

# 中國東方教育控股有限公司

## CHINA EAST EDUCATION HOLDINGS LIMITED

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

(股份代號 Stock Code: 667)

# 2022

## INTERIM REPORT

### 中期報告





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## OVERVIEW

China East Education Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are a leading provider in the vocational training education in China. Our business focuses on providing innovative vocational training education to students to increase their employability in the ever-changing employment market, as well as supporting China’s evolving workforce requirements driven by its sustained economic growth, urbanization and industrial upgrade.

Our vocational training education mainly covers four industry sectors, namely, culinary arts, information technology and internet technology, auto services as well as fashion and beauty. We serve these four industry sectors under seven school brands, namely New East Culinary Education, Omick Education of Western Cuisine and Pastry, Cuisine Academy, Xinhua Internet Technology Education, Wisezone Data Technology Education, Wontone Automotive Education and On-mind Fashion & Beauty Education. As of 30 June 2022, we operated 239 schools and centers with 143,566 average number of students enrolled and customers registered for the six months ended 30 June 2022. Our comprehensive nationwide school network covers almost all of the provinces in mainland China and Hong Kong.

## 概覽

中國東方教育控股有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)為中國領先職業技能教育提供商。我們的業務集中在為學生提供創新性職業技能教育，從而提高學生在不斷變化的就業市場中的就業能力，並支持因中國持續的經濟增長，城鎮化及產業升級而帶來的不斷變化的勞動力需求。

我們的職業技能教育主要涵蓋四個行業領域，即烹飪技術、信息技術及互聯網技術、汽車維修以及時尚美業。我們於七個學校品牌(即新東方烹飪教育、歐米奇西點西餐教育、美味學院、新華電腦教育、華信智原DT人才培訓基地、萬通汽車教育及歐曼諦時尚美業教育)旗下服務於該四個行業領域。截至2022年6月30日，我們運營239所學校及中心，截至2022年6月30日止六個月的平均培訓人次及客戶註冊人數為143,566人次。我們全面且全國性學校網絡遍佈中國內地大部份省份及香港。

## Our Brands 集團旗下品牌



Comprehensive cuisine training programs including eight Chinese regional cuisines and western culinary skills  
全面的烹飪培訓課程  
教授中國八大菜系及西方菜餚烹飪技巧

61,869<sup>1</sup>



High-quality western style catering education providing specialized culinary training  
高品質西式餐飲教育  
提供專業烹飪培訓

4,748<sup>1</sup>



Customized catering experience centers providing customized catering experience services to customers who are interested in cooking or who plan to establish their own businesses in the catering industry  
私人訂製烹飪體驗中心  
為對烹飪感興趣或計劃於餐飲行業建立自己的公司的客戶提供私人訂製烹飪體驗服務

1,017<sup>1</sup>



Information technology & Internet technology training providing a wide range of information technology and internet technology related courses  
信息技術及互聯網技術培訓  
提供一系列信息技術及互聯網技術相關課程

42,030<sup>1</sup>



Data technology education cultivating professional data technology engineers  
DT人才培訓基地  
培養專業數據技術工程師

835<sup>1</sup>



Auto-related skills practical training focusing on providing practical training on auto repair skills and other auto services  
汽車相關技能實訓  
專注提供汽車維修技能及其他汽車服務的實訓

32,315<sup>1</sup>



Fashion & beauty skills training focusing on cultivating high skills fashion & beauty professionals  
時尚美業相關培訓  
專注培養高技能時尚美業人才

752<sup>1</sup>

Note 1: Average number of students/customers registered for the six months ended 30 June 2022  
附註1: 截至2022年6月30日止六個月的平均培訓人次/客戶註冊人數

## Highlights 摘要

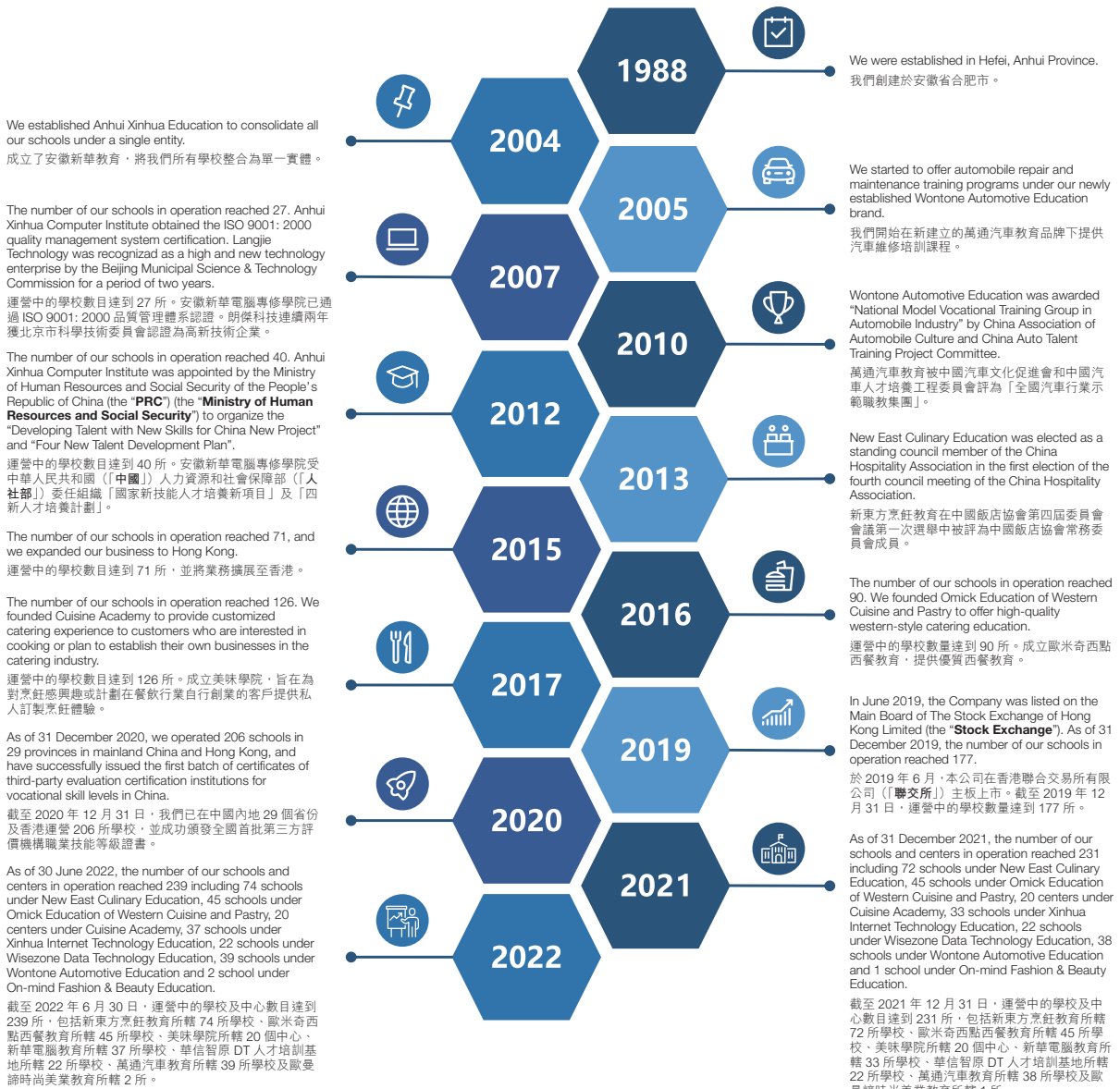
The following chart sets forth the information of our seven school brands as of 30 June 2022:

下圖載列截至2022年6月30日我們七個學校品牌的資料：

Segments 分部	Brands 品牌	No. of schools/ centers in operation as of 30 June 2022 於2022年 6月30日 運營中的 學校/中心數目	Average number of students enrolled/ customers registered for the six months ended 30 June 2022 截至2022年 6月30日 止六個月 平均培訓人次/ 客戶註冊人數	
Culinary Arts 烹飪技術	New East 新東方		74	61,869
	Omick 歐米奇		45	4,748
	Cuisine Academy 美味學院		20	1,017
Information Technology and Internet Technology 信息技術及互聯網技術	Xinhua Internet 新華電腦		37	42,030
	Wisezone 華信智原		22	835
Auto Services 汽車服務	Wontone 萬通		39	32,315
Fashion & Beauty 時尚美業	On-mind 歐曼諦		2	752
TOTAL 合計			239	143,566

## KEY MILESTONE

### 關鍵里程碑



## FINANCIAL SUMMARY

## 財務概要

		Six months ended 30 June Unaudited Consolidated 截至6月30日止六個月 未經審核綜合	
		2022 2022年 (RMB million) (人民幣百萬元)	2021 2021年 (RMB million) (人民幣百萬元)
Revenue	收入	1,879	2,001
Gross profit	毛利	993	1,107
Profit before taxation	稅前利潤	326	335
Net profit for the period	期內純利	236	233
Adjusted net profit <sup>(1)</sup>	經調整純利 <sup>(1)</sup>	175	301
Adjusted EBITDA <sup>(2)</sup>	經調整息稅折舊及攤銷前利潤 <sup>(2)</sup>	674	782
		As at 於	
		30 June 2022 2022年 6月30日 Unaudited 未經審核 (RMB million) (人民幣百萬元)	31 December 2021 2021年 12月31日 Audited 經審核 (RMB million) (人民幣百萬元)
Net assets	資產淨值	5,545	5,739
Total assets	總資產	9,355	9,636

1. Adjusted net profit was derived from the unaudited net profit for the respective periods excluding the effect of (i) non-cash share-based payment expenses and (ii) the net foreign exchange gains/losses. This is not Hong Kong Financial Reporting Standard (“HKFRS(s)”) measure. For details, please refer to the section headed “Management Discussion and Analysis – Financial Review – Adjusted Net Profit and Adjusted EBITDA” in this report.

2. Adjusted EBITDA was derived from the adjusted net profit for the respective periods excluding finance costs, income tax expenses, and depreciation expenses. This is not HKFRSs measure. For details, please refer to the section headed “Management Discussion and Analysis – Financial Review – Adjusted Net Profit and Adjusted EBITDA” in this report.

1. 經調整純利乃根據相關期內未經審核純利，並剔除(i)以非現金的股份基礎支付的開支及(ii)淨滙兌收益／虧損的影響而計算。其並非香港財務報告準則（「香港財務報告準則」）計量。有關詳情，請參閱本報告「管理層討論與分析－財務回顧－經調整純利及經調整息稅折舊及攤銷前利潤」一節。

2. 經調整息稅折舊及攤銷前利潤乃根據相關期內經調整純利扣除財務成本、所得稅開支及折舊開支而計算。此並非香港財務報告準則計量。有關詳情，請參閱本報告「管理層討論與分析－財務回顧－經調整純利及經調整息稅折舊及攤銷前利潤」一節。

## BOARD OF DIRECTORS

### Executive Directors

Mr. Wu Wei (*Chairman*)

Mr. Xiao Guoqing (*Deputy Chairman*)

### Non-executive Directors

Mr. Wu Junbao

Mr. Lu Zhen

### Independent Non-executive Directors

Mr. Hung Ka Hai, Clement

Dr. Zhu Guobin

Dr. Zang Yunzhi

## AUDIT COMMITTEE

Mr. Hung Ka Hai, Clement (*Committee Chairman*)

Dr. Zhu Guobin

Dr. Zang Yunzhi

## NOMINATION COMMITTEE

Mr. Wu Wei (*Committee Chairman*)

Dr. Zhu Guobin

Mr. Hung Ka Hai, Clement

## REMUNERATION COMMITTEE

Dr. Zhu Guobin (*Committee Chairman*)

Mr. Xiao Guoqing

Mr. Hung Ka Hai, Clement

## JOINT COMPANY SECRETARIES

Mr. Mao Chaosheng

Ms. Ng Sau Mei

## AUTHORISED REPRESENTATIVES

Mr. Wu Wei

Mr. Mao Chaosheng

## AUDITOR

Deloitte Touche Tohmatsu

Registered Public Interest Entity Auditors

35/F, One Pacific Place

88 Queensway

Hong Kong

## 董事會

### 執行董事

吳偉先生 (*主席*)

肖國慶先生 (*副主席*)

### 非執行董事

吳俊保先生

陸真先生

### 獨立非執行董事

洪嘉禧先生

朱國斌博士

臧蘊智博士

## 審核委員會

洪嘉禧先生 (*委員會主席*)

朱國斌博士

臧蘊智博士

## 提名委員會

吳偉先生 (*委員會主席*)

朱國斌博士

洪嘉禧先生

## 薪酬委員會

朱國斌博士 (*委員會主席*)

肖國慶先生

洪嘉禧先生

## 聯席公司秘書

毛超聖先生

伍秀薇女士

## 授權代表

吳偉先生

毛超聖先生

## 核數師

德勤•關黃陳方會計師行

註冊公眾利益實體核數師

香港

金鐘道88號

太古廣場一座35樓



## LEGAL ADVISER AS TO HONG KONG LAW

Morgan, Lewis & Bockius  
Suites 1902-09, 19th Floor  
Edinburgh Tower, The Landmark, 15 Queen's Road Central  
Central, Hong Kong

## REGISTERED OFFICE IN CAYMAN ISLANDS

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN PRC

No. 1009 Xuelin Road  
Vocational Education Town, Yaohai District  
Hefei City, Anhui Province, PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 3207  
32/F, Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong

## COMPANY WEBSITE

[www.chinaeastedu.com](http://www.chinaeastedu.com)

## STOCK CODE

667

## 有關香港法律的法律顧問

摩根路易斯律師事務所  
香港中環  
皇后大道中15號置地廣場公爵大廈  
19樓1902-09室

## 開曼群島註冊辦事處

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## 中國總部及主要營業地點

中國安徽省合肥市  
瑤海區職教城  
學林路1009號

## 香港主要營業地點

香港灣仔  
港灣道18號  
中環廣場32樓  
3207室

## 主要股份過戶登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## 香港股份過戶登記處

香港中央證券登記有限公司  
香港  
灣仔皇后大道東183號合和中心  
17樓1712-1716號舖

## 公司網站

[www.chinaeastedu.com](http://www.chinaeastedu.com)

## 股份代號

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## BUSINESS OVERVIEW

We have a leading position in vocational training education segment in China. Moreover, we also have a leading position in China in providing vocational training education in three segments, namely, culinary arts, information technology and internet technology, as well as auto services. Headquartered in Hefei, Anhui province, we have established a nationwide school network consisting of 239 schools and centers in operation as of 30 June 2022, spanning almost all of the provinces in mainland China and Hong Kong. We operate our business and establish our schools and centers under seven school brands, namely, New East Culinary Education, Omick Education of Western Cuisine and Pastry, Cuisine Academy, Xinhua Internet Technology Education, Wisezone Data Technology Education, Wontone Automotive Education and On-mind Fashion & Beauty Education.

We focus in providing vocational training education in China in culinary arts, information technology and internet technology, auto services as well as fashion & beauty education. These industry sectors are areas in China where there is significant unmet demand for vocational training education to bridge the supply and demand gap between employers and students. Our primary goal is to provide students with solid knowledge and practical skills in their chosen profession that are tailored to the needs of employers with a view to increasing graduates' employability and their average compensation levels.

## 業務回顧

我們在中國的職業技能教育板塊內處於領先地位。此外，我們在烹飪技術、信息技術及互聯網技術以及汽車服務三大行業領域所提供的職業技能教育服務，也是處於中國領先地位。我們的總部設在安徽省合肥市，校園網絡遍佈全國，截至2022年6月30日，我們已在中國內地大部份省份及香港運營239所學校及中心。我們以七大知名學校品牌(即新東方烹飪教育、歐米奇西點西餐教育、美味學院、新華電腦教育、華信智原DT人才培訓基地、萬通汽車教育及歐曼諦時尚美業教育)經營業務及設立學校及中心。

我們專注於在中國提供烹飪技術、信息技術及互聯網技術、汽車服務以及時尚美業方面的職業技能教育。該等行業領域為中國對職業技能教育存在龐大需求但需求尚未得到滿足的領域，旨在彌合僱主與學生之間的供需缺口。我們的主要目標是為學生提供所選專業的紮實知識和實踐技能，以切合僱主的需求，從而提高畢業生的就業能力和平均薪酬水平。

## OUR BUSINESS SEGMENTS

## 業務分部

As at 30 June 2022, we operated 239 vocational education institutions under the following brand names:

於2022年6月30日，我們在以下品牌名下經營239所職業教育機構：

Segments and Brands 分部及品牌	No. of schools/ centers 學校/ 中心數目	Description 描述
<b>CULINARY ARTS</b> 烹飪技術		
New East Culinary Education (“ <b>New East</b> ”)	74	New East Culinary Education has been providing comprehensive culinary training programs to students who pursue a career in becoming professional chefs. We teach our students the cooking traditions and practices of diversified Chinese cuisines, including the well-known and widely recognized eight regional cuisines in China, supported by an integration of classic Chinese and Western culinary skills. Each of our schools under New East Culinary Education offers various culinary training programs with different program lengths to meet students’ differentiated learning focuses and demands.
新東方烹飪教育(「 <b>新東方</b> 」)	74	新東方烹飪教育一直為追求成為專業廚師的學生提供全面烹飪培訓課程。我們教授學生烹飪中國傳統菜餚及練習多種菜餚(包括中國知名及受廣泛認可的八大地方菜系)以及傳授中西方經典烹飪技能。新東方烹飪教育旗下各所學校提供不同課程時長的各種烹飪培訓課程，以滿足學生不同的學習重點和需求。
Omick Education of Western Cuisine and Pastry (“ <b>Omick</b> ”)	45	Omick Education of Western Cuisine and Pastry offers high-quality western style catering education, which is committed to providing specialized culinary training to students with a focus on western pastry and western food. We offer a variety of courses, including baking, desserts, western cuisines, bartending, and barista training.
歐米奇西點西餐教育(「 <b>歐米奇</b> 」)	45	歐米奇西點西餐教育提供高質量西式餐飲教育，致力於為學生提供以西點和西餐為主的專業烹飪培訓。我們提供各種課程，包括烘焙、甜點、西餐、調酒及咖啡師培訓。
Cuisine Academy	20	Cuisine Academy has been providing customized catering experience services to customers who are interested in cooking or who plan to establish their own businesses in the catering industry. Cuisine Academy primarily providing customers with customized catering experience programs.
美味學院	20	美味學院為對烹飪感興趣或計劃於餐飲行業建立自己的公司的客戶提供私人訂製烹飪體驗服務。美味學院主要為客戶提供私人訂製烹飪體驗課程。

Segments and Brands 分部及品牌	No. of schools/ centers 學校/ 中心數目	Description 描述
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b> 信息技術及互聯網技術		
Xinhua Internet Technology Education (“ <b>Xinhua Internet</b> ”)	37	Xinhua Internet Technology Education provides information technology and internet technology-related training programs. We provide a wide range of information technology and internet technology-related training to students with different course lengths.
新華電腦教育(「 <b>新華電腦</b> 」)	37	新華電腦教育提供信息技術及互聯網技術相關培訓課程。我們向學生提供一系列信息技術及互聯網技術相關培訓，包括不同課程時長的課程。
Wisezone Data Technology Education (“ <b>Wisezone</b> ”)	22	Wisezone Data Technology Education primarily provides short-term programs to junior college and university students who have possessed the basic knowledge and seek to further develop relevant practical skills. By cooperating with a number of technology enterprises and higher education institutions, we train professional data technology engineers.
華信智原DT人才培訓基地(「 <b>華信智原</b> 」)	22	華信智原DT人才培訓基地主要為已掌握基礎知識並尋求進一步提升相關實踐技能的大專生及大學生提供短期課程。通過與多家技術企業和高等教育機構合作，我們培養專業數據技術工程師。
<b>AUTO SERVICES</b> 汽車服務		
Wontone Automotive Education (“ <b>Wontone</b> ”)	39	Wontone Automotive Education focus on providing hands-on auto repair skill training as well as practical training of other auto services, such as automobile commerce.
萬通汽車教育(「 <b>萬通</b> 」)	39	萬通汽車教育專注於提供汽車維修技能以及汽車商務等其他汽車服務的實訓。
<b>FASHION &amp; BEAUTY</b> 時尚美業		
On-mind Fashion & Beauty Education (“ <b>On-mind</b> ”)	2	On-mind Fashion & Beauty Education focus on cultivating high skills fashion and beauty professionals.
歐曼諦時尚美業教育(「 <b>歐曼諦</b> 」)	2	歐曼諦時尚美業教育專注於培養高技能時尚美業人才。

# Management Discussion and Analysis 管理層討論與分析

## SUMMARY OF OUR OPERATING DATA

The following table sets forth the number of new students enrollments/new customers registered under each school/center brand for the six months ended 30 June 2022 and 2021:

## 經營數據概要

下表載列於截至2022年及2021年6月30日止六個月按各學校／中心品牌劃分的新培訓人次／新客戶註冊人數：

Segments and Brands	New Students Enrollment <sup>(1)</sup> / New Customers Registered <sup>(2)</sup> 新培訓人次 <sup>(1)</sup> ／ 新客戶註冊人數 <sup>(2)</sup>	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2022 2022年	2021 2021年	Increase/ (Decrease) 增加／(減少)
<b>CULINARY ARTS</b>				
烹飪技術				
New East 新東方	Long-term 長期課程	<b>12,637</b>	15,418	(18.0%)
	- One to less than two years - 一年以上兩年以下	<b>1,065</b>	1,828	(41.7%)
	- Two to less than three years - 兩年以上三年以下	<b>4,537</b>	7,825	(42.0%)
	- Three years - 三年	<b>7,035</b>	5,765	22.0%
	Short-term 短期課程	<b>13,895</b>	18,208	(23.7%)
	<b>Subtotal</b> 小計	<b>26,532</b>	33,626	(21.1%)
Omick 歐米奇	One to less than two years 一年以上兩年以下	<b>539</b>	480	12.3%
	Short-term 短期課程	<b>6,529</b>	9,083	(28.1%)
	<b>Subtotal</b> 小計	<b>7,068</b>	9,563	(26.1%)
Cuisine Academy 美味學院	Short-term 短期課程	<b>5,174</b>	8,398	(38.4%)
<b>CULINARY ARTS</b> 烹飪技術	<b>Subtotal</b> 小計	<b>38,774</b>	51,587	(24.8%)

# Management Discussion and Analysis 管理層討論與分析

Segments and Brands	New Students Enrollment <sup>(1)</sup> / New Customers Registered <sup>(2)</sup> 新培訓人次 <sup>(1)</sup> / 新客戶註冊人數 <sup>(2)</sup>	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2022 2022年	2021 2021年	Increase/ (Decrease) 增加/(減少)
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>				
信息技術及互聯網技術				
Xinhua Internet 新華電腦	Long-term 長期課程	<b>10,658</b>	<b>11,059</b>	(3.6%)
	– One to less than two years – 一年以上兩年以下	<b>1,003</b>	<b>815</b>	23.1%
	– Two to less than three years – 兩年以上三年以下	<b>1,783</b>	<b>3,117</b>	(42.8%)
	– Three years – 三年	<b>7,872</b>	<b>7,127</b>	10.5%
	Short-term 短期課程	<b>1,617</b>	<b>1,497</b>	8.0%
	<b>Subtotal</b> 小計	<b>12,275</b>	<b>12,556</b>	(2.2%)
Wisezone 華信智原	Short-term 短期課程	<b>1,721</b>	<b>2,451</b>	(29.8%)
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>	<b>Subtotal</b> 小計	<b>13,996</b>	<b>15,007</b>	(6.7%)
信息技術及互聯網技術				

# Management Discussion and Analysis 管理層討論與分析

Segments and Brands	New Students Enrollment <sup>(1)</sup> / New Customers Registered <sup>(2)</sup> 新培訓人次 <sup>(1)</sup> / 新客戶註冊人數 <sup>(2)</sup>	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2022 2022年	2021 2021年	Increase/ (Decrease) 增加/(減少)
<b>AUTO SERVICES</b>				
汽車服務				
Wontone 萬通	Long-term 長期課程	<b>7,417</b>	6,794	9.2%
	– One to less than two years – 一年以上兩年以下	<b>594</b>	504	17.9%
	– Two to less than three years – 兩年以上三年以下	<b>692</b>	894	(22.6%)
	– Three years – 三年	<b>6,131</b>	5,396	13.6%
	Short-term 短期課程	<b>9,395</b>	7,856	19.6%
<b>AUTO SERVICES</b> 汽車服務	<b>Subtotal</b> 小計	<b>16,812</b>	14,650	14.8%
<b>FASHION &amp; BEAUTY</b>				
時尚美業				
On-mind 歐曼諦	Long-term 長期課程	<b>146</b>	153	(4.6%)
	– One to less than two years – 一年以上兩年以下	<b>7</b>	–	N/A不適用
	– Two to less than three years – 兩年以上三年以下	<b>1</b>	–	N/A不適用
	– Three years – 三年	<b>138</b>	153	(9.8%)
	Short-term 短期課程	<b>717</b>	523	37.1%
<b>FASHION &amp; BEAUTY</b> 時尚美業	<b>Subtotal</b> 小計	<b>863</b>	676	27.7%

# Management Discussion and Analysis 管理層討論與分析

Segments and Brands	New Students Enrollment <sup>(1)</sup> / New Customers Registered <sup>(2)</sup> 新培訓人次 <sup>(1)</sup> / 新客戶註冊人數 <sup>(2)</sup>	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2022 2022年	2021 2021年	Increase/ (Decrease) 增加/(減少)
<b>THE GROUP</b> 本集團	Long-term 長期課程	<b>31,397</b>	33,904	(7.4%)
	– One to less than two years – 一年以上兩年以下	<b>3,208</b>	3,627	(11.6%)
	– Two to less than three years – 兩年以上三年以下	<b>7,013</b>	11,836	(40.7%)
	– Three years – 三年	<b>21,176</b>	18,441	14.8%
	Short-term 短期課程	<b>39,048</b>	48,016	(18.7%)
<b>THE GROUP</b> 本集團	<b>Total</b> 合計	<b>70,445</b>	81,920	(14.0%)

*Notes:*

- (1) New students enrollment represents the total number of students newly enrolled at our operating schools in a certain period. We use new students enrollment to reflect our ability of student recruitment and the popularity of our programs.
- (2) We commenced operations of Cuisine Academy in 2017. Number of new customers registered represents the total number of new customers attending our customized catering experience programs of Cuisine Academy in a certain period.

