

民生教育集团有限公司

Minsheng Education Group Company Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 1569



Annual Report
2022 年度報告



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Li Xuechun (*Chairman of the Board*)
Ms. Zhang Weiping (*Vice-chairperson of the Board*)
Mr. Zuo Yichen
Mr. Lam Ngai Lung

Non-executive Directors

Mr. Lin Kaihua (*resigned on 21 December 2022*)
Mr. Shen Jinzhou (*appointed on 13 January 2023*)
Ms. Li Yanping

Independent Non-executive Directors

Mr. Chan Ngai Sang, Kenny
Mr. Yu Huangcheng
Mr. Wang Wei Hung, Andrew

AUDIT COMMITTEE

Mr. Chan Ngai Sang, Kenny (*Chairman*)
Mr. Yu Huangcheng
Mr. Wang Wei Hung, Andrew

REMUNERATION COMMITTEE

Mr. Wang Wei Hung, Andrew (*Chairman*)
Mr. Li Xuechun
Mr. Yu Huangcheng

NOMINATION COMMITTEE

Mr. Li Xuechun (*Chairman*)
Mr. Chan Ngai Sang, Kenny
Mr. Yu Huangcheng

AUTHORISED REPRESENTATIVES

Mr. Lam Ngai Lung
Mr. Zuo Yichen

COMPANY SECRETARY

Mr. Wong Wai Chiu

董事會

執行董事

李學春先生(*董事會主席*)
張衛平女士(*董事會副主席*)
左燿晨先生
林毅龍先生

非執行董事

林開樺先生(*於2022年12月21日辭任*)
沈金洲先生(*於2023年1月13日獲委任*)
李雁平女士

獨立非執行董事

陳毅生先生
余黃成先生
王惟鴻先生

審核委員會

陳毅生先生(*主席*)
余黃成先生
王惟鴻先生

薪酬委員會

王惟鴻先生(*主席*)
李學春先生
余黃成先生

提名委員會

李學春先生(*主席*)
陳毅生先生
余黃成先生

授權代表

林毅龍先生
左燿晨先生

公司秘書

黃偉超先生

LEGAL ADVISOR

As to Hong Kong law:

Morgan, Lewis & Bockius

AUDITOR

Ernst & Young
*Certified Public Accountants and
Registered Public Interest Entity Auditor*

REGISTERED OFFICE

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

**HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN
MAINLAND PRC**

Floor 6, United Shanxi Merchants Tower
No.8 Jinze West Road
Fengtai District
Beijing, the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG SAR

Room 511-512, 5/F., Tower 2, Lippo Centre
89 Queensway Road
Admiralty
Hong Kong

法律顧問

有關香港法律：

摩根路易斯律師事務所

核數師

安永會計師事務所
執業會計師及
註冊公眾利益實體核數師

註冊辦事處

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

總部及中國內地主要營業地點

中國北京市
豐台區
金澤西路8號院
晉商聯合大廈6層

香港特別行政區主要營業地點

香港
金鐘
金鐘道89號
力寶中心第二座5樓511-512室

CORPORATE INFORMATION (Continued)

公司資料(續)

CAYMAN ISLANDS 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

PRINCIPAL BANKER

Industrial and Commercial Bank of China
Chongqing Heyang Branch

STOCK CODE

1569

COMPANY WEBSITE

www.minshengedu.com

開曼群島股份登記及過戶處

Conyers Trust Company (Cayman) Limited
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香港證券登記處

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

主要往來銀行

中國工商銀行
重慶合陽支行

股份代號

1569

公司網頁

www.minshengedu.com

FINANCIAL HIGHLIGHTS

財務摘要

A summary of the audited results and of the assets and liabilities of the Group for the last five financial years is set out below:

本集團於過去五個財政年度的經審核業績及資產及負債的概要載列如下：

		Year ended 31 December 截至12月31日止年度					
		2018	2019	2020	2021	2022	
		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	
Revenue	收益	623,143	1,005,436	1,107,206	2,394,012	2,353,965	
Cost of revenue	收益成本	(289,775)	(488,946)	(540,126)	(1,037,051)	(1,078,819)	
Gross profit	毛利	333,368	516,490	567,080	1,356,961	1,275,146	
Profit before tax	除稅前溢利	348,276	346,254	143,522	661,801	546,501	
Profit for the year	年度溢利	332,828	333,981	126,812	607,579	513,272	
		As at 31 December 於12月31日					
		2018	2019	2020	2021	2022	
		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	
Non-current assets	非流動資產	5,046,451	5,582,812	6,383,900	7,489,314	7,041,509	
Current assets	流動資產	1,578,021	1,494,790	2,726,446	3,948,480	4,915,072	
Current liabilities	流動負債	1,507,081	1,482,443	2,024,600	3,318,427	4,509,206	
Net current assets	流動資產淨值	70,940	12,347	701,846	630,053	405,866	
Total assets less current liabilities	總資產減流動負債	5,117,391	5,595,159	7,085,746	8,119,367	7,447,375	
Non-current liabilities	非流動負債	1,587,996	1,724,366	2,923,867	3,330,332	2,410,259	
Net assets	資產淨值	3,529,395	3,870,793	4,161,879	4,789,035	5,037,116	
Total equity	總權益	3,529,395	3,870,793	4,161,879	4,789,035	5,037,116	

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board of directors of the Company (the “**Group**”), I am pleased to present the annual results of the Group for the year ended 31 December 2022 (the “**Reporting Period**”).

Looking back on 2022, there have been frequent favorable policies for vocational education, and the fruits from the policies in favor of national vocational education is continuously ripened, 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》) and the “Opinions on Deepening the Reform of the Construction of the Modern Vocational Education System” (《關於深化現代職業教育體系建設改革的意見》) emphasize that the high-quality development of modern vocational education should be placed in a more prominent position, insist on serving the comprehensive development of students, economic and social development, focus on deepening the integration of industry and education, and to promote the integration of vocational and general education as the key to cultivate more high quality skilled and technical talents. The report of the 20th National Congress of the Communist Party of China pointed out that “education, technology, and talents are the basic and strategic support for the comprehensive construction of a socialist modern nation. It is necessary to coordinate the collaborative innovation of vocational education, higher education, continuing education, and promote the integration of vocational education, industry and education integration, and integration of technology and education”. The newly revised the “Vocational Education Law of the People's Republic of China” (《中華人民共和國職業教育法》) further improves the legal system of vocational education in the new era, and clearly stipulate that enterprises should play an important role in school operations to promote enterprises' to participate deeply in vocational education, to utilize capital, technology, knowledge, facilities and equipment to sponsor vocational colleges and vocational training institutions, and to encourage enterprises to sponsor high-quality vocational education. The Party and the nation have attached great importance to vocational education and promote the reform and development of vocational education with unprecedented strength.

各位尊敬的股東：

本人謹代表董事會欣然向各位股東提呈民生教育集團有限公司(「**本集團**」)截至2022年12月31日止(「**報告期間**」)的年度業績報告。

回顧2022年，職業教育利好政策頻出，其中《關於推動現代職業教育高質量發展的意見》《關於深化現代職業教育體系建設改革的意見》，強調現代職業教育高質量發展擺在更加突出的位置，堅持服務學生全面發展和經濟社會發展，以深化產教融合為重點，以推動職普融通為關鍵，培養更多高素質技術技能人才。另外，黨的二十大報告提出「教育、科技、人才是全面建設社會主義現代化國家的基礎性、戰略性支撐。要統籌職業教育、高等教育、繼續教育協同創新，推進職普融通、產教融合、科教融匯」。新修訂的《中華人民共和國職業教育法》進一步完善新時代職業教育法律制度體系，明確規定發揮企業的重要辦學主體作用，推動企業深度參與職業教育，利用資本、技術、知識、設施設備等要素舉辦職業學校、職業培訓機構，鼓勵企業舉辦高質量職業教育。黨和國家對職業教育重視程度之高、推動職業教育改革發展力度之大前所未有。

According to statistics from the Ministry of Human Resources and Social Security, the total population of skilled talents in the nation have exceeded 200 million at the end of 2021, of which approximately 60 million were highly-skilled talents, representing more than 26% of the total working population in China, while highly-skilled talents accounted for more than 40% of the total population of skilled talents in countries in Europe and the United States, therefore, there is great room for improvement of the population of highly-skilled talents in China. In October 2022, the General Office of the Central Committee of the Communist Party of China and the General Office of the State Council issued the “Opinions on Strengthening the Construction of Highly-Skilled Talent Teams in the New Era” (《關於加強新時代高技能人才隊伍建設的意見》) and proposed that by the end of the “14th Five-Year Plan” period, the proportion of skilled personnel in the employment population shall reach more than 30% and the proportion of highly-skilled talents shall reach one-third of the total population of skilled talents. The room of demand for talents will be further enlarged.

I will now briefly summarize the development of the Group in the past year from the following several aspects:

1. OPTIMIZE AND ENHANCE THE GROUP'S “INTERNET +” VOCATIONAL EDUCATION AND COMPREHENSIVE SERVICE CAPABILITIES FOR EMPLOYMENT OF TALENTS

During the Reporting Period, the Group continued to integrate internal and external resources, continuously strengthened and improved the Group's integrated vocational education service capabilities of “Enrollment – Assessment – Teaching – Practical Training – Examination – Employment” and gathered resources of learning services and resources of employment services, to improve the comprehensive ability of employment services for talents, to connect colleges, students and enterprises, to realize data interoperability and precise matching employment services for talents, and to become a leading “Internet +” vocational education group in China. At present, the Group has perfected the layout of eight business sectors: (i) online education services, (ii) on-campus education, (iii) vocational ability improvement,

根據國家人社部的數據統計，截至2021年底，全國技能人才總量超過2億人，其中高技能人才約6,000萬人，高技能人才佔全國就業人員總量的比例超過26%，距離歐美國家高技能人才佔比約40%以上，中國高技能人才的人員數目有較大的增長空間。2022年10月，中共中央辦公廳、國務院辦公廳印發《關於加強新時代高技能人才隊伍建設的意見》提出，到「十四五」時期末，技能人才占就業人員的比例達到30%以上，高技能人才占技能人才的比重達到1/3，人才市場需求空間進一步放大。

本人現在從以下幾個方面就本集團過去一年發展的情況向各位進行簡單的總結：

1. 優化提升本集團「互聯網+」職業教育和人才就業綜合服務能力

本集團於報告期內，繼續整合內外部資源，持續加強及完善本集團在「招生－測評－教學－實踐實訓－考試－就業」一體化的職業教育服務能力的基礎上，匯聚學習服務資源、就業服務資源，提升人才就業服務綜合能力，打通學校、學生、企業三端，實現數據互通、人才就業服務精準匹配，成為國內領先的「互聯網+」職業教育集團。集團目前已完善佈局(i)在線教育服務、(ii)校園教育、(iii)職業能力提升、(iv)人力資源服務、(v)數智產教融合服務、(vi)教育信息化服務、(vii)考試測評及(viii)國際教育八大業務板塊，建

(iv) human resources services, (v) integration of digital intelligence, industry and education services, (vi) education informatization services, (vii) examination and evaluation, and (viii) international education, with over 1,900 learning centres in all 31 provinces throughout the nation, cooperation with more than 20 national ministries and institutes, more than 30 industry-leading companies and more than 1,500 colleges and universities, bringing together approximately 850 human resources companies, and approximately 30,000 employers, linking approximately 2.8 million C-end users and approximately 2.7 million of jobs, serving students and users at the total scale of more than 50 million, forming an online + offline "Internet +" vocational education network and talent employment service system covering the whole nation.

2. ATTACH GREAT IMPORTANCE TO THE INVESTMENT IN CONSTRUCTION OF TECHNICAL INFRASTRUCTURE CAPABILITIES, AND SEVERAL CORE TECHNOLOGIES HAVE REACHED THE INDUSTRY-LEADING LEVEL

During the Reporting Period, the research and development expenses of the Group amounted to approximately RMB117.6 million. As of 31 December 2022, the Group has accumulatively invested more than RMB1 billion in the construction of technical infrastructure capabilities. At present, the Group has 7 national high-tech enterprises, and has undertaken more than 200 national, provincial and ministerial scientific research projects and projects including major national science and technology projects from the National Development and Reform Commission, the Ministry of Science and Technology, the Ministry of Education, the Ministry of Industry and Information Technology and other national ministries and commissions. In addition, the Group has successively won 4 national and provincial teaching achievement awards and 2 provincial science and technology awards. Furthermore, the Group has more than 100 patents and more than 400 software copyrights, and many core technologies of the Group have reached the industry-leading level.

設成覆蓋全國31個省份的1,900多家學習中心，與20多家國家部委和學會、30多家行業領先企業及1,500餘所院校開展合作，匯聚人力資源企業約850家，用人單位約3萬家，鏈接C端用戶約280萬人和崗位需求約270萬，服務學生及用戶總規模累計超過5,000萬，形成在線+線下，服務範圍覆蓋全國的「互聯網+」職業教育網絡和人才就業服務體系。

2. 高度重視技術基礎能力建設投入，多項核心技術達到同行業領先水平

本集團於報告期間的研發費用約人民幣117.6百萬元。截至2022年12月31日，本集團在技術基礎能力建設方面已累計投入超過人民幣10億元。目前，本集團擁有國家級高新技術企業7家，累計承接國家發改委、科技部、教育部、工信部等國家部委的包括國家科技重大專項在內的200多個國家級、省部級科研課題及項目，先後獲得4項國家級、省級教學成果獎和2項省級科學技術獎，本集團擁有專利100餘個、軟件著作權400餘個，本集團多項核心技術達到同行業領先水平。

3. ATTACH GREAT IMPORTANCE TO THE QUALITY OF SCHOOL OPERATIONS, FOCUS ON DEMAND OF HIGH-QUALITY EDUCATION DEVELOPMENT

Focusing on the demand for high-quality development, during the Reporting Period, the Group continued to increase the investment and building of teaching team, school environment and equipment, the cost of teachers in the Group's schools was amounted to approximately RMB355.4 million, representing an increase of approximately 10.5% as compared to that of the corresponding period in 2021. The Group continues to improve the teaching environment of its colleges and universities and upgrade the teaching venues and equipment. During the Reporting Period, the Group's schools completed the construction of nearly 110,000 square meters of new teaching buildings, including teaching laboratory buildings, student activity centers, student dormitories, student canteens and etc. There were more than 90 experimental and training labs of various functions were built and/or upgraded, and the relevant capital expenditure was amounted to approximately RMB312.8 million.

The Group attaches great importance to the quality of school operations and education services, and has implemented the concept of "cultivating morality, cultivating people, and putting quality in first priority" throughout the entire process of school operations and services. The quality of school operations, the characteristics of school operations and the effectiveness of educating people have been continuously improved. The construction of teaching of various colleges and universities of the Group has made remarkable achievements, and the quality of school operations has been highly recognized. During the Reporting Period, the mechanical design, manufacturing and automation of Chongqing Institute of Humanities, Science and Technology was approved as a provincial-level first-class undergraduate major construction

3. 高度重視辦學質量，圍繞教育高質量發展需求

圍繞高質量發展需求，本集團於報告期間持續加大師資、院校環境及設備等投資建設，本集團的院校於報告期內的師資成本支出約人民幣355.4百萬元，同比增長約10.5%；本集團持續提升院校的教學環境、為教學場地及設備等進行升級，於報告期內，集團學校共完成近11萬平方米新校舍的建設，包括教學實驗樓、學生活動中心、學生宿舍、學生食堂等；新建及升級改造各類實驗實訓室90餘個，相關的資本開支約人民幣312.8百萬元。

本集團高度重視辦學及教育服務質量，將「立德樹人、質量至上」理念貫穿辦學服務全過程，辦學質量、辦學特色及育人成效不斷提升。本集團各院校的教學建設成績斐然，辦學質量均獲得高度認可。於報告期內，重慶人文科技學院的機械設計製造及其自動化獲批省級一流本科專業立項建設項目；雲南大學滇池學院的日語、數學與應用數學專業新增為教育部「雙萬計劃」省級一流專業，其省級一流專業累計達到217個，名列雲南省民辦高校第一；重慶工商大學派斯學院的財務管理和金融學專業獲教育部批准為省

project; the Japanese, Mathematics and Applied Mathematics majors of Dianchi College of Yunnan University were newly added to the provincial majors of “Double Ten Thousand Plan” (雙萬計劃) of the Ministry of Education, and there were 217 first-class majors at the provincial level ranking first among private universities in Yunnan Province; the financial management and finance majors of Pass College of Chongqing Technology and Business University have been approved by the Ministry of Education as the construction site of first-class undergraduate majors at the provincial level. Furthermore, the Group's schools have won many honors at the provincial and ministerial level, including “National Innovation and Entrepreneurship Education Practice Base” (國家級創新創業教育實踐基地), “National Red Cross Model Unit” (全國紅十字模範單位), and “National Party Construction Work Model Branch” (全國黨建工作樣板支部).

4. FINANCIAL AND CAPITAL STRUCTURE HAVE BEEN CONTINUOUSLY STABLE WHICH PROVIDE STRONG SUPPORT TO THE FUTURE BUSINESS DEVELOPMENT

For the year ended 31 December 2022, the revenue of the Group was approximately RMB2,354.0 million, representing a decrease of approximately 1.7% as compared to that of the corresponding period in 2021; earnings before interest, taxes, depreciation and amortization (EBITDA) was approximately RMB965.8 million, representing a decrease of approximately 2.0% as compared to that of the corresponding period in 2021. As of 31 December 2022, the total assets of the Group was approximately RMB11,956.6 million, and its cash reserves was approximately RMB3,477.1 million, representing an increase of approximately 4.5% and 18.4% as compared to those of the corresponding period in 2021, respectively, which lays a solid foundation for future development.

級一流本科專業建設點。同時，本集團學校獲得「國家級創新創業教育實踐基地」「全國紅十字模範單位」「全國黨建工作樣板支部」等多項省部級及以上榮譽。

4. 財務及資本結構持續穩健，有力支持未來業務發展

截至2022年12月31日止的財政年度，本集團的收益約人民幣2,354.0百萬元，與2021年同比減少約1.7%；稅息折舊及攤銷前利潤(EBITDA)約人民幣965.8百萬元，與2021年同比減少約2.0%。於2022年12月31日，本集團的總資產約人民幣11,956.6百萬元，現金儲備約人民幣3,477.1百萬元，與2021年同比分別增長約4.5%及18.4%，為未來發展奠定堅實的基礎。

FUTURE OUTLOOK

The Group is a leading “Internet +” vocational education group in China. On this basis, through existing business resources, mergers and acquisitions and strategic cooperation, the Group intend to build an internet platform for the talent digital intelligence service industry that integrates the three major service areas of “learning field, employment field, and entrepreneurship field”. In the future, the Group will comprehensively promote the “online-digital-intelligent” development of learning, employment, and entrepreneurship services; deepen the cooperation with industry-leading enterprises that are urgently needed by the country, seek development together; and accelerate cooperation with world-renowned universities and scientific research institutions to create a high-level scientific research system.

APPRECIATION

Finally, on behalf of the Board, I would like to take this opportunity to sincerely thank our management and all the staff of the Group for their loyalty and dedication. I would also like to thank our shareholders and business partners for their trust and confidence in the Board and management of the Group. With the concerted efforts of all staffs, I believe the business of the Group will continue to thrive and generate greater return for our shareholders.

Li Xuechun

Chairman

Hong Kong, 28 March 2023

未來展望

本集團為全國領先的「互聯網+」職業教育集團。在此基礎上，本集團計劃通過現有的業務資源、併購及戰略合作，打造集聚「學習領域、就業領域、創業領域」三大服務領域於一體的人才數智服務產業互聯網平台。本集團未來將全面推進學習、就業、創業服務的創業服務的「線上化—數字化—智能化」發展；深化與行業領先、國家急需的產業頭部企業的合作，共謀發展；及加快與全球知名高校、科研機構合作，打造高水平的科研體系。

鳴謝

最後，本人謹代表董事會，借此機會衷心感謝我們的管理層及本集團全體員工的忠誠及奉獻。本人亦十分感謝我們的股東及商業夥伴對本集團董事會及管理層的信任及信心。本人相信，憑借所有員工的共同努力，本集團的業務將繼續蓬勃發展，並為我們的股東帶來更大回報。

主席

李學春

香港，2023年3月28日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

POLICY REVIEW OF THE REPORTING PERIOD

According to statistics from the Ministry of Human Resources and Social Security, the total population of skilled talents in the nation have exceeded 200 million at the end of 2021, of which approximately 60 million were highly-skilled talents, representing more than 26% of the total working population in China, while highly-skilled talents accounted for more than 40% of the total population of skilled talents in countries in Europe and the United States, therefore, there is great room for improvement for the population of highly-skilled talents in China. Therefore, vigorously developing vocational education is crucial to improving China's high-skilled talents in various industries. Vocational education has become an important cornerstone and strong support for China's economic development, the construction of a strong nation, and national rejuvenation. In recent years, favourable national vocational education policies have been issued frequently, including:

1. In October 2021, the General Office of the Central Committee of the Communist Party of China and the General Office of the State Council 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》), proposed a diversified school-operating pattern, encouraging listed companies and industry leaders to sponsor vocational education, encouraged vocational colleges to cooperate with enterprises to jointly establish industrial colleges, encouraged vocational colleges and social capital to jointly build vocational education training bases, and proposing that the enrolment scale of undergraduate level of vocational education should not be less than 10% of the enrolment scale of junior college of vocational education by 2025;

業務回顧

報告期間的政策回顧

根據人社部的數據統計，截至2021年底，全國技能人才總量超過2億人，其中高技能人才約6,000萬人，高技能人才佔就業人員總量的比例超過26%，相比其他歐美國家高技能人才佔比40%以上，中國高技能人才的人員數目還有較大的增長空間，因此，大力發展職業教育對於提升中國各個行業領域的高技能人才至關重要。職業教育已成為中國經濟發展、強國建設、民族復興的重要基石和有利的支持。近年，國家職業教育利好政策頻出，其中包括：

1. 2021年10月，中共中央辦公廳、國務院辦公廳印發《關於推動現代職業教育高質量發展的意見》，提出多元化辦學格局，鼓勵上市公司、行業龍頭舉辦職業教育、鼓勵職業院校與企業共同建設產業學院、鼓勵職業院校與社會資本合作共建職業教育實訓基地，到2025年職業本科教育招生規模不低於高等職業教育招生規模的10%；

2. In May 2022, the newly revised “Vocational Education Law of the People’s Republic of China” (《中華人民共和國職業教育法》) was officially implemented. The new law clarifies that vocational education and general education are of the same important status, and takes multiple measures to promote enterprises to sponsor colleges. It clearly supports social forces to participate in vocational education extensively, encourages, guides and supports enterprises and other social forces to sponsor vocational schools and vocational training institutions in compliance with the laws, and encourages enterprises to deeply participate in the integration of industry and education and school-enterprise cooperation;
2. 2022年5月，新修訂的《中華人民共和國職業教育法》正式實施。新法明確職業教育與普通教育具有同等重要地位，多措並舉推進企業辦學，明確支持社會力量廣泛參與職業教育，鼓勵、指導、支持企業和其他社會力量依法舉辦職業學校、職業培訓機構，鼓勵企業深度參與產教融合、校企合作；
3. In September 2022, the executive meeting of the State Council announced supporting policies for special re-financing for equipment renovation and financial support, with education informatization as a key support area. The state supports colleges and universities to reduce financial costs, improve school conditions, implement the strategy of rejuvenating the nation through technology and education, and promote the high-quality development of education through special loans and other means;
3. 2022年9月，國務院常務會議宣佈設備更新改造專項再貸款與財政貼息配套支持政策，教育信息化為重點支持領域。國家通過專項貸款等方式支持院校降低財務成本、改善辦學條件，踐行科教興國戰略，推動教育高質量發展；
4. In October 2022, the General Office of the Central Committee of the Communist Party of China and the General Office of the State Council issued the “Opinions on Strengthening the Construction of Highly Skilled Talent Teams in the New Era” (《關於加強新時代高技能人才隊伍建設的意見》), pointing out that skilled talents are an important force supporting China’s manufacturing and China’s creation. By the end of the “14th Five-Year Plan” period, skilled personnel shall be accounted for more than 30% of employment population, and highly-skilled personnel shall be accounted for one-third of the total population of skilled talents;
4. 2022年10月，中共中央辦公廳、國務院辦公廳印發《關於加強新時代高技能人才隊伍建設的意見》，指出技能人才是支撐中國製造、中國創造的重要力量，提出到「十四五」時期末，技能人才佔就業人員的比例達到30%以上，高技能人才佔技能人才的比例達到1/3；

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

5. In December 2022, the National Development and Reform Commission issued the “Implementation Plan for the “14th Five-Year Plan” to Expand Domestic Demand Strategy” (《「十四五」擴大內需戰略實施方案》) and proposed to improve the quality of education services, support areas with concentrated population inflows to actively expand the supply of basic education degrees, promote vocational colleges and applied undergraduate colleges to strengthen the construction of enterprise-education integration training bases, and create a number of high-level vocational colleges; and
 6. In December 2022, the General Office of the Communist Party of China and the State Council issued the “Opinions on Deepening the Reform of the Modern Vocational Education System” (《關於深化現代職業教育體系建設改革的意見》), emphasizing that the high-quality development of modern vocational education should be placed in a more prominent position, insist on serving the comprehensive development of students, economic and social development, focus on deepening the integration of industry and education, and promote the integration of vocational and general education as the key to cultivate more high-quality skilled and technical talents.
5. 2022年12月，國家發展改革委印發《「十四五」擴大內需戰略實施方案》，提出要提升教育服務質量。支持人口集中流入地區積極擴大基礎教育學位供給；推動職業院校、應用型本科高校加強產教融合實訓基地建設，打造一批高水平職業院校；
 6. 2022年12月，中共辦公廳、國務院刊發《關於深化現代職業教育體系建設改革的意見》，強調現代職業教育高質量發展擺在更加突出的位置，堅持服務學生全面發展和經濟社會發展，以深化產教融合為重點，以推動職普融通為關鍵，培養更多高素質技術技能人才。

The above-mentioned relevant favourable policies have reflected that the great importance attached to vocational education by the nation and its determined policies of developing high-quality vocational education, and the promotion of vocational education reform is in unprecedented strength.

