 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 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.

## **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.

### 3. 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 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 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.

	<b>2024</b>	2023
	<b>HK\$’000</b>	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	<b>95,481</b>	87,008
– Private secondary day school services	<b>12,553</b>	11,570
– School services	<b>28,176</b>	16,354
– Ancillary education services and products	<b>20,874</b>	16,230
	<b>157,084</b>	131,162
	<b>2024</b>	2023
	<b>HK\$’000</b>	HK\$’000
Timing of revenue recognition:		
– Over time	<b>149,345</b>	124,812
– At a point in time	<b>7,739</b>	6,350
Total revenue from contracts with customers	<b>157,084</b>	131,162

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.

## 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 asset, is presented based on the geographical location of the assets.

	Revenue from external customers		Non-current assets	
	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
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.

#### 4. OTHER INCOME AND OTHER (LOSSES) GAINS - NET

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
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	(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.

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

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

	<b>2024</b>	2023
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
Basic salaries, housing allowances, other allowances and benefits in kind	<b>8,574</b>	8,576
Contributions to retirement benefits scheme	<b>90</b>	90
	<u><b>8,664</b></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. The emoluments of the remaining individual fell within the following band:

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

**6. FINANCE COSTS**

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

## 7. LOSS BEFORE TAX

	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Loss before tax has been arrived at after charging:</b>		
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
	<u>5,448</u>	<u>5,345</u>

## 8. INCOME TAX EXPENSE

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

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

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% (2023: 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%.

## 9. 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 ( <i>HK\$'000</i> )	(24,615)	(27,844)
Weighted average number of shares in issue ( <i>thousand shares</i> )	<u>507,632</u>	<u>503,283</u>
Basic loss per share attributable to owners of the Company ( <i>HK cent</i> )	<u>(4.85)</u>	<u>(5.53)</u>

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.

## 10. DIVIDENDS

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

## 11. ACCOUNTS RECEIVABLES

	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Account receivables	6,216	2,626
Less: Allowance for impairment	<u>(143)</u>	<u>—</u>
	<u>6,073</u>	<u>2,626</u>

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

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all accounts receivables. To measure the expected credit losses, 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.

## 12. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

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

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.

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.

### 13. OTHER PAYABLES

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

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

# 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:

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

### ***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 enrolment 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:

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

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 approximately 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:

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

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.

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 announcement, 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 enrolment 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 approximately 53.4% (2023: approximately 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	
	<i>HK\$'000</i>	<i>% of revenue</i>	<i>HK\$'000</i>	<i>% of revenue</i>
Staff costs	<b>69,835</b>	<b>44.5</b>	67,167	51.2
Tutor service fees	<b>27,790</b>	<b>17.7</b>	26,168	20.0
Depreciation of ROU assets	<b>14,823</b>	<b>9.4</b>	12,152	9.3
Short-term lease and low-value lease payments	<b>10,201</b>	<b>6.5</b>	12,256	9.3
Advertising and promotion expenses	<b>5,671</b>	<b>3.6</b>	5,666	4.3
Printing and other operating expenses	<b>54,387</b>	<b>34.6</b>	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) 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.

## **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 receivable 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.

## **Charges on the Group's Assets**

The Group has an investment property with carrying value of approximately 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.



## **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.

## **Gearing ratio**

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

## **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 announcement, 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 the Corporate Governance Report of the Annual Report for Shareholders' evaluation.

## **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; and (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.

## **AUDIT COMMITTEE AND REVIEW OF PRELIMINARY ANNOUNCEMENT BY THE INDEPENDENT AUDITOR**

The Audit Committee comprises three independent non-executive Directors, namely 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). The Audit Committee has reviewed the preliminary announcement and the consolidated financial statements of the Company for the year ended 31 July 2024, including the accounting principles and practices adopted by the Company. The figures in respect of the Company's consolidated statement of financial position, consolidated statement of comprehensive income and the related notes thereto for the year ended 31 July 2024 as set out in this preliminary announcement have been agreed by the Company's independent auditor, SHINEWING (HK) CPA Limited, Certified Public Accountants of Hong Kong ("SHINEWING") to the amounts set out in the Company's consolidated financial statements for the year. The work performed by SHINEWING in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently, no assurance has been expressed by SHINEWING on this preliminary announcement.

## **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 ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company ("Share(s)") on a pro-rata basis to its existing Shareholders.

## **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.

## **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 announcement.

## **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 announcement.

## **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 announcement, based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this announcement.

## **DIVIDENDS**

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

## **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 announcement.

## **ANNUAL GENERAL MEETING**

The AGM is to be held on Friday, 20 December 2024. A notice convening the AGM and all other relevant documents will be published and despatched to the Shareholders in due course.

## **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.

## **PUBLICATION OF PRELIMINARY ANNOUNCEMENT AND ANNUAL REPORT**

This preliminary announcement is published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.bexcellentgroup.com](http://www.bexcellentgroup.com)). The annual report of the Company for the year ended 31 July 2024 containing all the information required by the Listing Rules will be despatched to the Shareholders and made available on the same websites in due course.

By order of the Board

**BExcellent Group Holdings Limited**

**Leung Ho Ki, June**

*Chairman*

Hong Kong, 29 October 2024

*As at the date of this announcement, the Company's executive directors are Ms. Leung Ho Ki, June (Chairman), Mr. Tam Wai Lung (Chief Executive Officer), Mr. Chan Tsz Ying, Wister and Mr. Li Man Wai; and the independent non-executive directors are Mr. Kwan Chi Hong, Mr. Li Kai Sing, and Mr. Tai Kwok Leung, Alexander.*