*附註：*

- (1) 新培訓人次指於特定期間我們的營運學校新培訓總人次。我們用新培訓人次來反映我們招收學生的能力及課程的受歡迎程度。
- (2) 我們於2017年開始營運美味學院。新客戶註冊人數指於特定期間參加美味學院私人訂製烹飪體驗課程的新客戶總數。



## Management Discussion and Analysis 管理層討論與分析

The following table sets forth the average number of students enrolled and customers registered under each school/center brand for the six months ended 30 June 2022 and 2021:

下表載列於截至2022年及2021年6月30日止六個月按各學校／中心品牌劃分的平均培訓人次及客戶註冊人數：

Segments and Brands	Average Number of Students Enrolled <sup>(1)</sup> / Customers Registered <sup>(2)</sup> 平均培訓人次 <sup>(1)</sup> ／ 客戶註冊人數 <sup>(2)</sup>	Six months ended 30 June 截至6月30日止六個月		Change 變動 Increase/ (Decrease) 增加／(減少)
		2022	2021	
<b>CULINARY ARTS</b>				
烹飪技術				
New East 新東方	Long-term 長期課程	57,270	59,342	(3.5%)
	– One to less than two years – 一年以上兩年以下	2,573	3,834	(32.9%)
	– Two to less than three years – 兩年以上三年以下	28,668	34,136	(16.0%)
	– Three years – 三年	26,029	21,372	21.8%
	Short-term 短期課程	4,599	5,813	(20.9%)
	<b>Subtotal</b> 小計	<b>61,869</b>	65,155	(5.0%)
Omick 歐米奇	One to less than two years 一年以上兩年以下	1,422	936	51.9%
	Short-term 短期課程	3,326	5,041	(34.0%)
	<b>Subtotal</b> 小計	<b>4,748</b>	5,977	(20.6%)
Cuisine Academy 美味學院	Short-term 短期課程	1,017	1,606	(36.7%)
<b>CULINARY ARTS</b> 烹飪技術	<b>Subtotal</b> 小計	<b>67,634</b>	72,738	(7.0%)

# Management Discussion and Analysis 管理層討論與分析

Segments and Brands	Average Number of Students Enrolled <sup>(1)</sup> / Customers Registered <sup>(2)</sup> 平均培訓人次 <sup>(1)</sup> ／ 客戶註冊人數 <sup>(2)</sup>	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2022	2021	Increase/ (Decrease)
分部及品牌		2022年	2021年	增加／(減少)
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>				
信息技術及互聯網技術				
Xinhua Internet 新華電腦	Long-term 長期課程	41,409	42,582	(2.8%)
	– One to less than two years – 一年以上兩年以下	1,422	1,419	0.2%
	– Two to less than three years – 兩年以上三年以下	9,897	15,314	(35.4%)
	– Three years – 三年	30,090	25,849	16.4%
	Short-term 短期課程	621	687	(9.6%)
	<b>Subtotal</b> 小計	42,030	43,269	(2.9%)
Wisezone 華信智原	Short-term 短期課程	835	771	8.3%
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>	<b>Subtotal</b> 小計	42,865	44,040	(2.7%)
信息技術及互聯網技術				

# Management Discussion and Analysis 管理層討論與分析

Segments and Brands	Average Number of Students Enrolled <sup>(1)</sup> / Customers Registered <sup>(2)</sup> 平均培訓人次 <sup>(1)</sup> / 客戶註冊人數 <sup>(2)</sup>	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2022	2021	Increase/ (Decrease)
分部及品牌		2022年	2021年	增加/(減少)
<b>AUTO SERVICES</b>				
汽車服務				
Wontone 萬通	Long-term 長期課程	<b>29,749</b>	23,937	24.3%
	– One to less than two years – 一年以上兩年以下	<b>1,390</b>	1,296	7.3%
	– Two to less than three years – 兩年以上三年以下	<b>3,965</b>	5,380	(26.3%)
	– Three years – 三年	<b>24,394</b>	17,261	41.3%
	Short-term 短期課程	<b>2,566</b>	2,227	15.2%
<b>AUTO SERVICES</b> 汽車服務	<b>Subtotal</b> 小計	<b>32,315</b>	26,164	23.5%
<b>FASHION &amp; BEAUTY</b>				
時尚美業				
On-mind 歐曼諦	Long-term 長期課程	<b>400</b>	181	121.0%
	– One to less than two years – 一年以上兩年以下	<b>1</b>	13	(92.3%)
	– Two to less than three years – 兩年以上三年以下	<b>2</b>	3	(33.3%)
	– Three years – 三年	<b>397</b>	165	140.6%
	Short-term 短期課程	<b>352</b>	225	56.4%
<b>FASHION &amp; BEAUTY</b> 時尚美業	<b>Subtotal</b> 小計	<b>752</b>	406	85.2%

# Management Discussion and Analysis 管理層討論與分析

Segments and Brands	Average Number of Students Enrolled <sup>(1)</sup> / Customers Registered <sup>(2)</sup> 平均培訓人次 <sup>(1)</sup> / 客戶註冊人數 <sup>(2)</sup>	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2022	2021	Increase/ (Decrease)
分部及品牌		2022年	2021年	增加/(減少)
<b>THE GROUP</b> 本集團	Long-term 長期課程	<b>130,250</b>	126,978	2.6%
	– One to less than two years – 一年以上兩年以下	<b>6,808</b>	7,498	(9.2%)
	– Two to less than three years – 兩年以上三年以下	<b>42,532</b>	54,833	(22.4%)
	– Three years – 三年	<b>80,910</b>	64,647	25.2%
	Short-term 短期課程	<b>13,316</b>	16,370	(18.7%)
<b>THE GROUP</b> 本集團	<b>Total</b> 合計	<b>143,566</b>	143,348	0.2%

*Notes:*

- (1) As our schools provide various vocational training education programs during a period and the course length and the program commencement date varies for our different long-term and short-term programs, we believe that the average number of students enrolled is a measure that is comparable to that of our competitors and therefore can fairly present our ranking and market position in the industry. Our average number of students enrolled for a period is only an approximation of the average number of students enrolled during a certain period, representing the sum of the number of students enrolled at our operating schools at the end of each month divided by the number of months during such period, without taking into account any transfer or withdrawal.
- (2) Our average number of customers registered for a period represents the sum of the number of customers registered at Cuisine Academy at the end of each month divided by the number of months during such period, without taking into account any withdrawal. The courses for one month or shorter are regarded as one-month programs for the calculation.

*附註：*

- (1) 由於我們的學校於期內提供多種職業技能教育課程且不同長期及短期課程的課程時長及開課日期均有所差異，故我們認為，平均培訓人次可作為與競爭對手進行比較的計量指標，因此其可公平反映我們於本行業內的排名及市場地位。期內的平均培訓人次僅為指定期間內平均培訓人次的概數，指我們的營運學校於每月月底培訓人次數量的總和除以有關期間的月份數（不計及任何轉學或退學的情況）。
- (2) 期內的平均客戶註冊人數指美味學院於每月月底的客戶註冊人數的總和除以有關期間的月份數（不計及任何退學的情況）。為便於計算，為期一個月或更短的課程視作一個月課程。

# Management Discussion and Analysis 管理層討論與分析

## Tuition/Service Fees

The following table sets forth ranges of our tuition fee and service fee rate under each school/center brand for the six months ended 30 June 2022 and 2021:

## 學費／服務費

下表載列截至2022年及2021年6月30日止六個月各學校／中心品牌的學費及服務費範圍：

Segments and Brands 分部及品牌	Program <sup>(1)</sup> 課程 <sup>(1)</sup>	Tuition/Service fee 學費／服務費	
		Six months ended 30 June 截至6月30日止六個月	2021 2021年
		2022 2022年	2021 2021年
<i>(RMB/per year for long-term programs, RMB/per program for short-term programs)</i> <i>(長期課程以人民幣元／年為單位， 短期課程以人民幣元／課程為單位)</i>			
<b>CULINARY ARTS</b>			
烹飪技術			
New East 新東方	Long-term 長期課程	7,800-90,000	8,833-97,600
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	400-68,000	280-63,100
Omick 歐米奇	Long-term 長期課程	46,000-72,000	46,000-72,000
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	800-39,000	800-39,000
Cuisine Academy <sup>(3)</sup> 美味學院 <sup>(3)</sup>	Customized catering experience program 私人訂製烹飪體驗課程	300-58,200	300-30,880
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>			
信息技術及互聯網技術			
Xinhua Internet 新華電腦	Long-term 長期課程	7,000-39,800	7,600-38,800
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	499-36,000	240-36,800
Wisezone 華信智原	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	999-29,800	999-29,800

# Management Discussion and Analysis 管理層討論與分析

Segments and Brands 分部及品牌	Program <sup>(1)</sup> 課程 <sup>(1)</sup>	Tuition/Service fee 學費/服務費	
		Six months ended 30 June 截至6月30日止六個月	
		2022 2022年	2021 2021年
<i>(RMB/per year for long-term programs, RMB/per program for short-term programs)</i> (長期課程以人民幣元/年為單位， 短期課程以人民幣元/課程為單位)			
<b>AUTO SERVICES</b>			
汽車服務			
Wontone 萬通	Long-term 長期課程	<b>6,800-38,800</b>	6,800-38,800
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	<b>800-37,400</b>	800-37,400
<b>FASHION &amp; BEAUTY</b>			
時尚美業			
On-mind 歐曼諦	Long-term 長期課程	<b>13,900-27,800</b>	13,800-21,800
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	<b>5,800-21,800</b>	3,600-29,600

*Notes:*

- (1) We charge tuition fee to students enrolled at our schools. Tuition fee of our long-term programs are typically charged based on the yearly tuition standards of different programs that students enrolled in such period.
- (2) Tuition fee of our short-term programs are typically charged by each program that students enrolled in.
- (3) We typically charge customers service fees by each program that customers registered in Cuisine Academy.

*附註：*

- (1) 我們向報讀我們學校的學生收取學費。我們一般根據該期間學生報讀的不同課程的年度學費標準收取長期課程學費。
- (2) 短期課程學費一般根據學生報讀的各課程收取。
- (3) 我們一般就客戶於美味學院註冊的每門課程向其收取服務費。

## Recommended Employment and Entrepreneurship Rate

We are committed to assisting our students in developing their careers. Our average recommended employment and entrepreneurship rate of our long-term program graduates from New East, Xinhua Internet and Omick reached over 90%, while Wontone reached over 95% for the six months ended 30 June 2022. The following table sets forth the recommended employment and entrepreneurship rate of our long-term program graduates by brands for the six months ended 30 June 2022:

### Brands<sup>(1)</sup>

New East  
Xinhua Internet  
Wontone  
Omick

### 品牌<sup>(1)</sup>

新東方  
新華電腦  
萬通  
歐米奇

### Recommended employment rate<sup>(2)</sup> 引薦就業率<sup>(2)</sup>

94.8%  
93.9%  
96.1%  
92.9%

#### Notes:

- (1) As the schools of other brands had not provided long-term programs of one year or more and these was no graduate of long-term programs of the schools of On-mind during the six months ended 30 June 2022, the recommended employment and entrepreneurship rate of these brands were not included. We also provide graduate placement service or entrepreneurial service to students of our short-term programs. However, students enrolled in our short-term programs generally have different study goals and expectations, such as to enhance a specific skill or to study for interests, as compared to students of our long-term programs who are generally more focused on seeking long-term employment or to setting up their own business.
- (2) We provide graduate placement service and entrepreneurial service to all students of our long-term programs. The recommended employment and entrepreneurship rate represents the total number of students of long-term programs who are hired through our graduate placement service program or who set up their own business through our entrepreneurial service in a certain period, excluding students who are employed through other channels divided by the total number of graduates of long-term programs during such period.

## 引薦就業及創業率

我們致力於幫助學生發展其職業生涯。截至2022年6月30日止六個月，我們新東方、新華電腦及歐米奇長期課程畢業生的平均引薦就業及創業率達90%以上，而萬通則達95%以上。下表載列截至2022年6月30日止六個月按品牌劃分的長期課程畢業生引薦就業及創業率：

#### 附註：

- (1) 由於截至2022年6月30日止六個月其他品牌旗下學校未提供時長一年或以上的長期課程及歐曼諦旗下學校並沒有長期課程畢業生，故未計入該等品牌的引薦就業及創業率。我們亦向入讀短期課程的學生提供創就業服務及創業服務。然而，相較通常更注重長期就業或創立彼等自己的業務的長期課程學生，報讀我們短期課程的學生一般設定不同的學習目標及諸如增強特定技能或為興趣而就讀。
- (2) 我們向所有長期課程學生提供創就業服務及創業服務。引薦就業及創業率指某期間通過我們的創就業服務計劃或透過我們的創業服務而創立彼等自己的業務而受聘的長期課程學生總數（不包括通過其他渠道而就業的學生）除以該期間長期課程畢業生總數。

# Management Discussion and Analysis 管理層討論與分析

## FINANCIAL REVIEW

### Revenue

For the six months ended 30 June 2022, there was a decrease in the number of new students enrollments and new customers registered of approximately 14.0% as compared with that for the six months ended 30 June 2021. Accordingly, the Group recorded a decrease in revenue from RMB2,001 million for the six months ended 30 June 2021, to RMB1,879 million for the six months ended 30 June 2022, representing a decrease of approximately 6.1%.

The following table sets forth a breakdown of our revenue and annualised average tuition/service fee per student/customer by segments and brands for the periods indicated:

## 財務回顧

### 收入

截至2022年6月30日止六個月，對比截至2021年6月30日止六個月的招收新生人數及新客户註冊人數減少約14.0%，致使本集團的收入由2021年6月30日止六個月的人民幣2,001百萬元減至2022年6月30日止六個月的人民幣1,879百萬元，減少約6.1%。

下表載列我們於所示期間按分部及品牌劃分的收入及每名學生/客戶年平均學費/服務費明細：

		Six months ended 30 June 截至6月30日止六個月				Change 變動	
		2022 2022年	Annualised Average Tuition/ Service Fee per Student/ Customer <sup>(1)</sup>	2021 2021年	Annualised Average Tuition/ Service Fee per Student/ Customer <sup>(1)</sup>	Revenue	Annualised Average Tuition/ Service Fee per Student/ Customer
		Revenue	每名學生/ 客戶年 平均學費/ 服務費 <sup>(1)</sup>	Revenue	每名學生/ 客戶年 平均學費/ 服務費 <sup>(1)</sup>	Income	Increase/(Decrease)
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	Income	增加/(減少)
<b>CULINARY ARTS</b>	<b>烹飪技術</b>						
New East	新東方	947,245	30.6	1,027,918	31.6	(7.8%)	(3.0%)
Omick	歐米奇	156,360	65.9	210,887	70.6	(25.9%)	(6.7%)
Cuisine Academy <sup>(2)</sup>	美味學院 <sup>(2)</sup>	29,563	58.1	42,642	53.1	(30.7%)	9.5%
		<b>1,133,168</b>	<b>33.5</b>	<b>1,281,447</b>	<b>35.2</b>	<b>(11.6%)</b>	<b>(4.9%)</b>
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>	<b>信息技術及互聯網技術</b>						
Xinhua Internet	新華電腦	364,331	17.3	382,377	17.7	(4.7%)	(1.9%)
Wisezone	華信智原	20,892	50.0	21,871	56.7	(4.5%)	(11.8%)
		<b>385,223</b>	<b>18.0</b>	<b>404,248</b>	<b>18.4</b>	<b>(4.7%)</b>	<b>(2.1%)</b>
<b>AUTO SERVICES</b>	<b>汽車服務</b>						
Wontone	萬通	324,743	20.1	279,810	21.4	16.1%	(6.0%)
<b>Other Miscellaneous Businesses<sup>(3)</sup></b>	<b>其他雜項業務<sup>(3)</sup></b>	<b>35,395</b>	<b>N/A不適用</b>	<b>35,941</b>	<b>N/A不適用</b>	<b>(1.5%)</b>	<b>N/A不適用</b>
<b>Total<sup>(4)</sup></b>	<b>合計<sup>(4)</sup></b>	<b>1,878,529</b>	<b>25.8</b>	<b>2,001,446</b>	<b>27.5</b>	<b>(6.1%)</b>	<b>(6.1%)</b>



# Management Discussion and Analysis 管理層討論與分析

## Notes:

- (1) For illustration purposes only, the annualised average tuition/service fee per student/customer for the six months ended 30 June 2022 and 2021 is calculated on an annualised basis as revenue generated from tuition or service fees for the period divided by the average number of students enrolled and customers registered in the corresponding periods.
- (2) During the six months ended 30 June 2022 and 2021, revenue generated from Cuisine Academy mainly represents service fees we collected from customers who attended our customized catering experience programs.
- (3) Other miscellaneous businesses primarily include the fashion & beauty business and the internet technology solution and staff outsourcing services provided to independent third parties.
- (4) The total revenue and percentages do not include inter-segment sales which are eliminated upon consolidation.

## Cost of Revenue

Our cost of revenue consists of teaching staff salaries and benefits, teaching related consumables and other costs, leasing expenses and depreciation of right-of-use assets, campus maintenance and depreciation, utilities and office expenses. The cost of revenue decreased from approximately RMB895 million for the six months ended 30 June 2021 to approximately RMB885 million for the six months ended 30 June 2022, representing a decrease of approximately 1.0%.

The following table sets forth a breakdown of our cost of revenue for the periods indicated:

## 附註：

- (1) 僅供說明用途，截至2022年及2021年6月30日止六個月每名學生／客戶年平均學費／服務費乃按期內學費或服務費產生的收入除以相應期間平均培訓人次及客戶註冊人數以年化計算。
- (2) 截至2022年及2021年6月30日止六個月，美味學院產生的收入主要為我們向參加我們私人訂製烹飪體驗課程的客戶收取的服務費。
- (3) 其他雜項業務主要包括時尚美業及向獨立第三方提供的互聯網技術解決方案及員工外包服務。
- (4) 總收入及百分比並不包括在合併後被抵銷的分部間銷售。

## 收入成本

我們的收入成本包括教職工薪資及福利、教學相關消耗品及其他成本、租賃開支及使用權資產折舊、校區維護及折舊、公用設施及辦公開支。收入成本由截至2021年6月30日止六個月約人民幣895百萬元減少至截至2022年6月30日止六個月約人民幣885百萬元，減少約1.0%。

下表載列所示期間我們收入成本的明細：

		Six months ended 30 June 截至6月30日止六個月			
		2022 2022年		2021 2021年	
		Cost	% of Total	Cost	% of Total
		成本	佔總額	成本	佔總額
		RMB'000	百分比	RMB'000	百分比
		人民幣千元		人民幣千元	
Teaching staff salaries and benefits	教職工薪資及福利	315,294	35.6%	314,997	35.2%
Teaching related consumables and other costs	教學相關消耗品及其他成本	165,108	18.7%	195,549	21.9%
Leasing expenses and depreciation of right-of-use assets	租賃開支及 使用權資產折舊	164,699	18.6%	149,166	16.7%
Campus maintenance and depreciation	校區維護及折舊	163,008	18.4%	161,688	18.0%
Utilities	公用設施	44,679	5.0%	41,274	4.6%
Office expenses	辦公開支	32,615	3.7%	31,982	3.6%
<b>Total</b>	<b>合計</b>	<b>885,403</b>	<b>100.0%</b>	<b>894,656</b>	<b>100.0%</b>

# Management Discussion and Analysis 管理層討論與分析

## Gross Profit and Gross Profit Margin

The Group's gross profit was RMB993 million for the six months ended 30 June 2022 as compared to RMB1,107 million for the corresponding period of 2021. The gross profit margin was 52.9% for the six months ended 30 June 2022 as compared to 55.3% for the corresponding period of 2021. The decrease in gross profit margin was mainly due to the decrease in revenue while the cost of revenue remained stable for the six months ended 30 June 2022.

