

**THE HONG KONG CHARTERED GOVERNANCE
INSTITUTE FOUNDATION LIMITED**
(香港公司治理公會基金有限公司)
(Incorporated in Hong Kong and limited liability by guarantee)

**Report of the Council and
Financial Statements
For the year ended 30 June 2025**

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
(香港公司治理公會基金有限公司)
REPORT OF THE COUNCIL

The Council members present their report together with the audited financial statements of The Hong Kong Chartered Governance Institute Foundation Limited (“the Foundation”) for the year ended 30 June 2025.

PRINCIPAL ACTIVITY

The principal activity of the Foundation is providing awards and/or scholarships and subsidies to people in need to pursue studies in company secretarial and corporate governance and related subjects.

FINANCIAL STATEMENTS AND APPROPRIATIONS

The financial performance of the Foundation for the year ended 30 June 2025 and the financial position of the Foundation as at that date are set out in the financial statements on pages 6 to 20.

COUNCIL MEMBERS

The Council members who held office during the financial year and up to date of this report are:

David John Simmonds
Chow Wai Shing Daniel
Pang King Ling Ellie
Chau Siu Lun
Lo Sze Man Stella

In accordance with Article 30 of the Foundation’s Articles of Association, all the Council members shall retire, and being eligible, offer themselves for re-election as Council members.

INDEMNITY OF COUNCIL MEMBERS

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the Council members of the Foundation is in force during the financial year and as at the date of this report.

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
(香港公司治理公會基金有限公司)
REPORT OF THE COUNCIL

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Foundation were entered into or existed during the year.

REPORTING EXEMPTION

The Foundation fell within the reporting exemption under Section 359 of the Hong Kong Companies Ordinance, Cap.622, and accordingly the preparation of a business review is exempted under Section 388 of the Hong Kong Companies Ordinance, Cap.622. For the same reason, the disclosures of council members' material interests in transactions, arrangements or contracts and arrangements to purchase shares or debentures are not applicable under Companies (Council's Report) Regulation, Cap.622D.

AUDITOR

The financial statements for the year ended 30 June 2025 have been audited by BDO Limited, who will retire and, being eligible, seek reappointment at the forthcoming Annual General Meeting of the Foundation.

On behalf of the Council



David John Simmonds
President

Hong Kong, 3 November 2025



Tel : +852 2218 8288
Fax : +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

**INDEPENDENT AUDITOR'S REPORT
TO THE SOLE MEMBER OF THE HONG KONG CHARTERED GOVERNANCE INSTITUTE
FOUNDATION LIMITED
(香港公司治理公會基金有限公司)**

(Incorporated in Hong Kong and limited liability by guarantee)

Opinion

We have audited the financial statements of The Hong Kong Chartered Governance Institute Foundation Limited ("the Foundation") set out on pages 6 to 20, which comprise the statement of financial position as at 30 June 2025, and the statement of comprehensive income, the statement of changes in reserves and funds and the statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the financial statements give a true and fair view of the financial position of the Foundation as at 30 June 2025 and of its financial performance and its cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for Opinion

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

Other Information

The Council members are responsible for the other information. The other information comprises the information included in the Report of the Council, but does not include the financial statements and our auditor's report thereon.

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

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



**INDEPENDENT AUDITOR'S REPORT
TO THE SOLE MEMBER OF THE HONG KONG CHARTERED GOVERNANCE INSTITUTE
FOUNDATION LIMITED**

(香港公司治理公會基金有限公司)

(Incorporated in Hong Kong and limited liability by guarantee)

Council Members' Responsibilities for the Financial Statements

The Council members of the Foundation are responsible for the preparation of financial statements that give a true and fair view in accordance with HKFRS Accounting Standards as issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the Council members determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



**INDEPENDENT AUDITOR'S REPORT
TO THE SOLE MEMBER OF THE HONG KONG CHARTERED GOVERNANCE INSTITUTE
FOUNDATION LIMITED**

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Auditor's Responsibilities for the Audit of the Financial Statements - Continued

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Council members.
- conclude on the appropriateness of the Council members' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Foundation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Foundation to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

BDO Limited
Certified Public Accountants

Or Ying Ying, Anita
Practising Certificate Number: P07424

Hong Kong, 3 November 2025


THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
(香港公司治理公會基金有限公司)
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2025