上述相關的國家職業教育利好政策反映國家對職業教育重視程度之高及發展高質量職業教育的堅定方針，推動職業教育改革力度之大前所未有的。

BUSINESS REVIEW OF THE REPORTING PERIOD

During the Reporting Period, the Group continued to integrate internal and external resources, continuously strengthened and improved the Group's integrated vocational education service capabilities of "Enrollment-Assessment – Teaching – Practical Training – Examination – Employment" and gathered resources of learning services and resources of employment services, to improve the comprehensive ability of employment services for talents, to connect colleges, students and enterprises, to realize data interoperability and precise matching employment services for talents, and to become a leading "Internet +" vocational education group in China. At present, the Group has perfected the layout of eight business sectors: (i) online education services, (ii) on-campus education, (iii) vocational ability improvement, (iv) human resources services, (v) integration of digital intelligence, industry and education services, (vi) education informatization services, (vii) examination and evaluation, and (viii) international education, with over 1,900 learning centres in all 31 provinces throughout the nation, cooperation with more than 20 national ministries and institutes, more than 30 industry-leading companies and more than 1,500 colleges and universities, bringing together more than 850 human resources companies, and approximately 30,000 employers, linking approximately 2.8 million C-end users and approximately 2.7 million jobs, serving students and users at the total scale of more than 50 million, forming an online + offline "Internet +" vocational education network and talent employment service system covering the whole nation.

報告期間的業務回顧

本集團於報告期內，繼續整合內外部資源，持續加強及完善本集團在「招生－測評－教學－實踐實訓－考試－就業」一體化的職業教育服務能力的基礎上，匯聚學習服務資源、就業服務資源，提升人才就業服務綜合能力，打通學校、學生、企業三端，實現數據互通、人才就業服務精準匹配，成為國內領先的「互聯網+」職業教育集團。集團目前已完善佈局(i)在線教育服務、(ii)校園教育、(iii)職業能力提升、(iv)人力資源服務、(v)數智產教融合服務、(vi)教育信息化服務、(vii)考試測評及(viii)國際教育八大業務板塊，建設成覆蓋全國31個省份的1,900多家學習中心，與20多家國家部委和學會、30多家行業領先企業及1,500餘所院校開展合作，匯聚人力資源企業850餘家，用人單位約3萬家，鏈接C端用戶約280餘萬人和崗位需求約270萬，服務學生及用戶總規模累計超過5,000萬，形成線上+線下，服務範圍覆蓋全國的「互聯網+」職業教育網絡和人才就業服務體系。

The main business operations of the Group's eight business sectors during the Reporting Period are as follows:

1. Online Education Services

The Group's online education services mainly cover online education, open education, adult higher education, self-study examinations and professional degree postgraduate (master's/doctoral) education. Aiming at adults who need to improve their academic qualifications, through cooperation with key domestic universities, domestic and foreign business schools, provincial open universities and higher vocational colleges, through the national online and offline learning center, the Group provides online learning services for students and users.

Higher academic continuing education online services

The Group's higher academic continuing education online services are provided by a subsidiary of the Company, namely Beijing Open Distance Education Center Company Limited* (北京奧鵬遠程教育中心有限公司) (“**Open Education**”) and a consolidated affiliated entity of the Company, namely Guangdong Minsheng Online Education Technology Company Limited* (廣東民生在線教育科技有限公司) (“**Minsheng Online**”). As of 31 December 2022, Open Education and Minsheng Online cooperated with approximately 250 domestic key universities, provincial open universities and higher vocational colleges, to provide support services of online education, open education, adult higher education and self-study examination qualification education to approximately 1.05 million students throughout over 1,900 learning centres across the nation.

以下為報告期內本集團八大業務板塊的主要業務經營情況：

1. 在線教育服務

本集團的在線教育服務主要涵蓋網絡教育、開放教育、成人高等教育、自學考試及專業學位研究生(碩士/博士)教育。主要針對有學歷提升需求的成年人士，通過與國內重點大學、國內外商學院、省級開放大學及高職院校合作，通過全國性的學習中心，為學生及用戶提供在線學習服務。

高等學歷繼續教育在線服務

本集團的高等學歷繼續教育在線服務由本公司的附屬公司，北京奧鵬遠程教育中心有限公司(「**奧鵬教育**」)及本公司的合併附屬實體，廣東民生在線教育科技有限公司(「**民生在線**」)提供。於2022年12月31日，奧鵬教育及民生在線共約250所國內重點大學、省級開放大學和高職院校合作，通過在全國建立合作的1,900多家學習中心為約105萬名學生提供網絡教育、開放教育、成人高等教育及自學考試學歷教育的支持服務。

Postgraduate management education services

The Group's postgraduate management education services are provided by Doxue Network Technology (Beijing) Company Limited* (都學網絡科技(北京)有限公司) ("Doxue Network"), a consolidated affiliated entity of the Company. Doxue Network is a national leading enterprise in postgraduate management education services. Its MBACHina platform is an active online platform in the industry, which gathers professional and famous teachers in the industry to create an intelligent and diversified learning information platform for those who want to improve their academic qualifications, providing information channels for real-time consultation and learning courses that suit their needs. The business school rankings released by the MBACHina platform are widely recognized by the industry, universities and learners, and have extensive influence in the industry. As of 31 December 2022, Doxue Network cooperated with more than 190 domestic and foreign business schools; the platform had newly added approximately 459,000 registered users and the cumulative number of registered users reached approximately 3.14 million.

2. On-campus education

The Group is committed to constructing a vocational education service system for the training of secondary vocational, higher vocational, applied undergraduate and professional postgraduate students. As of 31 December 2022, the Group's schools were located in Chongqing, Shandong, Yunnan, Inner Mongolia, and the Group operated or managed 10 schools (including 7 higher education institutions, 2 secondary vocational schools and 1 high school); the total number of students was 100,141, of which full-time undergraduate students accounted for approximately 58.2%. The Group's schools offer a total of 120 undergraduate majors, 127 higher vocational (junior college) majors, 51 secondary vocational majors and 4 postgraduate cultivation and construction majors. The Group's undergraduate colleges now offer 1 key subject at provincial and above level, 2 key disciplines, 4 key cultivation disciplines, 15 first-class majors and 44 first-class programmes. The Group has established the only provincial level key discipline among private universities in Yunnan Province.

管理類研究生教育服務

本集團的管理類研究生教育服務由本公司的合併附屬實體，都學網絡科技(北京)有限公司(「都學網絡」)提供。都學網絡是全國管理類研究生教育服務的領先企業，其MBACHina平台是行業內活躍的在線平台，集結業內專業授課名師，打造智能化、多元化學習信息平台，為想要提升學歷的在職備考人群提供實時諮詢的信息通道和契合自身需求的學習課程。MBACHina平台發佈的商學院排名被行業、高校和學習者廣泛認可，在業內具有廣泛影響力。於2022年12月31日，都學網絡與190餘所國內外商學院合作；平台新增註冊用戶約45.9萬人，累計註冊用戶約314萬人。

2. 校園教育

本集團的校園教育業務涵蓋高中、中職、高職、應用型本科，重點為社會培養高質量的應用型人才。於報告期內，本集團在中國重慶、山東、雲南、內蒙古舉辦或託管10所學校(包括7所高等院校、2所中職學校和1所高中學校)；在校生人數總人數100,141人，其中全日制本科生佔比約58.2%。所屬學校共招生120個本科專業、127個高職(大專)專科專業、51個中職專業以及4個碩士學位研究生培育建設專業。本集團本科院校現有省部級及以上一流學科1個，重點學科2個，重點培育學科4個，一流專業15個、一流課程44門，建有雲南省民辦高校中唯一的省級重點學科。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

Focusing on the demand for high-quality development, the Group continued to increase the investment and building of teaching team, school environment and equipment. During the Reporting Period, the cost of teachers in the Group's schools was amounted to approximately RMB355.4 million, representing an increase of approximately 10.5% as compared to that of the corresponding period in 2021. The Group continues to improve the teaching environment of its colleges and universities and upgrade the teaching venues and equipment. During the Reporting Period, the Group's schools completed the construction of nearly 110,000 square meters of new teaching buildings, including teaching laboratory buildings, student activity centers, student dormitories, student canteens and etc. There were more than 90 experimental and training labs of various functions were built and/or upgraded, and the relevant capital expenditure was amounted to approximately RMB312.8 million.

The Group attaches great importance to the quality of school operations and education services, and has implemented the concept of "cultivating morality, cultivating people, and putting quality in first priority" throughout the entire process of school operations and services. The quality of school operations, the characteristics of school operations and the effectiveness of educating people have been continuously improved. The construction of teaching of various colleges and universities of the Group has made remarkable achievements, and the quality of school operations has been highly recognized. During the Reporting Period, the mechanical design, manufacturing and automation of Chongqing Institute of Humanities, Science and Technology was approved as a provincial-level first-class undergraduate major construction project; the Japanese, Mathematics and Applied Mathematics majors of Dianchi College of Yunnan University were newly added to the provincial majors of "Double Ten Thousand Plan" (雙萬計劃) of the Ministry of Education, and there were seven first-class majors at the provincial level ranking first among private universities in Yunnan Province; the financial management and finance majors of Pass College of Chongqing Technology and Business University have been

圍繞高質量發展需求，本集團持續加大師資、院校環境及設備等投資建設，本集團的院校於報告期內的師資成本支出約人民幣355.4百萬元，同比增長約10.5%；本集團持續提升院校的教學環境、為教學場地及設備等進行升級，於報告期內，集團學校共完成近11萬平方米新校舍的建設，包括教學實驗樓、學生活動中心、學生宿舍、學生食堂等；新建及升級改造各類實驗實訓室90餘個，相關的資本開支約人民幣312.8百萬元。

本集團高度重視辦學及教育服務質量，將「立德樹人、質量至上」理念貫穿辦學服務全過程，辦學質量、辦學特色及育人成效不斷提升。本集團各院校的教學建設成績斐然，辦學質量均獲得高度認可。於報告期內，重慶人文科技學院的機械設計製造及其自動化獲批省級一流本科專業立項建設項目；雲南大學滇池學院的日語、數學與應用數學專業新增為教育部「雙萬計劃」省級一流專業，其省級一流專業累計達到7個，名列雲南省民辦高校第一；重慶工商大學派斯學院的財務管理和金融學專業獲教育部批准為省級一流本科專業建設點。同時，

approved by the Ministry of Education as the construction site of first-class undergraduate majors at the provincial level. Furthermore, the Group's schools have won many honors at the provincial and ministerial level, including "National Innovation and Entrepreneurship Education Practice Base" (國家級創新創業教育實踐基地), "National Red Cross Model Unit" (全國紅十字模範單位), and "National Party Construction Work Model Branch" (全國黨建工作樣板支部).

In addition to the Group's higher education institutions located in China, the Group has also invested in higher education institutions in Australia, Singapore and Hong Kong Special Administrative Region, including Australian National Institute of Management and Business in Sydney, Australia, Beacon International College in Singapore, and Hong Kong Nang Yan Vocational College in Hong Kong Special Administrative Region, providing associate degree to postgraduate degree programs.

3. Vocational Ability Improvement

The Group's vocational ability improvement business mainly covers (i) teacher continuing training; (ii) information technology ("IT") vocational training; (iii) cloud training platform; and (iv) vocational qualification certificate training businesses.

(i) Teacher continuing training

The Group's teacher continuing training is provided by Open Education. As the pioneer of mobile learning for teachers, the Group has launched platforms such as "Open Distance's Teacher Education Network" (奧鵬教師教育網), "Teacher Training Bao" (師訓寶) and "I-Classmate" (i同學) and other mobile learning application tools, and built a "school-based" training platform, providing all-round, full-process online training, hybrid training and offline training and other support services for educational administrative departments, teacher development centers, primary and secondary schools, colleges and universities and other educational institutions in various places.

本集團學校獲得「國家級創新創業教育實踐基地」「全國紅十字模範單位」「全國黨建工作樣板支部」等多項省部級及以上榮譽。

除本集團位於中國內地的高等院校外，本集團亦有在澳大利亞、新加坡及香港特別行政區投資高等院校，包括位於澳大利亞悉尼市的澳洲國立管理與商業學院，新加坡的培根國際學院及香港特別行政區的香港能仁專上學院，提供專科至碩士研究生的課程。

3. 職業能力提升

本集團的職業能力提升業務主要涵蓋(i)教師繼續培訓；(ii)IT職業培訓；(iii)雲實訓；及(iv)職業資格證書培訓

(i) 教師繼續培訓

本集團的教師繼續培訓由奧鵬教育提供，奧鵬教育作為教師移動學習的先行者，推出了「奧鵬教師教育網」、「師訓寶」、「i同學」等平台和移動學習應用工具，並搭建了「校本」研修平台，為各地教育行政主管部門、教師發展中心、中小學、高等院校等教育機構提供全方位、全流程的在線培訓、混合培訓和線下培訓等支持服務。

As of 31 December 2022, Open Education has trained approximately 8 million teachers, with more than 500 partnered schools, more than 15,000 training projects, and a total of 30TB+ course resources.

Open Education's teacher training case "Two-line promotion and five-step linkage" rural small-scale teacher training model based on a cloud-based cross-school learning community" 《基於雲端跨校學習共同體的「雙線推進 五步聯動」農村小規模教師培訓模式》 was successfully selected as a typical teacher training case in the "China Teacher Training Development Report (2021)" 《中國教師培訓發展報告(2021)》, being the only typical case from training institution being selected.

(ii) IT vocational training

The Group's IT vocational training is provided by IMOOC, a subsidiary of Open Education. IMOOC focuses on IT online education, creates cutting-edge IT technology quality courses, and cultivates practical technical talents for enterprises. It has built more than 3,000 high-quality training courses, with nearly 1,000 high-level industry lecturers, and accumulated approximately 23 million users as of 31 December 2022.

IMOOC has been selected into the top 10 of the "Vocational Education APP Ranking List" (職業教育APP排行榜) released by the Chinese Academy of Sciences for consecutive years. It has also been selected in the Apple application store to regularly recommend applications on various topics such as "Helping the Workplace" (助力職場), "Everyone Can Program" (人人能編程) and "Easy Learning to Program" (輕鬆學編程).

於2022年12月31日，奧鵬教育已累計培訓教師約800萬人次，合作院校累計有500多家，累計完成15,000多個培訓項目，合共有30TB+課程資源。

奧鵬教育的教師培訓案例《基於雲端跨校學習共同體的「雙線推進五步聯動」農村小規模教師培訓模式》成功入選《中國教師培訓發展報告(2021)》的教師培訓典型案例，也是唯一入選的培訓機構推送案例。

(ii) IT職業培訓

本集團的IT職業培訓由奧鵬教育旗下的慕課網提供。慕課網專注IT在線教育，打造前沿的IT技術精品課程，為企業培養實用型技術人才，建設了3,000餘門高質量培訓課程，高水平行業講師近千人。截止2022年12月31日，慕課網的累計用戶約2,300萬。

慕課網曾連續入選中國科學院發佈的「職業教育APP排行榜」的前10名。慕課網也曾入選蘋果應用程序商店「助力職場」、「人人能編程」及「輕鬆學編程」等專題定期推薦應用程序。

(iii) Cloud training

As an important part of the “recruitment and training” integrated service system, and based on the educational cloud platform, the Group’s cloud training platform focuses on industry applications, integrates resources and services of cloud training providers for co-provision of online training solutions to colleges and universities, provides all-rounded trainings for cultivation of application oriented talents, and facilitates the cultivation of talents and enhancement of comprehensive vocational skills. Currently, the platform has incorporated over 60 training projects, covering 11 categories such as computer, big data, architecture, machinery, pharmaceuticals, finance and trade, radio, film and television, tourism, agriculture, logistics and general education. In particular, general education-oriented trainings apply to most majors, while other specialized trainings cover over 20 undergraduate majors and over 40 junior college majors.

(iv) Vocational qualification certificate training

As of 31 December 2022, the Group provided over 40 vocational qualification certificate training programs such as teachers qualification certificate and human resources specialist, with a total of approximately 28,000 person counts trained during the Reporting Period.

(iii) 雲實訓

本集團的雲實訓是「招培就」一體化服務體系的重要環節之一，以教育雲平台為基礎，聚焦行業應用，聚合雲實訓廠商資源服務，共同面向院校提供在線實訓解決方案，貫通應用型人才培養，賦能人才培養職業綜合能力提升。現已聚合60餘個實訓項目，內容涉及計算器、大數據、建築、機械、醫藥、財經商貿、廣播影視、旅遊、農業、物流、通識11個類別，其中通識類實訓適用於大部分專業，其他專業性實訓可覆蓋20餘個本科專業，40餘個專科專業。

(iv) 職業資格證書培訓

於2022年12月31日，本集團共提供教師資格證、人力資源管理師、執業藥師等40餘種職業資格證培訓課程，報告期內累計培訓約2.8萬人次。

4. Human resources services

The Group actively deploys human resources services to create a talent training closed loop that integrates “Recruitment and Training”. A consolidated affiliated entity of the Company, Beijing Xiaoai Intelligent Technology Company Limited*(北京小愛智能科技有限公司) (“**Xiaoai Technology**”) created a skilled talent service platform of “Excellent Learning and Happy Work” (優學樂業), dedicated to providing Chinese skilled talents with high-quality internship training, employment, job selection and professional ability improvement services. Relying on its rich digital experience and landing service capabilities, Xiaoai Technology provides different digital products and solutions as well as a stable one-stop person-time service and technology supply chain for enterprises, human resources organizations and colleges. The platform consists of (i) “Zhigonggong” (智用工)- providing digital employment SaaS for employment enterprises; (ii) “Yunzhiai” (雲智愛) and “Ailingong” (愛靈工) – providing HROSaaS for third-party human resource service agencies; (iii) “School-Enterprise Express” (校企直通車) – providing colleges and universities with an internship employment management system that connects schools, students and enterprises, with first of all, data exchange and display on the same platform. The School-Enterprise Express is also one of the first batch of compliant platforms that complies with the Ministry of Education’s new “Regulations on the Management of Vocational School Student Internships” (《職業學校學生實習管理規定》); and (iv) to provide regional governments with gig job market – a comprehensive solution for the digital gig job market that has SaaS + skills training and capability improvement + talent training base + industry-education integration. The platform aims to solve the employment of the masses, increase the income of the masses, meet the employment needs of enterprises, promote the development of enterprises, and provide needed talent for key regional industries.

As of 31 December 2022, the business of Xiaoai Technology covered 21 provinces throughout the nation, and the platform had approximately 850 human resources companies with over 30,000 employers settling in, linking approximately 2.8 million C-end users and approximately 2.7 million of jobs.

4. 人力資源服務

本集團的人力資源服務，致力於打造「招培就」一體化的人才培養全閉環，本公司的合併附屬實體，北京小愛智能科技有限公司(「小愛科技」)打造了「優學樂業」技能型人才服務平台，致力於為中國技能型人才提供優質的實習實訓、就業、擇業和職業能力提升服務。小愛科技憑借豐富的數字化經驗和落地服務能力，為企業、人力資源機構、院校及政府提供不同的數字化產品和解決方案、穩定的一站式人才服務和技術供應鏈。通過平台的(i)「智用工」—為用工企業提供數字化多元用工SaaS；(ii)「雲智愛」和「愛靈工」—為第三方人力資源服務機構提供HROSaaS；(iii)「校企直通車」—為院校提供實習就業數字化管理系統，打通學校、學生、企業三端，實現數據互通、同平台展示。校企直通車亦為第一批符合教育部新《職業學校學生實習管理規定》政策的合規平台；及(iv)為區域政府提供數字零工市場—數智零工市場SaaS+技能培訓和能力提升+人才培養基地+產教融合綜合解決方案。平台目標解決群眾就業和提高群眾收入；滿足企業用工需求，促進企業發展，為區域重點產業提供需要的人才。

截至2022年12月31日，小愛科技的業務已經覆蓋全國21個省份，合作的第三方人力資源服務機構約850家、入駐用人單位約3萬家、鏈接C端用戶約280萬人和崗位需求約270萬。

In addition, in 2022, the Group's universities and colleges actively cooperated with national, provincial and municipal employment authorities to carry out various recruitment activities, and utilized employment platforms at all levels to organize online and on-campus recruitment and visit enterprises to expand jobs, etc. to broaden employment channels. The targeted employment assistance for graduates of Dianchi College of Yunnan University was promoted nationwide as a key case by Chinese Central Television (CCTV). The Group has been committed to continuously delivering outstanding talents for the country's economic construction and social development for many years. The Group's colleges and universities have cultivated "National Excellent Communist Youth League Members" (全國優秀共青團員), "National March 8th Red Banner Bearer" (全國三八紅旗手), "Social Practice for College Students to the Countryside Social Practice Activities Outstanding Individuals" (三下乡社會實踐活動優秀個人稱號) A large number of outstanding graduates, including advanced models such as "National University Student Self-improvement Star" (全國大學生自強之星), "National University Student Entrepreneurship Typical Figure" (全國大學生創業典型人物), "Yunnan University Student Person of the Year" (雲南省大學生年度人物).

5. Integration of digital intelligence, industry and education services

In response to the spirit of the national industry-education integration policy, the Group adopts the innovative "N+1+N" model, integrates the resources of leading enterprises in various fields, combines the Group's strong teaching and research strength and product research and development investment, and builds an integrated platform that supports the integration and cooperation of production and education in secondary and higher vocational schools, technicians and undergraduate colleges. The Group's integration of industry and education covers various professional groups related to strategic emerging industries such as artificial intelligence, big data, blockchain, information security, intelligent manufacturing, industrial internet, new energy vehicles, intelligent networked vehicles, digital economy, and new media. For the construction of professional groups in colleges and universities, the Group provides products and services including enrollment services, teaching services,

此外，於2022年，本集團院校積極配合國家、省市就業主管部門開展各類招聘活動，利用各級就業平台舉辦線上、線下校園招聘及訪企拓崗等活動，為應屆畢業生不斷拓寬就業渠道。雲南大學滇池學院的精準幫扶畢業生就業工作被中央電視台作為重點案例進行全國宣傳推廣。本集團多年來致力於為國家經濟建設和社會發展不斷輸送優秀人才，本集團院校培養出包括「全國優秀共青團員」、「全國三八紅旗手」、「三下乡社會實踐活動優秀個人稱號」、「全國大學生自強之星」、「全國大學生創業典型人物」、「雲南省大學生年度人物」等先進模範在內的一大批優秀畢業生。

5. 數智產教融合服務

本集團響應國家產教融合政策精神，採用「N+1+N」創新模式，整合多個領域的產業龍頭企業資源，結合本集團的強大的教學教研力量和產品研發投入，構建支撐中高職、技工技師和本科院校產教融合合作的一體化平台。本集團產教融合覆蓋人工智能、大數據、區塊鏈、信息安全、智能製造、工業互聯網、新能源汽車、智能網聯汽車、數字經濟、新媒體等戰略新興產業方向相關的各個專業群，針對院校專業群建設學科提供包括招生服務、教學服務、課程建設服

course construction services, experimental training room construction, teaching software platform construction, teacher training, student internship, employment and etc.

In the field of industry-education integration, the Group supports flexible and diversified cooperation models, including jointly building municipal-level industry-education integration bases with local governments and industrial parks, undertaking the trusteeship and operation of colleges and universities, and jointly building industrial colleges with colleges and universities, to provide laboratories, courses, information platforms and etc. for the college and universities.

6. Education Informatization Services

The Group attaches great importance to the construction of new education infrastructure. Guided by new development concepts and information technology and oriented to the needs of high quality education development, and by focusing on information networks, platform systems, digital resources, innovative applications, credible security, etc., it constructed a new infrastructure system, created core productivity, and established a user-centric, end-to-end, fully closed-loop education service cloud platform (including IaaS infrastructure, developer platform, multi-cloud resource management platform, middle-level services, technical products, OPEN application center, terminal services, etc.).

The Group's education informatization services are provided by a consolidated affiliated entity of the Company, namely UMOOC Online Education Technology (Beijing) Company Limited* (優慕課在線教育科技(北京)有限責任公司) ("UMOOC"), Open Education and Doxue Network.