The following table sets forth a breakdown of our gross profit and gross profit margin by major segments and brands for the periods indicated:

## 毛利及毛利率

截至2022年6月30日止六個月，本集團毛利為人民幣993百萬元，而2021年同期為人民幣1,107百萬元。截至2022年6月30日止六個月，毛利率為52.9%，而2021年同期為55.3%。毛利率減少主要由於截至2022年6月30日止六個月的收入減少而收入成本維持穩定。

下表載列所示期間按主要分部及品牌劃分的毛利及毛利率明細：

		Six months ended 30 June 截至6月30日止六個月			
		2022 2022年		2021 2021年	
		Gross profit 毛利	Gross profit margin <sup>(1)</sup> 毛利率 <sup>(1)</sup>	Gross profit 毛利	Gross profit margin <sup>(1)</sup> 毛利率 <sup>(1)</sup>
		RMB'000 人民幣千元	Percentage 百分比	RMB'000 人民幣千元	Percentage 百分比
<b>CULINARY ARTS</b>	<b>烹飪技術</b>				
New East	新東方	546,586	57.7%	594,160	57.8%
Omick	歐米奇	66,158	42.3%	114,996	54.5%
Cuisine Academy	美味學院	13,433	45.4%	24,430	57.3%
		<b>626,177</b>	<b>55.3%</b>	733,586	57.2%
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>	<b>信息技術及互聯網技術</b>				
Xinhua Internet	新華電腦	194,678	53.4%	224,944	58.8%
Wisezone	華信智原	11,225	53.7%	8,412	38.5%
		<b>205,903</b>	<b>53.5%</b>	233,356	57.7%
<b>AUTO SERVICES</b>	<b>汽車服務</b>				
Wontone	萬通	153,147	47.2%	129,750	46.4%
<b>Other Miscellaneous Businesses<sup>(2)</sup></b>	<b>其他雜項業務<sup>(2)</sup></b>	<b>7,899</b>	<b>22.3%</b>	10,098	28.1%
<b>Total</b>	<b>合計</b>	<b>993,126</b>	<b>52.9%</b>	1,106,790	55.3%

## Notes:

- (1) The establishment of new schools and centers under a segment/brand has a negative impact on our gross profit margin for the relevant segment/brand. During the initial ramp-up period after a new school or center commences operations, we incur substantial fixed costs for teaching staff salaries and benefits, leasing expenses, and other fixed costs while initial revenue from the new schools and centers are limited due to the relatively small number of student enrollment or customer registration in the ramp-up period of the schools and centers.
- (2) Other miscellaneous businesses primarily include the fashion & beauty business and the internet technology solution and staff outsourcing services provided to independent third parties.

## Other Income and Expenses

For the six months ended 30 June 2022, other income and expenses amounted to approximately RMB52 million (six months ended 30 June 2021: RMB58 million) which primarily included government grants, interest income from time deposits and bank balances.

## Other Gains and Losses

The other gains and losses were recorded as net gains of approximately RMB62 million for the six months ended 30 June 2022 (six months ended 30 June 2021: net losses of RMB19 million) which was mainly attributable to net foreign exchange gains of approximately RMB83 million as a result of mainly the appreciation of Hong Kong dollars and United States dollars possessed by the Group, which mainly consists of proceeds from the initial public offering of shares of the Company, against Renminbi during the six months ended 30 June 2022 (six months ended 30 June 2021: net foreign exchange losses of RMB40 million). On the other hand, there were losses from changes in fair value of financial assets at fair value through profit or loss (“FVTPL”) of approximately RMB21 million for the six month ended 30 June 2022 (six months ended 30 June 2021: gains from changes in fair value of financial assets at FVTPL of approximately RMB20 million).

## 附註：

- (1) 於一個分部／品牌項下建立的新學校及中心會對有關分部／品牌的毛利率產生不利影響。於新學校或中心開始營運的初始過渡期間，我們就教職員工薪資及福利、租賃開支及其他固定成本產生大量固定成本，而由於新學校及中心於起步期間培訓人次或客戶註冊人數相對較少，初始收入有限。
- (2) 其他雜項業務主要包括時尚美業及向獨立第三方提供的互聯網技術解決方案及員工外包服務。

## 其他收入及開支

截至2022年6月30日止六個月，其他收入及開支為約人民幣52百萬元（截至2021年6月30日止六個月：人民幣58百萬元），其中主要包括政府補助、定期存款及銀行結餘的利息收入。

## 其他收益及虧損

截至2022年6月30日止六個月，其他收益及虧損錄得收益淨額約人民幣62百萬元（截至2021年6月30日止六個月：虧損淨額人民幣19百萬元），主要歸因於截至2022年6月30日止六個月，本集團擁有的港元及美元（為本公司首次公開發售股份所得款項）兌人民幣增值導致匯兌收益淨額約人民幣83百萬元（截至2021年6月30日止六個月：匯兌虧損淨額人民幣40百萬元）。另一方面，截至2022年6月30日止六個月，以公允價值計量並計入損益（「以公允價值計量並計入損益」）的金融資產的公允價值變動虧損約為人民幣21百萬元（截至2021年6月30日止六個月：以公允價值計量並計入損益的金融資產的公允價值變動收益約人民幣20百萬元）。

## Selling Expenses

The Group's selling expenses was RMB443 million for the six months ended 30 June 2022 as compared to RMB464 million for the six months ended 30 June 2021. The decrease in selling expenses incurred for the six months ended 30 June 2022 was mainly because the Group implemented tightening cost control relating to the advertising costs during the period.

## Administrative Expenses

The Group's administrative expenses was RMB246 million for the six months ended 30 June 2022 as compared to RMB253 million for the six months ended 30 June 2021. It represented about 13.1% of the revenue for the six months ended 30 June 2022. The decrease in administrative expenses was mainly due to the decrease of equity-settled share-based payment expenses from RMB28 million for the six months ended 30 June 2021 to RMB21 million for the six months ended 30 June 2022.

## Finance Costs

The finance costs of RMB82 million for the six months ended 30 June 2022 represented the interest expenses of lease liabilities recognised following the adoption of HKFRS 16 – Leases (six months ended 30 June 2021: RMB80 million).

## 銷售開支

截至2022年6月30日止六個月，本集團銷售開支為人民幣443百萬元，而截至2021年6月30日止六個月為人民幣464百萬元。截至2022年6月30日止六個月銷售開支減少主要由於期內本集團實施有關廣告費嚴謹成本控制。

## 行政開支

截至2022年6月30日止六個月，本集團行政開支為人民幣246百萬元，而截至2021年6月30日止六個月為人民幣253百萬元。截至2022年6月30日止六個月，行政開支的收入佔比約13.1%。行政開支減少主要由於以權益結算的以股份為基礎的支付開支由截至2021年6月30日止六個月人民幣28百萬元減少至截至2022年6月30日止六個月人民幣21百萬元。

## 財務成本

截至2022年6月30日止六個月，財務成本為人民幣82百萬元，為採納香港財務報告準則第16號－租賃後就租賃負債確認的利息開支(截至2021年6月30日止六個月：人民幣80百萬元)。

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## Adjusted Net Profit and Adjusted EBITDA

To supplement this report which is presented in accordance with HKFRSs, we also presented the following unaudited non-HKFRSs adjusted net profit and adjusted EBITDA as additional financial measures which we believes that it can also provide useful information to help investors and others understand and evaluate the Company's financial performance:

## 經調整純利及經調整息稅折舊及攤銷前利潤

為補充本報告(根據香港財務報告準則呈列),本公司亦將以下未經審核非香港財務報告準則經調整純利及經調整息稅折舊及攤銷前利潤列作額外財務計量,本公司相信,其可提供有用的資料,幫助投資者及其他人士了解及評估本公司財務表現:

		<b>Six months ended 30 June</b>	
		<b>截至6月30日止年度</b>	
		<b>2022</b>	2021
		<b>2022年</b>	2021年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(unaudited)</b>	(unaudited)
		<b>(未經審核)</b>	(未經審核)
Net profit	純利	<b>236,053</b>	233,050
Adjustments for: Non-cash share-based payments	調整: 以非現金的股份基礎支付的開支	<b>21,453</b>	28,090
Net foreign exchange (gains)/losses	匯兌(收益)/虧損淨額	<b>(82,627)</b>	39,607
<b>Adjusted net profit<sup>(1)</sup></b>	<b>經調整純利<sup>(1)</sup></b>	<b>174,879</b>	300,747
Adjustments for: Depreciation	調整: 折舊	<b>326,523</b>	298,367
Finance costs	財務成本	<b>82,406</b>	80,305
Income tax expenses	所得稅	<b>89,897</b>	102,262
<b>Adjusted EBITDA<sup>(2)</sup></b>	<b>經調整息稅折舊及攤銷前利潤<sup>(2)</sup></b>	<b>673,705</b>	781,681

### Notes:

- Adjusted net profit was derived from the net profit for the period excluding the effect of (i) non-cash share-based payment expenses; and (ii) the net foreign exchange gains/losses (as presented in the table above), which our management does not consider to be indicative of our operating performance.
- Adjusted EBITDA was derived from the adjusted net profit for the period excluding finance costs, income tax expenses and depreciation expenses.
- Non-HKFRSs financial measure does not have a standardised meaning prescribed by HKFRSs and therefore may not be comparable to similar measures presented by other companies.

### 附註:

- 經調整純利乃根據期內純利,剔除管理層認為與我們經營表現無關的(i)以非現金的股份基礎支付的開支;及(ii)淨匯兌收益/虧損(如上表所呈列)的影響而計算。
- 經調整息稅折舊及攤銷前利潤乃根據期內經調整純利扣除財務成本、所得稅開支及折舊開支而計算。
- 非香港財務報告準則財務指標於香港財務報告準則並無統一定義,故未必可與其他公司的類似指標作比較。

## Property and Equipment

Property and equipment as at 30 June 2022 increased by 14.8% to approximately RMB2,222 million from approximately RMB1,935 million as at 31 December 2021. Increase in property, plant and equipment was mainly due to the inclusion of the property and equipment of newly established regional centers and schools during the period.

## Right-of-use Assets

Right-of-use assets as at 30 June 2022 increased by 4.6% to approximately RMB2,429 million from approximately RMB2,323 million as at 31 December 2021. Increase in right-of-use assets was mainly because the Group entered into several new lease agreements for the use of leasehold lands and several new lease agreements for the use of leased properties during the period.

## Capital Structure, Liquidity, Financial Resources and Gearing Ratio

As at 30 June 2022, the Company's issued share capital was approximately RMB192,000 divided into 2,175,531,302 shares of HK\$0.0001 each, and the total equity of the Group was approximately RMB5,545 million (31 December 2021: RMB5,739 million).

As at 30 June 2022, the current ratio of the Group, representing current assets divided by current liabilities, was 2.0 times (31 December 2021: 2.1 times) while the gearing ratio of the Group, representing total liabilities divided by total assets, was 40.7% (31 December 2021: 40.4%).

As at 30 June 2022, the total of time deposit and bank balances and cash of the Group amounted to approximately RMB3,088 million (31 December 2021: RMB4,356 million), representing 33.0% (31 December 2021: 45.2%) of the total assets of the Group of approximately RMB9,355 million (31 December 2021: RMB9,636 million).

For the six months ended 30 June 2022, our capital expenditures were approximately RMB726 million (six months ended 30 June 2021: RMB949 million) and were primarily related to acquisition of property and equipment and right-of-use assets for upgrading the existing school premises and construction of new regional centers and campuses.

It is believed that the Group has sufficient capital to meet its commitment and working capital requirements for future operations and for general business expansion and development.

## 物業及設備

物業及設備由2021年12月31日約人民幣1,935百萬元增加14.8%至2022年6月30日約人民幣2,222百萬元。物業、廠房及設備增加主要由於期內包括新建區域中心學校的物業及設備所致。

## 使用權資產

使用權資產由於2021年12月31日的約人民幣2,323百萬元增加4.6%至於2022年6月30日的約人民幣2,429百萬元。使用權資產增加主要由於本集團於期內就使用租賃土地簽訂若干項新租賃協議及就使用租賃物業訂立若干新租賃協議。

## 資本架構、流動資金、財務資源及資本負債比率

於2022年6月30日，本公司已發行股本約為人民幣192,000元，分為2,175,531,302股每股面值0.0001港元的股份，而本集團權益總額約為人民幣5,545百萬元(2021年12月31日：人民幣5,739百萬元)。

於2022年6月30日，本集團流動比率(即流動資產除以流動負債)為2.0倍(2021年12月31日：2.1倍)，而本集團資產負債比率(即總負債除以總資產)為40.7%(2021年12月31日：40.4%)。

於2022年6月30日，本集團定期存款、銀行結餘及現金總額約為人民幣3,088百萬元(2021年12月31日：人民幣4,356百萬元)，佔本集團總資產約人民幣9,355百萬元(2021年12月31日：人民幣9,636百萬元)的33.0%(2021年12月31日：45.2%)。

截至2022年6月30日止六個月，資本開支約為人民幣726百萬元(截至2021年6月30日止六個月：人民幣949百萬元)，主要與收購物業及設備以及使用權資產予升級現有校舍及興建新區域中心及校園有關。

我們相信，本集團擁有充足的資金應付其承擔及未來營運及一般業務擴展及發展的資本需求。

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## Financial Assets

As at 30 June 2022, the Group held financial assets at FVTPL of approximately RMB1,180 million, particulars of which are set out below:

## 金融資產

於2022年6月30日，本集團持有以公允價值計量並計入損益的金融資產約人民幣1,180百萬元，其中詳情載列如下：

Name of financial assets at FVTPL	以公允價值計量並計入損益的 金融資產名稱	Fair value as at 30 June 2022 於2022年 6月30日 之公允價值 (RMB'000) (人民幣千元)	Realised gains/(losses) for the six months ended 30 June 2022 截至2022年 6月30日 止六個月已變現 的收益/(虧損) (RMB'000) (人民幣千元)	Unrealised gains/(losses) for the six months ended 30 June 2022 截至2022年 6月30日 止六個月未變現 的收益/(虧損) (RMB'000) (人民幣千元)	% of total assets of the Group as at 30 June 2022 於2022年6月30日 佔本集團總資產比例
<b>- Structured Deposits</b>	<b>- 結構性存款</b>				
<b>China CITIC Bank</b>	<b>中信銀行</b>				
Win-win RMB Linked Exchange Rate Structured Deposit Products	共贏智信滙率掛鈎人民幣結構性存款產品	100,715	-	715	1.1%
<b>China Construction Bank Corporation</b>	<b>中國建設銀行股份有限公司</b>				
CCB Qianyuan - Ri Xin Yue Yi	建行乾元-日鑫月溢	90,858	-	858	1.0%
<b>Guo Yuan Securities Company Limited</b>	<b>國元證券股份有限公司</b>				
Guo Yuan Yuanying No. 29	國元元贏29號	48,901	-	672	0.5%
<b>Haitong Securities Company Limited</b>	<b>海通證券股份有限公司</b>				
Zhonghai Trust-Seagull No. 3 Collective Fund Trust	中海信託-海鷗3號集合資金信託	204,344	-	4,344	2.2%
<b>Huarong Securities Company Limited</b>	<b>華融證券股份有限公司</b>				
Huarong Tong Zhi Ya Bao Series Collective Asset Management Plan	華融通質押寶系列集合資產管理計劃	80,403	-	403	0.9%
<b>Industrial and Commercial Bank of China Limited</b>	<b>中國工商銀行股份有限公司</b>				
Quan Xin Quan Yi	全鑫權益	280,545	-	4,044	3.0%
<b>Shanghai Pudong Development Bank</b>	<b>上海浦東發展銀行</b>				
Yue Ying Li Product J Wealth Management Product	悅盈利J款理財產品	50,375	-	375	0.5%
		856,141	-	11,411	9.2%

# Management Discussion and Analysis 管理層討論與分析

Name of financial assets at FVTPL (continued)		Fair value as at 30 June 2022	Realised gains/(losses) for the six months ended 30 June 2022	Unrealised gains/(losses) for the six months ended 30 June 2022	% of total assets of the Group as at 30 June 2022
以公允價值計量並計入損益的 金融資產名稱(續)		於2022年 6月30日 之公允價值 (RMB'000) (人民幣千元)	截至2022年 6月30日 止六個月已變現 的收益/(虧損) (RMB'000) (人民幣千元)	截至2022年 6月30日 止六個月未變現 的收益/(虧損) (RMB'000) (人民幣千元)	於2022年6月30日 佔本集團總資產比例
<b>- Fund Investments</b>					
<b>- 基金投資</b>					
<b>E Fund Management (HK) Co., Ltd</b>	易方達資產管理(香港)有限公司				
E Fund (HK) Select Asia High Yield Bond Fund	易方達香港精選亞洲高收益基金	144,584	-	(33,031)	1.6%
<b>China International Capital Corporation Hong Kong Asset Management Limited</b>	中國國際金融香港資產管理有限公司				
CICC Multi-strategy Fixed Income Fund	中金多策略固定收益基金	179,710	-	(4,977)	1.9%
		324,294	-	(38,008)	3.5%



## Investment Strategy and Future Prospects

The Group's investments in financial assets have been conducted on the premise that such investments would not affect our business operation or capital expenditures so as to generate a relatively higher return from such investments than fixed-term bank deposits.

The Group has implemented a set of internal control and risk management measures to manage our risks related to investments in financial assets.

Regarding the investment in financial assets measured at FVTPL, the measures include, among other things, the followings:

- we analyze such financial assets regularly and keep track of their performance and redemption status;
- such financial assets should be issued by a reputable bank or financial institution; and
- the investment portfolio of such financial assets should generally bear relatively low-risk.

In view of the above, we believe that our internal policies regarding investment in financial assets and the related risk management mechanism are adequate. It is expected that the Group would continue to improve our capital usage efficiency by investing in such low-risk or principal protected financial assets using our temporarily idle funds.

## 投資策略及未來展望

本集團於金融資產的投資乃以有關投資將不會影響業務營運或資本開支為前提，從而自有關投資獲得較固定銀行存款相對較高的回報。

本集團已實施一套內部控制及風險管理措施，以管理投資金融資產相關風險。

就有關投資於以公允價值計量並計入損益之金融資產的該等措施包括(其中包括)以下各項：

- 我們定期分析該等金融資產並記錄其表現及贖回狀況；
- 該等金融資產需由信譽良好的銀行或金融機構發行；及
- 該等金融資產投資組合通常風險較低。

鑒於上文所述，我們相信，有關投資金融資產的內部政策及相關風險管理機制屬適當。預期本集團將繼續利用閒置資金投資低風險或保本金融資產來改善資本利用效率。

## Foreign Exchange Risk Management

The majority of the Group's revenue and expenditures are denominated in Renminbi, the functional currency of the Company, except that certain expenditures are denominated in Hong Kong dollars. The Group also has certain time deposits, bank balances and other payables denominated in Hong Kong dollars and United States dollars, which would expose the Group to foreign exchange risk. The Group did not use any financial instruments for hedging purposes during the six months ended 30 June 2022. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure when the need arises.

## Charges on the Group's Assets

As at 30 June 2022 and 31 December 2021, the Group pledged its rental deposits to secure outstanding unpaid contractual lease payments.

## Contingent Liabilities

As at 30 June 2022 and 31 December 2021, the Group did not have any material contingent liabilities, guarantees or any litigations or claims of material importance, pending or threatened against any member of the Group.

## 外匯風險管理

本集團的大部分收益及開支均以本公司的功能貨幣人民幣計值，惟若干開支以港元計值。本集團亦有若干定期存款、銀行結餘以及其他應付款項以港元及美元計值，使本集團面臨外匯風險。截至2022年6月30日止六個月期間，本集團並無就對沖用途使用任何金融工具。然而，管理層監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

## 本集團資產抵押

於2022年6月30日及2021年12月31日，本集團以租賃按金質押擔保未支付的合約租賃款項。

## 或有負債

於2022年6月30日及2021年12月31日，本集團概無任何重大或然負債、擔保或本集團任何成員公司未決或面臨的任何重大訴訟或申索。

### The Impact of the Covid-19 Pandemic to the Group

During the six months ended 30 June 2022, the physical classes of some of our schools located in mainland China had been temporarily suspended in order to cooperate with the prevention and control of Covid-19 pandemic (the “**Epidemic**”) according to the instruction of the PRC government. During the suspension of physical classes, the Group conducted its marketing business operation through our online consultation and application systems, etc. and the Group has also arranged online tuitions to our students of our schools located in mainland China.

Despite there may still be risks or uncertainties that the Epidemic will be outbreak again in the second half of 2022, our schools of the Group have already taken necessary health precaution measures to safeguard the safety of our employees and students. Moreover, the Group has already developed a comprehensive online learning programs to our students which can offer online tuitions to our students in case physicals classes were suspended due to the outbreak of the Epidemic. Furthermore, the total of time deposit and bank balances and cash of the Group amounted to approximately RMB3,088 million as at 30 June 2022 which were sufficient for the Group to meet its future commitment and working capital requirements for future operations and for general business expansion and development.

In view of the situation of the Epidemic in mainland China has been under control currently, the directors of the Company (the “**Directors**”) expected that the impact by the Epidemic in the second half of 2022 would not have any material adverse impact to the operation and financials of the Group. Nevertheless, the Group will closely monitor to the development of the situation of the Epidemic and will take necessary precautions to minimise the negative impact to the Group.

### 新型冠狀病毒疫情對本集團的影響

截至2022年6月30日止六個月，根據中國政府的指示，本集團位於中國內地的若干學校已暫停實體課程，以配合新型冠狀病毒疫情（「**疫情**」）防控工作。在實體課程暫停期間，本集團通過在線諮詢、報名系統等開展營銷業務，本集團亦已為位於中國內地的學校的學生安排網上學習課程。

儘管2022年下半年仍存在疫情再次爆發的風險或不確定因素，但本集團學校已採取必要的健康預防措施，以保障員工及學生的安全。此外，本集團已制定全面的線上學習計劃，以供學生在因疫情爆發導致實體課程被暫停情況下在線學習。再者，於2022年6月30日，本集團的定期存款及銀行結餘及現金總額為約人民幣3,088百萬元，足以應付本集團對未來營運及一般業務擴張及發展的承擔及營運資金需求。

鑒於中國內地的疫情情況目前已受到控制，本公司董事（「**董事**」）預期，於2022年下半年，疫情對本集團的經營及財務狀況不會有任何重大不利影響。然而，本集團將密切留意疫情的發展情況，並將採取必要的預防措施，盡量減低其對本集團的負面影響。

## OUTLOOK

Our mission is to provide the best vocational training education in China. We intend to continue to expand our business, school and center network and enhance our market position. To achieve these goals, we plan to pursue the following business strategies:

### Establishment of Regional Centers and Provincial Education Bases

We plan to establish five self-owned regional centers in China's five major geographical regions (the “**Regional Centers**”), namely, Beijing, Shanghai, Guangzhou, Chengdu and Xi'an. The Regional Centers are expected to be equipped with advanced teaching and practical training facilities for all of our seven school/center brands, namely, New East, Omick, Cuisine Academy, Xinhua Internet, Wisezone, Wontone as well as On-mind. The Regional Centers will also house our research and development centers, human resources and marketing centers and serve as the continuing education and training centers for our teaching staff, in each case in their respective designated regions. A land parcel located at Chengdu had been acquired by the Group for the development of the regional center in 2020 and is expected that the construction of phase I regional center of Chengdu can be completed by the end of year 2022. In addition, the Group intends to establish provincial education bases in cities located at our major students recruitment provinces. As the proportion of our students who study in 3 years long-term courses was increasing in the past few years, to acquire land and construction facilities to establish provincial education bases in cities located at our major students recruitment provinces not only can avoid the increasing pressure in the rental expenses of our school premises and also can improve the environment of our school premises so as to increase the stabilities of our long-term course students.

### Expansion of School Network

Our extensive school network covers most of the provincial capital cities in China. We intend to further expand our school network to cover all of the provincial capital cities in China. We plan to establish our presence in cities which have a population of over five million in densely populated provinces including, among others, Guangdong, Zhejiang, Jiangsu, Hunan, Hebei, Sichuan, Inner Mongolia and Heilongjiang, which we believe have significant unmet demand for skilled workers in culinary arts, information technology and internet technology, auto services as well as fashion and beauty.