	Notes	2025 HK\$	2024 HK\$
Revenue	6	375,148	377,123
Other income	7	11,860	15,608
Operating expenses		<u>(265,357)</u>	<u>(343,985)</u>
Surplus before income tax expense	8	<u>121,651</u>	<u>48,746</u>
Income tax expense	10	<u>-</u>	<u>-</u>
Surplus and total comprehensive income for the year		<u><u>121,651</u></u>	<u><u>48,746</u></u>

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
(香港公司治理公會基金有限公司)
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2025

	2025 HK\$	2024 HK\$
ASSETS AND LIABILITIES		
CURRENT ASSETS		
Prepayments	931	295
Cash and cash equivalents	<u>1,971,339</u>	<u>1,841,624</u>
	<u>1,972,270</u>	<u>1,841,919</u>
CURRENT LIABILITIES		
Accrued expenses	<u>159,700</u>	<u>151,000</u>
	<u>159,700</u>	<u>151,000</u>
NET CURRENT ASSETS/ NET ASSETS	<u><u>1,812,570</u></u>	<u><u>1,690,919</u></u>
RESERVES AND FUNDS		
General fund	<u><u>1,812,570</u></u>	<u><u>1,690,919</u></u>

On behalf of the Council



 David John Simmonds
 President



 Chow Wai Shing Daniel
 Treasurer

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
(香港公司治理公會基金有限公司)

STATEMENT OF CHANGES IN RESERVES AND FUNDS
FOR THE YEAR ENDED 30 JUNE 2025

	General fund HK\$
At 1 July 2023	1,642,173
Surplus and total comprehensive income for the year	<u>48,746</u>
At 30 June 2024 and 1 July 2024	1,690,919
Surplus and total comprehensive income for the year	<u>121,651</u>
At 30 June 2025	<u><u>1,812,570</u></u>

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
(香港公司治理公會基金有限公司)
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2025

	2025 HK\$	2024 HK\$
Cash flows from operating activities		
Surplus before income tax expense	121,651	48,746
Adjustment for:		
Bank interest income	<u>(11,860)</u>	<u>(15,608)</u>
Operating surplus before changes in working capital	109,791	33,138
(Increase)/Decrease in prepayments	(636)	166
Increase in accrued expenses	<u>8,700</u>	<u>11,000</u>
Net cash generated from operating activities	<u>117,855</u>	<u>44,304</u>
Cash flows from investing activity		
Interest received	<u>11,860</u>	<u>15,608</u>
Cash generated from investing activity	<u>11,860</u>	<u>15,608</u>
Net increase in cash and cash equivalents	129,715	59,912
Cash and cash equivalents at beginning of the year	<u>1,841,624</u>	<u>1,781,712</u>
Cash and cash equivalents at end of the year		
- representing bank balances	<u>1,971,339</u>	<u>1,841,624</u>

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED

(香港公司治理公會基金有限公司)

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

1. CORPORATE STATUS AND PRINCIPAL ACTIVITIES

The Hong Kong Chartered Governance Institute Foundation Limited (the “Foundation”) is incorporated in Hong Kong with limited liabilities by guarantee under the Hong Kong Companies Ordinance. The registered address and principal place of business is at 3/F, Hong Kong Diamond Exchange Building, 8 Duddell Street, Central, Hong Kong.

The principal activity of the Foundation is providing awards and/or scholarships and subsidies to people in need to pursue studies in company secretarial and corporate governance and related subjects.

The Foundation is a wholly owned subsidiary of The Hong Kong Chartered Governance Institute (香港公司治理公會) (“HKCGI”); a company with limited liability by guarantee incorporated in Hong Kong, and the directors considered its ultimate holding company is HKCGI.

2. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements have been prepared in accordance with HKFRS Accounting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) as issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the Hong Kong Companies Ordinance.

(b) Basis of measurement

The financial statements have been prepared under the historical cost basis.

(c) Functional and presentation currency

The financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Foundation.

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
(香港公司治理公會基金有限公司)
NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2025

3. ADOPTION OF HKFRSs

(a) Adoption of amended HKFRSs - Effective 1 July 2024

The HKICPA has issued a number of amended HKFRSs that are first effective for the current accounting period of the Foundation:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 and Non-current Liabilities with Covenants
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback

None of these amended HKFRSs has a material impact on the Foundation's results and financial position for the current or prior period and consolidated financial statements disclosures.