務、實驗實訓室建設、教學軟件平台建設、師資培訓、學生實習就業等產品和服務。

在產教融合領域，本集團支持靈活多樣化的合作模式，包括與地方政府及產業園聯合共建市域級產教融合基地，承接院校託管運營，與院校共建產業學院，為院校提供實驗室、課程和信息化平台等。

6. 教育信息化服務

本集團高度重視教育新基建建設，以新發展理念為引領，以信息化為主導，面向教育高質量發展需要，聚焦信息網絡、平台體系、數字資源、創新應用、可信安全等方面的新型基礎設施體系建設，打造核心生產力，搭建了以用戶為中心，端到端、全閉環的教育服務雲平台(包括IaaS基礎設施、開發者平台、多雲資源管理平台、中台服務、技術產品、OPEN應用中心、終端服務等)。

本集團的教育信息化服務由本公司的合併附屬實體，優慕課在線教育科技(北京)有限責任公司(「優慕課」)、奧鵬教育及都學網絡提供。

UMOOC provides education and teaching informatization construction, online teaching support, mixed teaching applications and other services for undergraduate colleges (including graduate schools) and vocational colleges across the nation. As of 31 December 2022, UMOOC has partnered with more than 400 undergraduate colleges (including graduate schools) and vocational colleges, and the services provided by UMOOC covered more than 13 million students. The “Campuswit” platform released by Doxue Network is committed to providing business education in major colleges and universities across the country, providing students with a full life cycle and allround one-stop solution, with product covering business education enrollment, online teaching, academic affairs, dissertation, career development, alumni management and other different stages of process.

7. Examination and Evaluation

The examination services of the Group mainly provide online and offline course examinations and unified online education examinations for online education colleges across the nation, Chinese Proficiency Test (“**HSK**”), other social examinations and etc.

Examination and Evaluation services are mainly provided by the subsidiaries of the Company, namely Open Education and Silk Road (Beijing) International Education Technology Center Company Limited* (絲綢之路(北京)國際教育科技中心有限公司) (“**Silk Road**”). Open Education has established a standardized test center system that covers the whole nation and extends to the grassroots level. At the same time, with the help of artificial intelligence, big data, cloud computing and other technologies, it has independently developed an online test system, a question bank system, a test administration system, a monitoring system and an evaluation system.

As of 31 December 2022, Open Education has served approximately 8.6 million division counts throughout the Reporting Period. Silk Road is an industry-leading professional service organization for the HSK online test. It is the world’s first HSK online test center. It has built more than 80 test centers/exams at home and abroad and has accumulated more than 180,000 internet-based examination users.

優慕課為全國的本科院校(含研究生院)和職業院校提供教育教學信息化建設、在線教學支持、混合教學應用等服務。截至2022年12月31日，優慕課的合作本科院校(含研究生院)和職業院校共400餘所，優慕課所提供的服務涵蓋學生有1,300餘萬人。都學網絡發佈的Campuswit平台致力於為全國各大院校的商科教育，提供學生全生命週期、全方位的一站式解決方案。產品覆蓋商科教育招生、在線教學、教務、學位論文、職業發展、校友管理等各個環節。

7. 考試測評

於報告期內，本集團的考試服務主要為全國高校網絡教育學院提供基於在線及線下組織的課程考試、漢語水平考試(「**HSK**」)及部分社會化考試等。

考試測評服務主要由奧鵬教育及本公司的附屬公司，絲綢之路(北京)國際教育科技中心有限公司(「**絲綢之路**」)提供。奧鵬教育建立了覆蓋全國並延伸到基層的標準化的考點體系，同時借助人工智能、大數據、雲計算等技術，自主研發了在線考試系統、題庫系統、考務系統、監控系統和評閱系統。為合作夥伴提供了系統預約報名、編排、監考、督考、考務管理、考試運營和考生服務。

於2022年12月31日，奧鵬教育於報告期間的考試服務規模約860萬科次。絲綢之路是行業領先的漢語水平考試(HSK)網絡考試專業服務機構，是全球首個HSK網絡考試考點，在海內外建設80多家分考點／考場，累計網考考生超過18萬人。

8. International Education

The Group continues to implement the development concept of “Internet + Chinese + Vocational Education”, and connects government departments, key universities, and industry associations to initiate and operate the MOOC China Alliance, focusing on areas where there is a shortage of two-way talent needs in countries along the Belt and Road. It exports China’s high-quality educational resources, builds an online multilanguage MOOC platform for educational services carrying “Internet + Chinese + Vocational Education”, adopts a hybrid teaching model to serve Chinese training, learning and grade testing for international students from many well-known Chinese universities, and adopted Sino-foreign cooperation in school operation, study abroad, online international education and other methods to cultivate and improve the academic qualifications and abilities of students and in-service personnel, serves China’s application-oriented undergraduate colleges and vocational colleges to “bring in and go out”, cultivates big data and cloud technology, carbon neutrality and other cutting-edge industries along the Belt and Road engineering and technology talents, and builds an international talent pool for the Belt and Road trade connections. In 2022, the Group has made the following key arrangements for international education projects:

8. 國際教育

本集團持續貫徹落實「互聯網+中文+職業教育」發展理念，連通政府部門、重點高校、行業協會發起並運營MOOC中國聯盟，圍繞一帶一路沿線國家雙向人才需求的緊缺領域，匯聚、展示、宣傳和輸出中國高質量教育資源，打造承載「互聯網+中文+職業教育」的教育服務在線多語言MOOC平台，採用混合式教學模式服務眾多中國知名高校來華留學生的中文培訓學習和考級，採用中外合作辦學、出國留學、在線國際學歷等多種方式培養和提升在校學生、在職人士的學歷和能力，服務中國應用型本科院校及職業院校「引進來和走出去」，培養大數據、雲技術、碳中和等尖端行業一帶一路工程科技人才，建設一帶一路貿易聯通國際化人才庫。本集團於2022年就國際教育項目進行了以下重點佈局：

Create a closed loop of all-round study abroad services

In July 2022, Open Education and CIIC Technology Group Co., Ltd.* (中智科技集團有限公司) entered into an agreement for the acquisition of 51% equity interest in Shanghai CIIC International Business Development Co., Ltd.* (上海中智國際商務發展有限公司) (currently named as Shanghai Zhiaosheng International Business Development Co., Ltd.* (上海智奧勝國際商務發展有限公司)) (“**CIIC Business**”). CIIC Business is one of the first professional consulting agencies in Shanghai that has been approved by the Ministry of Public Security to operate intermediary services for citizens entering and leaving the country for private purposes. It is also one of the earliest companies in China to provide immigration consulting services. CIIC Business is the first batch of overseas study intermediary service agencies approved by the Ministry of Education and the Shanghai Municipal Education Commission, and has established long-term and stable cooperative relationships with over a thousand of colleges and universities in United States, United Kingdom and other countries, with integrated services including language training, application for study abroad, overseas study tours, internships and employment, overseas services, and international schools, creating a closed loop of all-rounded study abroad services.

Create a comprehensive service platform of “Chinese + Vocational Education”

In December 2022, the Group, Wuzhou Hanfeng Network Technology (Beijing) Co., Ltd.* (五洲漢風網絡科技(北京)有限公司) (an enterprise directly under the China-Foreign Language Exchange and Cooperation Center of the Ministry of Education) and Silk Road entered into an agreement on jointly building a “Chinese + Vocational Education” comprehensive service platform project. The “Chinese + Vocational Education” comprehensive service platform project will focus on the “going out” of vocational education colleges and Chinese-funded enterprises, and focus on the actual needs of Chinese learners around the world, such as language learning, skill improvement, studying in China, exchanges, and tourism. Giving full play to the resources and advantages of the three parties in platformization, digitalization, and intelligence, the Group

打造全方位留學服務閉環

於2022年7月，奧鵬教育與中智科技集團有限公司就收購其持有的上海中智國際商務發展有限公司(現名為上海智奧勝國際商務發展有限公司)(「**中智商務**」) 51%的股權訂立協議。中智商務是上海市首批獲國家公安部批准經營公民因私出入境中介業務的專業諮詢機構，也是全國最早開展移民諮詢服務的公司之一。中智商務也是第一批經教育部、上海市教育委員會批准認可的留學中介服務機構，先後與美、英等國上千所院校及教育機構建立的長期穩定的合作關係，集語言培訓、留學申請、海外遊學、實習就業、海外服務、國際學校等為一體，務求打造全方位留學服務閉環。

打造「中文+職業教育」綜合服務平台

於2022年12月，本集團、五洲漢風網絡科技(北京)有限公司(為教育部中外語言交流合作中心直屬企業)及絲綢之路就共同打造「中文+職業教育」綜合服務平台項目簽署協議。中文聯盟「中文+職業教育」綜合服務平台項目將聚焦職業教育院校和中資企業「走出去」，聚焦全球中文學習者的語言學習、技能提升、來華留學交流、旅遊等實際需求，充分發揮三方在平台化、數字化、智能化的資源和優勢，本集團計劃打造集中外教育交流合作、學生來華留學等一體

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

intends to build a comprehensive service platform of “Chinese + vocational education” integrating education exchanges and cooperation with foreign countries and students studying in China, so as to provide learners from all over the world with more convenient, efficient, and Sustainable integrated services of Chinese language and vocational technical education.

FUTURE OUTLOOK

The Group is a leading “Internet +” vocational education group in China. On this basis, through existing business resources, mergers and acquisitions and strategic cooperation, the Group intend to build an internet platform for the talent digital intelligence service industry that integrates the three major service areas of “learning field, employment field, and entrepreneurship field”. The Group aims to further:

1. comprehensively promote the “online-digital-intelligent” development of learning, employment, and entrepreneurship services, and further improve the comprehensive product and service system for learning, employment, and entrepreneurship;
2. deepen the cooperation with industry-leading enterprises that are urgently needed by the country, seek common development, and become an industry-leading modern enterprise that integrates production and education in multi-industry layout and leads industrial development; and
3. accelerate cooperation with world-renowned universities and scientific research institutions to create a high-level scientific research system and comprehensively enhance the platform’s support capabilities for learning, employment, and entrepreneurship services under the background of future technology. Relying on the platform, promote the transformation of scientific research achievements, deeply support the transformation and upgrading of industries and industrial development, and lead the innovation and development of new formats and forms.

化的「中文+職業教育」綜合服務平台，為各國學習者提供更加便捷、高效、可持續的中文和職業技術教育綜合服務。

未來展望

本集團為全國領先的「互聯網+」職業教育集團。在此基礎上，本集團計劃通過現有的業務資源、併購及戰略合作，打造集聚「學習領域、就業領域、創業領域」三大服務領域於一體的人才數智服務產業互聯網平台。本集團旨在進一步：

1. 全面推進學習、就業、創業服務的「線上化—數字化—智能化」發展，進一步完善學習、就業與創業全貫通、全覆蓋的產品及服務體系；
2. 深化與行業領先、國家急需的產業頭部企業的合作，共謀發展，成為在多產業佈局並引領產業發展的行業領先、產教融合的現代企業；及
3. 加快與全球知名高校、科研機構合作，打造高水平的科研體系，全面提昇平台在未來科技背景下學習、就業、創業服務的支撐能力。依託平台，促成科研成果轉化，深度的支撐行業轉型升級和產業發展，引領創新發展新業態、新形態。

FINANCIAL REVIEW OF THE REPORTING PERIOD

Revenue

Revenue represents the value of services of the Group rendered during the Reporting Period. The Group derives revenue primarily from providing on-campus education and online education services to students and users.

The total revenue slightly decreased by approximately 1.7% to approximately RMB2,354.0 million for the year ended 31 December 2022 from that of approximately RMB2,394.0 million for the year ended 31 December 2021, which was mainly due to decrease in revenue in the distance education services and the online course services during the Reporting Period.

Cost of sales

Cost of sales consists primarily of teaching staff costs, depreciation and amortization, cost of cooperative education, utilities and other costs.

The cost of sales increased by approximately 4.0% from approximately RMB1,037.1 million for the year ended 31 December 2021 to approximately RMB1,078.8 million for the year ended 31 December 2022. This increase was primarily due to (i) the increase in the number of teaching staff and their salaries and allowances; and (ii) the increase in the depreciation and amortization during the Reporting Period.

Gross profit

The gross profit decreased by approximately 6.0% from approximately RMB1,357.0 million for the year ended 31 December 2021 to approximately RMB1,275.1 million for the year ended 31 December 2022, and the gross profit margin decreased from approximately 56.7% to approximately 54.2%, which was mainly due to (i) the decrease in revenue of online education services during the Reporting Period; and (ii) the increase of operating costs in general during the Reporting Period.

報告期間的財務回顧

收益

收益指於報告期間本集團所提供的服務的價值。本集團的收益主要來自於向學生和用戶提供校園教育及在線教育服務。

總收益由截至2021年12月31日止年度的約人民幣2,394.0百萬元小幅減少約1.7%至截至2022年12月31日止年度的約人民幣2,354.0百萬元，主要由於報告期間遠程教育服務及在線課程服務的收入減少所致。

銷售成本

銷售成本主要包括教職員工成本、折舊及攤銷、合作教育成本、水電費及其他成本。

銷售成本由截至2021年12月31日止年度的約人民幣1,037.1百萬元增加約4.0%至截至2022年12月31日止年度的約人民幣1,078.8百萬元。有關增長主要由於報告期間(i)教職員工人數以及彼等薪金及津貼增加；及(ii)折舊及攤銷增加所致。

毛利

毛利由截至2021年12月31日止年度的約人民幣1,357.0百萬元減少約6.0%至截至2022年12月31日止年度的約人民幣1,275.1百萬元，而毛利率由約56.7%下降至約54.2%，乃主要由於(i)報告期間在線教育服務收益減少；及(ii)報告期間整體經營成本增加所致。

Other income and gains

Other income and gains consist primarily of government grants, interest income and rental income and etc.

Other income and gains increased by approximately 12.3% from approximately RMB249.9 million for the year ended 31 December 2021 to approximately RMB280.6 million for the year ended 31 December 2022. This increase was primarily due to (i) the increase in the investment income from short-term investments measured at fair value through profit or loss during the Reporting Period; and (ii) the increase in the government grant and etc. during the Reporting Period.

Selling and distribution expenses

Selling and distribution expenses consist primarily of salaries and other benefits for our staff who are in charge of student recruitment and promoting, promoting expenses and student recruitment expenses and marketing cost of the online education entities.

Selling and distribution expenses increased by approximately 12.5% from approximately RMB242.9 million for year ended 31 December 2021 to approximately RMB273.3 million for the year ended 31 December 2022, which was primarily due to there were new online education entities consolidated to the Group during the Reporting Period.

Administrative expenses

Administrative expenses primarily consist of the salaries and other benefits for general and administrative staff, office-related expenses, depreciation and amortization of office buildings and equipment, environment and health expenses and travel and transportation expenses.

Administrative expenses increased by approximately 6.3% from approximately RMB471.3 million for the year ended 31 December 2021 to approximately RMB501.0 million for the year ended 31 December 2022 due to (i) the increase in salaries and other benefits of the administrative staff during the Reporting Period; and (ii) the increase in the depreciation and amortization expenses during the Reporting Period.

其他收入及收益

其他收入及收益主要包括政府補助、利息收入及租金收入等。

其他收入及收益由截至2021年12月31日止年度的約人民幣249.9百萬元增加約12.3%至截至2022年12月31日止年度的約人民幣280.6百萬元。有關增長主要由於(i)報告期間按公平值計入損益計量的短期投資之投資收入增加；及(ii)報告期間政府補貼增加等原因所致。

銷售及分銷開支

銷售及分銷開支主要包括負責招生及推廣人員的薪金及其他福利、宣傳開支及招生開支以及在線教育主體的營銷成本。

銷售及分銷開支由截至2021年12月31日止年度的約人民幣242.9百萬元增加約12.5%至截至2022年12月31日止年度的約人民幣273.3百萬元，主要由於報告期間有新的在線教育主體併表所致。

行政開支

行政開支主要包括一般及行政員工的薪金及其他福利、辦公相關的開支、辦公大樓及設備折舊及攤銷、環境衛生開支及差旅開支。

行政開支由截至2021年12月31日止年度的約人民幣471.3百萬元增加約6.3%至截至2022年12月31日止年度的約人民幣501.0百萬元，乃由於(i)報告期間行政員工的薪金及其他福利增加；及(ii)報告期間折舊及攤銷開支增加所致。

Other expenses, net

Other expenses consist primarily of expenses relating to donations made to third-party educational and other institutions, loss on disposal of property, plant and equipment and the provision of bad debts.

Other expenses decreased by approximately 28.7% from approximately RMB100.2 million for the year ended 31 December 2021 to approximately RMB71.5 million for the year ended 31 December 2022. This decrease was primarily attributable to the expenses relating to the change in of fair value has not occurred during the Reporting Period.

Finance costs

Finance costs mainly include (i) interests on bank loans and other borrowings; and (ii) the interest on the put option liability in connection with the share purchase agreement (the “**Put Option**”) of Leed International Education Group Inc. (“**Leed International**”).

Finance costs has increased by approximately 25.4% from approximately RMB130.6 million for the year ended 31 December 2021 to approximately RMB163.7 million for the year ended 31 December 2022, which was mainly due to the increase of loan and interest rate which led to the increase in the finance costs in general during the Reporting Period.

Profit for the year

As a result of the above factors, profit for the year of the Group decreased by approximately 15.5% from approximately RMB607.6 million for the year ended 31 December 2021 to approximately RMB513.3 million for the year ended 31 December 2022.

其他開支淨額

其他開支主要包括有關向第三方教育及其他機構捐款的開支、出售物業、廠房及設備虧損，以及壞賬撥備。

其他開支由截至2021年12月31日止年度的約人民幣100.2百萬元減少約28.7%至截至2022年12月31日止年度的約人民幣71.5百萬元。該減少主要由於報告期間並無產生公平值變動相關開支所致。

融資成本

融資成本主要包括(i)銀行貸款及其他借款利息；及(ii)與勵德國際教育集團有限公司(「**勵德集團**」)的股份購買協議相關的認沽期權(「**認沽期權**」)負債的利息。

融資成本由截至2021年12月31日止年度的約人民幣130.6百萬元增加約25.4%至截至2022年12月31日止年度的約人民幣163.7百萬元，主要由於報告期間貸款及利率增長導致整體融資成本增加所致。

年度溢利

由於上述因素，本集團年度溢利由截至2021年12月31日止年度的約人民幣607.6百萬元減少約15.5%至截至2022年12月31日止年度的約人民幣513.3百萬元。

Adjusted net profit

The Group defines its adjusted net profit as its profit for the year after adjusting for those items which are not indicative of the Group's operating performances (as presented in the table below). This is not a IFRSs measure. The Group has presented this item because the Group considers it an important supplemental measure of the Group's operational performance used by the Group's management as well as analysts or investors. The following table shows profit and adjusted net profit of the Group for the periods presented below:

經調整淨溢利

本集團將其經調整淨溢利定義為就與本集團經營表現無關的項目作出調整後的年度溢利(如下表所呈列)。其並非一項國際財務報告準則計量。本集團呈列該項目，乃由於本集團認為其為本集團管理層以及分析師或投資者所採用的本集團經營表現的重要補充計量。下表載列本集團於以下所呈列期間的溢利與經調整淨溢利：

		Year ended 31 December	
		截至12月31日止年度	
		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit for the year	年度溢利	513,272	607,579
Add:	加：		
Unrealised exchange loss	未變現匯兌虧損	4,829	5,403
Share option expenses	購股權開支	2,582	5,141
Interest of the Put Option liability from the acquisition of Leed International	收購勵德集團的認沽期權負債的利息	43,729	41,704
Amortisation of intangible assets due to consolidation	因入賬而攤銷無形資產	55,348	45,733
Change in fair value (gain)/loss	公平值變動(收益)/虧損	(13,148)	79,010
Deferred income tax accrued on dividends	股息應計的遞延所得稅	15,874	18,657
Adjusted net profit	經調整淨溢利	622,486	803,227

Adjusted net profit for the year ended 31 December 2022 decreased by approximately RMB180.7 million or approximately 22.5% as compared with that of the corresponding period in 2021. Adjusted net profit margin decreased from approximately 33.6% for the year ended 31 December 2021 to approximately 26.4% for the year ended 31 December 2022.

截至2022年12月31日止年度的經調整淨溢利較2021年同期減少約人民幣180.7百萬元或約22.5%。經調整淨溢利率由截至2021年12月31日止年度的約33.6%降至截至2022年12月31日止年度的約26.4%。

FINANCIAL AND LIQUIDITY POSITION

Net current assets

As at 31 December 2022, the Group had net current assets of approximately RMB405.9 million, which primarily consisted of cash and bank balances. The current assets as at 31 December 2022 increase to approximately RMB4,915.1 million from approximately RMB3,948.5 million as at 31 December 2021. The increase in current assets was primarily attributable to an increase of cash and cash equivalents from approximately RMB2,750.2 million as at 31 December 2021 to approximately RMB3,477.1 million as at 31 December 2022, mainly due to the increase of revenue of tuition fee and accommodation fee of new academic year during the Reporting Period.

The current liabilities increased from approximately RMB3,318.4 million as at 31 December 2021 to approximately RMB4,509.2 million as at 31 December 2022, mainly due to (i) an increase of approximately RMB137.1 million in trade payables; (ii) an increase of approximately RMB302.3 million in interest-bearing bank and other borrowings during the Reporting Period; and (iii) the Put Option liability became current liability in 2022.

財務及流動資金狀況

流動資產淨值

於2022年12月31日，本集團擁有流動資產淨值約人民幣405.9百萬元，主要包括現金及銀行結餘。於2022年12月31日的流動資產由2021年12月31日的約人民幣3,948.5百萬元增加至約人民幣4,915.1百萬元。流動資產增加主要歸因於現金及現金等價物由2021年12月31日的約人民幣2,750.2百萬元增加至2022年12月31日的約人民幣3,477.1百萬元，主要由於報告期間新學年學費及住宿費收益增加。

流動負債由2021年12月31日的約人民幣3,318.4百萬元增加至2022年12月31日的約人民幣4,509.2百萬元，主要由於(i)貿易應付款項增加約人民幣137.1百萬元；(ii)報告期間計息銀行及其他借款增加約人民幣302.3百萬元；及(iii)認沽期權負債於2022年成為流動負債。

Capital commitment

The Group has the following capital commitments at the end of the periods indicated below:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Equipment	設備	43,553	43,503
Buildings	樓宇	358,441	367,018
Acquisition of a private school	收購民辦學校	91,800	91,800
		493,794	502,321

At the end of the Reporting Period, the Group did not have significant capital commitments that are authorized but not contracted for (2021: nil).

Capital expenditure

Capital expenditure for the year ended 31 December 2022 were approximately RMB355.7 million, which was primarily used for (i) the construction of the Group's school buildings, facilities, land acquisition; and (ii) the upgrade of software, hardware and facilities of the Group's online education entities.

Indebtedness

The Group's interest-bearing bank and other borrowings primarily consisted of short-term working capital loans to supplement our working capital and finance our expenditure and long-term project loans for the continuous development of our school buildings and facilities.

資本承擔

本集團於以下所呈列期間結束時的資本承擔如下：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Equipment	設備	43,553	43,503
Buildings	樓宇	358,441	367,018
Acquisition of a private school	收購民辦學校	91,800	91,800
		493,794	502,321

於報告期間結束時，本集團並無已授權但未訂約的重大資本承擔(2021年：無)。

資本開支

截至2022年12月31日止年度的資本開支為約人民幣355.7百萬元，主要用於(i)興建本集團學校樓宇、設施、土地收購事項；及(ii)升級本集團在線教育主體軟硬件及設施。

債務

本集團的計息銀行及其他借款主要包括用於補充營運資金及為本集團的支出提供資金的短期營運資金貸款及用於持續興建學校樓宇及設施的長期項目貸款。

The bank loans and other borrowings amounted to approximately RMB2,357.5 million as at 31 December 2022, denominated in Renminbi, United States dollar (“**US\$**”) and Hong Kong dollar (“**HK\$**”). As at 31 December 2022, our bank loans and other borrowings bore effective interest rates ranging from 2.2% to 7.4% per annum. The loan of Chongqing Zhenzhi Zhiye Co., Ltd.* (重慶臻智置業有限責任公司) (a wholly-owned subsidiary of Chongqing Electronic Information College) amounted to RMB6.14 million, with interest rates ranging from 15%-24% per annum.

The Group maintains a balance between continuity of funding and flexibility through generated cash flows from operating activities and other borrowings. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

Contingent liabilities

As at 31 December 2022, the Group did not have material contingent liabilities (2021: nil).

Pledge of assets

As at 31 December 2022, certain of the Group's buildings and land with a net carrying amount of approximately RMB82.7 million (31 December 2021: RMB84.4 million) were pledged to secure bank loans and other borrowings.

Foreign exchange exposure

The majority of the Group's revenue and expenditures are denominated in RMB. As at 31 December 2022, certain bank balances were denominated in US\$ and HK\$. The Group currently does not have any foreign currency hedging policies. The management will continue to monitor the Group's foreign exchange risk exposure and consider adopting prudent measures as appropriate.

於2022年12月31日的銀行貸款及其他借款達約人民幣2,357.5百萬元，均以人民幣、美元(「**美元**」)及港幣(「**港幣**」)計值。於2022年12月31日，我們的銀行貸款及其他借款按2.2%至7.4%的實際年利率計息。另外，重慶臻智置業有限責任公司(為重慶電信職業學院的一家全資附屬公司)有金額人民幣614萬元的貸款，貸款年利率為15%至24%。

本集團通過經營活動產生之現金流量及其他借款，維持資金持續性及靈活性之間的平衡。本集團定期檢討主要資金狀況以確保有足夠財務資源履行財務責任。

或然負債

於2022年12月31日，本集團沒有重大或然負債(2021年：無)。

資產質押

於2022年12月31日，本集團賬面淨值為約人民幣82.7百萬元(2021年12月31日：人民幣84.4百萬元)的若干樓宇及土地已予質押以取得銀行貸款及其他借款。

外幣匯兌風險

本集團的大部份收益及開支以人民幣計值。於2022年12月31日，若干銀行結餘以美元及港幣計值。本集團目前並無任何外匯對沖政策。管理層將持續監察本集團的外幣匯兌風險及考慮適時採取審慎措施。

Gearing ratio

The gearing ratio, which is calculated by dividing total borrowings by total equity, increased to approximately 46.8% as at 31 December 2022 from approximately 41.3% as at 31 December 2021, which was due to the increase of bank and other borrowings during the Reporting Period.