## 前景

我們的使命是在中國提供最優質的職業技能教育。我們致力持續拓展業務、校園及中心網絡，並強化我們的市場地位。為實現發展目標，我們實施以下業務戰略計劃：

### 建立區域中心及省級的教育基地

我們計劃於中國五個主要地理區域(即北京、上海、廣州、成都及西安)建立五個自有的區域中心(「**區域中心**」)，計劃為我們七個學校／中心品牌(即新東方、歐米奇、美味學院、新華電腦、華信智原、萬通和歐曼諦)提供完善的教學及培訓實踐設施。區域中心亦將在其各自指定區域內設立研發中心、人力資源和營銷中心，並為教學人員提供持續教育和培訓區域。於2020年，本集團已收購位於成都的一塊土地以發展區域中心，預計成都區域中心的第一期建設將於2022年底完成。此外，本集團擬在本集團的主要招生省份的城市建設省級的教育基地。由於過去幾年報讀3年長期課程的學生比例不斷增加，購置土地及建築設施予在本集團的主要招生省份的城市建設省級的教育基地，不僅可以避免校舍的租金開支的壓力增加，亦可以改善校舍的環境，以增加長期課程學生的穩定性。

### 擴大校園網絡

我們龐大的校園網絡覆蓋了中國大部分省會城市。我們打算進一步擴大我們的校園網絡，以覆蓋中國所有省會城市。我們計劃在廣東、浙江、江蘇、湖南、河北、四川、內蒙古及黑龍江等人口密集省份中人口超過五百萬的城市開展業務。我們認為該等人口超過五百萬的城市對烹飪技術、信息技術及互聯網技術、汽車服務技術以及時尚美業等有著巨大潛力但未得到滿足的需求。

### Expansion and Diversification of Course Structures

In the four industry sectors we currently operate in, namely, culinary arts, information technology and internet technology, auto services as well as fashion & beauty business, we plan to continue to expand and diversify our course offerings in response to industry trends and market demand. We are also conducting research on potential new industry sectors that we may establish new schools in, with reference to the developments in market demand and anticipated future trends. We will continue to explore other markets for vocational training education in the service industry and new economy, such as artificial intelligence and healthcare. Based on our research, we expect market demand for talent in certain industry sectors to grow in the foreseeable future, we will establish corresponding programs to capture opportunities presented by the market developments.

### Actively Applying as the Third-Party Rating Organisation for the Recognition of Vocational Skills

In 2020, the Group has become one of the first batch of third-party rating organisations for the recognition of vocational skills in China, whereby the Group is allowed to perform the recognition of certain vocational skills for the public. Vocational skill recognition represents the recognition of the skill level of labors by the rating organisation filed by the Ministry of Human Resources and Social Security, which is a way for rating of the skills of talents implemented together with the occupational qualification rating. The third-party organisations for the recognition of vocational skills in China are the unit organisations recognised by the Ministry of Human Resources and Social Security, which are unit organisations with leading positions in the industry with credibility. After procedures such as self-reporting, selection by experts, credit checks, assessment by the local human resources and social security departments at the place where the Group was registered and seeking of views from the society, the Group became one of the first batch of third-party rating organisations for the recognition of vocational skills in China, whereby it is allowed to perform the recognition of certain vocational skills. This means that the Group is allowed to perform vocational skill recognition for the public in accordance with the standards and regulatory requirements, and issue certificates recognised by the state, which will significantly raise the Group's reputation and enhance its brand influence, and further strengthen the Group's leading position in the vocational skill training business in China. By providing corresponding examinations and training

### 課程結構擴展及多樣化

對於目前我們營運所涉及的四個行業領域包括烹飪技術、信息技術及互聯網技術、汽車服務及時尚美業，我們計劃繼續擴大業務，使我們的課程更多樣化，以應對行業趨勢和市場需求。我們亦參照市場需求動向及預期未來趨勢，就我們可能建立的新學校所涉及的潛在新行業領域進行研究。我們將繼續為人工智能及醫療保健等服務業及新經濟的職業技能教育進行其他市場開發。倘根據研究，我們預期市場對若干行業領域的人才需求將在可預見未來增長，則我們將建立相應課程，以把握市場發展帶來的機遇。

### 積極申辦成為職業技能等級認定第三方評價機構

於2020年，本集團成為中國首批職業技能等級認定第三方評價機構之一，允許本集團面向社會開展若干職業技能等級認定工作。職業技能等級認定是指經過人社部備案的評價機構，對勞動者技能水平進行認定的行為，是一種與職業資格評價並行的技能人才評價方式。國家職業技能等級認定第三方評價機構是人社部認可的、在行業內有著領先地位和公信力的單位機構。經自主申報、專家遴選、信用核查、註冊地人力資源和社會保障部門實地考核及徵求社會各方面意見等程序，本集團成為國家首批職業技能等級認定第三方評價機構之一，開展若干職業技能等級認定。這意味著，本集團可以按標準、依規範面對社會開展職業技能等級評價、頒發獲得國家認可的證書，將大幅提升本集團的美譽度，增強品牌影響力，從而進一步鞏固本集團在中國的職業技能培訓領域的領先地位。本集團可以針對職業技能等級證書的社會人員進行相應的考試培訓，從而進一步豐富本集團烹飪板塊的課程，獲得潛在欲考取證書的客戶，增加本集團整體烹飪板塊的潛在客戶。本集團通過頒發職業技能等級證書，可以進一步整合就業資源，

for the public targeting vocational skill certificates, the Group can enrich its curriculum in the culinary segment to attract customers who want to obtain such certificates and increase the potential customers of the Group's overall culinary segment. By issuing vocational skill certificates, the Group can further integrate employment resources to provide better job opportunities to the students. The Group will have a comprehensive understanding of the state's policy and industry standards, which will facilitate our vocational skill education in accordance with the state's policy and standards, and effectively enhance our education quality to provide high quality vocational education services.

We believe that with our over 30 years experience in vocational training industry, we are well-positioned to tailor our service offerings to capture growth opportunities in industrial upgrades and to react promptly to the changes in the market. Also, our highly scalable business model and centralized and standardized management approach will accelerate the process to establish new programs and ensure the quality of the future program offerings. It is believed that the Group will further strengthen its market leadership and reputation by having the above strategies.

### USE OF NET PROCEEDS FROM THE COMPANY'S INITIAL PUBLIC OFFERING

As at 30 June 2022, the Company has utilised the net proceeds of approximately RMB3,214 million and the net proceeds have been applied in the manner as set out in the section headed "Future Plans and Use of Proceeds" of the Company's prospectus dated 30 May 2019 (the "**Prospectus**") and the announcement of the Company dated 23 April 2021. To the extent that the proceeds from the net proceeds are not immediately applied to the purposes, the Group intends to deposit the temporarily idle raised proceeds into interest-bearing bank accounts with licensed commercial banks and/or authorized financial institutions or to purchase wealth management or other financial products from reputable authorized financial institutions or investment companies.

從而為學生提供更好的就業機會。本集團將更加全面的瞭解國家政策和行業標準，促進我們嚴格按照國家的政策和標準開展職業技能教育，有效提升我們的辦學水平，提供更高質量的職業教育服務。

我們相信憑藉在職業教育培訓行業逾30多年的經驗，我們處於有利地位能夠根據特定需要訂製服務，以把握相關產業發展機遇及迅速應對市場變動。此外，我們採用高可擴展性的業務模式，集中及規範化的管理方法以加快開設新課程，並確保將來的課程品質。本集團相信將透過以上戰略加強我們市場領導地位及提高聲譽。

### 本公司首次公開發售所得款項淨額用途

於2022年6月30日，本公司已動用所得款項淨額約人民幣3,214百萬元，所得款項淨額已按本公司日期為2019年5月30日的招股章程（「招股章程」）「未來計劃及所得款項用途」一節及本公司日期為2021年4月23日的公告所載方式動用。若所得款項淨額並未立即用於該等用途，本集團擬將暫時閒置的募集所得款項存入持牌商業銀行及／或獲授權金融機構的計息銀行賬戶或向信譽良好的獲授權金融機構或投資公司購買理財產品或其他金融產品。

## Management Discussion and Analysis 管理層討論與分析

The following sets forth a summary of the utilisation of the net proceeds from Company's initial public offering as at 30 June 2022:

下表概述本公司首次公開發售所得款項淨額於2022年6月30日的動用情況：

Purpose	用途	Percentage to total amount	Net proceeds amount*	Utilised for the period from	Utilised for the	Unutilised amount	Schedule for utilisation of remaining proceeds
				to 31 December 2021	for the six month ended 30 June 2022		
		佔總額百分比	所得款項淨額*	於2021年6月12日至2021年12月31日期間已動用金額	截至2022年6月30日止六個月期間已動用金額	未動用金額	剩餘所得款項使用時間表
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Acquisition of land and construction facilities to establish our five geographical regional centers in Beijing, Shanghai, Guangzhou, Chengdu and Xi'an, or to establish provincial education bases in cities located at our major students recruitment provinces	在北京、上海、廣州、成都及西安建設五大區域中心或在本集團的主要招生省份的城市建設省級的教育基地而購買土地和建築設施	45%	1,900,433	(1,023,994)	(398,015)	478,424	To be fully utilised in the next 3 years 將於未來3年全數動用
Establishment of schools in selected markets	在精選市場建立學校	15%	633,478	(381,185)	(91,250)	161,043	To be fully utilised in the next 2 years 將於未來2年全數動用
Establishment of new majors in both existing and new industry sectors, and conducting research to further innovate our curriculums	在現有和新興行業設立新專業，並研究如何進一步創新課程	15%	633,478	(412,227)	(54,759)	166,492	To be fully utilised in the next 2 years 將於未來2年全數動用
Construction of and upgrade our school facilities as well as purchase teaching equipment; and	建設和升級學校設施，連同購買教學設備；及	15%	633,478	(633,478)	-	-	Fully utilised 已全數動用
Funding of our working capital and general corporate purposes	用作營運資金及一般公司用途	10%	422,318	(216,660)	(2,838)	202,820	To be fully utilised in the next 2 years 將於未來2年全數動用
		100%	4,223,185	(2,667,544)	(546,862)	1,008,779	

\* Net proceeds after deducting underwriting commission and issuing expenses incurred from the listing and the exercise of the over-allotment option.

\* 所得款項淨額經扣除上市及行使超額配股權產生的包銷佣金及發行開支。

The Company will utilize the remaining proceeds in accordance with the progress of the above expansion of our school network and the business development. It is expected that the proceeds will be fully utilised in the next 2 to 3 years but there is no detailed schedule for the utilization of the remaining proceeds. In particular, it is subject to, among others, negotiations and governmental approvals for the Group to acquire land parcels or establish schools.

## EMPLOYEES AND REMUNERATION POLICIES

### Employees

As at 30 June 2022, we had a total of 11,128 employees. The following table sets forth the numbers of our employees, categorized by function, as at 30 June 2022:

Function	職能	Number of Full-Time Employees 全職僱員人數	% of Total 佔總數百分比
Executive Directors and core management	執行董事和核心管理人員	315	2.8%
Full-time teachers and instructors	全職教師及導師	4,657	41.8%
Student accommodation staff	學生住宿職員	60	0.5%
Logistic personnel	後勤人員	462	4.2%
Administrative staff	行政人員	2,956	26.6%
Accounting and finance staff	會計及財務人員	364	3.3%
Others	其他	2,314	20.8%
Total <i>(Note)</i>	合計 <i>(附註)</i>	11,128	100%

*Note:* Among 11,128 employees, we had 14 employees in Hong Kong and 11,114 employees in mainland China.

### Remuneration Policies

The remuneration packages of the employees of the Group are determined with reference to individual qualification, experience, performance, contribution to the Group and prevailing market rate.

本公司將根據上述校園網絡擴張及業務發展情況使用剩餘所得款項。預期所得款項將於未來2至3年全數動用，但尚無詳細的剩餘所得款項使用時間表。尤其是，本集團收購土地或建立學校受限於(其中包括)與政府進行溝通談判及需獲得政府批准。

## 僱員及薪酬政策

### 僱員

於2022年6月30日，我們共有11,128名僱員。下表所列為於2022年6月30日按職能劃分的僱員人數明細：

Function	職能	Number of Full-Time Employees 全職僱員人數	% of Total 佔總數百分比
Executive Directors and core management	執行董事和核心管理人員	315	2.8%
Full-time teachers and instructors	全職教師及導師	4,657	41.8%
Student accommodation staff	學生住宿職員	60	0.5%
Logistic personnel	後勤人員	462	4.2%
Administrative staff	行政人員	2,956	26.6%
Accounting and finance staff	會計及財務人員	364	3.3%
Others	其他	2,314	20.8%
Total <i>(Note)</i>	合計 <i>(附註)</i>	11,128	100%

*附註：* 在11,128名僱員中，我們在香港有14名僱員，在中國內地有11,114名僱員。

### 薪酬政策

本集團僱員的薪酬待遇乃根據個人資質、經驗、表現、對本集團的貢獻及現行市場薪酬水平而釐定。



We remunerate our employees with basic salaries as well as performance-based bonuses. We determine employee compensation based on each employee's performance and qualifications. We plan to hire additional teachers, instructors and other employees as we expand. Our employee recruiting channels include word-of-mouth referrals, on-campus recruiting and online recruiting.

Our full-time employees in China participate in a variety of social security plans that are administered by the PRC local governments, including but not limited to, pension benefits, medical care, unemployment insurance, maternity insurance, work injury insurance and housing provident funds. Chinese labor regulations require that our PRC subsidiaries make contributions to the government for these benefits based on a fixed percentage of the employees' average salaries of last year.

Our full-time employees in Hong Kong participate in a Mandatory Provident Fund Scheme (the "MPF Scheme") which the assets of the MPF Scheme are held separately from those of the Group in funds under the control of independent trustees. Under the MPF Scheme, contributions are made based on a percentage of the participating employees' relevant income from the Group and the only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the MPF Scheme.

### Dividend

The board of Directors of the Company (the "Board") does not recommend the payment of an interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

At the Board meeting held on 24 March 2022, the Board proposed the payment of a final dividend of HK\$0.245 (approximately RMB0.208) per ordinary share in respect of the year ended 31 December 2021. The aforesaid final dividend was approved by the shareholders of the Company (the "Shareholder(s)") at the annual general meeting held on Wednesday, 25 May 2022 and paid on Thursday, 23 June 2022.

我們向僱員支付基本工資和績效獎金，並基於僱員表現及資歷釐定僱員薪酬。我們打算在擴展業務時僱用更多教師、導師和其他員工。我們招聘僱員渠道包括覆蓋口碑推薦、校園招聘和網絡招聘。

我們的全職中國僱員參加中國當地政府管理的各種社會保障計劃，包括但不限於養老金福利、醫保、失業保險、生育保險、工傷保險及住房公積金。按照中國勞工組織規定，我們的中國附屬公司按員工上一年度的平均薪酬的固定百分比就該等福利向政府作出供款。

香港全職僱員參與強制性公積金計劃（「強積金計劃」），強積金計劃之資產與本集團資金分開持有及受獨立信託人管理。根據強積金計劃，供款金額按參與強積金計劃之僱員於本集團之相關收入之某一百分比作出，本集團就強積金計劃唯一承擔之責任為根據該計劃作出所需供款。

### 股息

本公司董事會（「董事會」）並無建議分派截至2022年6月30日止六個月的中期股息（截至2021年6月30日止六個月：無）。

於2022年3月24日舉行的董事會會議上，董事會建議就截至2021年12月31日止年度派發末期股息每股普通股0.245港元（約人民幣0.208元）。上述建議末期股息已經本公司股東（「股東」）於2022年5月25日（星期三）舉行的股東週年大會上獲批准及於2022年6月23日（星期四）支付。

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2022, the interests and short positions of the Directors, chief executives and their associates of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), and adopted by the Company were as follows:

Interest in the shares and underlying shares of the Company:

	Interests in shares 股份權益		Interests in underlying shares pursuant to share options 根據購股權在 相關股份的權益	Percentage of the Company's issued share capital 佔本公司已發行 股本的百分比	Long/ Short position 好/淡倉
	Corporate interest 公司權益	Personal interest 個人權益			
Mr. Wu Junbao (Note 1) 吳俊保先生(附註1)	721,792,602	-	-	33.178%	Long position 好倉
Mr. Wu Wei (Note 2) 吳偉先生(附註2)	490,361,609	-	-	22.540%	Long position 好倉
Mr. Xiao Guoqing (Note 3) 肖國慶先生(附註3)	437,993,495	-	-	20.133%	Long position 好倉
Mr. Lu Zhen (Note 4) 陸真先生(附註4)	-	-	872,510	0.040%	Long position 好倉

## 董事於證券的權益及淡倉

於2022年6月30日，本公司的董事、主要行政人員及其聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債權證中擁有(i)根據證券及期貨條例第XV部的第7及第8分部須知會本公司及聯交所(包括根據證券及期貨條例彼等被當作或視為擁有之權益及淡倉之條款)；或(ii)根據證券及期貨條例第352條須列入該條所指登記冊內；或(iii)根據本公司已採納的聯交所證券上市規則(「上市規則」)附錄十所載的上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及聯交所的權益及淡倉載列如下：

於本公司股份和相關股份的權益：

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (continued)

Notes:

1. Mr. Wu Junbao holds the entire issued share capital of Wu Junbao Education Company Limited (“**Wu Junbao Education**”) and is therefore deemed to be interested in the 721,792,602 shares held by Wu Junbao Education under the SFO.
2. Mr. Wu Wei holds the entire issued share capital of Wu Wei Education Company Limited (“**Wu Wei Education**”) and is therefore deemed to be interested in the 490,361,609 shares held by Wu Wei Education under the SFO.
3. Mr. Xiao Guoqing holds the entire issued share capital of Xiao Guoqing Education Company Limited (“**Xiao Guoqing Education**”) and is therefore deemed to be interested in the 437,993,495 shares held by Xiao Guoqing Education under the SFO.
4. Mr. Lu Zhen holds share options of 872,510 shares. Details of the share options are set out in the section titled “Equity-settled Share Option Schemes” below.

Interests of Directors and chief executives in associated corporations of the Company:

Name	Name of associated corporation	Capacity/ Nature of interest	Registered capital (RMB) 註冊資本 (人民幣元)	Approximate percentage of shareholding (%) 佔權益概約 百分比(%)
Mr. Wu Junbao 吳俊保先生	Anhui Xinhua Education Group Co., Ltd. 安徽新華教育集團有限公司	Beneficial owner 實益擁有人	42,666,700	42.67
Mr. Wu Wei 吳偉先生	Anhui Xinhua Education Group Co., Ltd. 安徽新華教育集團有限公司	Beneficial owner 實益擁有人	29,222,200	29.22
Mr. Xiao Guoqing 肖國慶先生	Anhui Xinhua Education Group Co., Ltd. 安徽新華教育集團有限公司	Beneficial owner 實益擁有人	28,111,100	28.11

### 董事於證券的權益及淡倉(續)

附註：

1. 吳俊保先生持有吳俊保教育有限公司(「吳俊保教育」)的全部已發行股本，因此，根據證券及期貨條例，彼被視作於吳俊保教育持有的721,792,602股股份中擁有權益。
2. 吳偉先生持有吳偉教育有限公司(「吳偉教育」)的全部已發行股本，因此，根據證券及期貨條例，彼被視作於吳偉教育持有的490,361,609股股份中擁有權益。
3. 肖國慶先生持有肖國慶教育有限公司(「肖國慶教育」)的全部已發行股本，因此，根據證券及期貨條例，彼被視作於肖國慶教育持有的437,993,495股股份中擁有權益。
4. 陸真先生持有872,510股股份的購股權。有關該等購股權的詳情載於下文「以股權結算的購股權計劃」一節。

董事及最高行政人員於本公司相聯法團中的權益：

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES *(continued)*

Save as disclosed above and in the section of “Equity-settled Share Option Schemes” below, as at 30 June 2022, none of the Directors, chief executives and their associates of the Company had any interest and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning part XV of SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### EQUITY-SETTLED SHARE OPTION SCHEMES

The Company adopted two share option schemes approved by the Shareholders at the Shareholders' meeting held on 7 December 2018 (“**Pre-IPO Share Option Scheme**”) and approved by the Shareholders at the Shareholders' meeting held on 21 May 2019 (“**2019 Share Option Scheme**”) respectively (collectively referred to as “**Share Option Schemes**”) for the purpose of giving eligible participants an opportunity to have a personal stake in the Company and help motivate them to optimise their future performance and efficiency to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such eligible participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group.

The Share Option Schemes do not specify any minimum holding period and/or performance targets as a condition for the exercise of an option but subject to the rules of the Share Options Schemes. The Board is empowered with the authority to determine granting of an option on a case by case basis taking into account of the relevant factors as the Board in its sole discretion considers appropriate.

The consideration payable on acceptance of the option granted to an grantee under the respective Share Option Schemes is HK\$1.00.

### 董事於證券的權益及淡倉 (續)

除上文及下文「以股權結算的購股權計劃」一節所披露者外，於2022年6月30日，概無本公司董事、主要行政人員及其聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有須根據證券及期貨條例第352條記錄於本公司所存置的股東名冊，或根據標準守則須知會本公司及聯交所的任何權益及淡倉。

### 以股權結算的購股權計劃

本公司已採納兩個購股權計劃，分別為於2018年12月7日舉行的股東大會上股東批准的購股權計劃(「首次公開發售前購股權計劃」)及於2019年5月21日舉行的股東大會上股東批准的購股權計劃(「2019年購股權計劃」)(統稱為「購股權計劃」)，旨在向合資格參與者提供於本公司擁有個人股權的機會，並激勵彼等提升日後對本集團的績效及效率，及／或就彼等過往的貢獻給予獎勵，以吸引及挽留或以其他方式繼續維持與對本集團的業績、增長或成功而言乃屬重要及／或其貢獻有利於或將有利於本集團的業績、增長或成功之合資格參與者的長期合作關係。

購股權計劃並無任何特定須持有的最短期間及／或行使購股權須達致的表現目標，惟根據購股權計劃的條款，授予董事會全權酌情釐定單獨個別情況的授出購股權條款作出其認為適當的有關因素。

在各購股權計劃下，接納授予承受人的購股權須支付的對價為1.00港元。

### EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

Pursuant to the Pre-IPO Share Option Scheme, the Company has issued upon exercise of all options to be granted under the Pre-IPO Share Option Scheme are 135,244,720 shares, representing approximately 6.2% of the issued share capital of the Company as at the date of this interim report.

Subject to the terms of the Pre-IPO Share Option Scheme, the Board shall be entitled to offer the grant of any option to subscribe for shares granted pursuant to the Pre-IPO Share Option Scheme for the time being subsisting to any persons who satisfy the following eligibility criteria as the Board may in its absolute discretion select:

- (a) any current or former executive director of, manager of, headmaster of, dean of, or other employee holding an executive, managerial, supervisory or similar position in any member of the Group, any current or former full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of the Group;
- (b) a current or former director or proposed director (including an independent non-executive director) or current or former manager of any member of the Group; and
- (c) an associate (which shall have the same meaning ascribed to it under the Listing Rules) of any of the persons referred to in (a) to (b) above.

The basis of eligibility shall be determined by the Board from time to time.

Subject to the approval of the Shareholders of our Company and the termination provisions in the Pre-IPO Share Option Scheme, the Pre-IPO Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date of adoption, provided that no option shall be granted on or after the listing date of the Company. The period during which an option may be exercised will be determined by the Board in its absolute discretion, except no option may be exercised more than 10 years after the date it was offered, being the date of the Board resolution approving the grant of such option, which must be a business day.