(b) New or amended HKFRSs that have been issued but are not yet effective

The following new or amended HKFRSs, potentially relevant to the Foundation's financial statements, have been issued, but are not yet effective and have not been early adopted by the Foundation.

Amendments to HKFRS 9 and HKFRS 7	Classification and Measurement of Financial Instruments ¹
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity ¹
HKFRS 18	Presentation and Disclosure in Financial Statements ²
HKFRS 19	Subsidiaries without Public Accountability: Disclosures ²

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

² Effective for annual periods beginning on or after 1 January 2027

Except as disclosed below, the Foundation considered that the above new or amended standards are not expected to have a material impact on the Foundation's accounting policies and consolidated financial statements in the current or future reporting periods.

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
(香港公司治理公會基金有限公司)
NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2025

3. ADOPTION OF HKFRSs - Continued

(b) New or amended HKFRSs that have been issued but are not yet effective - Continued

HKFRS 18 - Presentation and Disclosure in Financial Statements

HKFRS 18 supersedes HKAS 1 *Presentation of Financial Statements* and will result in major consequential amendments to HKFRS Accounting Standards including HKAS 8 *Basis of Preparation of Financial Statements* (renamed from Accounting Policies, Changes in Accounting Estimates and Errors). Even though HKFRS 18 will not have any effect on the recognition and measurement of items in the consolidated financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorisation and subtotals in the statement of profit or loss, aggregation/disaggregation, and labelling of information and disclosure of management-defined performance measures.

HKFRS 18 is effective for annual periods beginning on or after 1 January 2027. Retrospective application is required and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with HKFRS 18.

HKFRS 19 - Subsidiaries without Public Accountability: Disclosure

HKFRS 19 allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other HKFRSs. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in HKFRS 10 *Consolidated Financial Statements*, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements available for public use which comply with HKFRSs. Earlier application is permitted. The Foundation is considering the application of HKFRS 19 in its specified financial statements.

Except as disclosed above, the Council members do not anticipate that the application of the amendments and revisions in the future will have an impact on the Foundation's financial performance and financial position.

The Council members anticipate that all of the relevant pronouncements will be adopted in the Foundation's accounting policies for the first period beginning after the effective date of the pronouncement.

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED

(香港公司治理公會基金有限公司)

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

4. MATERIAL ACCOUNTING POLICIES

(a) Financial instruments

(i) Financial assets

A financial asset is initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Subsequent measurement of debt instruments depends on the Foundation's business model for managing the asset and the cash flow characteristics of the asset. The Foundation has one category of financial assets being financial assets at amortised cost.

Financial assets at amortised cost are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

(ii) Impairment loss on financial assets

The Foundation recognises loss allowances for expected credit losses ("ECLs") on trade receivables and financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12-months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Foundation is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Foundation in accordance with the contract and all the cash flows that the Foundation expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
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NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2025

4. MATERIAL ACCOUNTING POLICIES - Continued

(a) Financial instruments - Continued

(ii) Impairment loss on financial assets - Continued

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Foundation considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Foundation's historical experience and informed credit assessment and including forward-looking information.

The Foundation assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Foundation considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Foundation in full, without recourse by the Foundation to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

(iii) Financial liabilities

The Foundation classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. The Foundation has one category of financial liabilities being financial liabilities at amortised cost.

Financial liabilities at amortised cost are initially recognised at fair value, net of directly attributable transaction costs incurred and are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED

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NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

4. MATERIAL ACCOUNTING POLICIES - Continued

(a) Financial instruments - Continued

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Derecognition

The Foundation derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9, *Financial Instruments*.

Financial liabilities are derecognised when the obligations specified in the relevant contract is discharged, cancelled or expires.

(b) Revenue recognition

Revenue is measured at the fair value of the consideration received and receivable. Provided it is probable that the economic benefits will flow to the Foundation and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

- (i) unconditional donation/sponsorship income is recognised in surplus or deficit in the year in which it was received. Conditional donation/sponsorship income is recognised in the statement of financial position as deferred revenue initially and recognised in surplus or deficit when the conditions are fulfilled; and
- (ii) interest income is recognised as it accrues using the effective interest method.