Salary increment for employees, training and development

As at 31 December 2022, the Group has approximately 7,500 employees (2021: 7,470 employees).

In 2022, in order to motivate our faculty staff for better work performance, the Group has reviewed and increased the salaries of employees. The increment in salaries is based on their performance, experience and prevailing industry practices, with all compensation policies and packages reviewed on a regular basis. As required by the PRC laws and regulations, we participate in various employee social security plans for our employees that are administered by local governments, including pension, medical, maternity, work-related injury, unemployment insurance and housing provident fund.

In addition, the Group provides training programs to its existing and newly recruited employees and/or sponsors its employees to attend various job-related training courses.

資本負債率

資本負債率(乃按總借款除以總權益計算)由2021年12月31日約41.3%增加至2022年12月31日的約46.8%，乃由於報告期間銀行及其他借款增加所致。

僱員加薪、培訓及發展

於2022年12月31日，本集團聘用約7,500名僱員(2021年：7,470名僱員)。

本集團2022年為激勵教職員工更加出色優異地工作，檢討及增加了僱員的薪酬。增加的薪酬乃基於彼等的表現、經驗及現行行業慣例而釐定，並會定期檢討所有薪酬政策及組合。我們根據中國法律及法規的規定為我們的僱員參與由當地政府管理的各項僱員社會保障計劃，其中包括養老、醫療、生育、工傷和失業保險及住房公積金。

此外，本集團為其現有及新聘用的僱員提供培訓及／或資助僱員參加各種與工作有關的培訓課程。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

BOARD OF DIRECTORS

Executive Directors

Mr. Li Xuechun, aged 69, is the founder of our Group. Since October 1998, Mr. Li has served as chairman of the board of directors of Chongqing Li'ang Industry Co., Ltd.. He was appointed as a Director of the Company on 13 December 2005 and has been the Chairman of the Board since 17 January 2006. Mr. Li has more than 20 years of experience in the education industry, having served as the Chairman of the Board since 2006. In addition, Mr. Li served as the vice- chairman of the Chinese Association for Non-Government Education* (中國民辦教育協會) from May 2008 to November 2016 and has served as the executive-chairman of Chongqing Association for Non-Government Education* (重慶民辦教育協會) since 2014. Mr. Li is responsible for the strategic development of our Group. Mr. Li graduated from the CPC Central Party School* (中共中央黨校) in Economic Management in June 1988 through long distance learning courses. Mr. Li was a member of the 11th and 12th National Committee of Chinese People's Political Consultative Conference* (中國人民政治協商會議全國委員會) and a representative of Science Education Culture Health and Sport Commission* (中國人民政治協商會議教科文衛體委員會) of the 12th National Committee of Chinese People's Political Consultative Conference. Mr. Li was awarded as a National Education Industry Model Worker* (全國優秀教育工作者) by the Ministry of Education of the PRC in September 2014. Mr. Li did not hold any directorship in other listed companies during the last three years.

Mr. Li is the father-in-law of Mr. Zuo Yichen, the executive Director and the President of the Company.

董事會

執行董事

李學春先生，69歲，本集團的創辦人。自1998年10月起，李先生擔任重慶利昂實業有限公司董事長。彼於2005年12月13日獲委任為本公司的董事，並自2006年1月17日起出任董事會主席。李先生在教育界擁有逾20年經驗，自2006年起擔任董事會主席。此外，李先生自2008年5月至2016年11月擔任中國民辦教育協會副會長及自2014年起擔任重慶民辦教育協會執行會長。李先生負責本集團的策略發展。李先生於1988年6月畢業於中共中央黨校，透過函授課程取得經濟管理學歷。李先生為第十一屆、第十二屆中國人民政治協商會議全國委員會委員，第十二屆中國人民政治協商會議全國委員會教科文衛體委員會委員。於2014年9月，李先生獲中國教育部評為全國優秀教育工作者。李先生在過去三年並無於其他上市公司擔任任何董事職位。

李先生為本公司執行董事兼總裁左熠晨先生的岳父。

* English names are translated for identification purpose only.

* 英譯名僅供識別。

DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層(續)

Ms. Zhang Weiping, aged 58, joined the Group in April 2007. Ms. Zhang was appointed as a Director of our Company on 27 July 2008, and served as the Chief Operational Officer of our Group from April 2007 to August 2016. Ms. Zhang was appointed as the vice-chairperson of the board of directors and Chief Executive Officer of the Company in July 2020. Since September 2000, Ms. Zhang has held various positions with Chongqing College of Humanities, Science and Technology, including being appointed as professor by Southwestern Normal University Yucai College* (西南師範大學育才學院) (a predecessor of Chongqing College of Humanities, Science and Technology) in 2004. She currently serves as the executive principal and party secretary of the school. Ms. Zhang has more than 15 years of experience in the education industry and is responsible for the overall management and operation of our Group. Ms. Zhang graduated from Southwestern University* (西南大學) (formerly known as Southwestern Normal College* (西南師範學院)) with a bachelor's degree in law in 1988 and a master's degree in law in 1998. Ms. Zhang held various positions with Southwestern University during the period from 1988 to 2007, where she was appointed an associate professor in 2001 before receiving a further promotion to the position of researcher in 2007. Between December 2007 to December 2012, Ms. Zhang was a representative member of Chongqing Municipal People's Congress* (重慶市人民代表大會). She has served as a vice president of the Higher Education Commission of the China Non-Governmental Education Association* (中國民辦教育協會) since 2011. Ms. Zhang was awarded the "Advance Education Workers in Chongqing* (先進教育工作者)" award by Chongqing Municipal Education Commission in September 2007. She was also named as an "Outstanding Party Affairs Worker* (優秀黨務工作者)" by Southwestern University* (西南大學) in June 2006. Ms. Zhang did not hold any directorship in other listed companies during the last three years.

張衛平女士，58歲，於2007年4月加入本集團。於2008年7月27日，張女士獲委任為本公司董事，並自2007年4月至2016年8月擔任本集團首席運營官。張女士於2020年7月獲委任為本公司董事會副主席兼行政總裁。自2000年9月起，張女士於重慶人文科技學院擔任多個職務，包括於2004年獲西南師範大學育才學院(重慶人文科技學院的前身)委任為教授。彼現時擔任該校執行院長兼黨委書記。張女士於教育界擁有逾15年經驗，負責本集團的整體管理及營運。張女士於1988年畢業自西南大學(前稱西南師範學院)，獲法學學士學位，並於1998年取得法律碩士學位。自1988年至2007年期間，張女士於西南大學擔任多個職務，彼於2001年獲委任為副教授，其後，於2007年進一步晉升為研究員。於2007年12月至2012年12月，張女士擔任重慶市人民代表大會代表。彼自2011年起擔任中國民辦教育協會高等教育專業委員會副理事長。張女士於2007年9月獲重慶市教育委員會評為重慶先進教育工作者。彼亦於2006年6月獲西南大學評為優秀黨務工作者。張女士在過去三年並無於其他上市公司擔任任何董事職位。

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Mr. Zuo Yichen, aged 42, joined the Group in August 2016 as Vice President. Mr. Zuo was appointed as a Director of our Company on 23 August 2016 and currently act as the President of our Company. Mr. Zuo has more than 20 years of experience in finance and education. Prior to joining our Group, Mr. Zuo was employed by the Bank of China from July 2002 to March 2016, and last occupied the position of head office senior manager. Mr. Zuo graduated from Beijing Foreign Studies University* (北京外國語大學) in 2002 with a bachelor of arts degree, majoring in French. Mr. Zuo did not hold any directorship in other listed companies during the last three years.

Mr. Zuo is the son-in-law of Mr. Li Xuechun, the executive Director and chairman of the Board of the Company.

Mr. Lam Ngai Lung, aged 46, joined the Group in May 2012 as the general manager of our investment department and was subsequently appointed as a Director of our Company on 23 August 2016. Mr. Lam has served as the Chief Financial Officer of our Group since 22 May 2016. Mr. Lam has more than 15 years of experience in the field of accounting, and finance. Prior to joining our Group, He served as an audit assistant with Nexia Charles Mar Fan & Co., a firm of Certified Public Accounts, between September 2000 and November 2003. From November 2003 to October 2006, Mr. Lam was employed by PricewaterhouseCoopers and last occupied the position of senior associate. Between November 2006 and March 2007, Mr. Lam was employed as an assistant manager at TOM Group Limited, a company listed on the Stock Exchange (stock code: 2383) since August 2004 and was primarily responsible for internal operational reviews. From March 2007 to May 2012, Mr. Lam served as an advisory manager at KPMG. Mr. Lam graduated from the Hong Kong University of Science and Technology in November 1999 with a bachelor of science in mathematics degree. In October 2000, He obtained the Postgraduate Certificate in Professional Accounting from the City University of Hong Kong. Mr. Lam has been a member of the Hong Kong Institute of Certified Public Accountants since 2004 and a Chartered Financial Analyst (CFA) charterholder since 2005. Mr. Lam did not hold any directorship in other listed companies during the last three years.

左燿晨先生，42歲，於2016年8月加入本集團，擔任副總裁。左先生於2016年8月23日獲委任為本公司董事，現為本公司總裁。左先生於金融及教育方面擁有逾20年經驗。在加入本集團前，左先生於2002年7月至2016年3月任職於中國銀行，離職前擔任總行高級經理。左先生於2002年畢業於北京外國語大學，取得文學學士學位，主修法語。左先生在過去三年並無於其他上市公司擔任任何董事職位。

左先生為本公司執行董事兼董事會主席李學春先生的女婿。

林毅龍先生，46歲，於2012年5月加入本集團並擔任投資部總經理，隨後於2016年8月23日獲委任為本公司董事。林先生自2016年5月22日起出任本集團財務總監。林先生於會計及財務方面擁有逾15年經驗。在加入本集團前，彼於2000年9月至2003年11月於執業會計師事務所馬炎璋會計師行擔任審計助理。於2003年11月至2006年10月，林先生受聘於羅兵咸永道會計師事務所及離職前職位為高級審計員。於2006年11月至2007年3月，林先生獲委聘為自2004年8月於聯交所上市的TOM集團有限公司(股份代號：2383)的副經理，主要負責內部業務審查。於2007年3月至2012年5月，林先生擔任畢馬威會計師事務所諮詢經理。林先生於1999年11月畢業自香港科技大學，取得理學學士學位，主修數學。於2000年10月，彼獲得香港城市大學專業會計研究生證書。林先生自2004年起為香港會計師公會會員，並自2005年起為特許金融分析師持證人。林先生在過去三年並無於其他上市公司擔任任何董事職位。

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* 英譯名僅供識別。

Non-executive Directors

Mr. Shen Jinzhou, aged 36, was appointed by the Board as a non-executive Director on 13 January 2023. Mr. Shen has been working in Overseas Chinese Town (Asia) Holdings Limited (華僑城(亞洲)控股有限公司) (“**OCT (Asia)**”) (stock code: 3366) since 2012, the shares of OCT (Asia) are listed on the Main Board of The Stock Exchange of Hong Kong Limited and which holds approximately 7.87% of the issued share capital of the Company as at the date of this annual report. Mr. Shen has been successively serving different senior positions during his tenure with OCT (Asia). While working in OCT (Asia), with abundance of investment experience, Mr. Shen was mainly responsible for matters in relation to the Investment Development Department of OCT (Asia). Since May 2018, Mr. Shen has been appointed as the Managing Director of the Investment Development Department of OCT (Asia). Mr. Shen had also served as a non-executive director of Tianli International Holdings Limited (天立國際控股有限公司) (stock code: 1773), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited, from October 2018 to December 2019. Mr. Shen graduated with a bachelor of economics and a master of economics from Sun Yat-sen University in 2010 and 2012, respectively. In 2017, Mr. Shen was awarded with Chartered Financial Analyst qualification. In addition, Mr. Shen obtained the Legal Professional Qualification Certificate in 2018.

非執行董事

沈金洲先生，36歲，於2023年1月13日獲委任為非執行董事。沈先生自2012年起任職於華僑城(亞洲)控股有限公司(「**華僑城(亞洲)**」)(股份代號：3366)，華僑城(亞洲)之股份於香港聯合交易所有限公司主板上市及於本年報日期持有本公司已發行股本約7.87%權益。沈先生在華僑城(亞洲)任職期間先後出任不同的高級職位。任職於華僑城(亞洲)期間，沈先生主要負責華僑城(亞洲)的投資發展部相關工作，投資經驗豐富。自2018年5月起，沈先生獲委任為華僑城(亞洲)投資發展部董事總經理。沈先生於2018年10月至2019年12月期間擔任天立國際控股有限公司(股份代號：1773)，其股份於香港聯合交易所有限公司主板上市的非執行董事。沈先生分別於2010年及2012年畢業於中山大學，取得經濟學學士學位及經濟學碩士學位。於2017年，沈先生獲頒特許金融分析師資格。此外，於2018年，沈先生獲得法律職業資格證書。

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* 英譯名僅供識別。

Ms. Li Yanping, aged 61, was appointed as a non-executive Director on 28 June 2017. Ms. Li has been the Vice Principal of Pass College of Chongqing Technology and Business University, a school in which the Group owns 100% school sponsor interest, since March 2016. Ms. Li has over 30 years of experience in the financial service industry and possesses extensive experience in management and internal audit. Prior to joining the Group, Ms. Li was the Deputy Division Chief at the Xi'an Branch of Internal Audit Bureau of Industrial and Commercial Bank of China ("ICBC") (中國工商銀行內部審計局西安分局) from 2006 to 2016 and has worked as an auditor at ICBC from 1999 to 2004. She has also worked at various positions in ICBC from 1980 to 2004. Ms. Li has obtained a bachelor's degree in economics and management from the Party School of the Central Committee of the Communist Party of China (中央黨校) and is a senior economist. Ms. Li is the daughter of Mr. Li Xuerang who is a cousin of Mr. Li Xuechun, a controlling shareholder of the Company, an executive Director and the chairman of the Board.

Independent Non-executive Directors

Mr. Chan Ngai Sang, Kenny, aged 58, was appointed as an independent non-executive Director of our Company on 2 March 2017. Mr. Chan is a partner and founder of Kenny Chan & Co., a firm of Certified Public Accountants. Mr. Chan has over 30 years' experience in accounting, taxation, auditing and corporate finance and has been involved in several mergers, acquisitions and initial public offering projects. Mr. Chan holds a bachelor of commerce degree from the University of New South Wales and is a member of Chartered Accountants Australia and New Zealand, the Association of International Accountants, CPA Australia, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong. Mr. Chan is also a fellow member of the Hong Kong Institute of Directors. Mr. Chan served as president of the Hong Kong Branch of the Association of International Accountants in the years 2012-2015. Mr. Chan is an independent non-executive director of Zhongyuan Bank Co., Ltd., CMIC Ocean En-Tech Holding Co., Ltd., Hebei Construction Group Corporation Limited and Kingland Group Holdings Limited, all are listed on the Main Board of the Stock Exchange.

李雁平女士，61歲，於2017年6月28日獲委任為非執行董事。李女士自2016年3月以來出任重慶工商大學派斯學院(一所由本集團擁有100%學校出資人權益的學校)副院長一職。李女士在金融服務業擁有超過30年的經驗，彼亦擁有相當豐富的管理及內部審計經驗。在加入本集團前，李女士於2006年至2016年曾擔任中國工商銀行內部審計局西安分局副處長。於1999年至2004年，李女士曾擔任中國工商銀行審計師。彼亦於1980年至2004年於中國工商銀行任職多個職位。李女士於中央黨校獲得經濟及管理學學士學位，彼為一名資深經濟師。李女士為Li Xuerang先生的女兒，而Li Xuerang先生為本公司控股股東、執行董事兼董事會主席李學春先生的堂兄。

獨立非執行董事

陳毅生先生，58歲，於2017年3月2日獲委任為本公司獨立非執行董事。陳先生為執業會計師事務所陳毅生會計師事務所之合夥人兼創辦人。陳先生於會計、稅務、審計及企業融資方面擁有逾30年經驗，曾參與多項併購及首次公開發售項目。陳先生自新南威爾斯大學取得商學士學位，並為澳洲及新西蘭特許會計師公會、國際會計師公會、澳洲會計師公會、香港會計師公會及香港稅務學會會員。陳先生亦為香港董事學會資深會員。陳先生於2012年至2015年曾任國際會計師公會香港分會會長。陳先生現為中原銀行股份有限公司、華商國際海洋能源科技控股有限公司、河北建設集團股份有限公司及景聯集團控股有限公司的獨立非執行董事，該等公司均為於聯交所主板上市的公司。

DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層(續)

Mr. Yu Huangcheng, aged 47, was appointed as an independent non-executive Director of our Company on 2 March 2017. From March 2009 to March 2010, Mr. Yu was employed by the Investment Promotion Bureau of Haidian District* (海澱區投資促進局) and last occupied the position of section chief (科長). Since March 2010, Mr. Yu has served as an investment director at Kunwu Jiuding Capital Holdings Co., Ltd. (昆吾九鼎投資控股股份有限公司), which is a company listed on the Shanghai Stock Exchange (stock code: 600053). Mr. Yu graduated from Macquarie University in Australia with a Master's degree in applied finance in November 2008. Mr. Yu did not hold any directorship in other listed companies during the last three years.

Mr. Wang Wei Hung, Andrew, aged 67, was appointed as an independent non-executive Director of our Company on 2 March 2017. He was admitted as Solicitor of the High Court in Hong Kong in January 1982 and has over 30 years of experience in the legal practice. Mr. Wang was the Head of Legal and Compliance Department of China Development Bank Corporation Hong Kong Branch between from August 2010 to September 2011. Before joining China Development Bank Corporation Hong Kong, he was a Partner of the Finance & Projects Group of DLA Piper Hong Kong from October 2006 to November 2009. Mr. Wang has also been a Notary Public since 1992. Actively involved in public sector advisory and statutory bodies, amongst the appointments he is the Chairman of Appeal Tribunal Panel (Building Ordinance), and former member of Notaries Public Disciplinary Tribunal Panel. In 2005, he was invited by former President of the United States Bill Clinton to participate in the Clinton Global Initiative Fund held in New York 2005. Mr. Wang has served as an independent non-executive director of Infinity Financial Group (Holdings) Limited (新融宇集團(控股)有限公司), a company listed on the Stock Exchange (stock code: 1152) from October 2011 to June 2017. Mr. Wang graduated from Concordia University, Canada with a bachelor of arts degree in Communications Arts.

余黃成先生，47歲，於2017年3月2日獲委任為本公司獨立非執行董事。於2009年3月至2010年3月，余先生受聘於海澱區投資促進局，離任前的職務為科長。自2010年3月起，余先生擔任昆吾九鼎投資控股股份有限公司的投資主管，其為一間於上海證券交易所上市的公司(股份代號：600053)。余先生畢業於澳洲的麥考瑞大學，並於2008年11月獲得應用金融碩士學位。余先生在過去三年並無於其他上市公司擔任任何董事職位。

王惟鴻先生，67歲，於2017年3月2日獲委任為本公司獨立非執行董事。彼於1982年1月獲認許為香港高等法院律師，擁有逾30年法律執業經驗。王先生於2010年8月至2011年9月期間為國家開發銀行香港分行法律及合規部主管。加入國家開發銀行香港前，彼於2006年10月至2009年11月擔任歐華律師事務所金融及項目部合夥人。王先生自1992年起亦為國際公證人。彼積極參與公共領域的顧問及法定組織，任命包括上訴審裁團(建築物條例)主席及公證人紀律審裁組前成員。於2005年，彼獲前美國總統克林頓邀請參與於2005年在紐約舉行的克林頓全球倡議基金(Clinton Global Initiative Fund)。王先生自2011年10月至2017年6月期間擔任新融宇集團(控股)有限公司(一間於聯交所上市的公司(股份代號：1152))的獨立非執行董事。王先生畢業於加拿大Concordia University並獲得傳媒藝術文學士學位。

* English names are translated for identification purpose only.

* 英譯名僅供識別。

SENIOR MANAGEMENT

Mr. Wang Wei, aged 56, was appointed as the auditor director of our company on 27 July 2020. Mr. Wang joined the Group in October 2005. Mr. Wang has over 15 years of experience in finance and accounting and is primarily responsible for the finance and accounting of our Group's schools in Chongqing. Prior to joining our Group, Mr. Wang worked as accountant with Beijing Zhongruicheng Lianhe Accounting Firm Chongqing Branch* (北京中瑞誠聯合會計事務所重慶分所) and Chongqing Tongguan Accounting Firm Co., Ltd.* (重慶通冠會計師事務所有限責任公司). Mr. Wang graduated from Jiangxi Caijing College* (江西財經學院) with a bachelor degree in economics in July 1989.

Mr. Li Jiandong, aged 50, joined our Group in January 2016 and is currently the deputy officer of logistics of Chongqing College of Humanities, Science and Technology and has been primarily responsible for the logistical support of our schools in Chongqing. Prior to joining our Group, Mr. Li served as the general manager of Shandong Dongying Jinheng Furniture Co., Ltd.* (山東東營金恒家具有限公司), a company primarily engaged in export and trading of furniture, between June 2010 to December 2015. From March 1999 to March 2010, Mr. Li was employed by Shandong Shenghui Timber Co, Ltd.* (山東勝輝木業有限公司) and last occupied the position of deputy general manager.

COMPANY SECRETARY

Mr. Wong Wai Chiu is the company secretary of our Company and was appointed on 1 March 2022. Mr. Wong is a fellow of The Hong Kong Chartered Governance Institute (previously known as The Hong Kong Institute of Chartered Secretaries), a fellow of the Chartered Governance Institute, a member of CPA Australia, a member of the Hong Kong Trustee Association and a Certified Trust Practitioner. Mr. Wong is an associate director of SWCS Corporate Services Group (Hong Kong) Limited and his major responsibility is assisting listed companies in professional company secretarial work.

高級管理層

王偉先生，56歲，於2020年7月27日獲委任為本公司審計總監。王先生於2005年10月加入本集團。王先生於財務及會計方面擁有逾15年經驗並主要負責本集團在重慶的學校之財務及會計。於加入本集團前，王先生於北京中瑞誠聯合會計師事務所重慶分所及重慶通冠會計師事務所有限責任公司擔任會計師。王先生於1989年7月畢業於江西財經學院，獲得經濟學學士學位。

李建東先生，50歲，於2016年1月加入本集團，目前擔任重慶人文科技學院後勤副主任，主要負責我們於重慶的學校的後勤支援。於加入本集團前，李先生於2010年6月至2015年12月期間擔任山東東營金恒家具有限公司(一間主要從事家具出口及貿易的公司)總經理。於1999年3月至2010年3月，李先生受聘於山東勝輝木業有限公司及離職前的職位為副總經理。

公司秘書

黃偉超先生為本公司公司秘書及於2022年3月1日獲委任。黃先生為香港公司治理公會(前身為香港特許秘書公會)資深會員、英國特許公司治理公會資深會員、澳洲會計師公會會員、香港信託人公會會員及認可信託專業人員。黃先生為方圓企業服務集團(香港)有限公司聯席董事，其主要職責為協助上市公司進行專業公司秘書工作。

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REPORT OF THE DIRECTORS

董事會報告

The Board is pleased to present the reports and the audited consolidated financial statements of the Company and the Group for the year ended 31 December 2022.

GLOBAL OFFERING

The Company was incorporated on 13 December 2005 as an exempted company with limited liability under the laws of the Cayman Islands. The Company's shares were listed on the Main Board of the Stock Exchange on 22 March 2017 (the "Listing Date").

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in providing educational services in the PRC. Details of the principal activities of the Group's subsidiaries are set out in Note 1 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the business of the Group during the year ended 31 December 2022 as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including an analysis of the Group's financial performance, an indication of likely future developments in the Group's business and the Group's key relationships with its stakeholders who have a significant impact on the Group and on which the Group's success depends, is set out in the section headed "Chairman's Statement" on pages 6 to 11 and "Management Discussion and Analysis" on pages 12 to 36. These discussions form part of this annual report. Events affecting the Company that have occurred since the end of the financial year is set out in the section headed "Events after the Reporting Period" on page 118 below in this report of the Directors.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float of not less than 25% of the Company's total issued share capital as required under the Listing Rules as at the date of this annual report.

董事會欣然呈報本公司及本集團截至2022年12月31日止年度的報告及經審核綜合財務報表。

全球發售

本公司於2005年12月13日根據開曼群島法律註冊成立為獲豁免有限責任公司。本公司的股份已於2017年3月22日(「上市日期」)於聯交所主板上市。

主要業務

本公司的主要業務為投資控股。本集團主要於中國提供教育服務。本集團附屬公司的主要業務詳情已載列於綜合財務報表附註1。

業務回顧

根據香港法例第622章公司條例附表5的規定對本集團截至2022年12月31日止年度業務的中肯審視，包括對本集團財務表現的分析、本集團業務未來可能發展的說明及本集團與其持份者(對本集團擁有重大影響並關乎本集團業務成功者)的主要關係，載於第6頁至第11頁的「主席報告」及第12頁至第36頁的「管理層討論及分析」章節。該等討論構成本年報的一部分。自財政年度結束後發生並影響本公司的事項載於本董事會報告下文第118頁的「報告期後之事項」一節。

足夠公眾持股量

基於本公司所得的公開資料及據董事所知悉，於本年報日期，本公司已按上市規則的規定，維持不少於本公司已發行股本總額25%的足夠公眾持股量。

RESULTS

The Group's results for the year ended 31 December 2022 and the state of affairs of the Group at that date are set out in the consolidated financial statements on pages 150 to 344.