### 以股權結算的購股權計劃(續)

根據首次公開發售前購股權計劃，本公司根據首次公開發售前購股權計劃將予授出的所有購股權獲悉數行使發行135,244,720股股份，佔本公司於本中期報告日期已發行股本約6.2%。

在首次公開發售前購股權計劃條款的規限下，董事會有權按照其全權酌情選擇，向滿足以下合格標準的任何人士授予根據現時有效的首次公開發售前購股權計劃授出的任何股份認購期權：

- (a) 本集團任何成員公司的任何現任或前任執行董事、經理、校長、系主任或其他擔任行政、管理、監管或類似職位的僱員，任何現任或前任全職或兼職僱員或現時調派至本集團任何成員公司擔任全職或兼職工作的人士；
- (b) 本集團任何成員公司的現任或前任董事或提名董事(包括獨立非執行董事)或現任或前任經理；及
- (c) 上文(a)至(b)提及的任何人士的聯繫人(具有上市規則賦予的相同含義)。

合格依據由董事會不時釐定。

受本公司股東批准及首次公開發售前購股權計劃終止條文規限，首次公開發售前購股權計劃在自採納日期起10年期間有效及具有效力，惟於本公司上市日期或之後未授出任何購股權。可行使購股權之期間將由董事會全權酌情決定，惟購股權不可在其授出之日後10年之後行使，授出購股權之日即批准授出該購股權的董事會決議案日期，該日必須為營業日。

## EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

Subject to the terms of the Pre-IPO Share Option Scheme, the Board shall be entitled at any time between (a) the adoption date of the Pre-IPO Share Option Scheme and (b) the listing date (including the former but excluding the latter) to offer the grant of an option to any eligible person as the Board may in its absolute discretion select to subscribe at the subscription price which shall be determined by the Board for such number of shares as the Board may (subject to the maximum number of shares available for subscription) determine.

Details of the share options outstanding under Pre-IPO Share Option Scheme were as follows:

Date of grant	Exercisable period	Exercise price HKD	No. of options outstanding at 1 January 2022	No. of options granted during the six months ended 30 June 2022	No. of options exercised/cancelled/lapsed during the six months ended 30 June 2022	No. of options outstanding at 30 June 2022	Approximate shareholding percentage of the underlying shares for the options in the share capital of the Company
授予日	可行使期間	行使價 港元	於2022年1月1日未行使的購股權數目	於截至2022年6月30日止六個月內授予的購股權數目	於截至2022年6月30日止六個月內已行使/註銷/失效的購股權數目	於2022年6月30日未行使的購股權數目	購股權相關股份佔本公司股本的股權概約百分比
Mr. Lu Zhen 陸真先生	7 December 2018 2018年12月7日	12 July 2019 to 11 June 2029 2019年7月12日至 2029年6月11日	872,510	-	-	872,510	0.04%
Other employees 其他僱員	7 December 2018 2018年12月7日	12 July 2019 to 11 June 2029 2019年7月12日至 2029年6月11日	116,146,988	-	(849,500)	115,297,488	5.30%
Total 合計			117,019,498	-	(849,500)	116,169,998	5.34%

Note 1: During the six months ended 30 June 2022, 849,500 options were exercised. The weighted average closing price of the shares immediately before the dates on which the options were exercised was HK\$4.26 per share.

## 以股權結算的購股權計劃(續)

在首次公開發售前購股權計劃條款的規限下，董事會有權於(a)首次公開發售前購股權計劃採納日期至(b)上市日期期間(含採納日期，不含上市日期)的任何時間，向由董事會全權酌情選擇的任何合資格人士提呈授出購股權，以按由董事會釐定的認購價認購董事會釐定的數目(不超過可供認購的最大股份數目)的股份。

首次公開發售前購股權計劃下尚未行使的購股權詳情如下：

附註1：截至2022年6月30日止六個月期間，已行使849,500份購股權。股份的加權平均收市價緊接購股權獲行使日期前為每股4.26港元。

### EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

Pursuant to the 2019 Share Option Scheme, the Company can issue options so that the total number of shares that may be issued upon exercise of all options to be granted under the 2019 Share Option Scheme are 217,900,000 shares, representing 10% of the issued share capital of the Company upon listing and approximately 10.0% of the issued share capital of the Company as at the date of this interim report.

The Board may, at its absolute discretion, offer options to subscribe for such number of shares in accordance with the terms set out in the 2019 Share Option Scheme to:

- (a) any executive director of, manager of, headmaster of, dean of, or other employee holding an executive, managerial, supervisory or similar position in any member of the Group, any proposed employee, any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of the Group;
- (b) a director or proposed director (including an independent non-executive director) of any member of the Group;
- (c) a direct or indirect shareholder of any member of the Group;
- (d) a supplier of goods or services to any member of the Group;
- (e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group;
- (f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group;
- (g) an associate of any of the persons referred to in paragraphs (a) to (f) above; and
- (h) any person involved in the business affairs of the Company whom the Board determines to be appropriate to participate in the 2019 Share Option Scheme.

### 以股權結算的購股權計劃(續)

根據2019年購股權計劃，本公司可發行購股權，以使根據2019年購股權計劃將予授出的所有購股權獲行使時可予發行的股份總數為217,900,000股股份，佔本公司於上市後的已發行股份10%及本公司於本中期報告日期的已發行股本約10.0%。

董事會可全權酌情根據2019年購股權計劃所載條款向以下人士提呈購股權以認購有關數目的股份：

- (a) 本集團任何成員公司的任何執行董事、經理、校長、系主任，或擔當行政、管理、監管或類似職位的其他僱員、任何僱員人選、任何全職或兼職僱員，或被調往本集團任何成員公司擔任全職或兼職工作的人士；
- (b) 本集團任何成員公司的董事或候選董事(包括獨立非執行董事)；
- (c) 本集團任何成員公司的直接或間接股東；
- (d) 向本集團任何成員公司供應貨品或服務的供應商；
- (e) 本集團任何成員公司的客戶、顧問、業務或合資企業合作夥伴、加盟商、承包商、代理或代表；
- (f) 向本集團任何成員公司提供設計、研究、開發或其他支持或任何建議、顧問、專業或其他服務的個人或實體；
- (g) 上文(a)至(f)段所述任何人士的聯繫人；及
- (h) 任何參與本公司業務事宜而董事會釐定適合參與2019年購股權計劃的人士。

### EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

The maximum number of shares issuable under the 2019 Share Option Scheme to each eligible participant within any 12-month period is limited to 1% of the shares in issue at any time. Any further grant of share options in excess of this limit is subject to Shareholders' approval in a general meeting.

Subject to earlier termination by the Company in general meeting or by the Board, the 2019 Share Option Scheme shall be valid and effective for a period of ten years from the date of adoption.

The subscription price shall be such price determined by the Board at its absolute discretion and shall be no less than the highest of: (a) the closing price of shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant; (b) the average closing price of the shares as stated in the daily quotations sheet of the Stock Exchange for the 5 business days immediately preceding the date of grant; and (c) the nominal value of a share on the date of grant.

Details of the share options outstanding under 2019 Share Option Scheme were as follows:

	Date of grant	Exercisable period	Exercise price HKD	Closing price per share immediately before the date of grant HKD	No. of options outstanding at 1 January 2022	No. of options granted during the six months ended 30 June 2022	No. of options exercised/cancelled/lapsed during the six months ended 30 June 2022	No. of options outstanding at 30 June 2022	Approximate shareholding percentage of the underlying shares for the options in the share capital of the Company
	授予日	可行使期間	行使價 港元	緊接 授予日前的 每股收市價 港元	於2022年 1月1日 未行使的 購股權數目	於截至 2022年 6月30日止 六個月內授予 的購股權數目	於截至 2022年 6月30日止 六個月內 已行使/ 註銷/失效的 購股權數目	於2022年 6月30日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Employee 僱員	12 June 2019 2019年6月12日	12 June 2019 to 11 June 2029 2019年6月12日至 2029年6月11日	11.25	N/A 不適用	111,180	-	-	111,180	0.005%
Total 合計					111,180	-	-	111,180	0.005%

*Note 1:* During the six months ended 30 June 2022, no option was exercised.

### 以股權結算的購股權計劃(續)

根據2019年購股權計劃下向每名合資格參與者授予的最高可發行的股份數目在任何十二個月期間內上限為當時已發行股份的1%，任何超出限制的進一步授予購股權須於股東大會上由股東批准。

在不抵觸本公司於股東大會上或透過董事會提早終止下，2019年購股權計劃將自其採納日期起計為期十年有效及生效。

認購價乃由董事會全權酌情釐定，並不會低於以下最高者：(a)股份於授予日期在聯交所每日報價表所報的收市價；(b)股份於緊接授予日期前五個營業日在聯交所每日報價表所報的平均收市價；及(c)股份於授予日期的面值。

2019年購股權計劃下尚未行使的購股權詳情如下：

*附註1：* 截至2022年6月30日止六個月期間，沒有行使購股權。



### SUBSTANTIAL SHAREHOLDERS

As at 30 June 2022, the interests or short positions of the persons, other than a Director or chief executive of the Company, in the shares and underlying shares as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

### 主要股東

於2022年6月30日，根據本公司按照證券及期貨條例第336條所存置的股東名冊所記錄，以下人士(本公司董事或主要行政人員除外)於本公司股份及相關股份中擁有的權益或淡倉如下：

Name	Capacity and nature of interest	Number of shares held	Percentage of the Company's issued share capital 佔本公司已發行股本百分比	Long/Short position 好/淡倉
名稱	身份及權益性質	所持股份數目		
Wu Junbao Education (Note 1) 吳俊保教育(附註1)	Beneficial interest 實益權益	721,792,602	33.178%	Long position 好倉
Wu Wei Education (Note 2) 吳偉教育(附註2)	Beneficial interest 實益權益	490,361,609	22.540%	Long position 好倉
Xiao Guoqing Education (Note 3) 肖國慶教育(附註3)	Beneficial interest 實益權益	437,993,495	20.133%	Long position 好倉
Ms. Zhou Jiaju (Note 4) 周家菊女士(附註4)	Spousal interest 配偶權益	721,792,602	33.178%	Long position 好倉
Ms. Cheng Jing (Note 5) 程靜女士(附註5)	Spousal interest 配偶權益	490,361,609	22.540%	Long position 好倉
Ms. Wei Zhiling (Note 6) 衛志玲女士(附註6)	Spousal interest 配偶權益	437,993,495	20.133%	Long position 好倉

Notes:

1. Wu Junbao Education, which is wholly-owned by Mr. Wu Junbao, is the beneficial owner of approximately 33.178% of the shareholding in our Company. By virtue of the SFO, Mr. Wu Junbao and Ms. Zhou Jiaju (spouse of Mr. Wu Junbao) are deemed to be interested in all of the shares held by Wu Junbao Education.
2. Wu Wei Education, which is wholly-owned by Mr. Wu Wei, is the beneficial owner of approximately 22.540% of the shareholdings in our Company. By virtue of the SFO, Mr. Wu Wei and Ms. Cheng Jing (spouse of Mr. Wu Wei) are deemed to be interested in all of the shares held by Wu Wei Education.

附註：

1. 吳俊保教育(由吳俊保先生全資擁有)為本公司約33.178%股權的實益擁有人。根據證券及期貨條例，吳俊保先生及周家菊女士(吳俊保先生的配偶)被視為於吳俊保教育所持有的所有股份中擁有權益。
2. 吳偉教育(由吳偉先生全資擁有)為本公司約22.540%股權的實益擁有人。根據證券及期貨條例，吳偉先生及程靜女士(吳偉先生的配偶)被視為於吳偉教育所持有的所有股份中擁有權益。

### SUBSTANTIAL SHAREHOLDERS (continued)

Notes: (continued)

3. Xiao Guoqing Education, which is wholly-owned by Mr. Xiao Guoqing, is the beneficial owner of approximately 20.133% of the shareholdings in our Company. By virtue of the SFO, Mr. Xiao Guoqing and Ms. Wei Zhiling (spouse of Mr. Xiao Guoqing) are deemed to be interested in all of the shares held by Xiao Guoqing Education.
4. Ms. Zhou Jiayu, the spouse of Mr. Wu Junbao, is deemed under the SFO to be interested in the interests held by Mr. Wu Junbao.
5. Ms. Cheng Jing, the spouse of Mr. Wu Wei, is deemed under the SFO to be interested in the interests held by Mr. Wu Wei.
6. Ms. Wei Zhiling, the spouse of Mr. Xiao Guoqing, is deemed under the SFO to be interested in the interests held by Mr. Xiao Guoqing.

Save as disclosed above, as at 30 June 2022, no person, other than a Director or chief executive of the Company, had interests or short positions in the shares and underlying shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

### CORPORATE GOVERNANCE CODE PRACTICES

The Company has applied the principles of the code provisions set out in the the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules (the “**CG Code**”). During the six months ended 30 June 2022, the Company has complied with all the code provisions set out in the CG Code.

The Board believes that good corporate governance is essential to the development of the Group and to safeguard the interests of the Shareholders, potential investors and business partners and is consistent with the Board’s pursuit of value creation for the Shareholders. The Company is committed to enhancing its corporate governance practices appropriate to the conduct and the development of the Group and will review such practices from time to time to ensure that the Company complies with statutory and professional standards and aligns with the latest development.

### 主要股東(續)

附註：(續)

3. 肖國慶教育(由肖國慶先生全資擁有)為本公司約20.133%股權的實益擁有人。根據證券及期貨條例，肖國慶先生及衛志玲女士(肖國慶先生的配偶)被視為於肖國慶教育所持有的所有股份中擁有權益。
4. 周家菊女士，吳俊保先生的配偶，根據證券及期貨條例被視為於吳俊保先生所持權益中擁有權益。
5. 程靜女士，吳偉先生的配偶，根據證券及期貨條例被視為於吳偉先生所持權益中擁有權益。
6. 衛志玲女士，肖國慶先生的配偶，根據證券及期貨條例被視為於肖國慶先生所持權益中擁有權益。

除上文所披露外，於2022年6月30日，根據本公司按照證券及期貨條例第336條所存置的股東名冊記錄，概無人士(本公司董事或主要行政人員除外)於股份及相關股份中擁有權益或淡倉。

### 企業管治常規

本公司已採納上市規則附錄十四所載《企業管治守則》及《企業管治報告》(「**企業管治守則**」)所載守則條文原則。於截至2022年6月30日止六個月期間，本公司已遵守企業管治守則所載之所有守則條文。

董事會相信，為發展本集團及維護股東、潛在投資者及業務夥伴的利益，維持良好企業管治實為重要，並與董事會為股東締造價值的目標一致。本公司致力提升適合本集團運作及發展的企業管治常規，並不時檢討該等常規，以確保本公司符合法定及專業標準，並緊貼最新發展。

### STRUCTURED CONTRACTS

Please refer to the section headed “Structured Contracts” in the Prospectus for details. For the six months ended 30 June 2022, the Board had reviewed the overall performance of the structured contracts and believes that the Group had complied with the structured contracts in all material respects.

#### Qualification Requirement

Pursuant to the Regulation on Sino-Foreign Cooperation in Operating Schools (《中華人民共和國中外合作辦學條例》), the Implementing Measures on the Regulation on Sino-Foreign Cooperation in Operating Schools (《中外合作辦學條例實施辦法》) and the Management Measures on the Sino-Foreign Cooperative School Running regarding Vocational Skills Training (《中外合作職業技能培訓辦學管理辦法》), the foreign investor in Sino-foreign joint venture schools offering training on vocational skills must be a foreign educational institution with relevant qualification and that provides high quality education (the “**Qualification Requirement**”).

None of the implementation regulations related to the Qualification Requirement was updated for the six months ended 30 June 2022. For details of the efforts and actions made by the Group in accordance with the Qualification Requirement, please refer to the section headed “Structured Contracts” in the Prospectus.

#### Foreign Investment Law (“FIL”)

On 15 March 2019, the National People’s Congress approved the FIL which has come into effect on 1 January 2020. The FIL has replaced the foreign investment legal foundation in the PRC consisting of three laws: the Sino-Foreign Equity Joint Venture Enterprise Law, the Sino-Foreign Cooperative Joint Venture Enterprise Law and the Wholly Foreign-Invested Enterprise Law. For details of the FIL, please refer to the section headed “Regulations” in the Prospectus.

For the six months ended 30 June 2022, the FIL has not been amended. For details about the impact and potential consequences of the FIL, please also refer to the section headed “Structured Contracts” in the Prospectus.

### 結構性合約

有關詳情，請參閱招股章程中「結構性合約」一節。截至2022年6月30日止六個月，董事會已審閱結構性合約的整體表現，並相信本集團已於所有重大方面遵守結構性合約。

#### 資質要求

根據《中華人民共和國中外合作辦學條例》、《中外合作辦學條例實施辦法》及《中外合作職業技能培訓辦學管理辦法》，提供職業技能培訓的中外合資學校的外國投資者必須是有相關資質及提供高質量教育的外國教育機構（「**資質要求**」）。

截至2022年6月30日止六個月，資質要求相關實施條例並無更新。有關本集團根據資質要求作出的努力及行動，請參閱招股章程中「結構性合約」一節。

#### 《外商投資法》（「外商投資法」）

於2019年3月15日，全國人民代表大會通過了《外商投資法》，並已自2020年1月1日起施行。《外商投資法》取代中國目前由三項法例構成的外商投資法律基礎：《中外合資經營企業法》、《中外合作經營企業法》及《外資企業法》。有關《外商投資法》的詳情，請參閱招股章程中「法規」一節。

截至2022年6月30日止六個月，《外商投資法》並未經修訂。有關《外商投資法》的影響及潛在後果，亦請參閱招股章程中「結構性合約」一節。

### INDUSTRY POLICY DIRECTION

In December 2019, the Ministry of Education of the PRC published the discussion draft of the Proposed Amendments to the Vocational Education Law of the PRC (《中華人民共和國職業教育法修訂草案(徵求意見稿)》). The proposed amendments recognized that vocational education shall have an equal position as general education in the PRC and provided guidance to vocational education in various aspects including government supervision and support, teacher's qualification, private capital in vocational education, etc. Since the proposed amendments are still under discussion and remain in draft format, there is no impact of the proposed amendments to the business or operation of the Group. The Company will closely monitor the legislative development and make further announcement(s) on any update, if necessary.

In October 2021, the Central Committee of the Communist Party of China and the State Council of the PRC issued the "Opinions on Promoting the High-Quality Development of Modern Vocational Education" 《關於推動現代職業教育高質量發展的意見》(the "**Opinions**"). The Opinions confirm that vocational education is an important part of the national education system and human resource development of the PRC and it shoulders the important responsibility of cultivating diverse talents, passing on technical skills, and promoting employment and entrepreneurship. Pursuant to the Opinions, efforts should be made to speed up the development of the modern vocational education system and cultivate more high-quality technical professionals and consummate craftsmen in the PRC. The Opinions also set a goal that a modern vocational-education system should be established in the PRC by 2025 and the vocational education of the PRC should be ranked among the best globally by 2035. The Opinions specifically include but not limited to the following measures:

- Strengthen the characteristics of vocational education types, including consolidating the positioning of vocational education types, promoting the vertical integration of different levels of vocational education, and promoting the horizontal integration of different types of education.

### 行業政策導向

於2019年12月，中國教育部發佈《中華人民共和國職業教育法修訂草案(徵求意見稿)》。該等建議修訂認可中國職業教育與普通教育具有同等地位並於包括政府監管及支持、教師資格、職業教育的私營資本在內的各方面為職業教育提供指引。由於該等建議修訂仍在徵求意見中及仍為草案，該等建議修訂對本集團業務或營運並無影響。本公司將密切監察立法進展並就任何最新情況作出進一步公告(如需要)。

於2021年10月，中共中央辦公廳、國務院辦公廳印發了《關於推動現代職業教育高質量發展的意見》(「**該意見**」)。該意見確認職業教育是國民教育體系和人力資源開發的重要組成部分，肩負著培養多樣化人才、傳承技術技能、促進就業創業的重要職責。根據該意見，中國要加快構建現代職業教育體系，培養更多高素質技術技能人才、能工巧匠、大國工匠。該意見並提出了中國到2025年，現代職業教育體系基本建成。到2035年，中國職業教育整體水平進入世界前列的目標。該意見部分具體措施包括但不限於：

- 強化職業教育類型特色，包括鞏固職業教育類型定位、推動不同層次職業教育縱向貫通及促進不同類型教育橫向融通。

## Other Information 其他資料

- Improving on the school-running system of industry-education integration, including optimizing the supply structure of vocational education, improving the diversified school-running pattern, and cooperating to promote the deep integration of industry and education.
  - Innovating the school-enterprise cooperation mechanism, including enriching the form of vocational schools, expanding the content of school-enterprise cooperation, and optimizing the policy environment for school-enterprise cooperation.
  - Deepening education and teaching reform, including strengthening the development of dual-qualified teachers, innovating teaching models and methods, improving teaching content and teaching materials, and improving the quality assurance system.
  - Building a vocational education brand with Chinese characteristics, including improving the level of sino-foreign cooperation in running schools, expanding sino-foreign cooperation and exchange platforms; and promoting careers to go global.
- 完善產教融合辦學體制，包括優化職業教育供給結構、健全多元辦學格局及協同推進產教深度融合。
  - 創新校企合作辦學機制，包括豐富職業學校辦學形態、拓展校企合作形式內容及優化校企合作政策環境。
  - 深化教育教學改革，包括強化雙師型教師隊伍建設、創新教學模式與方法、改進教學內容與教材及完善質量保證體系。
  - 打造中國特色職業教育品牌，包括提升中外合作辦學水平、拓展中外合作交流平台；以及推動職業走出去。

The Group believes that the vocational education business of the Group satisfies the Opinions' requirement to develop the modern vocational education system and is encouraged by the Opinions. Therefore, it will benefit the development of the Group in the future.

本集團相信本集團的職業教育業務涵蓋該意見所要求建設的現代職業教育體系並受到該意見鼓勵，將有利於本集團的未來發展。

### CHANGES OF DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, the change of Directors' information of the Company since the date of the 2021 Annual Report is as follows:

1. With effect from 15 July 2022, Mr. Hung Ka Hai, Clement, an independent non-executive Director of the Company, resigned as an independent non-executive director of SY Holdings Group Limited, whose shares are listed on the Main Board of the Stock Exchange (Stock code: 6069).
2. With effect from 18 July 2022, Mr. Hung Ka Hai, Clement, an independent non-executive Director of the Company, was appointed as the independent supervisor of Ping An Insurance (Group) Company of China, Ltd., whose shares are listed on both the Main Board of the Stock Exchange (Stock code: 2318) and Shanghai Stock Exchange (Stock code: 601318).

Save for the information disclosed above, the Company is not aware of other changes in the Directors' information which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the six months ended 30 June 2022 were rights to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate granted to any Director or their respective spouses or children under 18 years of age, or were any such rights exercised by them; or were the Company or any of its holding companies, fellow subsidiaries and subsidiaries a party to any arrangement to enable the Company's Directors, their respective spouses or children under 18 years of age to acquire such rights in any other body corporate.

### 根據上市規則第13.51B(1)條所作出之董事資料變更

根據上市規則第13.51B(1)條，自二零二一年年度報告日期起本公司董事資料變更如下：

1. 自2022年7月15日起，本公司獨立非執行董事洪嘉禧先生辭任盛業控股集團有限公司（其股份於聯交所主板上市（股份代號：6069））的獨立非執行董事。
2. 自2022年7月18日起，本公司獨立非執行董事洪嘉禧先生獲委任為中國平安保險（集團）股份有限公司（其股份於聯交所主板上市（股份代號：2318）及於上海證券交易所上市（證券代碼：601318））的外部監事。

除上文所披露的資料外，本公司概無知悉董事資料的其他變更須根據上市規則第13.51B(1)條作出披露。

### 董事認購股份或債權證的權利

除上文所披露外，於截至2022年6月30日止六個月內任何時間，概無任何董事或彼等各自的配偶或未滿十八歲的子女獲授可透過購買本公司或任何其他法人團體股份或債權證而獲益的權利，或行使任何該等權利；而本公司或其任何控股公司、同系附屬公司及附屬公司概無訂立任何安排，致使本公司董事、彼等各自的配偶或未滿十八歲的子女可自任何其他法人團體購入該等權利。

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in Note 21 to the condensed consolidated financial statements, none of the Directors nor any entity connected with the Directors had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during or at the end of the period ended 30 June 2022.