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED

(香港公司治理公會基金有限公司)

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

4. MATERIAL ACCOUNTING POLICIES - Continued

(c) Related parties

- (a) A person or a close member of that person's family is related to the Foundation if that person:
 - (i) has control or joint control over the Foundation;
 - (ii) has significant influence over the Foundation; or
 - (iii) is a member of the key management personnel of the Foundation or of the Foundation's parent.
- (b) An entity is related to the Foundation if any of the following conditions apply:
 - (i) The entity and the Foundation are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Foundation or an entity related to the Foundation.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Foundation or to the parent of the Foundation.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
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NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2025

4. MATERIAL ACCOUNTING POLICIES - Continued

(d) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Foundation has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATIES

In the application of the Foundation's accounting policies, the Council members are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. 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.

6. REVENUE

Revenue represents unconditional donations and sponsorships received during the years ended 30 June 2025 and 2024.

7. OTHER INCOME

	2025 HK\$	2024 HK\$
Bank interest income	<u>11,860</u>	<u>15,608</u>

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
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NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2025

8. SURPLUS BEFORE INCOME TAX EXPENSE

Surplus before income tax expense is arrived at after charging auditor's remuneration of HK\$24,700 (2024: HK\$24,000).

9. COUNCIL MEMBERS' REMUNERATION

During the years ended 30 June 2025 and 2024, no fees or other remuneration for serving as a member of the Council have been paid to Council members.

10. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax has been made in the financial statements, as the Foundation is exempt from Hong Kong Profits Tax under section 88 of the Inland Revenue Ordinance.

11. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these financial statements, the Foundation had the following transactions with related companies:

- a) Key management are the Council members whose remuneration is disclosed in Note 9.
- b) During the years ended 30 June 2025 and 2024, the Foundation had the following material related party transactions:

	2025 HK\$	2024 HK\$
Donation income from ultimate holding company	<u>359,828</u>	<u>374,423</u>

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
(香港公司治理公會基金有限公司)
NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2025

12. FINANCIAL RISK MANAGEMENT

Exposure to credit and liquidity risks arise in the normal course of the Foundation's operations. These risks are limited by the Foundation's financial management policies and practices described below.

(a) Credit risk

The Foundation's bank balances are held in a major financial institution in Hong Kong with high credit rating. The Council members do not consider the credit risk is significant.

(b) Liquidity risk

In the management of the liquidity risk, the Foundation monitors and maintains a level of cash and cash equivalents deemed adequate by the Council to finance the Foundation's operations and mitigate the effects of fluctuations in cash flows. The following table details the Foundation's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Foundation can be required to pay. The table includes both interest and principal cash flows.

	Within 1 year or on demand HK\$	Total contractual undiscounted cash flows HK\$	Total carrying amount HK\$
2025			
Accrued expenses	<u>159,700</u>	<u>159,700</u>	<u>159,700</u>
2024			
Accrued expenses	<u>151,000</u>	<u>151,000</u>	<u>151,000</u>

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE FOUNDATION LIMITED
(香港公司治理公會基金有限公司)
NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2025

13. CAPITAL RISK MANAGEMENT

The Foundation's objectives when managing capital are:

- to safeguard the Foundation's ability to continue as a going concern to enable its obligations under the Hong Kong Companies Ordinance are fulfilled; and
- to provide capital for the purpose of strengthening the Foundation's operational efficiency.

The Foundation regularly reviews and manages its capital to ensure adequacy for both operational and capital needs. All surpluses are transferred to the general fund for future operational needs.

The Council regularly reviews the need to obtain donations from its ultimate holding company and Council members to ensure operational needs are fully covered.

The Council regards the funds and reserves as capital of the Foundation.

14. FINANCIAL INSTRUMENTS BY CATEGORY

	2025 HK\$	2024 HK\$
<i>Financial assets measured at amortised cost</i>		
Cash and cash equivalents	<u>1,971,339</u>	<u>1,841,624</u>
<i>Financial liabilities measured at amortised cost</i>		
Accrued expenses	<u>159,700</u>	<u>151,000</u>

The carrying amounts of the Foundation's financial instruments carried at amortised cost at the reporting date approximate their fair values due to the immediate or short-term maturity of these financial instruments.

15. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Council on 3 November 2025.