PRINCIPAL RISKS AND UNCERTAINTIES AND RISK MANAGEMENT

The Group believes that risk management is important to the Group's success. Key operational risks faced by the Group include, among others, changes in general market conditions of formal higher education, changes in the regulatory environment in the PRC education industry, the ability of the Group to offer quality education to students, the ability of the Group to increase student enrollment and/or raise tuition rates, the potential expansion of the Group into other regions in China, availability of financing to fund the Group's expansion and business operations and competition from other school operators that offer similar quality of education and have similar scale.

In addition, the Group also faces numerous market risks, such as foreign currency risk and liquidity risks that arise in the normal course of the Group's business.

Interest Rate Risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank loans with floating interest rates. It is the Group's policy to keep certain borrowings at floating rates of interest so as to minimise the fair value interest rate risk. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the Directors will consider hedging significant interest rate risk should the need arises.

Foreign Currency Risk

All of the Group's turnover and majority of the Group's operating expenses are denominated in RMB, which is not a freely convertible currency. The PRC Government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of Mainland China. Shortages in the availability of foreign currencies may restrict the ability of the Group's PRC subsidiaries to remit sufficient foreign currencies to pay dividends or other amounts to the Group.

業績

本集團截至2022年12月31日止年度的業績及本集團於當日的財務狀況已載列於第150頁至第344頁的綜合財務報表。

主要風險及不確定因素及風險管理

本集團認為風險管理對本集團的成功至關重要。本集團所面對的主要營運風險包括(其中包括)高等教育的整體市場狀況、中國教育行業監管環境變化、本集團向學生提供優質教育和提升招生率及/或提高學費的能力、擴展至中國其他地區的潛力、支持本集團擴展及業務營運的可用融資和提供相若教育質素且規模相近的其他學校營運商的競爭。

此外，本集團亦面對日常業務過程中的各種市場風險，例如外幣風險及流動資金風險。

利率風險

本集團就市場利率變動承擔的風險主要與其浮息銀行貸款相關。本集團的政策為保持若干浮息借貸，以盡量降低公平值利率風險。本集團現時並無利用任何衍生合約對沖其利率風險。然而，董事將於必要時考慮對沖重大利率風險。

外幣風險

本集團全部營業額及主要營運開支乃按人民幣計值，而人民幣並非可自由兌換貨幣。中國政府控制人民幣與外幣的兌換，並在若干情況下控制貨幣匯出中國。外幣短缺或會限制本集團中國附屬公司匯兌足夠外幣向本集團支付股息或其他款項的能力。

Liquidity Risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of internally generated cash flows from operations and other borrowings. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

To properly manage these risks, the Group has established risk management structures and measures. The details are set out on pages 134 to 135 "Risk Management and Internal Control" of corporate governance report.

SUMMARY OF FINANCIAL INFORMATION

A summary of the Group's results, assets and liabilities for the last five financial years are set out on page 5 "Financial Highlights" of this annual report. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group are set out in Note 13 to the consolidated financial statements.

SIGNIFICANT INVESTMENTS HELD

The Group held equity investment at fair value through profit or loss during the year ended 31 December 2022. Details are set out in Note 18 to the consolidated financial statements.

BANK LOANS AND OTHER LOANS

Particulars of bank and other borrowings as at 31 December 2022 are set out in Note 28 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the Reporting Period are set out in Note 32 to the consolidated financial statements.

流動資金風險

本集團的目標為通過使用內部營運所得現金流量及其他借款維持資金持續供應與靈活性之間的平衡。本集團定期檢討主要資金狀況以確保有足夠財務資源履行其財務責任。

為妥善管理此等風險，本集團已建立風險管理架構和措施。有關詳情載於企業管治報告內第134頁至第135頁之「風險管理及內部監控」。

財務資料概要

本集團於過去五個財政年度的業績、資產及負債概要已載列於本年報第5頁的「財務摘要」。該概要並非經審核財務報表的一部分。

物業、廠房及設備

本集團的物業、廠房及設備的變動詳情已載列於綜合財務報表附註13。

持有的重大投資

本集團於截至2022年12月31日止年度持有按公平值計入損益的股權投資。有關詳情載於綜合財務報表附註18。

銀行貸款及其他貸款

於2022年12月31日的銀行及其他借款的詳情載於綜合財務報表附註28。

股本

本公司於報告期間的股本變動詳情已載列於綜合財務報表附註32。

RESERVES AND DISTRIBUTION RESERVE

Details of movements in the reserves of the Company and of the Group during the year are set out in Note 34 to the consolidated financial statements and in the consolidated statement of changes in equity on pages 155 to 156, respectively. As at 31 December 2022, the aggregate amount of reserve available for distribution to equity shareholders of the company was approximately RMB779,631,000 (2021: RMB1,027,528,000).

DIVIDEND POLICY

1. Subject to the Cayman Islands Companies Act and the Articles of Association, the Board of Directors has absolute discretion on whether to distribute dividends. In addition, the Shareholders may by ordinary resolution approve the declaration of dividends, but no dividend may be declared in excess of the amount recommended by the Board. In either case, a dividend may only be declared and paid out of the profits and reserves of the Company lawfully available for distribution (including share premium), and in no circumstances may a dividend be paid if this would result in the Company being unable to pay its debts as they fall due in the ordinary course of business. Even if the Board decides to pay dividends, the form, frequency and amount of dividends will depend on the Company's future operations, cash flows, general financial condition, capital adequacy ratio, cash dividends received from the invested portfolio ecosystem partners, future business prospectus, statutory and regulatory restrictions on the payment of dividends and other factors that the Board considers relevant.
2. Any future dividend payments to the Shareholders will also depend upon the availability of dividends received from our subsidiaries. PRC regulations may restrict the ability of our PRC subsidiaries to pay dividends to the Company.
3. The Company does not have a fixed dividend payout ratio. The Company currently intends to retain most, if not all, of the available funds and any future earnings to operate and expand the business.

儲備及可供派發儲備

本公司及本集團的年內儲備變動詳情已分別載列於綜合財務報表附註34及第155頁至第156頁的綜合權益變動表。於2022年12月31日，可向本公司權益股東派發的儲備總額為約人民幣779,631,000元(2021年：人民幣1,027,528,000元)。

股息政策

1. 根據開曼群島公司法及組織章程細則，董事會可全權酌情決定是否分派股息。此外，股東可通過普通決議案批准宣派股息，惟所宣派的股息不可超過董事會建議的金額。在任何情況下，本公司僅可自合法可供分派的溢利和儲備(包括股份溢價)宣派及派付股息，且無論如何不得因派付股息而導致本公司無力償還在日常業務中到期的債務。即使董事會決定派付股息，惟股息的形式、次數及數額仍須取決於本公司未來營運、現金流量、整體財務狀況、資本充足率、自所投資的組合型生態系統合作夥伴收取的現金股息、日後業務前景、股息派付的法律及監管限制及董事會視為相關的任何其他因素。
2. 任何未來向股東派付的股息亦將取決於能否自附屬公司收到股息。中國法規或會限制我們的中國附屬公司向本公司派付股息的能力。
3. 本公司並無固定派息率。本公司現時計劃保留大部分(如非全部)可動用資金及任何未來盈利，以用於經營及拓展業務。

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

4. The dividend policy reflects the Board's current views on the Company's financial and cash flow position. It will continue to be reviewed by the Board from time to time and there can be no assurance that dividends will be paid in any particular amount, if at all, for any given period.

DIVIDEND

The Board recommends the payment of a final dividend of HK\$4.29 cents per ordinary share (equivalent to RMB3.76 cents, according to the central parity rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China on 28 March 2023, i.e. RMB0.8758 equivalent to HKD1.00) (2021: HK\$5.32 cents) by cash to shareholders of the Company (the "Shareholder(s)") whose names appear on the register of members of the Company on Friday, 28 July 2023. Subject to the approval of the Shareholders at the forthcoming annual general meeting on Thursday, 15 June 2023, the date of payment of final dividend will be on Tuesday, 22 August 2023.

There is no arrangement that a shareholder has waived or agreed to waive any dividend.

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALES OR REDEMPTION OF COMPANY'S LISTED SECURITIES

Neither the Company, nor any of its subsidiaries, had purchased, sold or redeemed any listed securities of the Company during the year ended 31 December 2022.

4 股息政策反映董事會現時對本公司財務及現金流量狀況的看法。董事會將繼續不時檢討股息政策，惟不保證會派付任何指定期間任何特定金額的股息，甚至不會派付股息。

股息

董事會建議向於2023年7月28日(星期五)名列本公司股東名冊的本公司股東(「股東」)，以現金派付末期股息每股普通股4.29港仙(相當於人民幣3.76分，按照2023年3月28日中國人民銀行公佈的人民幣兌港元的匯率中間價(即人民幣0.8758元等於1.00港元)計算)(2021年：5.32港仙)。待股東於2023年6月15日(星期四)舉行的應屆股東週年大會上批准後，並將於2023年8月22日(星期二)派付末期股息。

概無股東放棄或同意放棄任何股息的安排。

優先購買權

開曼群島法律或本公司組織章程細則並無優先購買權條文以要求本公司按比例向其現有股東發售新股份。

購買、出售或贖回本公司上市證券

於截至2022年12月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司已上市之證券。

MAJOR CUSTOMERS AND SUPPLIERS

No service provided to a single customer contributes 10% or more of the total revenue of the Group during the Reporting Period. Revenue from the Group's five largest customers combined was less than 30% of the total revenue of the Group during the Reporting Period.

Purchases from the Group's five largest suppliers accounted for 17.9% of the total purchases in 2022 and purchases from the largest supplier included therein amounted to 6.5% of the Group's total purchases for the Reporting Period.

None of the Directors, any of their associates, or any of the substantial Shareholders (which are disclosed to the Directors) had any beneficial interest in the Group's five largest customers or suppliers.

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group acknowledges the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term goals. The Group maintains a good relationship with employees, customers and suppliers. During the Reporting Period, there were no material and significant dispute between the Group and its employees, customers and/or suppliers.

USE OF NET PROCEEDS FROM LISTING

Net proceeds from the Listing (including the over-allotment option and after deducting underwriting fee and relevant expenses) amounted to approximately HK\$1,374.7 million. As at 31 December 2022, all of the net proceeds had been fully utilized by the Group according to the allocation set out in the prospectus of the Company dated 10 March 2017 (the "Prospectus").

主要客戶及供應商

於報告期間，並無向單一客戶提供的服務貢獻本集團總收益10%或以上。於報告期間，來自本集團五大客戶的收益(合併計算)低於本集團總收益30%。

自本集團五大供應商的採購佔2022年的總採購17.9%，而當中包括自最大供應商的採購佔本集團於報告期間的總採購的6.5%。

概無董事、任何彼等的聯繫人或任何主要股東(已向董事披露者)於本集團五大客戶或供應商擁有任何實益權益。

與僱員、客戶及供應商的關係

本集團認識到與其僱員、客戶及供應商維持良好關係以達成其即時及長遠目標的重要性。本集團與僱員、客戶及供應商維持良好關係。於報告期間，概無本集團與其僱員、客戶及／或供應商的重大及嚴重糾紛。

上市所得款項淨額用途

上市所得款項淨額(包括超額配股部份及經扣除包銷費用及相關開支後)為約1,374.7百萬港元。於2022年12月31日，全部所得款項淨額已由本集團根據本公司日期為2017年3月10日的招股章程(「招股章程」)所載分配悉數動用。

PLACING

The net proceeds received by the Company from the subscription completed on 4 June 2020 amounted to approximately HK\$239 million which was intended to be applied for the Group's general daily working capital, general operating purpose and potential merger and acquisition purposes. As at 31 December 2022, all of the net proceeds have been fully utilised.

MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in the section headed "Management Discussion and Analysis" above in this annual report, the Group did not have any other material acquisitions or disposals of subsidiaries, associates and joint ventures during the Reporting Period.

CHARITABLE DONATIONS

Charitable donations made by the Group during the year ended 31 December 2022 amounted to approximately RMB8,425,000 (2021: approximately RMB8,993,000).

LOAN AGREEMENTS WITH COVENANT RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDERS

Loan from International Finance Corporation

On 29 April 2020, Chongqing Minsheng Education Management Co., Ltd* (重慶民升教育管理有限公司) ("**Chongqing Minsheng**"), an indirect wholly-owned subsidiary of the Company, and International Finance Corporation, a member of World Bank Group entered into a loan agreement and the relevant loan documents (the "**Loan Agreement**"), pursuant to which International Finance Corporation agreed to lend, and Chongqing Minsheng agreed to borrow, a loan in an aggregate principal amount of up to RMB750 million (the "**Loan**"), the period of the Loan will be 8 years, the Loan shall be repayable in 11 semi-annual instalments commencing from 15 June 2023. Proceeds from the Loan will be used for, among others, business expansion and daily operation of the Group.

配售事項

本公司自於2020年6月4日完成的認購事項收取的所得款項淨額為約239百萬港元，其擬用於本集團的一般日常營運資金、一般經營用途及潛在併購用途。於2022年12月31日，全部所得款項淨額均已悉數動用。

重大收購及出售

除本年報內上文「管理層討論及分析」一節所披露者外，本集團於報告期間並無任何其他重大附屬公司、聯營公司及合營企業收購事項或出售事項。

慈善捐款

本集團於截至2022年12月31日止年度所作的慈善捐款約為人民幣8,425,000元(2021年：約人民幣8,993,000元)。

附有控股股東特定履約契諾的貸款協議

來自國際金融公司的貸款

於2020年4月29日，重慶民升教育管理有限公司(「**重慶民升**」，本公司一家間接全資附屬公司)與世界銀行集團成員公司國際金融公司訂立貸款協議及相關貸款文件(「**貸款協議**」)。根據貸款協議，國際金融公司同意貸款給重慶民升，而重慶民升同意向國際金融公司籌借本金總額最多為人民幣7.5億元的貸款(「**貸款**」)，貸款期限為8年，於2023年6月15日開始分11期等額償還，每半年一期。貸款將用於(其中包括)本集團業務拓展和日常運營。

On 30 October 2020, Chongqing Minsheng and International Finance Corporation entered into the first amendment letter to the Loan Agreement, pursuant to which the Loan would be adjusted from RMB750,000,000 to RMB400,000,000. The full amount of RMB400,000,000 has been disbursed in July 2020 (“**Completed Disbursement**”). On the same date, Minsheng Education, a wholly-owned subsidiary of the Company and International Finance Corporation entered into an USD loan agreement (the “**USD Loan Agreement**”), pursuant to which International Finance Corporation agreed to lend, and Minsheng Education agreed to borrow, a loan in an aggregate amount of up to 51,000,000 USD (the “**USD Loan**”), the USD Loan being the Completed Disbursement subtracted from the Loan, which is amounted to USD equivalent of RMB350,000,000. The USD Loan shall be repaid in 11 semi-annual instalments commencing from 15 June 2023 until 15 June 2028. The USD Loan will be used for, among other things, the Group’s business development and daily operations.

Pursuant to a share retention agreement ancillary to the Loan Agreement and the USD Loan Agreement, each of Mr. Li Xuechun, the chairman of the Board, an executive director and the ultimate controlling shareholder of the Company, and Minsheng Group, being controlling shareholders of the Company, is required to perform certain specific performance obligations. Specifically, Mr. Li Xuechun shall maintain directly not less than 51% of the legal and beneficial ownership of the shares of Minsheng Group, and Minsheng Group shall maintain directly not less than 51% of the legal and beneficial ownership of the shares of the Company, for so long as any indebtedness under the Loan or the USD Loan remains outstanding.

於2020年10月30日，重慶民升與國際金融公司簽署了貸款協議的第一份修訂函，據此，貸款將從人民幣750,000,000元調整至人民幣400,000,000元。總額人民幣400,000,000元的款項已於2020年7月完成提款(「**已完成提款**」)。於同日，民生教育為一家本公司的全資附屬公司，與國際金融公司訂立了美元的貸款協議(「**美元貸款協議**」)，據此，國際金融公司同意貸款及民生教育同意籌借總額最多為51,000,000美元的貸款(「**美元貸款**」)，該美元貸款相等於貸款減去已完成提款，金額為人民幣350,000,000元等值的美金。美元貸款於2023年6月15日開始至2028年6月15日分十一期，每半年為一期等額償還。美元貸款將用於(其中包括)本集團業務拓展和日常運營。

根據貸款協議及美元貸款協議所附的股份保留協議，本公司董事會主席、執行董事及最終控股股東李學春先生及民生集團均為本公司的控股股東，須承擔特定履約責任，於貸款或美元貸款的任何債務未清償期間，李學春先生須直接維持持有民生集團不少於51%的合法及實際擁有權益；及民生集團須直接維持持有本公司不少於51%的合法及實際擁有權益。

A breach of any of the said specific performance obligations will constitute an event of default under the Loan Agreement and USD Loan Agreement whereupon, International Finance Corporation will have the power to require the Borrower to repay all or part of the Loan or USD Loan (as applicable).

For details of the above, please refer to the announcements of the Company dated 3 May 2020 and 30 October 2020.

Loan from Bank of China Limited Macau Branch

On 4 December 2020, the Company (as borrower) and BOC Macau (as lender and as agent) entered into a facility agreement (the “**BOC Facility Agreement**”) and the relevant loan documents, pursuant to which Bank of China Limited Macau Branch (“**BOC Macau**”) agreed to provide the Company a term loan facility up to US\$44,800,000, the period of the loan will be 5 years from the date of the BOC Facility Agreement. Proceeds from the loan will be used for, among others, acquisition and general working capital of the Group.

Pursuant to the BOC Facility Agreement, Mr. Li Xuechun, the chairman of the Board, an executive director, being the ultimate controlling shareholder of the Company, is required to maintain directly or indirectly not less than 51% of the issued share capital of the Company.

If Mr. Li Xuechun no longer owns directly or indirectly no less than 51% of the issued share capital of the Company, the Company shall promptly notify BOC Macau, BOC Macau shall not be obliged to fund the utilization of the loan, and BOC Macau may, by not less than 10 business days’ notice to the Company, cancel its commitment whereupon the outstanding loan, together with accrued interest, and all other amounts accrued will become immediately due and payable.

For details of the above, please refer to the announcement of the Company dated 4 December 2020.

違反上述任何特定履約責任將構成貸款協議和美元貸款協議下的違約事件，國際金融公司屆時有權要求借款人償還全部或部分貸款或美元貸款(如適用)。

上文有關詳情，請參閱本公司日期為2020年5月3日及2020年10月30日的公告。

來自中國銀行股份有限公司澳門分行的貸款

於2020年12月4日，本公司(為借款方)與中銀澳門(為貸款方及代理人)訂立授信協議(「**中國銀行授信協議**」)及相關貸款文件，據此，中國銀行股份有限公司澳門分行(「**中銀澳門**」)同意向本公司提供最多為44,800,000美元的定期貸款授信，貸款期限為自中國銀行授信協議簽署日起5年。貸款將用於(其中包括)本集團併購及一般營運資金用途。

根據中國銀行授信協議，董事會主席、執行董事李學春先生為本公司的最終控股股東，須維持直接或間接持有本公司不少於51%的已發行股本。

如果李學春先生不再直接或間接持有本公司不少於51%的已發行股本，本公司應立即通知中銀澳門，中銀澳門無義務為貸款的使用提供資金，中銀澳門可以在最少10個工作日內通知本公司，取消其承諾，此時未償還的貸款連同應計利息以及所有其他應計金額應當立即到期應付。

上文有關詳情，請參閱本公司日期為2020年12月4日的公告。

Loan from Minsheng Bank Hong Kong Branch

On 13 July 2021 (after trading hours), the Company (as borrower) and Minsheng Bank Hong Kong Branch (as lender) entered into a facility agreement (the “**Minsheng Bank Facility Agreement**”), pursuant to which Minsheng Bank Hong Kong Branch agreed to provide the Company a term loan facility of up to HK\$500,000,000 or its equivalent in US\$ or RMB. Subject to review by Minsheng Bank Hong Kong Branch and other terms and conditions under the Minsheng Bank Facility Agreement, the facility under the Minsheng Bank Facility Agreement will be available for multiple drawings within one year from the date of the Minsheng Bank Facility Agreement. The term of the loan(s) shall not exceed three years from its utilization date.

Pursuant to the Minsheng Bank Facility Agreement, Mr. Li Xuechun, the chairman of the Board, an executive Director, being the ultimate controlling shareholder of the Company, is required to maintain directly or indirectly not less than 51% of the issued share capital of the Company.

For details of the above, please refer to the announcement of the Company dated 13 July 2021.

Loan from DEG

On 21 December 2021, Minsheng Education Company Limited (“**Minsheng Education**”) (as borrower) and Deutsche Investitions – Und Entwicklungsgesellschaft Mbh (“**DEG**”) (as lender), a member of KfW Bankengruppe in Germany, entered into the loan agreement dated 21 December 2021, pursuant to which DEG agreed to lend, and Minsheng Education agreed to borrow, a loan in an aggregate principal amount up to USD28,240,000, the last repayment date of the loan shall be 15 June 2028. The loan shall be repayable in 11 semi-annual instalments commencing from 15 June 2023. Proceeds from the loan will be used for, among others, business expansion and daily operation of the Group.

來自民生銀行香港分行的貸款

於2021年7月13日(交易時段後)，本公司(為借款方)與民生銀行香港分行(為貸款方)訂立授信協議(「**民生銀行授信協議**」)，據此，民生銀行香港分行同意向本公司提供最多為500,000,000港元或等值的美元或人民幣的定期貸款授信。受限於民生銀行香港分行的審核及民生銀行授信協議項下的其他條款及條件，民生銀行授信協議項下的貸款將於民生銀行授信協議日期起一年內可供多次提取。貸款期限為自動用之日起不超過三年。

根據民生銀行授信協議，董事會主席、執行董事李學春先生為本公司的最終控股股東，須維持直接或間接持有本公司不少於51%的已發行股本。

上文有關詳情，請參閱本公司日期為2021年7月13日的公告。

來自DEG的貸款

於2021年12月21日，民生教育有限公司(「**民生教育**」)(為借款方)與德國復興信貸銀行集團成員德國投資與開發有限公司(「**DEG**」)(為貸款方)訂立日期為2021年12月21日的貸款協議，據此DEG同意借出，而民生教育同意借入本金總額最多為28,240,000美元的貸款，貸款最晚還款日期為2028年6月15日。貸款於2023年6月15日開始分11期償還，每半年一期。貸款所得款項將用於(其中包括)本集團業務拓展和日常運營。

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

Pursuant to a share retention agreement ancillary to the loan agreement, each of Mr. Li Xuechun, the chairman of the Board, an executive director and the ultimate controlling shareholder of the Company, and Minsheng Group, being controlling shareholders of the Company, is required to perform certain specific performance obligations. Specifically, Mr. Li Xuechun shall maintain directly not less than 51% of the legal and beneficial ownership of the shares of Minsheng Group; and Minsheng Group shall maintain directly not less than 51% of the legal and beneficial ownership of the shares of the Company, for so long as any indebtedness under the loan remains outstanding.

A breach of any of the said specific performance obligations will constitute an event of default under the loan agreement, whereupon DEG will have the power to require Minsheng Education to repay all or part of the Loan.

For details of the above, please refer to the announcement of the Company dated 21 December 2021.

As at the date of this report, Minsheng Group owns approximately 71.66% of the issued shares of the Company.

DIRECTORS

The Directors during the year of 2022 and up to the date of this annual report were as follows:

Executive Directors

Mr. Li Xuechun (*Chairman of the Board*)
Ms. Zhang Weiping (*Vice-chairperson of the Board and Chief Executive Officer*)
Mr. Zuo Yichen (*President*)
Mr. Lam Ngai Lung (*Chief Financial Officer*)

Non-executive Directors

Mr. Lin Kaihua (*resigned on 21 December 2022*)
Mr. Shen Jinzhou (*appointed on 13 January 2023*)
Ms. Li Yanping

根據附屬於貸款協議的股份保留協議，本公司董事會主席、執行董事及最終控股股東李學春先生及本公司控股股東民生集團均須承擔若干特定履約責任。具體而言，於貸款未清償期間，李學春先生須直接維持持有民生集團股份不少於51%的合法及實益擁有權；及民生集團須直接維持持有本公司股份不少於51%的合法及實益擁有權。

如違反任何上述特定履約責任將構成貸款協議項下的違約事件，DEG將有權要求民生教育償還全部或部分貸款。

上文有關詳情，請參閱本公司日期為2021年12月21日的公告。

於本報告日期，民生集團持有本公司約71.66%的已發行股份。

董事

於2022年內及直至本年報日期的董事如下：

執行董事

李學春先生(*董事會主席*)
張衛平女士(*董事會副主席兼行政總裁*)
左燭晨先生(*總裁*)
林毅龍先生(*財務總監*)

非執行董事

林開樺先生(*2022年12月21日辭任*)
沈金洲先生(*2023年1月13日獲委任*)
李雁平女士

Independent Non-executive Directors

Mr. Chan Ngai Sang, Kenny
Mr. Yu Huangcheng
Mr. Wang Wei Hung, Andrew

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received a confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors and the Board considers such Directors to be independent in accordance with Rule 3.13 of the Listing Rules.