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code for dealing in securities of the Company by the Directors. The Company has made specific enquiry of all Directors and all Directors have confirmed that they have complied with the required standard as set out in the Model Code during the six months ended 30 June 2022.

### CONFLICT OF INTERESTS

For the six months ended 30 June 2022, none of the Directors, the substantial Shareholders or the management Shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the business of the Group or has any other conflict of interests with the Group.

### CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed above and the transactions as disclosed in Note 21 to the condensed consolidated financial statements, no controlling Shareholder or any of its subsidiaries have any contract of significance with the Company or any of its subsidiaries during the six months ended 30 June 2022.

### PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2022.

### 董事於重大交易、安排或合約的權益

除於簡明綜合財務報表附註21所披露外，截至2022年6月30日止期間內或期末，概無董事或與董事有關連的實體直接或間接於本公司、其控股公司或其任何附屬公司或同系附屬公司所訂立的任何重大交易、安排或合約中擁有重大權益。

### 遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則作為其本身有關董事買賣本公司證券之守則。本公司已向全體董事作出特定查詢，而全體董事已確認彼等於截至2022年6月30日止六個月期間一直遵守標準守則所載之規定標準。

### 利益衝突

截至2022年6月30日止六個月，本公司董事、主要股東或管理層股東或彼等各自任何聯繫人概無從事任何直接或間接與本集團業務構成或可能構成競爭的任何業務，亦無與本集團存在任何其他利益衝突。

### 控股股東於重大合約的權益

除上文所披露及於簡明綜合財務報表附註21所披露的交易外，控股股東或其任何附屬公司於截至2022年6月30日止六個月內並無與本公司或其任何附屬公司訂立任何重大合約。

### 購買、出售或贖回本公司上市證券

截至2022年6月30日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### AUDIT COMMITTEE AND REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The audit committee of the Company (the “**Audit Committee**”) consists of three independent non-executive Directors, namely Mr. Hung Ka Hai, Clement, Dr. Zhu Guobin and Dr. Zang Yunzhi. The main duties of the Audit Committee are to assist the Board in providing an independent review of the completeness, accuracy and fairness of the unaudited condensed consolidated financial statements for the six month ended 30 June 2022 of the Group, as well as the efficiency and effectiveness of the Group’s operations and internal controls. The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2022, including the accounting principles and practices adopted by the Group. The Audit Committee is in the opinion that the unaudited condensed consolidated financial statements have been prepared in accordance with the applicable accounting standards, the Listing Rules and statutory requirements and that adequate disclosures have been made in the interim report.

Deloitte Touche Tohmatsu, the Company’s auditor, had carried out review of the unaudited interim results of the Group for the six months ended 30 June 2022 in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants.

### APPRECIATION

The Board would like to take this opportunity to extend its deepest gratitude to its staff for their hard work and dedication to the Group, and to its Shareholders for their continuous trust and support in the Company.

By order of the Board  
**China East Education Holdings Limited**

**Wu Wei**  
*Chairman*

Hong Kong, 24 August 2022

### 審核委員會及審閱簡明綜合財務報表

本公司審核委員會（「**審核委員會**」）由三名獨立非執行董事組成，即洪嘉禧先生、朱國斌博士及臧蘊智博士。審核委員會的主要職責為協助董事會就本集團截至2022年6月30日止六個月的未經審核簡明綜合財務報表的完整性、準確性及公平性，以及本集團營運及內部控制的效率及有效性作出獨立檢討。審核委員會已審閱本集團截至2022年6月30日止六個月的未經審核簡明綜合財務報表，包括本集團採納的會計原則及慣例。審核委員會認為，有關未經審核簡明綜合財務報表乃按適用會計準則、上市規則及法定規定編製，並已於中期報告內作出充足披露。

本公司核數師德勤•關黃陳方會計師行已根據香港會計師公會頒佈的香港審閱工作準則第2410號「由實體的獨立核數師審閱中期財務資料」審閱本集團截至2022年6月30日止六個月的未經審核中期業績。

### 感謝

董事會藉此機會衷心感謝本集團全體僱員的辛勤工作及對本集團的奉獻，並感謝本集團股東對本公司的持續信任及支持。

承董事會命  
**中國東方教育控股有限公司**

**吳偉**  
*主席*

香港，2022年8月24日



## To the Board of Directors of China East Education Holdings Limited

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

### INTRODUCTION

We have reviewed the condensed consolidated financial statements of China East Education Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 58 to 96, which comprise the condensed consolidated statement of financial position as of 30 June 2022 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致中國東方教育控股有限公司

*(於開曼群島註冊成立之有限公司)*

### 引言

吾等已審閱列載於第58至96頁中國東方教育控股有限公司（「**貴公司**」）及其附屬公司（統稱「**貴集團**」）之簡明綜合財務報表，包括於2022年6月30日之簡明綜合財務狀況表與截至該日止六個月期間之相關簡明綜合損益及其他全面收益表、權益變動表和現金流動表以及若干說明附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製之報告必須符合當中有關條文及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」（「**香港會計準則第34號**」）。貴公司之董事須負責根據香港會計準則第34號編製及呈列該等簡明綜合財務報表。吾等之責任為根據審閱對該等簡明綜合財務報表作出結論，並按照協定之委聘條款僅向閣下（作為整體）報告結論，除此之外別無其他目的。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。

## SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” (“**HKSRE 2410**”) issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

### Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

24 August 2022

## 審閱範圍

吾等已根據香港會計師公會頒佈之香港審閱工作準則第2410號「由實體的獨立核數師審閱對中期財務資料」(「**香港審閱工作守則第2410號**」)進行審閱。審閱該等簡明綜合財務報表包括主要向負責財務和會計事務之人員作出查詢，並應用分析和其他審閱程序。審閱範圍遠小於根據香港審計準則進行審核之範圍，故不能讓吾等保證吾等將知悉在審核中可能發現之所有重大事項。因此，吾等不會發表審核意見。

## 結論

按照吾等之審閱，吾等並無發現任何事項，令吾等相信簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

### 德勤•關黃陳方會計師行

執業會計師

香港

2022年8月24日

## Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

		<b>Six months ended 30 June</b> 截至6月30日止六個月	
		<b>2022</b> <b>2022年</b> <b>RMB'000</b> <b>人民幣千元</b> <b>(unaudited)</b> <b>(未經審核)</b>	2021 2021年 RMB'000 人民幣千元 (unaudited) (未經審核)
		NOTES 附註	
Revenue	收入	4	2,001,446
Cost of revenue	收入成本		(894,656)
Gross profit	毛利		993,126
Other income and expenses	其他收入及開支	5	52,199
Other gains and losses	其他收益及虧損	6	61,806
Selling expenses	銷售開支		(442,917)
Administrative expenses	行政開支		(245,773)
Research and development expenses	研發開支		(10,085)
Finance costs	財務成本	7	(82,406)
Profit before tax	稅前利潤		325,950
Income tax expense	所得稅開支	8	(89,897)
Profit and total comprehensive income for the period	期內利潤及全面收益總額	9	236,053
Earnings per share	每股盈利	11	
– Basic (RMB cents)	– 基本(人民幣分)		10.85
– Diluted (RMB cents)	– 稀釋(人民幣分)		10.74

# Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表

At 30 June 2022  
於2022年6月30日

			<b>30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)</b>	31 December 2021 2021年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
	NOTES 附註			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property and equipment	物業及設備	12	<b>2,221,703</b>	1,934,515
Right-of-use assets	使用權資產	12	<b>2,429,144</b>	2,322,911
Deferred tax assets	遞延稅項資產		<b>5,472</b>	5,772
Deposits for acquisition of leasehold lands	收購租賃土地按金		-	27,000
Deposits for rental	租金按金		<b>23,250</b>	23,506
Deposits for utilities and others	水電費及其他按金		<b>6,614</b>	7,963
			<b>4,686,183</b>	4,321,667
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		<b>69,924</b>	65,134
Trade and other receivables	貿易及其他應收款項	13	<b>329,561</b>	275,300
Financial assets at fair value through profit or loss ("FVTPL")	以公允價值計量並計入損益(「以公允價值計量並計入損益」)的金融資產	14	<b>1,180,435</b>	612,268
Tax recoverable	可收回稅款		<b>1,080</b>	5,834
Time deposits	定期存款		<b>2,074,601</b>	2,143,226
Bank balances and cash	銀行結餘及現金		<b>1,013,082</b>	2,212,294
			<b>4,668,683</b>	5,314,056
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	15	<b>548,500</b>	676,006
Tax liabilities	稅項負債		<b>69,373</b>	90,994
Lease liabilities	租賃負債		<b>423,211</b>	387,774
Contract liabilities	合約負債	16	<b>1,327,056</b>	1,390,853
			<b>2,368,140</b>	2,545,627
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>2,300,543</b>	2,768,429
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>6,986,726</b>	7,090,096

# Condensed Consolidated Statement of Financial Position (continued) 簡明綜合財務狀況表(續)

At 30 June 2022  
於 2022 年 6 月 30 日

			<b>30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)</b>	31 December 2021 2021年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
		NOTES 附註		
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債		<b>1,390,716</b>	1,305,514
Contract liabilities	合約負債	16	<b>44,407</b>	40,751
Government grants	政府補助		<b>6,415</b>	5,101
			<b>1,441,538</b>	1,351,366
<b>Net assets</b>	<b>資產淨值</b>		<b>5,545,188</b>	5,738,730
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	17	<b>192</b>	192
Reserves	儲備		<b>5,544,996</b>	5,738,538
<b>Total equity</b>	<b>權益總額</b>		<b>5,545,188</b>	5,738,730

# Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital	Share premium	Capital reserve	Share options reserve	Statutory surplus reserve	Retained profits	Total
		股本	股份溢價	資本儲備	購股權儲備	法定盈餘儲備	留存利潤	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note a) (附註a)						
At 1 January 2022 (audited)	於2022年1月1日(經審核)	192	3,266,806	156,947	200,161	268,103	1,846,521	5,738,730
Profit and total comprehensive income for the period	期內利潤及全面收益總額	-	-	-	-	-	236,053	236,053
Recognition of equity-settled share-based payments (note 18)	確認為權益結算的股份支付(附註18)	-	-	-	21,453	-	-	21,453
Issue of new shares upon exercise of share options (note 17(iii))	於行使購股權時發行新股份(附註17(iii))	-	4,201	-	(2,596)	-	-	1,605
Dividend distribution (note 10)	股息分派(附註10)	-	(452,653)	-	-	-	-	(452,653)
Transfer	轉撥	-	-	-	-	(13,144)	13,144	-
At 30 June 2022 (unaudited)	於2022年6月30日(未經審核)	192	2,818,354	156,947	219,018	254,959	2,095,718	5,545,188
At 1 January 2021 (audited)	於2021年1月1日(經審核)	193	3,904,959	156,947	165,481	234,007	1,578,451	6,040,038
Profit and total comprehensive income for the period	期內利潤及全面收益總額	-	-	-	-	-	233,050	233,050
Recognition of equity-settled share-based payments (note 18)	確認為權益結算的股份支付(附註18)	-	-	-	28,090	-	-	28,090
Issue of new shares upon exercise of share options (note 17(ii))	於行使購股權時發行新股份(附註17(ii))	1	34,769	-	(20,835)	-	-	13,935
Dividend distribution (note 10)	股息分派(附註10)	-	(486,997)	-	-	-	-	(486,997)
Transfer	轉撥	-	-	-	-	(10,429)	10,429	-
At 30 June 2021 (unaudited)	於2021年6月30日(未經審核)	194	3,452,731	156,947	172,736	223,578	1,821,930	5,828,116

## Condensed Consolidated Statement of Changes in Equity (continued) 簡明綜合權益變動表(續)

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

### Note:

- (a) Pursuant to the relevant laws in the People's Republic of China (the "PRC"), the Company's subsidiaries in the PRC shall make appropriations from after-tax profit to non-distributable reserve funds as determined by the management of the relevant PRC subsidiaries. These reserves include: (i) general reserve of the limited liabilities companies and (ii) the development fund of schools.
- i. For PRC subsidiaries with limited liability, they are required to make annual appropriations to general reserve of 10% of after-tax profits as determined under the PRC laws and regulations at each year-end until the balance reaches 50% of the relevant PRC entity's registered capital.
- ii. According to the Implementation Rules of the Law for Promoting Private Education of the PRC (《中華人民共和國民辦教育促進法實施條例》) which took effect on 1 September 2021, it is required for for-profit private school to appropriate to development fund of not less than 10% of the net income of the relevant school as determined in accordance with generally accepted accounting principles in the PRC. The development fund shall be used for construction or maintenance of the school or procurement or upgrading of educational equipment. When the development fund is used, the reserve will be transferred back to retained profits directly.

### 附註：

- (a) 按照中華人民共和國(「中國」)相關法律，本公司在中國的附屬公司須從稅後利潤撥款至相關中國附屬公司管理層釐定的不可分派儲備金。該等儲備包括：(i)有限責任公司的一般儲備；及(ii)學校發展基金。
- i. 對於有限責任形式的中國附屬公司，該等公司須按照中國法律法規以各年末釐定的稅後利潤的10%向一般儲備作出年度撥款，直至結餘達到相關中國實體註冊資本的50%。
- ii. 根據於2021年9月1日生效的《中華人民共和國民辦教育促進法實施條例》，盈利的民辦學校須以不低於相關學校按中國公認會計原則釐定的經審核年度淨收入的10%向發展基金作出撥款。發展基金須用於學校的建設或維護，或教學設備的採購或升級。當發展基金被使用時，儲備將直接撥回至留存利潤。

# Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2022</b> <b>2022年</b> <b>RMB'000</b> <b>人民幣千元</b> <b>(unaudited)</b> <b>(未經審核)</b>	2021 2021年 RMB'000 人民幣千元 (unaudited) (未經審核)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金淨額</b>	<b>357,251</b>	496,608
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Interest received from time deposits and bank balances	收取定期存款及銀行結餘利息	<b>26,037</b>	17,151
Interest received from entrusted loans	收取委託貸款利息	-	12,426
Proceeds on disposals of property and equipment	出售物業及設備的所得款項	<b>2,812</b>	1,516
Purchases of property and equipment	購買物業及設備	<b>(458,948)</b>	(286,491)
Purchases for leasehold lands	購買租賃土地	<b>(5,209)</b>	(246,954)
Payments for right-of-use assets	使用權資產付款	<b>(10,780)</b>	-
Payments for rental deposits	支付租賃按金	<b>(1,837)</b>	(4,053)
Withdrawal of rental deposits	提取租賃按金	<b>1,142</b>	2,714
Purchases of financial assets at FVTPL	購買以公允價值計量並計入損益的金融資產	<b>(1,337,501)</b>	(2,405,106)
Redemptions of financial assets at FVTPL	贖回以公允價值計量並計入損益的金融資產	<b>748,700</b>	1,463,389
Placement of time deposits	存入定期存款	<b>(1,224,897)</b>	(1,033,904)
Withdrawal of time deposits	提取定期存款	<b>1,346,556</b>	475,000
Deposits paid for development	已付開發按金	-	(28,560)
Asset-related government grants	資產相關政府補助	<b>2,675</b>	317
Net cash used in investing activities	投資活動所用現金淨額	<b>(911,250)</b>	(2,032,555)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Proceeds from exercise of share options	行使購股權所得款項	<b>1,605</b>	13,935
Payment on dividend paid	已付股息付款	<b>(452,653)</b>	(486,997)
Repayments of leases liabilities	償還租賃負債	<b>(112,357)</b>	(113,984)
Interests paid	已付利息	<b>(82,406)</b>	(80,305)
Net cash used in financing activities	融資活動所用現金淨額	<b>(645,811)</b>	(667,351)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	<b>(1,199,810)</b>	(2,203,298)
Cash and cash equivalents at the beginning of the period	期初現金及現金等價物	<b>2,212,294</b>	2,972,325
Effect of foreign exchange rate changes	外匯變動的影響	<b>598</b>	(702)
Cash and cash equivalents at the end of the period, representing bank balances and cash	期末現金及現金等價物(即銀行結餘及現金)	<b>1,013,082</b>	768,325



For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 1. GENERAL

China East Education Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands and registered as an exempted company with limited liability under the Companies Law Chapter 22 of the Cayman Islands on 4 October 2018. Its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 12 June 2019 (the “**Listing**”). Its ultimate controlling parties are Mr. Wu Junbao, Mr. Wu Wei and Mr. Xiao Guoqing, collectively referred as the “**Controlling Equity Holders**”. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business in PRC is No. 1009 Xuelin Road, Vocational Education Town, Yaohai District, Hefei City, Anhui Province, the PRC.

The Company is an investment holding company. The principal activities of its subsidiaries are mainly engaged in the operation of vocational education institutions. The Company and its subsidiaries are collectively referred as the “**Group**”.

The condensed consolidated financial statements are presented in Renminbi (“**RMB**”), which is the functional currency of the Company and its subsidiaries.

## 1. 一般資料

中國東方教育控股有限公司（「**本公司**」）於2018年10月4日根據開曼群島《公司法》（第22章）在開曼群島註冊成立為獲豁免有限責任公司。其股份自2019年6月12日起已於香港聯合交易所有限公司（「**聯交所**」）主板上市（「**上市**」）。其最終控制方為吳俊保先生、吳偉先生及肖國慶先生（統稱為「**控制權益持有者**」）。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands及中國主要營業地址位於中國安徽省合肥市瑤海區職教城學林路1009號。

本公司是一家投資控股公司。本公司附屬公司的主要業務主要從事經營職業教育機構。本公司及其附屬公司統稱為「**本集團**」。

簡明綜合財務報表以人民幣（「**人民幣**」）呈列，而人民幣為本公司及其附屬公司的功能貨幣。

## 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange.

Under the relevant PRC laws and regulations requirement, the Company is restricted to independently or jointly operate most of vocational and training business. In preparation for the Listing, the Group has entered into a series of contractual arrangements with the Controlling Equity Holders to maintain and exercise the control over the operation of Anhui Xinhua Education Group Co., Ltd. (安徽新華教育集團有限公司) (“**Anhui Xinhua Education**”), and to obtain all of its entire economic benefits (the “**Contractual Arrangements**”). The Contractual Arrangements were entered into by a wholly-owned subsidiary of the Company, Hefei Xinhua Chuangzhi Education Management Co., Ltd. (合肥新華創智教育管理有限公司) (“**Xinhua Chuangzhi**”) with Anhui Xinhua Education, Nanjing Culinary Technical School (南京烹飪技工學校) (“**Nanjing Culinary**”), the Controlling Equity Holders and Mr. Ge Xiaoliang, which, effective from 30 November 2018, enable Xinhua Chuangzhi and the Group to:

- exercise effective financial and operational control over Anhui Xinhua Education and Nanjing Culinary;
- exercise equity holders’ voting rights of Anhui Xinhua Education and Nanjing Culinary;
- receive substantially all economic returns generated by Anhui Xinhua Education and Nanjing Culinary in consideration for the business support, technical and consulting services provided by the Group;

## 2. 呈列基準及重組

簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的香港會計準則第34號「中期財務報告」以及聯交所證券上市規則附錄十六的適用披露規定而編製。

根據中國有關法律法規規定，本公司僅限於獨立或聯合運營大多數職業及培訓業務。為籌備上市，本集團已與控股權益持有人訂立一系列合約安排，以維持及行使對安徽新華教育有限公司(「安徽新華教育」)的經營控制權，並獲得其全部經濟利益(「合約安排」)。合約安排由本公司的全資附屬公司合肥新華創智教育管理有限公司(「新華創智」)與安徽新華教育、南京烹飪技工學校(「南京烹飪」)控股權益持有人及葛孝良先生共同訂立，自2018年11月30日起生效，令新華創智及本集團能夠：

- 對安徽新華教育及南京烹飪實施有效的財務和運營控制；
- 行使安徽新華教育及南京烹飪權益持有人的投票權；
- 根據本集團提供的業務支持、技術和顧問服務，獲得安徽新華教育及南京烹飪產生的絕大部分經濟回報；

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 2. BASIS OF PREPARATION (continued)

- obtain an irrevocable and exclusive right to purchase the entire equity interest in Anhui Xinhua Education and Nanjing Culinary from the Controlling Equity Holders and Mr. Ge Xiaoliang at nil consideration or a minimum purchase price permitted under PRC laws and regulations. The Group may exercise such options at any time until it has acquired all equity interests and/or all assets of Anhui Xinhua Education and Nanjing Culinary. In addition, Anhui Xinhua Education and Nanjing Culinary are not allowed to sell, transfer, or dispose any assets, or make any distributions to its equity holders without prior consent of the Group; and
- obtain a pledge over the entire equity interest of Anhui Xinhua Education and Nanjing Culinary from the Controlling Equity Holders and Mr. Ge Xiaoliang as collateral security for all of the amounts Anhui Xinhua Education and Nanjing Culinary due to the Group and to secure performance of the Controlling Equity Holders' and Mr. Ge Xiaoliang's obligations under the Contractual Arrangements.

## 3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values.

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards ("HKFRSs") and application of certain accounting policies which became relevant to the Group, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2022 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2021.

## 2. 呈列基準及重組(續)

- 以零對價或中國法律法規批准的最低購買價自控股權益持有人及葛孝良先生取得購買安徽新華教育及南京烹飪全部股本權益的不可撤銷專有權。本集團可隨時行使該等購股權，直至收購全部股本權益及／或安徽新華教育及南京烹飪的全部資產。此外，未經本集團的事先同意，安徽新華教育及南京烹飪不可出售、轉讓或處置任何資產，或向其權益持有人作出任何分派；及
- 自控股權益持有人及葛孝良先生取得對安徽新華教育及南京烹飪全部股本權益的抵押，作為安徽新華教育及南京烹飪應付本集團所有款項的抵押擔保，並確保控股權益持有人及葛孝良先生履行在合約安排下的責任。

## 3. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製，惟若干金融工具按公允價值計量。

除應用經修訂香港財務報告準則(「香港財務報告準則」)及應用與本集團有關的若干會計政策導致的其他會計政策變動外，截至2022年6月30日止六個月簡明綜合財務報表使用的會計政策及計算方法與本集團截至2021年12月31日止年度之年度財務報表所呈列者一致。

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

### 3. PRINCIPAL ACCOUNTING POLICIES (continued)

#### Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the Group's annual period beginning on 1 January 2022 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

The application of the amendments to HKFRSs in the current interim period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

### 3. 主要會計政策(續)

#### 應用經修訂香港財務報告準則

於本中期期間，本集團已首次應用提述以下香港會計師公會頒佈於2022年1月1日當日或之後的年度期間強制生效的經修訂香港財務報告準則，以編製本集團簡明綜合財務報表：

香港財務報告準則第3號(修訂本)	提述概念框架
香港會計準則第16號(修訂本)	物業、廠房及設備－擬定用途前的所得款項
香港會計準則第37號(修訂本)	有償合約－履行一份合約的成本
香港財務報告準則(修訂本)	香港財務報告準則2018年至2020年的年度改進

於本中期期間應用提述香港財務報告準則之修訂本對本集團於本期間及過往期間的財務狀況及表現及／或本簡明綜合財務報表所載披露並無重大影響。

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截至2022年6月30日止六個月

#### 4. REVENUE AND SEGMENT INFORMATION

The Group is mainly engaged in the provision of vocational education services in the PRC.

Revenue represents service income from tuition fees and service fees less sales related tax, and is recognised over time.