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors are set out on pages 37 to 43 of this annual report.

DIRECTORS INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in Note 8 to the consolidated financial statements, no Director had a material beneficial interest in, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year 2022 and up to the date of this annual report.

COMPETITION AND CONFLICT OF INTERESTS

During the year of 2022, none of the Directors or substantial Shareholders or their respective associates had engaged in any business which competes or may compete, either directly or indirectly, with the businesses of the Group or has any conflict of interests with the Group.

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

Each of the controlling Shareholders has made an annual declaration in respect of their compliance with the terms of non-competition undertaking during the Reporting Period. Details of the non-competition undertaking are set out in the section headed "Relationship with Controlling Shareholders" of the Prospectus. The non-competition undertakings in respect of the controlling Shareholders have become effective from the Listing Date.

獨立非執行董事

陳毅生先生
余黃成先生
王惟鴻先生

獨立非執行董事的獨立性確認

本公司已根據上市規則第3.13條從各獨立非執行董事取得獨立性確認，而董事會認為根據上市規則第3.13條，該等董事為獨立人士。

董事履歷

董事的個人履歷已載列於本年報第37頁至第43頁。

董事於重大交易、安排或合約中的權益

除綜合財務報表附註8所披露者外，於2022年及直至本年報日期，董事概無於本公司或其附屬公司簽訂的對本集團業務屬重大的任何交易、安排或合約中，直接或間接擁有重大實益權益。

競爭及利益衝突

董事或主要股東或彼等各自之聯繫人概無於2022年內從事任何與本集團業務直接或間接構成或可能構成競爭的業務或與本集團有任何利益衝突。

控股股東的不競爭承諾

各控股股東已就報告期間遵守不競爭承諾的條款作出年度聲明。不競爭承諾的詳情載於招股章程「與控股股東的關係」一節。有關控股股東的不競爭承諾已自上市日期起生效。

CONTRACTUAL ARRANGEMENTS IN RELATION TO THE YUECHENG OPERATING ENTITIES

A. Background and overview

Chongqing Yuecheng Zhiyuan Education Technology Co., Ltd. (“**Chongqing Yuecheng**”) currently holds 51% of school sponsor’s interest of Chongqing Electronic Information College, 100% equity interest of Chongqing Yiersheng Education Technology Company Limited (“**Chongqing Yiersheng**”) and 100% equity interest in Chongqing Yujingao Education Technology Co. Ltd. (“**Chongqing Yujingao**”).

Pending completion of the relevant agreements:

- (1) Chongqing Yuecheng will hold 51% equity interest of Qufu Changyong Corporate Management Consulting Company Limited (“**Qufu Changyong**”), which in turn will hold 51% school sponsor’s interest in Qufu Fareast Vocational and Technical College;
- (2) Chongqing Yiersheng will hold 51% equity interest of Nanchang Hezhitong Education Consulting Company Limited (“**Nanchang Hezhitong**”), which in turn will hold 51% of school sponsor’s interest in Nanchang Vocational University.

Qufu Fareast Vocational and Technical College is currently managed by the Group pursuant to its entrustment arrangement.

Chongqing Electronic Information College, Chongqing Yiersheng, Chongqing Yujingao and Qufu Fareast Vocational and Technical College are collectively referred to as the “Yuecheng Operating Entities” in this section. Qufu Changyong, Nanchang Hezhitong and Nanchang Vocational University will become part of the Yuecheng Operating Entities upon completion of the relevant agreements.

有關悅誠營運實體的合約安排

A. 背景及概覽

重慶悅誠智遠教育科技有限公司(「**重慶悅誠**」)目前持有重慶電信職業學院51%學校舉辦者權益、重慶易而升教育科技有限公司(「**重慶易而升**」)100%股權及重慶渝京澳教育科技有限公司(「**重慶渝京澳**」)100%股權。

待有關協議完成後：

- (1) 重慶悅誠將持有曲阜昌永企業管理諮詢有限責任公司(「**曲阜昌永**」)51%股權，從而將持有曲阜遠東職業技術學院51%學校舉辦者權益；
- (2) 重慶易而升將持有南昌合至同教育諮詢有限公司(「**南昌合至同**」)51%股權，從而將持有南昌職業大學51%學校舉辦者權益。

曲阜遠東職業技術學院目前由本集團根據委託管理安排進行管理。

重慶電信職業學院、重慶易而升、重慶渝京澳及曲阜遠東職業技術學院於本節內統稱為「悅誠營運實體」。曲阜昌永、南昌合至同及南昌職業大學將於完成有關協議後成為悅誠營運實體的一部分。

We currently hold our interest in the Yuecheng Operating Entities in the PRC through a series of contracts (the “**Yuecheng Contractual Arrangements**”) as PRC laws and regulations generally restrict foreign ownership in the private education industry in the PRC. PRC laws and regulations currently restrict the operation of higher education institutions to Sino-foreign cooperation ownership, in addition to imposing qualification requirements on the foreign owners. We do not hold any equity interest in our Yuecheng Operating Entities. The Yuecheng Contractual Arrangements, through which we obtain control over and derive the economic benefits from the Yuecheng Operating Entities, have been narrowly tailored to achieve our business purpose and minimize the potential conflict with relevant PRC laws and regulations.

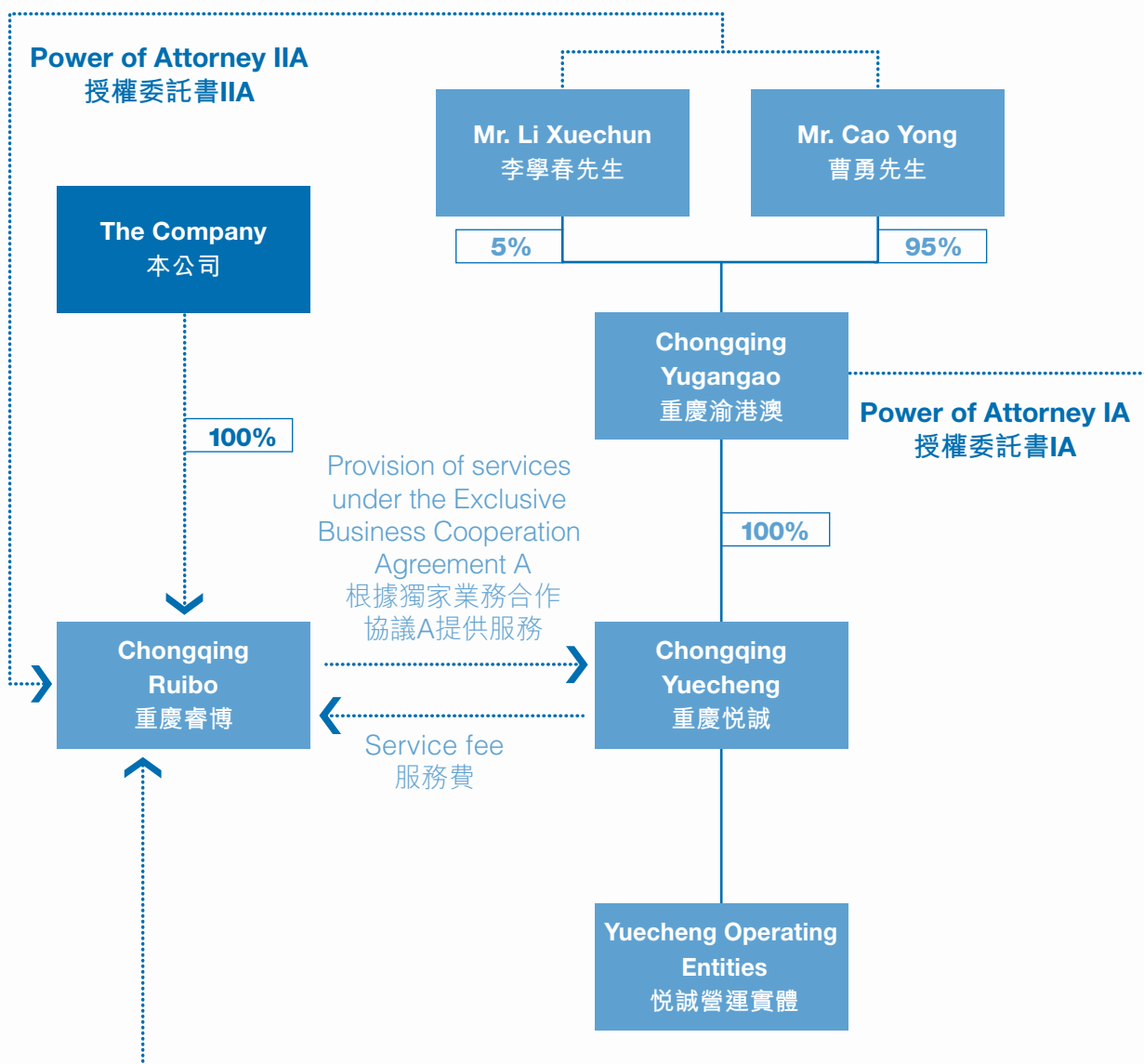
In order to comply with the PRC laws and regulations as set out above while availing ourselves of international capital markets and maintaining effective control over all of our operations, on 27 September 2017, our wholly-owned subsidiary, Chongqing Ruibo Mincheng Education Technology Co. Ltd. (“**Chongqing Ruibo**”) entered into various agreements that constitute the Yuecheng Contractual Arrangements with, among others, Chongqing Yuecheng, under which all economic benefits arising from the business of the Yuecheng Operating Entities and Chongqing Yuecheng are transferred to Chongqing Ruibo to the extent permitted under the PRC laws and regulations by means of service fees payable by Chongqing Yuecheng to Chongqing Ruibo. Although the registered shareholders are not consolidated as part of our Group, they are parties to certain agreements which constitute the Yuecheng Contractual Arrangements to ensure that the shareholders’ rights of Chongqing Yuecheng are actually controlled by Chongqing Ruibo.

由於中國法律法規一般限制外資擁有權參與中國民辦教育行業，故我們目前透過一系列合約(「**悅誠合約安排**」)於中國持有悅誠營運實體權益。目前，根據中國法律法規，除對外國所有者規定資歷要求外，中外合作擁有權下經營的高等教育機構亦受限制。我們並無持有悅誠營運實體的任何股權。我們透過悅誠合約安排控制悅誠營運實體，從中獲得經濟利益，而我們亦為達成業務目標及降低與相關中國法律法規的潛在衝突而嚴謹制定該等安排。

為遵守上述中國法律法規，同時推進我們進入國際資本市場及有效控制所有營運，我們的全資附屬公司重慶睿博民晟教育科技有限公司(「**重慶睿博**」)於2017年9月27日與(其中包括)重慶悅誠簽訂多項構成悅誠合約安排的協議，據此，悅誠營運實體及重慶悅誠的業務產生的所有經濟利益以重慶悅誠向重慶睿博支付服務費的形式轉至重慶睿博，惟須獲得中國法律法規的許可。儘管已註冊股東並無合併為本集團一部分，彼等仍為構成悅誠合約安排的若干協議的訂約方，以確保重慶悅誠的股東權利實際上由重慶睿博控制。

The following simplified diagram illustrates the flow of economic benefits from the Yuecheng Operating Entities to the Group stipulated under the Yuecheng Contractual Arrangements:

以下簡圖說明按悅誠合約安排規定從悅誠營運實體至本集團的經濟利益流動：



Based on the Yuecheng Contractual Arrangements and the legal opinion of the Legal advisor to the Company as to the laws of the PRC, Global Law Office (the “**PRC Legal Advisor**”), the consolidated financial results of the Yuecheng Operating Entities, which engage in higher education service, are consolidated to those of our Group.

B. Summary of the Material Terms of the Yuecheng Contractual Arrangements

The major provisions of the Yuecheng Contractual Arrangements are summarized as follows:

(1) Exclusive Business Cooperation Agreement A

Pursuant to the exclusive business cooperation agreement entered into between Chongqing Ruibo and Chongqing Yuecheng (the “**Exclusive Business Cooperation Agreement A**”), Chongqing Ruibo agreed to provide exclusive technical services to Chongqing Yuecheng, including but not limited to, technical services, network support, business consulting, market consulting, system maintenance and other services necessary for the business of or as required by Chongqing Yuecheng and allowed under the PRC law. Under the Exclusive Business Cooperation Agreement A, Chongqing Ruibo is entitled to charge Chongqing Yuecheng each financial year for a service fee equals to all the amount of its net profit (after deducting all costs, expenses, taxes, losses from the previous year (if required by the law) and the statutory provident fund as required by law) for the corresponding period. Chongqing Ruibo has the right (but not the obligation) to adjust the amount of such service fee by reference to, among others, the actual services provided and the actual business operations and needs of Chongqing Yuecheng, provided that any adjusted amount shall not cause any difficulties for the operation of both of Chongqing Ruibo and Chongqing Yuecheng.

基於悅誠合約安排以及本公司有關中國法律的法律顧問北京環球律師事務所(「**中國法律顧問**」)提供的法律意見，從事高等教育服務的悅誠營運實體的綜合財務業績已併入本集團業績。

B. 悅誠合約安排重要條款概要

悅誠合約安排的主要條款概述如下：

(1) 獨家業務合作協議A

根據重慶睿博及重慶悅誠訂立的獨家業務合作協議(「**獨家業務合作協議A**」)，重慶睿博同意向重慶悅誠提供獨家的技術服務，包括但不限於技術服務、網絡支持、商業諮詢、市場諮詢、系統維護及其他重慶悅誠要求的並且中國法律允許的在開展業務時所必要的服務。根據獨家業務合作協議A，重慶睿博有權在每個財政年度從重慶悅誠收取相等於其同期淨利潤(在扣除所有成本、費用、稅項、上年度的虧損(如法律要求)及法律要求的法定公積金等之後)的服務費。重慶睿博有權(但沒有義務)按照(其中包括)提供予重慶悅誠的實際服務及重慶悅誠實際業務營運及需求調整相關的服務費，但前提是任何經調整的數額應不導致重慶睿博和重慶悅誠營運困難。

(2) Equity Pledge Agreements A

Pursuant to the equity pledge agreement entered into by and among Chongqing Ruibo, Chongqing Yugangao Enterprise Management Consultant Company Limited (“**Chongqing Yugangao**”) and Chongqing Yuecheng (the “**Equity Pledge Agreement IA**”), Chongqing Yugangao agreed to pledge and grant the first priority security interests over the entire equity interest of Chongqing Yuecheng owned by Chongqing Yugangao together with all related rights thereto to Chongqing Ruibo as security for performance of the Yuecheng Contractual Arrangements and all direct, indirect, consequential damages and foreseeable loss of interest incurred by Chongqing Ruibo as a result of enforcement of the obligations of Chongqing Yugangao and Chongqing Yuecheng under the Yuecheng Contractual Arrangements until all such obligations are discharged to the satisfaction of Chongqing Ruibo.

In addition, pursuant to the equity pledge agreement entered into by and among Chongqing Ruibo, Chongqing Yugangao, Mr. Li Xuechun (“**Mr. Li**”) and Mr. Cao Yong (“**Mr. Cao**”) (the “**Equity Pledge Agreement IIA**”, together with the Equity Pledge Agreement IA, the “**Equity Pledge Agreements A**”), Mr. Li and Mr. Cao agreed to pledge and grant the first priority security interests over the 100% equity interest of Chongqing Yugangao owned by Mr. Li and Mr. Cao in aggregate together with all related rights thereto to Chongqing Ruibo as security for performance of the Yuecheng Contractual Arrangements and all direct, indirect, consequential damages and foreseeable loss of interest incurred by Chongqing Ruibo as a result of enforcement of the obligations of Mr. Li, Mr. Cao and Chongqing Yugangao under the Yuecheng Contractual Arrangements until all such obligations are discharged to the satisfaction of Chongqing Ruibo.

(2) 股權質押協議A

根據由重慶睿博、重慶渝港澳企業管理諮詢有限公司(「**重慶渝港澳**」)及重慶悅誠簽訂的股權質押協議(「**股權質押協議IA**」)，重慶渝港澳同意，將重慶渝港澳所持有的重慶悅誠的全部股權及全部相關權利質押並授予第一順序擔保權益給重慶睿博，作為履行悅誠合約安排以及重慶睿博因履行重慶渝港澳及重慶悅誠於悅誠合約安排項下的義務而導致的所有直接、間接、從屬損失和可預見的利益損失的擔保，直至所有該等義務都滿足了重慶睿博的要求而被解除。

另外，根據由重慶睿博、重慶渝港澳、李學春先生(「**李先生**」)及曹勇先生(「**曹先生**」)之間簽訂的股權質押協議(「**股權質押協議IIA**」)，連同股權質押協議IA合稱為「**股權質押協議A**」，李先生與曹先生同意將由李先生與曹先生合計持有的重慶渝港澳100%股權及全部相關權利質押並授予第一順序擔保權益給重慶睿博，作為履行悅誠合約安排以及重慶睿博因履行李先生、曹先生及重慶渝港澳於悅誠合約安排項下的義務而導致的所有直接、間接、從屬損失和可預見的利益損失的擔保，直至所有該等義務都滿足了重慶睿博的要求而被解除。

(3) Exclusive Call Option Agreements A

Pursuant to the exclusive call option agreement entered into by and among Chongqing Ruibo, Chongqing Yugangao and Chongqing Yuecheng (the “**Exclusive Call Option Agreement IA**”), Chongqing Yugangao has irrevocably and unconditionally granted Chongqing Ruibo the right to, as and when permitted by the applicable PRC laws and regulations during the term of the Yuecheng Contractual Arrangements, acquire all or part of the 100% equity interest of Chongqing Yuecheng held by Chongqing Yugangao at a consideration which is the lower of the registered capital contribution by Chongqing Yugangao to Chongqing Yuecheng and nominal consideration, or otherwise at the lowest price permitted by the then applicable PRC laws and regulations.

In addition, pursuant to the exclusive call option agreement entered into by and among Chongqing Ruibo, Chongqing Yugangao, Mr. Li and Mr. Cao (the “**Exclusive Call Option Agreement IIA**”, together with Exclusive Call Option Agreement IA, the “**Exclusive Call Option Agreements A**”), Mr. Li and Mr. Cao have irrevocably and unconditionally granted Chongqing Ruibo the right to, as and when permitted by the applicable PRC laws and regulations during the term of the Yuecheng Contractual Arrangements, acquire all or part of the 100% equity interest of Chongqing Yugangao together held by Mr. Li and Mr. Cao for the lower of the registered capital contribution by Mr. Li and Mr. Cao to Chongqing Yugangao and nominal consideration, or otherwise at the lowest price permitted by the then applicable PRC laws and regulations. In addition, pursuant to the Exclusive Call Option Agreement IIA, Mr. Li and Mr. Cao have irrevocably undertaken that, subject to the PRC laws and regulations, they will return to the Company any consideration they receive in the event that the Company acquires the equity interest in Chongqing Yuecheng when terminating the Yuecheng Contractual Arrangements.

(3) 獨家購買權協議A

根據重慶睿博、重慶渝港澳及重慶悅誠簽訂的獨家購買權協議（「**獨家購買權協議IA**」），重慶渝港澳已經不可撤銷及無條件地授權重慶睿博在適用的中國法律法規允許的情況下，於悅誠合約安排期間，以重慶渝港澳對重慶悅誠註冊資本出資和名義代價中的較低者或當時適用的中國法律法規允許的最低代價，收購重慶渝港澳所持有的重慶悅誠100%股權的全部或者部分。

另外，根據重慶睿博、重慶渝港澳、李先生及曹先生簽訂的獨家購買權協議（「**獨家購買權協議IIA**」，連同獨家購買權協議IA合稱為「**獨家購買權協議A**」），李先生及曹先生已經不可撤銷及無條件地授權重慶睿博在適用的中國法律法規允許的情況下，於悅誠合約安排期間，以李先生及曹先生對重慶渝港澳的註冊資本出資和名義代價中的較低者或當時適用的中國法律法規允許的最低代價收購李先生及曹先生所共同持有的重慶渝港澳100%股權的全部或者部分。此外，根據獨家購買權協議IIA，李先生和曹先生已不可撤銷地承諾，以遵守中國法律法規為前提，他們將把其因本公司在終止悅誠合約安排時收購重慶悅誠股權而收到的任何代價返還給本公司。

(4) Shareholders' Rights Entrustment Agreements A and Power of Attorneys A

Shareholders' Rights Entrustment Agreement IA and Power of Attorney IA

Pursuant to the shareholders' rights entrustment agreement executed by and among Chongqing Ruibo, Chongqing Yugangao and Chongqing Yuecheng (the "**Shareholders' Rights Entrustment Agreement IA**"), Chongqing Yugangao executed a power of attorney in favour of Chongqing Ruibo (the "**Power of Attorney IA**") pursuant to which Chongqing Yugangao has irrevocably and unconditionally authorized Chongqing Ruibo to, among other things:

- (i) act as the agent of Chongqing Yugangao and to make decisions which Chongqing Yugangao is entitled to make as the shareholder of Chongqing Yuecheng on behalf of Chongqing Yugangao;
- (ii) exercise all its rights of shareholder and voting rights in Chongqing Yuecheng as granted by the PRC law and the articles and associations of Chongqing Yuecheng, including but not limited to selling, transferring, pledging or otherwise dealing in all or any of the equity interests in Chongqing Yuecheng; and
- (iii) serve as the legal representative, chairman, executive director or manager of Chongqing Yuecheng in accordance with its articles and associations, or nominate, appoint or change the legal representative, chairman, directors, supervisors, chief executive officer, manager or other management level personnel of Chongqing Yuecheng.

Chongqing Ruibo is entitled to authorize any person or entity, any Directors or any successor or liquidator of such directors to exercise the rights which Chongqing Ruibo is authorized to exercise under the Power of Attorney IA.

(4) 股東表決權委託協議A及授權委託書A

股東表決權委託協議IA及授權委託書IA

根據重慶睿博、重慶渝港澳及重慶悅誠簽署的股東表決權委託協議(「**股東表決權委託協議IA**」)，重慶渝港澳簽署了一份向重慶睿博授權的授權委託書(「**授權委託書IA**」)，根據該授權委託書重慶渝港澳不可撤銷及無條件授權重慶睿博：

- (i) 作為重慶渝港澳的代理人及代表重慶渝港澳作出重慶渝港澳作為重慶悅誠的股東而有權作出的決定；
- (ii) 行使中國法律及重慶悅誠的章程授予的於重慶悅誠的所有股東權利及投票權，包括但不限於出售、轉讓、質押或以其他方式處置重慶悅誠全部或任何股權；及
- (iii) 根據重慶悅誠的章程擔任重慶悅誠的法定代表人、主席、執行董事或經理，或提名、委任或替換重慶悅誠的法定代表人、主席、董事、監事、首席執行官、經理或其他管理層人員。

重慶睿博有權授權任何人或實體、任何董事或任何該等董事之繼承人或清盤人執行重慶睿博在授權委託書IA下被授權行使的權利。

In addition, pursuant to the Shareholders' Rights Entrustment Agreement IA, Chongqing Yugangao guarantees and undertakes that:

- (i) in the event it receives any asset (including the equity interest of Chongqing Yuecheng) in relation to the liquidation, winding-up, dismissal or termination of Chongqing Yuecheng, Chongqing Yugangao agrees to transfer at nil consideration or at the lowest consideration as permitted by the then applicable laws and regulations to Chongqing Ruibo such asset; and
- (ii) without prior approval of Chongqing Ruibo, it will neither, directly or indirectly, participate or engage in any business which is or may be in competition with the business of Chongqing Yuecheng or its associated companies, or be engaged by any entity which is or may be in competition with the business of Chongqing Yuecheng or its associated companies, or hold any assets of such entity or hold more than 5% interest in such entity.

Pursuant to the Shareholders' Rights Entrustment Agreement IA, any successor to Chongqing Yugangao shall hold the respective equity interest in Chongqing Yuecheng subject to conditions, requirements and obligations under the Shareholders' Rights Entrustment Agreement IA.

另外，根據股東表決權委託協議 IA，重慶渝港澳保證及承諾如下：

- (i) 在重慶渝港澳接收到重慶悅誠有關清盤、清算、解散或終止的任何資產(包括重慶悅誠的股權)時，重慶渝港澳同意無償或以當時適用的法律及法規允許的最低代價將該等資產轉讓予重慶睿博；及
- (ii) 在沒有得到重慶睿博的事先許可的情況下，重慶渝港澳將不會直接或間接地參與或開展任何與重慶悅誠或其關連公司業務存在或可能存在競爭的業務，或受任何與重慶悅誠或其關連公司業務存在或可能存在競爭的實體委託，或持有該等實體的任何資產或持有該等實體超過5%的權益。

根據股東表決權委託協議 IA，重慶渝港澳的任何繼承者持有重慶悅誠的相應股權，應以遵守股東表決權委託協議 IA 的條件、要求及義務為前提。

Shareholders' Rights Entrustment Agreement IIA and Power of Attorney IIA

Pursuant to the shareholders' rights entrustment agreement executed by and among Chongqing Ruibo, Mr. Li, Mr. Cao and Chongqing Yugangao (the "**Shareholders' Rights Entrustment Agreement IIA**", together with the Shareholders' Rights Entrustment Agreement IA, the "**Shareholders' Rights Entrustment Agreements A**"), Mr. Li and Mr. Cao executed a power of attorney in favour of Chongqing Ruibo (the "**Power of Attorney IIA**", together with the Power of Attorney IA, the "**Power of Attorneys A**") pursuant to which Mr. Li and Mr. Cao have irrevocably and unconditionally authorized Chongqing Ruibo to, among other things:

- (i) act as the agent of Mr. Li and Mr. Cao to convene and attend shareholder meetings of Chongqing Yugangao in accordance with its articles and associations;
- (ii) exercise all their rights of shareholders and voting rights in Chongqing Yugangao as granted by the PRC law and its articles and associations, including but not limited to selling, transferring, pledging or otherwise dealing in all or any of the equity interests in Chongqing Yugangao; and
- (iii) serve as the legal representative, chairman, executive director or manager of Chongqing Yugangao in accordance with its articles and associations, or nominate, appoint or change the legal representative, chairman, directors, supervisors, chief executive officer, manager or other management level personnel of Chongqing Yugangao.

Chongqing Ruibo is entitled to authorize any person or entity, any Directors or any successor or liquidator of such Directors to exercise the rights which Chongqing Ruibo is authorized to exercise under the Power of Attorney IIA.

股東表決權委託協議IIA及授權委託書IIA

根據重慶睿博、李先生、曹先生及重慶渝港澳簽署的股東表決權委託協議(「**股東表決權委託協議IIA**」, 連同股東表決權委託協議IA合稱為「**股東表決權委託協議A**」), 李先生及曹先生簽署了一份向重慶睿博授權的授權委託書(「**授權委託書IIA**」, 連同授權委託書IA合稱為「**授權委託書A**」), 根據該授權委託書李先生及曹先生不可撤銷及無條件地授權重慶睿博:

- (i) 作為李先生及曹先生的代理人根據重慶渝港澳的章程召集並參加重慶渝港澳的股東大會;
- (ii) 行使中國法律及重慶渝港澳的章程授予的於重慶渝港澳的所有股東權利及投票權, 包括但不限於出售、轉讓、質押或以其他方式處置重慶渝港澳全部或任何股權; 及
- (iii) 根據重慶渝港澳的章程擔任重慶渝港澳的法定代表人、主席、執行董事或經理, 或提名、委任或替換重慶渝港澳的法定代表人、主席、董事、監事、首席執行官、經理或其他管理層人員。

重慶睿博有權授權任何人或實體、任何董事或任何該等董事之繼承人或清盤人執行重慶睿博在授權委託書IIA下被授權行使的權利。

In addition, pursuant to the Shareholders' Rights Entrustment Agreement IIA, each of Mr. Li and Mr. Cao guarantees and undertakes that:

- (i) in the event he receives any asset (including the equity interest of Chongqing Yugangao) in relation to the liquidation, winding-up, dismissal or termination of Chongqing Yugangao, he agrees to transfer at nil consideration or at the lowest consideration as permitted by the then applicable laws and regulations to Chongqing Ruibo such asset; and
- (ii) without prior approval of Chongqing Ruibo, he will neither, directly or indirectly, participate or engage in any business which is or may be in competition with the business of Chongqing Yugangao or its associated companies, or be engaged by any entity which is or may be in competition with the business of Chongqing Yugangao or its associated companies, or hold any assets of such entity or hold more than 5% interest in such entity.

Pursuant to the Shareholders' Rights Entrustment Agreement IIA, in the event of Mr. Li's or Mr. Cao's death, loss of capacity, marriage, divorce or bankruptcy or other similar events affecting Mr. Li or Mr. Cao in exercising their respective shareholders' rights of Chongqing Yugangao, any successor to Mr. Li or Mr. Cao shall hold the respective equity interest in Chongqing Yugangao subject to conditions, requirements and obligations under the Shareholders' Rights Entrustment Agreement IIA.

另外，根據股東表決權委託協議 IIA，李先生及曹先生保證及承諾如下：

- (i) 在其收到重慶渝港澳有關清盤、清算、解散或終止的任何資產(包括重慶渝港澳的股權)時，其同意無償或以當時適用法律及法規允許的最低代價將該等資產轉讓予重慶睿博；及
- (ii) 在沒有得到重慶睿博的事先許可的情況下，其將不會直接或間接地參與或開展任何與重慶渝港澳或其關連公司業務存在或可能存在競爭的業務，或受任何與重慶渝港澳或其關連公司業務存在或可能存在競爭的實體委託，或持有該等實體的任何資產或持有該等實體超過5%的權益。

根據股東表決權委託協議 IIA，在李先生或曹先生因去世、失去行為能力、結婚、離婚或破產或其他類似事件從而影響李先生或曹先生行使其各自於重慶渝港澳的股東權益的情況下，李先生或曹先生的任何繼承者持有重慶渝港澳相應的股權，惟應遵守股東表決權委託協議 IIA 的條件、要求及義務。

(5) Spouse Undertakings A

Pursuant to the spouse undertakings (“**Spouse Undertakings A**”) executed by Ms. Shi, the spouse of Mr. Cao, Ms. Shi has irrevocably undertaken that:

- (a) she has full knowledge of and has consented to the entering into of the Yuecheng Contractual Arrangements to which Mr. Cao is a party, and in particular, the equity interest in Chongqing Yugangao owned by Mr. Cao is not part of the common assets of Mr. Cao and herself, she is not entitled to any rights attached to such equity interests of Mr. Cao in Chongqing Yugangao (including the rights arising from the Yuecheng Contractual Arrangements), she shall not engage in any activities interfering the performance of the Yuecheng Contractual Arrangements (including but not limited to claiming her entitlement to the equity interest of Chongqing Yugangao owned by Mr. Cao and any rights arising from the Yuecheng Contractual Arrangements).
- (b) she has not, is not and shall not in the future participate in the operation and management in relation to Chongqing Yugangao and claim any interest in relation to the equity interest and assets of Chongqing Yugangao.
- (c) in the event she receives all or part of the equity interest of Chongqing Yugangao for any reason, she agrees to be a party to the Yuecheng Contractual Arrangements and be bound by the relevant restrictions as set out in the Yuecheng Contractual Arrangements and perform any act and execute all necessary documents in order to give effect to such restrictions.

(5) 配偶承諾函A

根據石女士(曹先生的配偶)簽署的配偶承諾函(「**配偶承諾函A**」), 石女士不可撤銷地承諾:

- (a) 她完全知悉並同意曹先生作為其中一方簽訂悅誠合約安排, 及尤其是, 曹先生持有的重慶渝港澳的股權不屬於曹先生與她自己的共同財產, 她不享有曹先生在重慶渝港澳股權的任何權益(包括悅誠合約安排所產生的權利), 她不會採取任何干涉悅誠合約安排履行之行動(包括但不限於主張對曹先生擁有的重慶渝港澳股權的所有權及悅誠合約安排所產生的任何權利)。
- (b) 她未曾、不會且未來也不會參與有關重慶渝港澳的經營和管理及主張與重慶渝港澳的股權和資產有關的任何權益。
- (c) 如果由於任何原因導致其獲得重慶渝港澳全部或部分股權, 她同意作為悅誠合約安排的一方及受悅誠合約安排規定的有關限制的約束, 及採取任何行動並簽署一切所需文件以使該等限制得以有效實施。

Authorization to obtain assets of Chongqing Yuecheng

Pursuant to the Shareholders' Rights Entrustment Agreement IA and the Power of Attorney IA, Chongqing Ruibo has been authorized to exercise all rights of Chongqing Yugangao as the sole shareholder of Chongqing Yuecheng under applicable laws and the articles of association of Chongqing Yuecheng, including but not limited to the right to dividends and right to deal with the assets of Chongqing Yuecheng. It is also the guarantee and undertaking that, in the Shareholders' Rights Entrustment Agreement IA, in the event it receives any asset (including the equity interest of Chongqing Yuecheng) in relation to the liquidation, winding-up, dismissal or termination of Chongqing Yuecheng, Chongqing Yugangao agrees to transfer at nil consideration or at the lowest consideration as permitted by the then applicable laws and regulations to Chongqing Ruibo such asset.

Dispute resolution

Pursuant to the Yuecheng Contractual Arrangements, any dispute arising from the validity, interpretation and performance of the Yuecheng Contractual Arrangements between the parties thereto should first be resolved through negotiation. If the parties are unable to settle the dispute within 30 days, any party may submit the said dispute to the Chongqing Arbitration Commission with a view to resolving the dispute through arbitration in accordance with the arbitration rules thereof. The results of the arbitration shall be final and binding on all relevant parties. The arbitral commission shall have the right to award remedies over the equity interest and property interest and other assets of Chongqing Yuecheng, injunctive relief (for the conduct of business or to compel the transfer of assets) or order the winding up of Chongqing Yuecheng (the "**Arbitral Award Provisions**").

授權以獲得重慶悅誠的資產

根據股東表決權委託協議IA及授權委託書IA，重慶睿博已被授權行使在適用法律及重慶悅誠公司章程下重慶渝港澳作為重慶悅誠唯一股東的所有權利，包括但不限於分紅權和處置重慶悅誠資產的權利。這也是在股東表決權委託協議IA中重慶渝港澳對其收到的因重慶悅誠的清算、清盤、解散或終止的任何資產(包括重慶悅誠的股權)時同意以零代價或當時適用的法律法規允許的最低代價向重慶睿博轉讓該等資產的保證和承諾。

爭議解決

根據悅誠合約安排，因悅誠合約安排的有效性、解釋和履行而引起的各方之間的任何爭議應先通過協商解決。如各方未能於30日內解決爭議，任何一方可以將該爭議提交給重慶仲裁委員會，以按照其當時有效的仲裁規則通過仲裁解決爭議。仲裁結果為終局及對所有有關各方具有約束力。仲裁委員會有權對重慶悅誠的股權、財產權益及其他資產裁定救濟措施、(就有關業務或強制性的資產轉讓)裁定強制救濟或命令重慶悅誠清盤(「**仲裁裁定條款**」)。

The Yuecheng Contractual Arrangements also provide that pending formation of the arbitral tribunal or in appropriate cases, the courts of Hong Kong, the Company's place of incorporation (the Cayman Islands), Chongqing Yuecheng's place of establishment (the PRC), the jurisdiction where the principal assets of Chongqing Ruibo and Chongqing Yuecheng are located (the PRC) have the power to grant interim remedies in support of the arbitration (the "**Interim Remedies Provisions**").

However, as advised by the PRC Legal Advisor according to the PRC laws and regulations, the arbitral tribunal normally would not grant such kind of remedies or injunctive relief or winding up order of such PRC operational entities as Chongqing Yuecheng under the PRC laws and regulations. For instance, the arbitral commission has no authority to grant such injunctive relief, nor will it be able to order the winding up of the PRC operational entities pursuant to existing PRC laws and regulations. In addition, interim remedies or enforcement order granted by overseas courts such as Hong Kong and Cayman Islands may not be recognizable or enforceable in China.

C. Business Activities of the Yuecheng Operating Entities

Chongqing Yuecheng is a company established under the laws of the PRC with limited liability and is principally engaged in higher education management consulting service. Chongqing Electronic Information College is a full-time ordinary higher education institution located in Chongqing city, the PRC, providing higher vocational (junior college) education. Qufu Fareast Vocational and Technical College is a full-time ordinary higher education institution located in Qufu city, Shandong Province, the PRC, providing higher vocational (junior college) education.

悅誠合約安排還規定，在組建仲裁庭之前，或在適當的情況下，香港、本公司成立地點(開曼群島)、重慶悅誠的成立地點(中國)、重慶睿博及重慶悅誠主要資產所在地的管轄區(中國)的法院有權裁定臨時救濟措施以支持仲裁(「**臨時救濟條款**」)。

然而，根據中國法律顧問的意見，根據中國的法律法規，仲裁庭根據中國的法律法規通常不會就中國經營實體如重慶悅誠裁定上述救濟措施或強制救濟或清盤令。例如，依照現行的中國法律法規，仲裁委員會無權給予此類強制救濟，也不能下令中國經營實體清盤。此外，海外法院如香港和開曼群島法院頒佈的臨時救濟或執行令在中國可能不被承認或執行。

C. 悅誠營運實體的業務活動

重慶悅誠為根據中國法律成立的有限責任公司，主要從事高等教育管理諮詢服務。重慶電信職業學院為一所位於中國重慶市的全日制普通高等院校，提供高職(大專)學歷教育。曲阜遠東職業技術學院為一所位於中國山東省曲阜市的全日制普通高等院校，提供高職(大專)學歷教育。

D. Significance and financial contributions of the Yuecheng Operating Entities to the Group

Pursuant to the Yuecheng Contractual Arrangements, the Group obtains control over and derives the economic benefits from the Yuecheng Operating Entities. The table below sets out the financial contribution of the Yuecheng Operating Entities to the Group:

D. 悅誠營運實體對本集團的重要性及財務貢獻

根據悅誠合約安排，本集團取得悅誠營運實體的控制權，並從中獲得經濟利益。下表載列悅誠營運實體對本集團的財務貢獻：

Significances and financial contribution to the Group 對本集團的重要性及財務貢獻			
	Revenue 收益	Net Profit 純利	Total Assets 總資產
	For the year ended 31 December 2022 截至2022年12月31日 止年度	For the year ended 31 December 2022 截至2022年12月31日 止年度	As of 31 December 2022 截至2022年12月31日
Significances and financial contribution to the Group 對本集團的重要性及財務貢獻	3.9%	4.3%	8.8%

E. Revenue and assets involved in Yuecheng Contractual Arrangements**E. 悅誠合約安排所涉收益及資產**

	Revenue 收益 RMB'000 人民幣千元	Assets 資產 RMB'000 人民幣千元
	For the year ended 31 December 2022 截至2022年12月31日 止年度	As at 31 December 2022 於2022年12月31日
Yuecheng Operating Entities 悅誠營運實體	91,422	1,053,380

F. Reasons for use of the Yuecheng Contractual Arrangement

Higher Education

According to the PRC laws and regulations, the business of the Yuecheng Operating Entities is a restricted business to foreign investors at present.

The Yuecheng Operating Entities engages in higher education in the PRC. At present, according to the Special Administrative Measures for Access of Foreign Investment (Negative List) (2021) (《外商投資准入特別管理措施(負面清單)》(2021年版)) (the “**Negative List**”), higher education is a restricted business for foreign investors and limited to Sino-foreign cooperative operations led by Chinese nationals. The Company is an overseas company registered outside the PRC, which is a foreign investor; and accordingly, if the equity interest in Chongqing Yuecheng were owned by the Company, it would be regarded as a foreign investor as well.

Furthermore, pursuant to the Implementation Opinions on Encouraging and Guiding Private Fund’s Entry into the Education Sector and Promoting Healthy Development of Private Education* (《關於鼓勵和引導民間資金進入教育領域促進民辦教育健康發展的實施意見》) promulgated by the Ministry of Education of the PRC on 18 June 2012 the foreign portion of the total investment in a Sino-foreign joint venture private school should be below 50% (the “**Foreign Ownership Restriction**”).

As advised by the PRC Legal Advisor, pursuant to Regulations on Sino-foreign Cooperation of Educational Institutions* (《中外合作辦學條例》) and its implementing measures (the “**Implementing Measures**”), the foreign investor of a Sino-foreign cooperative educational institution shall be a foreign educational institution with relevant qualification and the quality of education services provided by it is relatively high (the “**Qualification Requirement**”). There are no specific criteria or guidance on the Qualification Requirement under the current PRC laws and regulations.

* English names are translated for identification purpose only.

F. 使用悦誠合約安排的原因

高等教育

根據中國法律法規，目前悦誠營運實體的業務是對外國投資者限制的業務。

悦誠營運實體在中國從事高等教育。目前，根據《外商投資准入特別管理措施(負面清單)》(2021年版)(「**負面清單**」)，高等教育對外國投資者是限制類業務，限於中外合作辦學，中方主導。本公司是中國境外註冊的一家境外公司，是外國投資者，相應地，如果本公司持有重慶悦誠的股權，重慶悦誠也將被視為外國投資者。

此外，根據中國教育部於2012年6月18日頒佈的《關於鼓勵和引導民間資金進入教育領域促進民辦教育健康發展的實施意見》，中外合作辦學機構中的境外資金的比例應低於50%(「**外國所有權限制**」)。

根據中國法律顧問的意見以及《中外合作辦學條例》及其實施辦法(「**實施辦法**」)，中外合作辦學機構的外方投資者應為具有相應的辦學資格和較高的辦學質量(「**資格要求**」)的教育機構。目前中國法律法規對於資格要求尚未有具體的標準和指引。

* 英譯名僅供識別。

As further advised by the PRC Legal Advisor, the principal business of the Yuecheng Operating Entities falls within the aforesaid industry, and the Company, as a foreign investor investing in the business of operating higher education in the PRC, the PRC Legal Advisor is of the view that (i) there are no specific requirements in the Implementing Measures or specific criteria or guidance under the current PRC laws and regulations as to how Chongqing Yuecheng can be regarded as an educational institution; and (ii) if Chongqing Yuecheng were a subsidiary of the Group, it would not be qualified to act as a foreign investor in a Sino-foreign cooperative educational institution, until the relevant specific implementation measures and/or guidance have been promulgated to enable the Group to attain such qualification.

Based on the above and as confirmed by the PRC Legal Advisor, in order to achieve the business purpose of the Company, the Yuecheng Contractual Arrangements, through which the Group will be able to exercise full control over Chongqing Yuecheng and consolidate the financial results of Chongqing Yuecheng into the accounts of the Group, have been utilized to minimize the potential conflict with relevant PRC laws and regulations.

根據中國法律顧問的進一步建議，悅誠營運實體的主營業務被歸類於前述的行業，本公司作為在中國投資運營高等教育的外國投資者，中國法律顧問認為(i)就重慶悅誠如何能被視為一個教育機構，實施辦法中沒有具體的要求，現行的中國法律法規項下沒有具體標準或指引；及(ii)如重慶悅誠是本集團的附屬公司，其不符合作為中外合作辦學機構中外國投資者的資格要求，直至頒佈相關具體實施辦法及／或指引使本集團能夠取得該資格。

基於上述以及中國法律顧問的確認，為實現本公司的商業目的，採用了悅誠合約安排(通過該安排本集團將可實現對重慶悅誠的完全控制並且將重慶悅誠的財務業績合併到本集團的賬目中)以最大限度地減少與相關中國法律法規的潛在衝突。

G. Risks associated with the arrangements and the actions taken to mitigate the risks

Risks

As the primary beneficiary of Chongqing Yuecheng, the Group is exposed to the business risks and financial risks faced by Chongqing Yuecheng.

There is no assurance that Chongqing Yuecheng will generate any profit which can be paid to the Group through the Yuecheng Contractual Arrangements

There is no assurance that Chongqing Yuecheng will generate any profit which can be paid to the Group through the Exclusive Business Cooperation Agreement A and the Shareholders' Rights Entrustment Agreement IA. Any profit or loss of Chongqing Yuecheng (net of intra-group transactions) will be reflected in the consolidated financial statement of the Group.

A substantial amount of costs and time may be involved in transferring the ownership of Chongqing Yuecheng to the Group under the Exclusive Call Option Agreements A

The exercise of the Exclusive Call Option Agreement IA is subject to applicable laws and regulations of the PRC. There is no assurance that the acquisition of the equity interest in Chongqing Yuecheng held by Chongqing Yugangao under the Exclusive Call Option Agreement IA will be permitted in the future, or whether such acquisition will incur any costs and expenses to the Group in addition to the consideration stipulated under the Exclusive Call Option Agreement IA. Due to these limitations, the transfer of equity interest in Chongqing Yuecheng pursuant to the exercise of the call option under the Exclusive Call Option Agreement IA may still be subject to substantial costs.

There is no assurance that the Yuecheng Contractual Arrangements could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Yuecheng Contractual Arrangements do not comply with applicable regulations.

G. 與安排有關的風險及為降低風險而採取的行動

風險

作為重慶悅誠的首要受益人，本集團面臨重慶悅誠所面臨的業務風險和財務風險。

不能保證重慶悅誠將會產生任何利潤，並通過悅誠合約安排支付予本集團

不能保證重慶悅誠將會產生任何利潤，並通過獨家業務合作協議A和股東表決權委託協議IA支付予本集團。任何重慶悅誠的利潤或損失(除去集團內部的交易)將會反映在本集團的綜合財務報表中。

根據獨家購買權協議A向本集團轉讓重慶悅誠所有權可能會涉及大量的成本及時間

獨家購買權協議IA的執行受限於適用的中國法律法規。不能保證根據獨家購買權協議IA收購重慶渝港澳持有的重慶悅誠的股權在未來是被允許的，或該等收購是否會對本集團產生除獨家購買權協議IA中規定的代價外的任何成本和費用。因該等限制，根據執行獨家購買權協議IA的購買權轉讓重慶悅誠的股權可能仍會涉及大量的成本。

不能保證悅誠合約安排能符合中國監管規定的未來變化，且中國政府可能裁定悅誠合約安排不符合適用法規。

At the time when the Yuecheng Contractual Arrangements were entered into, the PRC Legal Advisor advised that the execution, delivery and performance of the Yuecheng Contractual Arrangements by each of the parties thereto, were in compliance with (i) the provisions under the articles of association of such party and (ii) any applicable PRC laws and regulations. However, the interpretation and implementation of the laws and regulations concerning the foreign investment in the PRC, and their application to and effect on the legality, binding effect and enforceability of contracts, are subject to the discretion of competent PRC legislative, administrative and judicial authorities. In particular, there is no assurance that PRC legislative, administrative or judicial authorities will not adopt a different or contrary interpretation or view against view of the Company and its legal advisor in respect of the legality, binding effect and enforceability of the Yuecheng Contractual Arrangements, and may determine that the contracts do not comply with applicable regulations.

The Yuecheng Contractual Arrangements may not be as effective as direct ownership in providing control over Chongqing Yuecheng

Further, the Yuecheng Contractual Arrangements may not provide control over Chongqing Yugangao and Chongqing Yuecheng as effective as direct ownership; Mr. Li, Mr. Cao and Chongqing Yugangao may have potential conflicts of interest with the Company; and the Yuecheng Contractual Arrangements may be subject to scrutiny of the tax authorities and additional tax may be imposed on the Group.

Insurance

We believe that there are limited business insurance products available in the market, and to the best knowledge of the Directors, no insurance products specifically designed for protecting the risks relating to the Yuecheng Contractual Arrangements are available in the PRC market. Further, it is not compulsory for Chongqing Yugangao and Chongqing Yuecheng to maintain an insurance policy to cover risks relating to the Yuecheng Contractual Arrangements under the applicable PRC laws and regulations. Accordingly, the Group has not purchased any insurance to cover the above risks.

於悅誠合約安排簽訂時，中國法律顧問告知，悅誠合約安排的協議各方簽署、交付和履行悅誠合約安排是符合(i)各自章程的規定，及(ii)任何適用的中國法律法規。然而，關於在中國的外國投資的法律法規的解釋和實施，及其在合法性、約束力和合約的可執行性上的應用和效力受限於主管的中國立法、行政和司法機關的裁量。尤其是不能保證中國立法、行政或司法機關將不會採用一個與本公司及其法律顧問關於悅誠合約安排的合法性、約束力和可執行性的觀點不同或者相反的解釋或觀點，並且可能認定合約不符合適用的法規。

於提供對重慶悅誠的控制時悅誠合約安排可能不會如直接持股一樣有效

此外，悅誠合約安排可能不會提供對重慶渝港澳和重慶悅誠如直接持股一樣有效的控制；李先生、曹先生和重慶渝港澳也許會與本公司有潛在的利益衝突；悅誠合約安排也許受限於稅務機關的審查並且可能會對本集團徵收額外的稅款。

保險

我們認為市場上可獲得的業務保險產品是有限的，並且據董事所知，中國市場上沒有可用的針對於保護關於悅誠合約安排風險設計的保險產品。此外，在適用的中國法律法規下，重慶渝港澳和重慶悅誠並無強制義務購買保險以保障與悅誠合約安排有關的風險。因此，本集團沒有購買任何保險以保障上述風險。

Internal control

In order to mitigate the risks associated with the Yuecheng Contractual Arrangements, the Company has put in place effective internal controls over Chongqing Ruibo, Chongqing Yugangao, Chongqing Yuecheng and the Yuecheng Operating Entities to safeguard its assets held through the Yuecheng Contractual Arrangements. As a wholly-owned subsidiary of the Company, Chongqing Ruibo is subject to all the internal control process and procedures applicable to the Group.

The operations of Chongqing Yugangao and Chongqing Yuecheng are exclusively controlled by Chongqing Ruibo through the Yuecheng Contractual Arrangements and the Group has applied its internal control processes and procedures to Chongqing Yugangao and Chongqing Yuecheng. In particular, pursuant to the Yuecheng Contractual Arrangements, (i) Chongqing Ruibo has the right to nominate, appoint or terminate, the legal representatives, chairman, directors, supervisors, chief executive officer, manager and other senior management members of Chongqing Yugangao and Chongqing Yuecheng; and (ii) without the prior consent of Chongqing Ruibo, Chongqing Yugangao and Chongqing Yuecheng is not allowed to dispose of any of their respective assets with a value of RMB1,000,000 or more.

H. Material changes

As of the date of this annual report, there were no material changes in the Yuecheng Contractual Arrangements and/or the circumstances under which the Yuecheng Contractual Arrangements were adopted.