Transaction price allocated to the remaining performance obligation for contracts with customers

The majority of the contracts for provision of vocational education services are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

The Group's operating segments are based on information prepared and reported to the chief operating decision makers ("CODM"), the board of directors of the Company, for the purposes of resource allocation and performance assessment. The Group is organised into the following segments:

- (a) New East Culinary Education: providing comprehensive culinary training programs to students who pursue a career in becoming professional chefs;
- (b) Xinhua Internet Technology Education: providing a wide range of information technology-related training to students;
- (c) Wontone Automotive Education: providing hands-on auto repair skill training as well as practical knowledge of automobile commerce;
- (d) Omick Education of Western Cuisine and Pastry: offering a variety of courses, including baking, desserts, western cuisines, bartending and barista training;

#### 4. 收入及分部資料

本集團主要於中國從事提供職業教育服務。

收入指學費及服務費扣除銷售相關稅項後的服務收入，其隨時間確認。

分配至客戶合約的尚未履行的履約責任之交易價格

提供職業教育服務的大多數合約期限為一年或以內。根據《香港財務報告準則》第15號的准許，分配至該等未獲滿足合約的交易價格並未披露。

本集團的經營分部以向主要經營決策者（「主要經營決策者」）、本公司董事會編製及呈報之資料為基礎，以作資源分配及評估表現用途。本集團分為以下分部：

- (a) 新東方烹飪教育：為尋求成為專業廚師的學生提供全面的烹飪培訓課程；
- (b) 新華電腦教育：為學生提供廣泛的信息技術相關培訓；
- (c) 萬通汽車教育：提供汽車維修技能以及汽車商務的實踐知識培訓；
- (d) 歐米奇西點西餐教育：提供烘焙、甜點、西餐、調酒及咖啡師培訓等多種課程；

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

**4. REVENUE AND SEGMENT INFORMATION** (continued)

Transaction price allocated to the remaining performance obligation for contracts with customers (continued)

- (e) Wisezone Data Technology Education: providing short-term programs to junior college and university students who have already had the basic theoretical knowledge and seek to further develop relevant practical skills;
- (f) Cuisine Academy: providing people with culinary skill training on small-class settings and/or individual classes that are delivered on an one-on-one basis; and
- (g) Other miscellaneous businesses.

These segments are the basis on which the Group reports its segment information.

Segment results represent the profits earned by each segment and excluding certain other income and expenses, other gains and losses, corporate administrative expenses and income tax expense. No analysis of the Group's assets and liabilities is regularly provided to the management of the Group for review. Inter-segment sales are charged at cost plus approach.

**4. 收入及分部資料** (續)

分配至客戶合約的尚未履行的履約責任之交易價格(續)

- (e) 華信智原DT人才培訓基地：為已掌握基本理論知識並尋求進一步發展相關實踐技能的專科及本科學生提供短期課程；
- (f) 美味學院：以小班形式及／或一對一的個人課程形式提供烹飪技能培訓；及
- (g) 其他雜項業務。

該等分部乃根據本集團所報告的分部資料而劃分。

分部業績指各分部所得利潤(不包括若干其他收入及開支、其他收益及虧損、企業行政開支及所得稅開支)。並無定期向本集團管理層提供本集團的資產及負債分析，以供審閱。分部間銷售按成本加成法收費。

# Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 4. REVENUE AND SEGMENT INFORMATION (continued)

The following is an analysis of the Group's revenue for six months ended 30 June 2022 and 2021:

Six months ended 30 June 2022 (unaudited)

## 4. 收入及分部資料(續)

本集團於截至2022年及2021年6月30日止六個月收入的分析如下：

截至2022年6月30日止六個月(未經審核)

	New East Culinary Education 新東方 烹飪教育 RMB'000 人民幣千元 (unaudited) (未經審核)	Xinhua Internet Technology Education 新華 電腦教育 RMB'000 人民幣千元 (unaudited) (未經審核)	Wontone Automotive Education 萬通 汽車教育 RMB'000 人民幣千元 (unaudited) (未經審核)	Omick Education of Western Cuisine and Pastry 歐米奇 西點西餐教育 RMB'000 人民幣千元 (unaudited) (未經審核)	Wisezone Data Technology Education 華信智原DT 人才培訓基地 RMB'000 人民幣千元 (unaudited) (未經審核)	Cuisine Academy 美味學院 RMB'000 人民幣千元 (unaudited) (未經審核)	Other miscellaneous businesses 其他 雜項業務 RMB'000 人民幣千元 (unaudited) (未經審核)	Elimination	Total 合計 RMB'000 人民幣千元 (unaudited) (未經審核)
<b>Revenue</b>	<b>收入</b>								
External sales	947,245	364,331	324,743	156,360	20,892	29,563	35,395	-	1,878,529
Inter-segment sales	-	-	-	-	-	-	70,000	(70,000)	-
Segment revenue	947,245	364,331	324,743	156,360	20,892	29,563	105,395	(70,000)	1,878,529
<b>Results</b>	<b>業績</b>								
Segment results	269,672	55,880	(3,074)	(33,499)	2,682	7,351	(15,867)	-	283,145
<b>Unallocated</b>	<b>未分配</b>								
Other income and expenses	其他收入及開支								
Other gains and losses	其他收益及虧損								
Corporate administrative expenses	企業行政開支								
Profit before taxation	稅前利潤								
Income tax expense	所得稅開支								
Profit for the period	期內利潤								
									28,720
									61,806
									(47,721)
									325,950
									(89,897)
									236,053

# Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 4. REVENUE AND SEGMENT INFORMATION (continued)

## 4. 收入及分部資料(續)

Six months ended 30 June 2021 (unaudited)

截至2021年6月30日止六個月(未經審核)

	New East	Xinhua Internet Technology Education	Wontone Automotive Education	Omick Education of Western Cuisine and Pastry	Wisezone Data Technology Education	Cuisine Academy	Other miscellaneous businesses	Elimination	Total
	新東方	新華	萬通	歐米奇	華信智原DT	美味學院	其他	對銷	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
<b>Revenue</b>	<b>收入</b>								
External sales	1,027,918	382,377	279,810	210,887	21,871	42,642	35,941	-	2,001,446
Inter-segment sales	-	-	-	-	-	-	70,000	(70,000)	-
Segment revenue	1,027,918	382,377	279,810	210,887	21,871	42,642	105,941	(70,000)	2,001,446
<b>Results</b>	<b>業績</b>								
Segment results	295,431	87,001	(14,949)	463	(8,441)	15,979	(8,533)	-	366,951
<b>Unallocated</b>	<b>未分配</b>								
Other income and expenses	其他收入及開支								
	43,271								
Other gains and losses	其他收益及虧損								
	(18,832)								
Corporate administrative expenses	企業行政開支								
	(56,078)								
Profit before taxation	稅前利潤								
	335,312								
Income tax expense	所得稅開支								
	(102,262)								
Profit for the period	期內利潤								
	233,050								

### Geographical information

The Group primarily operates in the PRC. Substantially all of the non-current assets of the Group are located in the PRC.

### Information about major customers

No single customer contributed over 10% of total revenue of the Group during the six months ended 30 June 2022 and 2021.

### 地域資料

本集團主要在中國開展業務。本集團幾乎全部的非流動資產均位於中國。

### 有關主要客戶的資料

於截至2022年及2021年6月30日止六個月期間，概無單一客戶貢獻本集團總收入10%以上。



# Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 5. OTHER INCOME AND EXPENSES

Asset-related government grants	與資產相關的政府補助
Unconditional government grants	無條件政府補助
Interest income from	利息收入自
– time deposits and bank balances	– 定期存款及銀行結餘
– entrusted loans	– 委託貸款
Others	其他

## 5. 其他收入及開支

Six months ended 30 June  
截至6月30日止六個月

2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (unaudited) (未經審核)
1,361	2,518
22,118	12,324
26,728	28,444
–	12,426
1,992	2,401
<b>52,199</b>	<b>58,113</b>

## 6. OTHER GAINS AND LOSSES

(Losses) gains from changes in fair value of financial assets at FVTPL	以公允價值計量並計入損益的金融資產公允價值變動的(虧損)收益
(Losses) gains on disposals of property and equipment	出售物業及設備的(虧損)收益
Net foreign exchange gains (losses)	外匯收益(虧損)淨額

## 6. 其他收益及虧損

Six months ended 30 June  
截至6月30日止六個月

2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (unaudited) (未經審核)
(20,634)	20,266
(187)	509
82,627	(39,607)
<b>61,806</b>	<b>(18,832)</b>

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 7. FINANCE COSTS

## 7. 財務成本

		Six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (unaudited) (未經審核)
Interest expenses on lease liabilities	租賃負債之利息開支	82,406	80,305

## 8. INCOME TAX EXPENSE

## 8. 所得稅開支

		Six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (unaudited) (未經審核)
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)		
– Current tax	– 即期稅項	88,653	102,710
– Under provision in prior years	– 過往年度撥備不足	944	676
Deferred tax	遞延稅項	300	(1,124)
		<b>89,897</b>	102,262

The Company was incorporated in the Cayman Islands and China East Education Investment Limited (中國東方教育投資有限公司) was incorporated in the British Virgin Islands (the "BVI") that are tax exempted as no business carried out in Cayman Islands and BVI under the tax laws of the Cayman Islands and the BVI, respectively.

Hong Kong Profits Tax is calculated at 16.5% (six months ended 30 June 2021: 16.5%) of the estimated assessable profit for the six months ended 30 June 2022. The subsidiaries of the Company operating in Hong Kong did not have tax assessable profit during both periods.

本公司乃於開曼群島註冊成立，中國東方教育投資有限公司乃於英屬維爾京群島(「英屬維爾京群島」)註冊成立，因為並無於開曼群島及英屬維爾京群島開展業務，故分別根據開曼群島及英屬維爾京群島稅法，本公司及中國東方教育投資獲豁免繳稅。

香港利得稅乃就截至2022年6月30日止六個月估計應評稅利潤按16.5%稅率(截至2021年6月30日止六個月：16.5%)計算。本公司於香港運營的附屬公司於兩個期間並無應評稅利潤。

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 8. INCOME TAX EXPENSE (continued)

During the six months ended 30 June 2022, pursuant to the Enterprise Income Tax Law and Implementation Regulations of the Law of the PRC (the “**New PRC Tax Law**”), the applicable tax rate of PRC subsidiaries is 25%, except for certain subsidiaries entitled to different preferential tax rates. Certain subsidiaries of the Company are entitled to the preferential tax rate of 15% because they are located in the western region of the PRC or qualified as high-tech companies.

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. No deferred tax liabilities regarding the withholding tax has been provided as the PRC subsidiaries will not declare any dividend to holding companies outside mainland China in the foreseeable future.

As at 30 June 2022, the Group has unrecognised tax losses of RMB962,835,000 (31 December 2021: RMB877,527,000), among which, tax losses amounted to RMB945,078,000 (31 December 2021: RMB861,046,000) will expire at various dates up to and including 2028 and tax losses amounted to RMB17,757,000 (31 December 2021: RMB16,481,000) has no expiry date. In the opinion of the directors of the Company, no deferred tax assets in respect of tax losses are recognised due to the unpredictability of future profit streams.

## 8. 所得稅開支(續)

於截至2022年6月30日止六個月，根據中國企業所得稅法及其實施條例（「**新中國稅法**」），中國附屬公司的適用稅率為25%，惟若干享有不同優惠稅率的附屬公司除外。本公司若干附屬公司享有優惠稅率15%，原因為彼等位於中國西部或合資格作為高科技公司。

根據中國企業所得稅法，由2008年1月1日起，就中國附屬公司賺取的利潤所宣派的股息須繳納預扣稅。於可見將來，由於中國附屬公司將不會向中國內地以外的控股公司宣派任何股息，故並未就預扣稅計提遞延稅項負債。

於2022年6月30日，本集團未確認稅項虧損人民幣962,835,000元（2021年12月31日：人民幣877,527,000元），其中，金額為人民幣945,078,000元（2021年12月31日：人民幣861,046,000元）的稅項虧損將於直至2028年（包括該年度）止的不同日期到期及金額為人民幣17,757,000元（2021年12月31日：人民幣16,481,000元）的稅項虧損無到期日。本公司董事認為，概無稅項虧損的遞延稅項資產因未來利潤趨勢的不可預見性而獲確認。

For the six months ended 30 June 2022  
截至2022年6月30日止六個月**9. PROFIT FOR THE PERIOD**

Profit for the period has been arrived at after charging:		期內利潤乃經扣除下列各項而得出：
Directors' remuneration		董事薪酬
Other staff costs		其他員工成本
– salaries and other allowances		– 薪資及其他津貼
– retirement benefit scheme contributions		– 退休福利計劃供款
– equity-settled share-based payments expenses		– 以權益結算的股份為基礎的支付開支
Total staff costs		員工成本總額
Depreciation of property and equipment		物業及設備折舊
Depreciation of right-of-use assets		使用權資產折舊

**10. DIVIDENDS**

On 25 May 2022, a final dividend of HK\$0.245 per share (approximately equivalent to RMB0.208) in respect of the year ended 31 December 2021 were declared to owners of the Company. The aggregate amount of the final dividend declared and paid in the interim period amounted to approximately HK\$533,000,000 (approximately equivalent to RMB452,653,000).

On 26 May 2021, a final dividend of HK\$0.135 per share (approximately equivalent to RMB0.111) and a special dividend of HK\$0.135 per share (approximately equivalent to RMB0.111) in respect of the year ended 31 December 2020 were declared to owners of the Company. The aggregate amount of the final dividend and special dividend declared and paid in the prior period amounted to approximately HK\$593,000,000 (approximately equivalent to RMB486,997,000).

Subsequent to the end of the current interim period, the directors of the Company have determined that no dividend will be declared in respect of the interim period for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

**9. 期內利潤****Six months ended 30 June**  
截至6月30日止六個月

2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (unaudited) (未經審核)
1,540	1,694
563,363	573,470
73,035	65,064
21,280	27,863
<b>659,218</b>	<b>668,091</b>
<b>158,457</b>	<b>148,472</b>
<b>168,066</b>	<b>149,895</b>

**10. 股息**

於2022年5月25日，本公司擁有人獲宣派截至2021年12月31日止年度每股0.245港元(約等於人民幣0.208元)的末期股息。於過往期間宣派及支付的末期股息總金額為約533,000,000港元(約等於人民幣452,653,000元)。

於2021年5月26日，本公司擁有人獲宣派截至2020年12月31日止年度每股0.135港元(約等於人民幣0.111元)及每股0.135港元(約等於人民幣0.111元)的末期股息及特別股息。於過往期間宣派及支付的末期股息及特別股息總金額為約593,000,000港元(約等於人民幣486,997,000元)。

本中期期間結束後，本公司董事決定將不宣派截至2022年6月30日止六個月中期期間的股息(截至2021年6月30日止六個月：無)。

# Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 11. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

### Earnings:

Earnings for the purpose of calculating basic and diluted earnings per share  
– attributable to the owners of the Company

### 盈利：

用作計算每股基本及稀釋盈利的盈利  
– 本公司擁有人應佔

### Number of shares:

Weighted average number of ordinary shares for the purpose of calculating basic earnings per share  
Effect of dilutive potential ordinary shares  
– share options  
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share

### 股份數目：

用作計算每股基本盈利的普通股加權平均數  
稀釋潛在普通股的影響  
– 購股權  
用作計算每股稀釋盈利的普通股加權平均數

## 11. 每股盈利

本公司擁有人應佔每股基本及稀釋盈利計算乃基於以下數據：

### Six months ended 30 June

截至6月30日止六個月

2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (unaudited) (未經審核)
<b>236,053</b>	233,050

### Six months ended 30 June

截至6月30日止六個月

2022 2022年 (unaudited) (未經審核)	2021 2021年 (unaudited) (未經審核)
<b>2,174,986,145</b>	2,199,466,169
<b>22,139,840</b>	92,077,160
<b>2,197,125,985</b>	2,291,543,329

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 12. PROPERTY AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the current interim period, the Group incurred RMB448,644,000 (six months ended 30 June 2021: RMB285,971,000) on acquisition of property and equipment.

During the current interim period, the Group disposed of certain property and equipment with an aggregate carrying amount of RMB2,999,000 (six months ended 30 June 2021: RMB1,007,000) for proceeds of RMB2,812,000 (six months ended 30 June 2021: RMB1,516,000), resulting in losses on disposals of RMB187,000 (six months ended 30 June 2021: gains on disposals of RMB509,000).

During the current interim period, the Group entered into several new lease agreements for the use of leasehold lands with lease term of 40 years and several new lease agreements for the use of leased properties with lease terms ranged from 3 to 15 years. On lease commencement, the Group recognised RMB32,209,000 of right-of-use assets related to leasehold lands (six months ended 30 June 2021: RMB380,140,000) and RMB244,727,000 of right-of-use assets (six months ended 30 June 2021: RMB283,344,000) and RMB232,996,000 of lease liabilities related to leasehold properties (six months ended 30 June 2021: RMB267,695,000).

As at 30 June 2022, the Group is in the process of obtaining title deeds of buildings with carrying value of RMB331,674,000 (31 December 2021: RMB236,289,000).

## 12. 物業及設備以及使用權資產

於本中期期間，本集團就收購物業及設備產生人民幣448,644,000元（截至2021年6月30日止六個月：人民幣285,971,000元）。

於本中期期間，本集團以總賬面值人民幣2,999,000元（截至2021年6月30日止六個月：人民幣1,007,000元）出售若干物業及設備，所得款項為人民幣2,812,000元（截至2021年6月30日止六個月：人民幣1,516,000元），導致出售虧損人民幣187,000元（截至2021年6月30日止六個月：出售收益人民幣509,000元）。

於本中期期間，本集團就動用租賃期限為40年的租賃土地訂立若干新租賃協議及就動用租期介乎3至15年的租賃物業訂立若干新租賃協議。於租賃開始時，本集團確認與租賃土地相關的使用權資產人民幣32,209,000元（截至2021年6月30日止六個月：人民幣380,140,000元）及與租賃物業相關的使用權資產人民幣244,727,000元（截至2021年6月30日止六個月：人民幣283,344,000元）及租賃負債人民幣232,996,000元（截至2021年6月30日止六個月：人民幣267,695,000元）。

於2022年6月30日，本集團正處在獲取樓宇業權契據的階段，相關樓宇的賬面值為人民幣331,674,000元（2021年12月31日：人民幣236,289,000元）。

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

**12. PROPERTY AND EQUIPMENT AND RIGHT-OF-USE ASSETS** (continued)

As at 30 June 2022, the carrying values of the leasehold lands of RMB149,826,000 (31 December 2021: RMB151,479,000) are allocated by the government, which have no definite lease term stated in the relevant land use rights certificates. However, without the relevant administrative authorities' permission, the Group cannot transfer, lease or pledge as security such land use rights allocated by the government.

**12. 物業及設備以及使用權資產(續)**

於2022年6月30日，租賃土地的賬面值人民幣149,826,000元(2021年12月31日：人民幣151,479,000元)由政府分配，並無於相關土地使用權證書限定租賃期限。然而，未經相關行政機關許可，本集團不得將政府分配的該等土地使用權進行轉讓、出租或抵押作為擔保。

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 13. TRADE AND OTHER RECEIVABLES

## 13. 貿易及其他應收款項

		<b>30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)</b>	31 December 2021 2021年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Trade receivables	貿易應收款項		
– from government (note i)	– 政府(附註i)	<b>15,178</b>	24,949
– from others (note ii)	– 其他(附註ii)	<b>29,119</b>	24,967
		<b>44,297</b>	49,916
Other receivables	其他應收款項		
Prepayments for consumables	消耗品預付款	<b>25,292</b>	18,404
Prepayments for rental	預付租賃款	<b>15,216</b>	23,544
Prepayments for services	服務預付款	<b>25,889</b>	16,780
Prepayments for advertisement	廣告預付款	<b>71,897</b>	58,292
Value added tax recoverable	可收回增值稅	<b>58,974</b>	41,243
Advance to staff	向員工作出的墊款	<b>20,041</b>	6,718
Interest receivables from time deposits and bank balances	定期存款及銀行結餘的應收利息	<b>15,460</b>	14,769
Deposits for development (note iii)	發展的按金(附註iii)	<b>19,992</b>	19,992
Refundable deposit	可退還按金	<b>11,520</b>	11,520
Other receivables	其他應收款項	<b>20,983</b>	14,122
		<b>285,264</b>	225,384
		<b>329,561</b>	275,300

## Notes:

- i. The amounts represent receivables from the PRC local governments, who purchased vocational education services for students.
- ii. The amounts mainly represent receivables from customers, who purchased ancillary services other than vocational education services.
- iii. The amounts represent the deposits paid to the local government authority for the development of Chengdu Xinhua Future Vocational Skills Training School Co., Ltd. (成都新華未來職業技能培訓學校有限公司). The deposits will be returned based on the progress of the project development.

## 附註：

- i. 相關款項指來自中國地方政府為學生購買職業教育服務的應收款項。
- ii. 相關款項主要指來自客戶購買輔助服務(不包括職業教育服務)的應收款項。
- iii. 該金額為就發展成都新華未來職業技能培訓學校有限公司向地方政府機關支付的按金。按金將根據項目發展進度予以退還。



For the six months ended 30 June 2022  
截至2022年6月30日止六個月

### 13. TRADE AND OTHER RECEIVABLES (continued)

The following is an aged analysis of trade receivables net of allowance for credit losses presented based on the invoice dates:

Within 3 months	3個月內
Over 3 months but within 12 months	3個月以上但於12個月內
Over 1 year	1年以上

In the opinion of the management of the Group, all of the trade receivable balances at the end of each reporting period which have been past due over 90 days are not considered as in default as these are contributed by PRC local governments with extremely low credit risks. The management of the Group considered that the impairment loss was insignificant as there has not been a significant change in credit quality and amounts are considered recoverable and no impairment loss on expected credit losses is recognised during the current interim period.

### 13. 貿易及其他應收款項(續)

以下為按發票日期呈列的貿易應收款項(扣除信貸虧損準備)賬齡分析：

30 June 2022 於2022年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2021 於2021年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
24,217	31,147
18,507	17,634
1,573	1,135
<b>44,297</b>	<b>49,916</b>

本集團管理層認為，於各報告期末逾期超過90日的所有貿易應收款項結餘並未被視為違約，因其由中國地方政府出資，信貸風險極低。由於信貸質量及款項並未發生重大變化，該等款項被視為可收回，且於本中期間概無確認預期信貸虧損的減值虧損，故本集團管理層認為該減值虧損並不重大。

For the six months ended 30 June 2022  
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## 14. FINANCIAL ASSETS AT FVTPL

## 14. 以公允價值計量並計入損益的金融資產

		<b>30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)</b>	31 December 2021 2021年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Financial assets at FVTPL (note i)	以公允價值計量並計入損益的金融資產(附註i)		
– Structured deposits (note ii)	– 結構性存款(附註ii)	<b>856,141</b>	249,966
– Unquoted fund investments	– 無報價基金投資	<b>324,294</b>	362,302
		<b>1,180,435</b>	612,268

Notes:

- i. Details of the fair value measurement for financial assets at FVTPL are set out in note 19.
- ii. The structured deposits are short-term investments issued by banks and financial institutions with no predetermined or guaranteed return and are not principal protected. These financial assets are with expected rates of return (not guaranteed), depending on the market price of underlying financial instruments, including listed shares, bonds, debentures and other financial assets.

附註：

- i. 以公允價值計量且計入損益的金融資產的公允價值計量詳情載於附註19。
- ii. 銀行及金融機構發行的結構性存款為無預設或保證回報及不保本的短期投資。該等金融資產具有預期回報率(並無保證)，實際回報率視乎相關金融工具(包括上市股份、債券、債權證及其他金融資產)的市場價格而定。

# Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 15. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項
Payable for property and equipment	物業及設備應付款項
Value added tax and other taxes payable	增值稅及其他應付稅款
Payroll payable	應付薪資
Discretionary subsidies received on behalf of students	代表學生收取的酌情補貼
Miscellaneous deposits received from students – within 12 months	向學生收取的 雜項按金 – 12個月內
Other payables	其他應付款項

The credit period of trade creditors is normally 90 days. The following is an aged analysis of trade payables presented based on the invoice dates:

Within 90 days	90日內
----------------	------

## 15. 貿易及其他應付款項

<b>30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)</b>	31 December 2021 2021年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
<b>116,924</b>	136,222
<b>140,617</b>	153,558
<b>10,825</b>	7,626
<b>131,547</b>	206,537
<b>34,083</b>	40,216
<b>78,789</b>	86,790
<b>35,715</b>	45,057
<b>548,500</b>	676,006

貿易債權人的信貸期通常為90日。以下為按交貨發票日期劃分的貿易應付款項的賬齡分析：

<b>30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)</b>	31 December 2021 2021年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
<b>116,924</b>	136,222

# Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 16. CONTRACT LIABILITIES

Tuition and service fees	學費及服務費
Less: current liabilities	減：流動負債
Non-current liabilities	非流動負債

## 16. 合約負債

30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
1,371,463	1,431,604
1,327,056	1,390,853
<b>44,407</b>	40,751

## 17. SHARE CAPITAL

<i>Ordinary shares of HK\$0.0001 each</i>	每股0.0001港元的普通股
<b>Authorised:</b>	法定：
At 1 January 2021, 30 June 2021, 1 January 2022 and 30 June 2022	於2021年1月1日、2021年6月30日、 2022年1月1日及2022年6月30日
<b>Issued:</b>	已發行：
At 1 January 2021 (audited)	於2021年1月1日(經審核)
Issue of new shares upon the exercise of share options	於行使購股權時發行新股份
At 30 June 2021 (unaudited)	於2021年6月30日(未經審核)
At 1 January 2022 (audited)	於2022年1月1日(經審核)
Issue of new shares upon the exercise of share options	於行使購股權時發行新股份
At 30 June 2022 (unaudited)	於2022年6月30日(未經審核)

## 17. 股本

Notes	Number of shares	Share Capital	Shown in the condensed consolidated financial statements 於簡明綜合財務 報表列示 RMB'000 人民幣千元
附註	股份數目	股本 HK\$ 港元	
<i>i</i>	3,800,000,000	380,000	
	2,195,103,706	219,510	193
<i>ii</i>	6,926,012	693	1
	2,202,029,718	220,203	194
	2,174,681,802	217,468	192
<i>iii</i>	<b>849,500</b>	<b>85</b>	<b>-</b>
	<b>2,175,531,302</b>	<b>217,553</b>	<b>192</b>

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**17. SHARE CAPITAL** (continued)

Notes:

- i. The Company was incorporated in the Cayman Islands on 4 October 2018 with an authorised share capital of HK\$380,000 divided into 3,800,000,000 shares with a par value of HK\$0.0001 each.
- ii. During the six months ended 30 June 2021, 6,818,102 and 107,910 share options were exercised at subscription prices of HK\$2.25 and HK\$11.25 per share, respectively (approximately equivalent to RMB1.90 and RMB9.36 per share, respectively), resulting in the issue of a total of 6,926,012 ordinary shares of par value of HK\$0.0001 each in the Company. These shares rank pari passu with other shares in issue in all respect.
- iii. During the six months ended 30 June 2022, 849,500 share options were exercised at subscription price of HK\$2.25 per share (approximately equivalent to RMB1.91 per share), resulting in the issue of 849,500 ordinary shares of par value of HK\$0.0001 each in the Company. These shares rank pari passu with other shares in issue in all respect.

**17. 股本** (續)

附註：

- i. 本公司於2018年10月4日在開曼群島註冊成立，法定股本為380,000港元，分為3,800,000,000股股份，每股面值為0.0001港元。
- ii. 於截至2021年6月30日止六個月，6,818,102份及107,910份購股權分別按每股2.25港元及11.25港元(分別約等於每股人民幣1.90元及人民幣9.36元)認購價行使，以致本公司合計發行6,926,012股每股面值0.0001港元之普通股。此等股份在各方面與其他已發行股份享有同等地位。
- iii. 於截至2022年6月30日止六個月，849,500份購股權按每股2.25港元(約等於每股人民幣1.91元)認購價行使，以致本公司發行849,500股每股面值0.0001港元之普通股。此等股份在各方面與其他已發行股份享有同等地位。

## 18. SHARE OPTION SCHEMES

The Company has adopted two share option schemes, namely pre initial public offering share option scheme (the “**Pre-IPO Share Option Scheme**”) and post initial public offering share option scheme (the “**Share Option Scheme**”) (collectively referred as the “**Schemes**”).

### The Pre-IPO Share Option Scheme

The Pre-IPO Share Option Scheme was adopted pursuant to a resolution passed on 7 December 2018 for the primary purpose of providing incentives to eligible employees, including directors of the Company, its subsidiaries and consolidated affiliated entities, to subscribe for shares in the Company.

According to the terms of the Pre-IPO Share Option Scheme, options granted must be taken up within 28 days from the date of grant, upon payment of HK\$1.00. The maximum number of shares, which may be issued upon exercise of all options granted under the Schemes and any other schemes of the Group, shall not in aggregate exceed 10% of the shares in issue as at the date on which dealings in the shares first commence on the Stock Exchange, excluding shares which may fall to be issued upon the exercise of any over-allotment option granted by the Company.

The options may be exercised in accordance with the terms of the Pre-IPO Share Option Scheme at any time during the exercise period determined by the board of directors, which shall in any event not be more than ten years from 12 June 2019 (being the date of the Listing).

On 7 December 2018, 135,244,720 options were granted under the Pre-IPO Share Option Scheme, assuming that the Capitalisation Issue are completed. The exercise price for the share options granted under the Pre-IPO Share Option Scheme is HK\$2.25 per share, which is 20% of the final offer price per share on the date of the Listing.

## 18. 購股權計劃

本公司已採納兩項購股權計劃，即首次公開發售前購股權計劃（「**首次公開發售前購股權計劃**」）及首次公開發售後購股權計劃（「**購股權計劃**」）（統稱為「**該等計劃**」）。

### 首次公開發售前購股權計劃

根據於2018年12月7日通過的一項決議案採納首次公開發售前購股權計劃，該計劃主要旨在鼓勵合資格僱員（包括本公司、其附屬公司及綜合聯屬實體董事）認購本公司股份。

根據首次公開發售前購股權計劃的條款，授出的購股權必須於授出日期起計28日內獲接受，接受者須支付1.00港元。根據該等計劃及本集團任何其他計劃授出的所有購股權獲行使時可能發行的最高股份數目合共不得超過股份首次開始於聯交所交易當日已發行股份的10%，不包括本公司授出的任何超額配售權獲行使時可能未發行的股份。

購股權可於董事會釐定的行使期內任何時間根據首次公開發售前購股權計劃條款行使，無論如何不得超過自2019年6月12日（即上市日期）起十年。

於2018年12月7日，根據首次公開發售前購股權計劃授出的購股權為135,244,720份，假設資本化發行已完成。根據首次公開發售前購股權計劃授出之購股權的行使價為每股2.25港元，為上市當天每股最終發售價的20%。

# Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 18. SHARE OPTION SCHEMES (continued)

The Pre-IPO Share Option Scheme (continued)

Details of specific categories of options are as follows:

Option	Date of grant	Vesting period	Exercise period	Percentage of the options to be vested 待歸屬的購股權 百分比
購股權	授出日期	歸屬期間	行使期間	
The Pre-IPO Share Option Scheme	7 December 2018	7 December 2018 ~ 11 July 2019	12 July 2019 ~ 11 June 2029	10%
首次公開發售前購股權計劃	2018年12月7日	2018年12月7日至 2019年7月11日	2019年7月12日至 2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2020	31 December 2020 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日至 2020年12月31日	2020年12月31日至 2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2021	31 December 2021 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日至 2021年12月31日	2021年12月31日至 2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2022	31 December 2022 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日至 2022年12月31日	2022年12月31日至 2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2023	31 December 2023 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日至 2023年12月31日	2023年12月31日至 2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2024	31 December 2024 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日至 2024年12月31日	2024年12月31日至 2029年6月11日	

## 18. 購股權計劃(續)

首次公開發售前購股權計劃(續)

購股權的具體類型詳情如下：

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 18. SHARE OPTION SCHEMES (continued)

## The Pre-IPO Share Option Scheme (continued)

Option	Date of grant	Vesting period	Exercise period	Percentage of the options to be vested 待歸屬的購股權百分比
購股權	授出日期	歸屬期間	行使期間	
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2025 2018年12月7日至 2025年12月31日	31 December 2025 ~ 11 June 2029 2025年12月31日至 2029年6月11日	10%
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2026 2018年12月7日至 2026年12月31日	31 December 2026 ~ 11 June 2029 2026年12月31日至 2029年6月11日	10%
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2027 2018年12月7日至 2027年12月31日	31 December 2027 ~ 11 June 2029 2027年12月31日至 2029年6月11日	10%
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2028 2018年12月7日至 2028年12月31日	31 December 2028 ~ 11 June 2029 2028年12月31日至 2029年6月11日	10%

The fair value of the Pre-IPO Share Option Scheme was determined at the date of grant using the Black-scholes option pricing model (the “**Black-scholes model**”).

The Black-scholes model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors’ best estimate. Expected volatility was determined by using the historical volatility of comparable company’s share prices with discounts for lack of marketability. Changes in variables and assumptions may result in changes in the fair value of the options.

## 18. 購股權計劃(續)

## 首次公開發售前購股權計劃(續)

首次公開發售前購股權計劃的公允價值乃於授出日期採用Black-scholes期權定價模型(「**Black-scholes模型**」)釐定。

Black-scholes模型用來估計期權的公允價值。計算購股權公允價值時所用的變量及假設乃基於董事的最佳估計。預期波幅使用可比公司股份價格的歷史波幅折減適銷性確定。變量及假設不同，得出的期權公允價值或會不同。



For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 18. SHARE OPTION SCHEMES (continued)

### The Share Option Scheme

The Share Option Scheme was adopted pursuant to a resolution passed on 21 May 2019 for the primary purpose of providing incentives to eligible employees, including directors of the Company, its subsidiaries and consolidated affiliated entities, to subscribe for shares in the Company.

According to the terms of the Share Option Scheme, the number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company's issued share capital from time to time, without prior approval from the Company's shareholders. The maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised shall not exceed 30% of the issued share capital from time to time. The options granted to substantial shareholders or independent non-executive directors of the Company in excess of 0.1% of the Company's share capital and with a value in excess of HK\$5,000,000 at the date of each grant must be approved in advance by the Company's shareholders in general meeting.

The options granted must be taken up within 28 days from the date of grant, upon payment of HK\$1.00. The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the nominal value of the Company's shares; (ii) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the offer date; and (iii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the offer date.

## 18. 購股權計劃(續)

### 購股權計劃

本公司根據於2019年5月21日通過的決議案採納購股權計劃，主要旨在鼓勵合資格僱員(包括本公司、其附屬公司及綜合聯屬實體董事)認購本公司的股份。

根據購股權計劃，於未取得本公司股東批准之前，於任一12個月期間向任何個人已授出及可能授出的購股權所涉及的已發行及將予發行的股份數目不得超過本公司不時已發行股本的1%。於行使所有已授出但尚未行使的購股權可能發行的最高股份數目將不超過不時已發行股本的30%。授予主要股東或本公司獨立非執行董事超過授出日期本公司股本0.1%及價值超過5,000,000港元的購股權須提前於股東大會上獲本公司股東批准。

已授出購股權須於授出日期起28日內獲接納，接納者須支付1.00港元。行使價由本公司董事釐定，並將不低於(i)本公司股份面值；(ii)於要約日期在聯交所每日報價表上本公司股份收市價；及(iii)緊接要約日期前5個營業日本公司股份於聯交所每日報價表的平均收市價。

For the six months ended 30 June 2022  
截至2022年6月30日止六個月**18. SHARE OPTION SCHEMES** (continued)

## The Share Option Scheme (continued)

On 12 June 2019, 327,000 options were granted under the Share Option Scheme and the exercise price is HK\$11.25 per share.

Details of specific categories of options are as follows:

Option	Date of grant	Vesting period	Exercise period	Percentage of the options to be vested 待歸屬的購股權 百分比	Fair value at grant date 授出日期 公允價值 HK\$'000 千港元
The Share Option Scheme 購股權計劃	12 June 2019 2019年6月12日	Immediately vested 立即歸屬	12 June 2019 ~ 11 June 2029 2019年6月12日至 2029年6月11日	33%	*
	12 June 2019 2019年6月12日	12 June 2019 ~ 11 June 2020 2019年6月12日至 2020年6月11日	12 June 2020 ~ 11 June 2029 2020年6月12日至 2029年6月11日	33%	*
	12 June 2019 2019年6月12日	12 June 2019 ~ 11 June 2021 2019年6月12日至 2021年6月11日	12 June 2021 ~ 11 June 2029 2021年6月12日至 2029年6月11日	34%	*

\* In the opinion of the directors of the Company, the fair value of 327,000 share options granted on the date of the Listing was considered insignificant due to the small volume of the options.

**18. 購股權計劃** (續)

## 購股權計劃(續)

於2019年6月12日，根據購股權計劃授出327,000份購股權及行使價為每股11.25港元。

購股權的具體類型詳情如下：

\* 本公司董事認為，於上市日期所授出327,000份購股權的公允價值因購股權數量小而被視為屬不重大。

# Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2022  
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## 18. SHARE OPTION SCHEMES (continued)

### The Share Option Scheme (continued)

As at 30 June 2022, the number of shares in respect of which options had been granted and remained outstanding under the Schemes was 116,281,178 (31 December 2021: 117,130,678). The following table disclosed movements of the Company's options granted under the Schemes for the six months ended 30 June 2022 and 2021:

## 18. 購股權計劃(續)

### 購股權計劃(續)

於2022年6月30日，有關根據該等計劃已授出及餘下尚未授出之購股權之股份數目為116,281,178股(2021年12月31日：117,130,678股)。下表披露截至2022年及2021年6月30日止六個月，本公司根據該等計劃授出的購股權之變動情況：

Name of grantee	Date of grant	Exercisable period	Exercise price	Outstanding as at 1 January 2022 於2022年 1月1日 尚未行使	Exercised during the period 於期間內行使	Outstanding as at 30 June 2022 於2022年 6月30日 尚未行使
<b>Director</b>						
<b>董事</b>						
- Lu Zhen	7 December 2018	12 July 2019 ~ 11 June 2029	2.25	872,510	-	<b>872,510</b>
- 陸真	2018年12月7日	2019年7月12日至 2029年6月11日				
<b>Employees</b>						
<b>僱員</b>						
	7 December 2018	12 July 2019 ~ 11 June 2029	2.25	116,146,988	(849,500)	<b>115,297,488</b>
	2018年12月7日	2019年7月12日至 2029年6月11日				
	12 June 2019	12 June 2019 ~ 11 June 2029	11.25	111,180	-	<b>111,180</b>
	2019年6月12日	2019年6月12日至 2029年6月11日				
				117,130,678	(849,500)	<b>116,281,178</b>

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 18. SHARE OPTION SCHEMES (continued)

## The Share Option Scheme (continued)

Name of grantee	Date of grant	Exercisable period	Exercise price	Outstanding		Outstanding
				as at 1 January 2021 於2021年 1月1日 尚未行使	Exercised during the period 於期間內行使	
						as at 30 June 2021 於2021年 6月30日 尚未行使
獲授人姓名	授出日期	可行使期間	行使價 HK\$ 港元			
<b>Director</b>						
<b>董事</b>						
- Lu Zhen	7 December 2018	12 July 2019 ~ 11 June 2029	2.25	872,510	-	872,510
- 陸真	2018年12月7日	2019年7月12日至 2029年6月11日				
<b>Employees</b>						
<b>僱員</b>						
	7 December 2018	12 July 2019 ~ 11 June 2029	2.25	123,183,174	(6,818,102)	116,365,072
	2018年12月7日	2019年7月12日至 2029年6月11日				
	12 June 2019	12 June 2019 ~ 11 June 2029	11.25	219,090	(107,910)	111,180
	2019年6月12日	2019年6月12日至 2029年6月11日				
				124,274,774	(6,926,012)	117,348,762

During the six months ended 30 June 2022, the weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$4.26 per share (six months ended 30 June 2021: HK\$18.10 per share).

During the six months ended 30 June 2022, the Group recognised total expenses of RMB21,453,000 (six months ended 30 June 2021: RMB28,090,000) in relation to the shares options granted by the Company under the Pre-IPO Share Option Scheme and Share Option Scheme.

於截至2022年6月30日止六個月，本公司股份的加權平均收市價緊接購股權獲行使日期前為每股4.26港元（截至2021年6月30日止六個月：每股18.10港元）。

截至2022年6月30日止六個月，本集團確認涉及獲本公司於首次公開發售前購股權計劃及購股權計劃授予購股權的開支總額為人民幣21,453,000元（截至2021年6月30日止六個月：人民幣28,090,000元）。

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 19. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are based on quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

## 19. 金融工具公允價值計量

按經常性基準以公允價值計量之本集團金融資產之公允價值

本集團部分金融資產於各報告期末按公允價值計量。下表提供此等金融資產公允價值釐定方法(特別是所用估值技術及輸入數據)之資料,以及根據公允價值計量之輸入數據的可觀察程度而將公允價值計量分類歸入公允價值等級之層級(第一至三級)之資料。

- 第一級公允價值計量指根據相同資產或負債於活躍市場之報價(未經調整)所進行之計量;
- 第二級公允價值計量指以第一級報價以外之資產或負債之可觀察輸入數據,無論是直接(即價格)或間接(即按價格推算)所進行之計量;及
- 第三級公允價值計量指透過運用並非基於可觀察市場數據之資產或負債輸入數據(不可觀察輸入數據)之估值技術所進行之計量。

# Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 19. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (continued)

## 19. 金融工具公允價值計量(續)

按經常性基準以公允價值計量之本集團金融資產之公允價值(續)

	Fair value at		Fair value hierarchy	Valuation techniques	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
	30 June 2022	31 December 2021				
Financial assets	2022年	2021年				
金融資產	2022年	2021年	公允價值層級	估值技術	重大不可觀察輸入數據	不可觀察輸入數據與公允價值之關係
	6月30日	12月31日				
	RMB'000	RMB'000				
	人民幣千元	人民幣千元				
	(unaudited)	(audited)				
	(未經審核)	(經審核)				
Unquoted fund investments	324,294	362,302	Level 2	Net asset value investment as published by the fund manager	N/A	N/A
無報價基金投資			第二級	基金經理公佈的資產淨值投資	不適用	不適用
Structured deposits	856,141	249,966	Level 3	Discounted cash flow method	Expected return rates range from 2.9% to 4.6% (2021: 2.1% to 5.4%)	The higher the expected return rate, the higher the fair value, vice versa
結構性存款			第三級	貼現現金流量法	估計回報率介乎2.9%至4.6%(2021年: 2.1%至5.4%)	估計回報率越高, 公允價值越高, 反之亦然

# Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

## 19. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (continued)

Reconciliation of Level 3 fair value measurements of financial assets

The following table presents the reconciliation of Level 3 measurements of financial assets during both periods:

		RMB'000 人民幣千元
At 1 January 2021 (audited)	於2021年1月1日(經審核)	509,173
Purchase of structured deposits	購買結構性存款	2,017,500
Redemption of structured deposits	贖回結構性存款	(1,463,389)
Gains from changes in fair value of structured deposits	結構性存款公允價值變動之 收益	17,808
		<hr/>
At 30 June 2021 (unaudited)	於2021年6月30日(未經審核)	1,081,092
At 1 January 2022 (audited)	於2022年1月1日(經審核)	249,966
Purchase of structured deposits	購買結構性存款	1,337,501
Redemption of structured deposits	贖回結構性存款	(748,700)
Gains from changes in fair value of structured deposits	結構性存款公允價值變動之 收益	17,374
		<hr/>
At 30 June 2022 (unaudited)	於2022年6月30日(未經審核)	856,141

## 19. 金融工具公允價值計量(續)

按第三級公允價值計量的金融資產之對賬

下表載列於兩個期間按第三級公允價值計量的金融資產之對賬：

## 20. CAPITAL COMMITMENTS

Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of acquisition of property and equipment and leasehold lands

就收購物業及設備以及租賃土地已訂約但未於簡明綜合財務報表中計提撥備的資本開支

## 20. 資本承擔

30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
<b>690,461</b>	779,784

## 21. RELATED PARTY TRANSACTIONS

- (i) The relationships between the Company and related parties are as follows:

### Name of the related parties

#### 關聯方名稱

Anhui Xinhua University (安徽新華學院)

(“**Anhui Xinhua University**”)

安徽新華學院(「安徽新華學院」)

The School of Clinical Medicine of Anhui

Medical University (安徽醫科大學臨床醫學院)

(“**School of Clinical Medicine**”)

安徽醫科大學臨床醫學院

(「臨床醫學院」)

Xinhua Investment Group

新華投資集團

Anhui Xinhua Real Estate Co., Ltd.

(安徽新華房地產有限公司)

(“**Anhui Xinhua Real Estate**”)

安徽新華房地產有限公司(「安徽新華房地產」)

Xinhua Holdings Group

新華控股集團

## 21. 關聯方交易

- (i) 本公司與關聯方之間的關係如下：

### Relationship with the Company

#### 與本公司的關係

Controlled by Mr. Wu Junbao

受吳俊保先生控制

Controlled by Mr. Wu Junbao

受吳俊保先生控制

Controlled by Mr. Wu Junbao

受吳俊保先生控制

Controlled by Mr. Wu Wei

受吳偉先生控制

Controlled by Mr. Xiao Guoqing

受肖國慶先生控制



## Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2022  
截至2022年6月30日止六個月

### 21. RELATED PARTY TRANSACTIONS (continued)

- (ii) Save for those disclosed in other notes to the condensed consolidated financial statements, the Group entered into the following transactions and balance with the related parties:

Name of a related party 關聯方名稱	Nature of balance/transactions 結餘/交易性質
Anhui Xinhua Real Estate 安徽新華房地產	Interest expenses on lease liability 租賃負債的利息開支
	Lease liability 租賃負債
Anhui Xinhua University 安徽新華學院	Service income 服務收入
School of Clinical Medicine 臨床醫學院	Rental income 租賃收入
Xinhua Investment Group 新華投資集團	Interest income 利息收入
Xinhua Holdings Group 新華控股集團	Interest income 利息收入

- (iii) Compensation of key management personnel

The remuneration of directors of the Company and other members of key management of the Group is as follows:

Short-term benefits	短期福利
Post-employment benefits	離職後福利
Equity-settled share-based payments expenses	以權益結算的股份支付開支

### 21. 關聯方交易(續)

- (ii) 除簡明綜合財務報表其他附註所披露者外，本集團與關聯方訂立以下交易及結餘：

#### Six months ended 30 June 截至6月30日止六個月

2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (unaudited) (未經審核)
11	21
311	692
-	244
-	3,792
-	3,746
-	8,680

- (iii) 主要管理人員薪酬

本公司董事及本集團其他主要管理人員的薪酬如下：

#### Six months ended 30 June 截至6月30日止六個月

2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (unaudited) (未經審核)
2,102	2,284
42	42
381	498
2,525	2,824



**中國東方教育控股有限公司**  
CHINA EAST EDUCATION HOLDINGS LIMITED