內部控制

為降低悅誠合約安排的相關風險，本公司對重慶睿博、重慶渝港澳、重慶悅誠及悅誠營運實體實行有效的內部控制，以保障其通過悅誠合約安排所持有的資產。作為本公司之全資附屬公司，重慶睿博受制於所有適用於本集團的內部控制流程及程序。

重慶渝港澳和重慶悅誠的運營由重慶睿博通過悅誠合約安排獨家控制，並且本集團將其內部控制的流程和程序應用於重慶渝港澳和重慶悅誠。特別是根據悅誠合約安排，(i)重慶睿博有權提名、委任或終止重慶渝港澳和重慶悅誠的法定代表人、董事長、董事、監事、首席執行官、經理和其他高級管理人員；及(ii)未經重慶睿博的事先同意，重慶渝港澳和重慶悅誠不得處置任何其各自價值人民幣1,000,000元或以上的資產。

H. 重大變動

截至本年報日期，悅誠合約安排及／或採納悅誠合約安排所基於的情況並未發生重大變動。

I. Unwinding of the Yuecheng Contractual Arrangements

As of the date of this annual report, there has not been any unwinding of any Yuecheng Contractual Arrangements, nor has there been any failure to unwind any Yuecheng Contractual Arrangements when the restrictions that led to the adoption of the Yuecheng Contractual Arrangements are removed. In the event that the PRC regulatory environment changes and all of the Qualification Requirement, the Foreign Ownership Restriction and the Foreign Control Restriction are removed (and assuming there are no other changes in the relevant PRC laws and regulations), Chongqing Ruibo will exercise the relevant call option in full to unwind the contractual arrangements so that the Company will be able to directly operate the schools without using the Yuecheng Contractual Arrangements.

For details of the above Yuecheng Contractual Arrangements, please refer to the announcement of the Company dated 27 September 2017.

I. 悅誠合約安排的解除

截至本年報日期，並未解除任何悅誠合約安排，亦未發生在致使採納悅誠合約安排的限制取消時無法解除悅誠合約安排的任何情況。倘中國監管環境有變而所有資格要求、外資擁有權限制及外資控制權限制被撤銷(假設相關中國法律法規概無其他變動)，重慶睿博將悉數行使相關購買權以解除合約安排，使本公司能夠直接經營學校而無須使用悅誠合約安排。

有關上述悅誠合約安排的詳情，請參閱本公司日期為2017年9月27日之公告。

CONTRACTUAL ARRANGEMENTS IN RELATION TO THE JIERUI OPERATING ENTITIES

The Jierui Contractual Arrangements

On 2 May 2018, Chongqing Mengzhuo, an indirect wholly-owned subsidiary of the Company, entered into a set of agreements with Shiji Kuangao (Beijing) Investment Management Co., Ltd* (世紀寬高(北京)投資管理有限公司) (“**Shiji Kuangao**”), Chongqing Jierui Education Technology Co., Ltd* (重慶傑睿教育科技有限公司) (“**Jierui**”) and its shareholders, Mr. Li and Mr. Li Jiandong (“**Mr. Li JD**”), namely, the (a) Exclusive Business Cooperation Agreement B, (b) Equity Pledge Agreements B, (c) Exclusive Call Option Agreements B, (d) Shareholders’ Rights Entrustment Agreements B; and (e) Power of Attorneys B, and (f) Spouse Undertakings B, (as defined below) (collectively, the “**Jierui Contractual Arrangements**”).

有關傑睿營運實體的合約安排

傑睿合約安排

於2018年5月2日，本公司間接全資附屬公司重慶夢卓與世紀寬高(北京)投資管理有限公司(「**世紀寬高**」)、重慶傑睿教育科技有限公司(「**傑睿公司**」)及其股東李先生及李建東先生(「**李建東先生**」)，訂立了一系列協議，即(a)獨家業務合作協議B，(b)股權質押協議B，(c)獨家購買權協議B，(d)股東表決權委託協議B；及(e)授權委託書B，及(f)配偶承諾函B(定義見下文)(統稱「**傑睿合約安排**」)。

Jierui is currently holding:

- (a) 100% equity interest in Shiji Kuangao, which in turn holds 51% equity interest in Beijing Xiaoi Intelligent Technology Company Limited* (北京小愛智能科技有限公司) (“**Xiaoai Technology**”);
- (b) 100% equity interest in Minsheng Education High School Company Limited* (樂陵民生教育高級中學有限公司), also known as Laoling Minsheng Education High School* (樂陵民生教育高級中學) (“**Laoling Minsheng Education High School**”);
- (c) 100% equity interest in Chongqing Fanyun Education Technology Company Limited* (重慶凡韻教育科技有限公司) (“**Chongqing Fanyun**”), which in turn holds 51% equity interest in Guangdong Minsheng Online Education Technology Company Limited* (廣東民生在線教育科技有限公司) (“**Minsheng Online**”);
- (d) 100% equity interest in Beijing Yierxue Education Technology Company Limited* (北京易而學教育科技有限公司) (“**Beijing Yierxue**”), which in turn holds 100% of UMOOC Online Education Technology (Beijing) Limited Company* (優慕課在線教育科技(北京)有限責任公司) (“**UMOOC**”); and
- (e) 100% equity interest in Beijing Minsheng Zhicai Education Technology Company Limited* (北京民晟智才教育科技有限公司) (“**Minsheng Zhicai**”), which in turn holds 60% of Doxue Network Technology (Beijing) Company Limited* (都學網絡科技(北京)有限公司) (“**Doxue Network**”).

Shiji Kuangao, Xiaoai Technology, Laoling Minsheng Education High School, Chongqing Fanyun, Minsheng Online and its subsidiaries, Beijing Yierxue, UMOOC, Minsheng Zhicai, and Doxue Network and its subsidiaries are collectively referred to as “**Jierui Operating Entities**” in this section.

* English names are translated for identification purpose only.

傑睿公司目前持有：

- (a) 世紀寬高100%股權，從而持有北京小愛智能科技有限公司(「小愛科技」) 51%股權；
- (b) 樂陵民生教育高級中學有限公司，亦稱樂陵民生教育高級中學(「樂陵民生教育高級中學」)100%股權；
- (c) 重慶凡韻教育科技有限公司(「重慶凡韻」) 100%股權，從而持有廣東民生在線教育科技有限公司(「民生在線」) 51%股權；
- (d) 北京易而學教育科技有限公司(「北京易而學」) 100%股權，從而持有優慕課在線教育科技(北京)有限責任公司(「優慕課」)100%股權；及
- (e) 北京民晟智才教育科技有限公司(「民晟智才」) 100%股權，從而持有都學網絡科技(北京)有限公司(「都學網絡」) 60%股權。

世紀寬高、小愛科技、樂陵民生教育高級中學、重慶凡韻、民生在線及其附屬公司、北京易而學、優慕課、民晟智才、都學網絡及其附屬公司在本節中統稱為「傑睿營運實體」。

* 英譯名僅供識別。

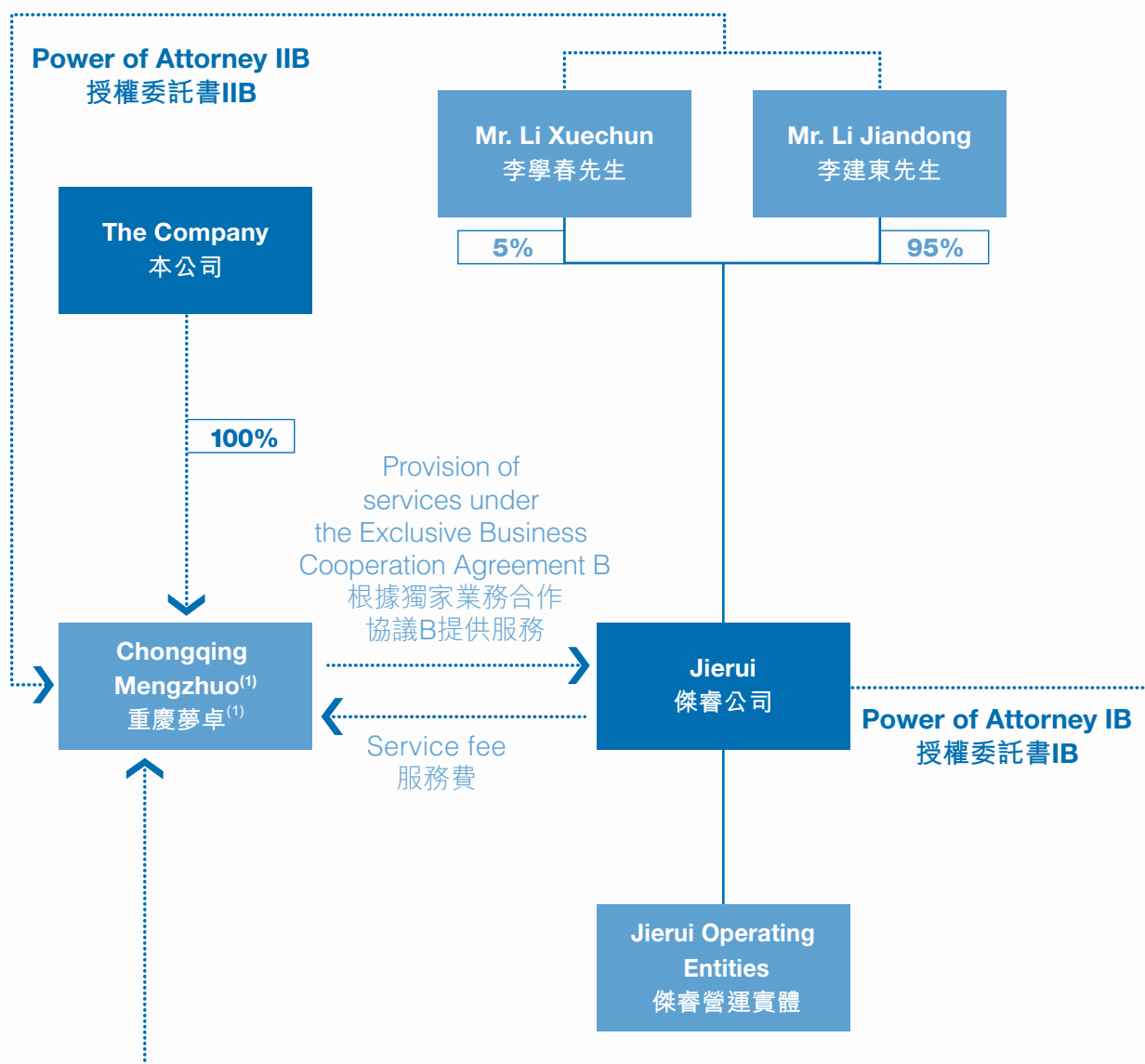
Pursuant to the Jierui Contractual Arrangements:

根據傑睿合約安排：

- | | |
|--|---|
| (i) the Group is able to exercise control over Jierui and the Jierui Operating Entities; | (i) 本集團能夠行使對傑睿公司及傑睿營運實體的控制； |
| (ii) the Group has the right to govern the management of Jierui and the Jierui Operating Entities; | (ii) 本集團有權支配對傑睿公司及傑睿營運實體的管理； |
| (iii) the Group has the right to deal with the assets of Jierui and the Jierui Operating Entities; | (iii) 本集團有權處置傑睿公司及傑睿營運實體的資產； |
| (iv) the Group has the right to acquire the entire equity interest of Jierui and Shiji Kuangao (as and when the PRC relevant rules and regulations allow it to do so); and | (iv) 本集團有權收購傑睿公司及世紀寬高的全部股權(於中國相關規則及法規允許情況下)；及 |
| (v) the Company is able to consolidate the financial results of Jierui and the Jierui Operating Entities into the Group's results. | (v) 本公司能夠將傑睿公司及傑睿營運實體之財務業績合併在本集團之業績內。 |

The following diagram illustrates the relationship among the Company, Chongqing Mengzhuo, the Jierui Operating Entities, Jierui and its shareholders:

下圖顯示了本公司與重慶夢卓、傑睿營運實體、傑睿公司及其股東之間的關係：



Note:

(1) Chongqing Mengzhuo is indirectly wholly-owned by the Company.

附註：

(1) 重慶夢卓由本公司間接全資擁有。

Reasons for use of the Jierui Contractual Arrangements

According to the PRC laws and regulations, the business of the Jierui Operating Entities is a restricted business to foreign investors at present.

使用傑睿合約安排的原因

根據中國法律法規，目前傑睿營運實體的業務是對外國投資者限制的業務。

Laoling Minsheng Education High School is a full-time high school located in Laoling, Shandong Province, the PRC.

At present, pursuant to the Special Administrative Measures for Access of Foreign Investment (Negative List) (2021) (《外商投資准入特別管理措施(負面清單)》(2021年版), high school education is a restricted business for foreign investors and limited to Sino-foreign cooperative operations led by Chinese nationals. The Company is an overseas company registered outside the PRC, which is a foreign investor; and accordingly, if the equity interest in Shiji Kuangao was owned by the Company, it would be regarded as a foreign investor as well.

Furthermore, pursuant to the Implementation Opinions, the foreign portion of the total investment in a Sino-foreign joint venture private school is subject to the Foreign Ownership Restriction.

As advised by the PRC Legal Advisor, pursuant to Implementing Measures, the foreign investor of a Sino-foreign cooperative educational institution is subject to the Qualification Requirement. There is no specific criteria or guidance on the Qualification Requirement under the current PRC laws and regulations.

The businesses operated by Doxue Network, Minsheng Online and its subsidiaries, UMOOC and Xiaoai Technology require a value-added telecommunications business license. Each of Doxue Network, Minsheng Online, UMOOC and Xiaoai Technology holds a value-added telecommunications business license.

According to the “Special Administrative Measures for Foreign Investment Access (Negative List) (2021 Edition)”, the proportion of foreign shares in value-added telecommunications services shall not exceed 50% (except for e-commerce, domestic multi-party communications, store and forward, and call centers).

樂陵民生教育高級中學為一所位於中國山東省樂陵的全日制高中學校。

目前，根據《外商投資准入特別管理措施(負面清單)》(2021年版)，高中教育對外國投資者是限制類業務，限於中外合作辦學，中方主導。本公司是中國境外註冊的一家境外公司，是外國投資者，相應地，如果本公司持有世紀寬高的股權，世紀寬高也將被視為外國投資者。

此外，根據實施意見，中外合作辦學機構中的境外資金的比例受外國所有權限制所規限。

根據中國法律顧問的意見以及實施辦法，中外合作辦學機構的外方投資者受資格要求所規限。目前中國法律法規對於資格要求尚未有具體的標準和指引。

都學網絡、民生在線及其附屬公司、優慕課及小愛科技所經營的業務均需辦理增值電信業務經營許可證。都學網絡、民生在線、優慕課及小愛科技均持有增值電信業務經營許可證。

根據《外商投資准入特別管理措施(負面清單)》(2021年版)，增值電信業務外資股比例不得超過50%(電子商務、國內多方通信、存儲和轉發以及呼叫中心除外)。

As confirmed by the PRC Legal Advisor, in order to achieve the business purpose of the Company, the Jierui Contractual Arrangements, through which the Group will be able to exercise full control over Jierui and consolidate the financial results of Jierui into the accounts of the Group, have been utilized to minimize the potential conflict with relevant PRC laws and regulations.

Termination of the Jierui Contractual Arrangements

The Directors confirm that the Company will monitor the development of the relevant PRC laws and regulations on the Foreign Ownership Restriction and the Qualification Requirement and other relevant restrictions on foreign investors and work closely with Jierui to take all reasonable steps to comply with the other requirements or terminate the Jierui Contractual Arrangements to the extent possible and practicable under the relevant PRC laws and regulations.

In addition to monitoring the development of the relevant PRC laws and regulations on the Qualification Requirement, the Company is also minded to further develop its capabilities to provide higher education services overseas in order to be prepared to satisfy the Qualification Requirement when the relevant specific criteria and guidance become available. The Group owns approximately 22.9% equity interest in Beacon International College PTE LTD. in Singapore and is one of two members of Hong Kong Nang Yan College of Higher Education Limited in Hong Kong. The Group currently participates in the management of these two schools mainly through its representatives who are appointed as directors or governors of each school. As these schools are overseas schools of higher education, which are in line with the principles set out in the Regulations on Sino-foreign Cooperation of Educational Institutions and the Implementation Measures in relation to the status of a foreign investor in a Sino-foreign cooperative educational institution, the Directors believe such investment and involvement in overseas educational institutions will be conducive to the Group's satisfaction of the Qualification Requirement when the relevant laws, regulation, procedures and/or guidance are promulgated.

經中國法律顧問確認，為實現本公司的商業目的，採用了傑睿合約安排(通過該合約安排本集團將可實現對傑睿公司的完全控制並且將傑睿公司的財務業績合併到本集團的賬目中)以最大限度地減少與相關中國法律法規的潛在衝突。

傑睿合約安排的終止

董事確認，本公司將跟蹤有關外國所有權限制及資格要求的相關中國法律法規發展以及其他有關外國投資者的相關限制，並與傑睿公司密切合作，採取一切合理步驟以遵守其他要求或根據相關中國法律法規盡可能並切實可行地終止傑睿合約安排。

除跟蹤相關中國法律法規在資格要求方面的發展之外，本公司還有意進一步發展其在境外提供高等教育服務的能力，以便在有相關具體標準及指引時做好滿足資格要求的準備。本集團在新加坡擁有培根國際學院有限公司約22.9%股權，也是在香港的香港能仁專上學院有限公司的兩名成員之一。本集團目前主要通過委派本集團代表擔任每所學校的董事或校董參與對兩所學校的管理。由於該等學校為境外的高等教育學校，符合《中外合作辦學條例》及其實施辦法對外國投資者在中外合作辦學機構中地位的規定，董事相信該等對境外教育機構的投資和參與將有助於本集團在相關法律、法規、流程及/或指引被頒佈時滿足資格要求。

Details of the Jierui Contractual Arrangements

The major provisions of the contracts in the Jierui Contractual Arrangements are summarized as follows:

(1) Exclusive Business Cooperation Agreement B

Pursuant to the exclusive business cooperation agreement entered into between Chongqing Mengzhuo and Jierui (the “**Exclusive Business Cooperation Agreement B**”), Chongqing Mengzhuo agreed to provide exclusive technical services to Jierui, including but not limited to, technical services, network support, business consulting, market consulting, system maintenance and other services necessary for the business of or as required by Jierui and allowed under the PRC law.

Under the Exclusive Business Cooperation Agreement B, Chongqing Mengzhuo is entitled to charge Jierui each financial year for a service fee equals to all the amount of its net profit (after deducting all costs, expenses, taxes, losses from the previous year (if required by the law) and the statutory provident fund as required by law) for the corresponding period. Chongqing Mengzhuo has the right (but not the obligation) to adjust the amount of such service fee by reference to, among others, the actual services provided and the actual business operations and needs of Jierui, provided that any adjusted amount shall not cause any difficulties for the operations of both of Chongqing Mengzhuo and Jierui.

傑睿合約安排的詳情

傑睿合約安排的合約的主要條文概述如下：

(1) 獨家業務合作協議B

根據重慶夢卓與傑睿公司訂立的獨家業務合作協議(「**獨家業務合作協議B**」)，重慶夢卓同意向傑睿公司提供獨家技術服務，包括但不限於技術服務、網絡支持、業務諮詢、市場諮詢、系統維護及其他傑睿公司業務所需的或傑睿公司要求的並且中國法律所允許的服務。

根據獨家業務合作協議B，重慶夢卓有權在每個財務年度從傑睿公司收取相等於其同期淨利潤(在扣除所有成本、費用、稅項、上年度的虧損(如法律要求)及法律要求的法定公積金之後)的服務費。重慶夢卓有權(但沒有義務)按照(其中包括)提供予傑睿公司的實際服務及傑睿公司實際業務營運及需求調整相關的服務費，但前提是任何經調整的數額應不導致重慶夢卓和傑睿公司營運困難。

(2) Equity Pledge Agreements B

Pursuant to the equity pledge agreement entered into by and among Chongqing Mengzhuo, Jierui and Shiji Kuangao (the “**Equity Pledge Agreement IB**”), Jierui agreed to pledge and grant the first priority security interests over the entire equity interest of Shiji Kuangao owned by Jierui together with all related rights thereto to Chongqing Mengzhuo as security for performance the Jierui Contractual Arrangements and all direct, indirect, consequential damages and foreseeable loss of interest incurred by Chongqing Mengzhuo as a result of enforcement of the obligations of Jierui and Shiji Kuangao under the Jierui Contractual Arrangements until all such obligations are discharged to the satisfaction of Chongqing Mengzhuo or as required by PRC laws and regulations.

In addition, pursuant to the equity pledge agreement entered into by and among Chongqing Mengzhuo, Jierui, Mr. Li and Mr. Li JD (the “**Equity Pledge Agreement IIB**”, together with the Equity Pledge Agreement IB, the “**Equity Pledge Agreements B**”), Mr. Li and Mr. Li JD agreed to pledge and grant the first priority security interests over the 100% equity interest of Jierui owned by Mr. Li and Mr. Li JD in aggregate together with all related rights thereto to Chongqing Mengzhuo as security for performance the Jierui Contractual Arrangements and all direct, indirect, consequential damages and foreseeable loss of interest incurred by Chongqing Mengzhuo as a result of enforcement of the obligations of Mr. Li, Mr. Li JD and Jierui under the Jierui Contractual Arrangements until all such obligations are discharged to the satisfaction of Chongqing Mengzhuo or as required by PRC laws and regulations.

(2) 股權質押協議B

根據由重慶夢卓、傑睿公司及世紀寬高簽訂的股權質押協議(「**股權質押協議IB**」)，傑睿公司同意，將傑睿公司所持有的世紀寬高的全部股權及全部相關權利質押並授出第一順序擔保權益給重慶夢卓，作為履行傑睿合約安排以及重慶夢卓因履行傑睿公司及世紀寬高於傑睿合約安排項下的義務而導致的所有直接、間接、從屬損失和可預見的利益損失的擔保，直至所有該等義務都滿足了重慶夢卓的要求或應中國法律法規要求而被解除。

此外，根據由重慶夢卓、傑睿公司、李先生及李建東先生之間簽訂的股權質押協議(「**股權質押協議IIB**」，連同股權質押協議IB合稱為「**股權質押協議B**」)，李先生與李建東先生同意將由李先生與李建東先生持有的傑睿公司100%股權及全部相關權利質押並授出第一順序擔保權益給重慶夢卓，作為履行傑睿合約安排以及重慶夢卓因履行李先生、李建東先生及傑睿公司於傑睿合約安排項下的義務而導致的所有直接、間接、從屬損失和可預見的利益損失的擔保，直至所有該等義務都滿足了重慶夢卓的要求或應中國法律法規要求而被解除。

(3) Exclusive Call Option Agreements B

Pursuant to the exclusive call option agreement entered into by and among Chongqing Mengzhuo, Jierui and Shiji Kuangao (the “**Exclusive Call Option Agreement IB**”), Jierui has irrevocably and unconditionally granted Chongqing Mengzhuo the right to, as and when permitted by the applicable PRC laws and regulations during the term of the Jierui Contractual Arrangements, acquire all or part of the 100% equity interest of Shiji Kuangao held by Jierui at a consideration which is the lower of the registered capital contribution by Jierui to Shiji Kuangao and nominal consideration, or otherwise at the lowest price permitted by the then applicable PRC laws and regulations. In addition, pursuant to the Exclusive Call Option Agreement IB, Jierui has irrevocably undertaken that, subject to the PRC laws and regulations, they will return to the Company any consideration they receive in the event that the Company acquires the equity interest in Shiji Kuangao when unwinding the Jierui Contractual Arrangements.

In addition, pursuant to the exclusive call option agreement entered into by and among Chongqing Mengzhuo, Jierui, Mr. Li and Mr. Li JD (the “**Exclusive Call Option Agreement IIB**”, together with Exclusive Call Option Agreement IB, the “**Exclusive Call Option Agreements B**”), Mr. Li and Mr. Li JD have irrevocably and unconditionally granted Chongqing Mengzhuo the right to, as and when permitted by the applicable PRC laws and regulations during the term of the Jierui Contractual Arrangements, acquire all or part of the 100% equity interest of Jierui together held by Mr. Li and Mr. Li JD for the lower of the registered capital contribution by Mr. Li and Mr. Li JD to Jierui and nominal consideration, or otherwise at the lowest price permitted by the then applicable PRC laws and regulations. In addition, pursuant to the Exclusive Call Option Agreement IIB, Mr. Li and Mr. Li JD have irrevocably undertaken that, subject to the PRC laws and regulations, they will return to the Company any consideration they receive in the event that the Company acquires the equity interest in Jierui when terminating the Jierui Contractual Arrangements.

(3) 獨家購買權協議B

根據重慶夢卓、傑睿公司及世紀寬高簽訂的獨家購買權協議(「**獨家購買權協議IB**」)，傑睿公司已經不可撤銷及無條件地授權重慶夢卓在適用的中國法律法規允許的情況下，於傑睿合約安排期間，以傑睿公司對世紀寬高註冊資本出資和名義代價中的較低者或屆時適用的中國法律法規允許的最低代價，收購傑睿公司所持有的世紀寬高100%股權的全部或者部分。此外，根據獨家購買權協議IB，傑睿公司已不可撤銷地承諾，以遵守中國法律法規為前提，其將把其因本公司在解除傑睿合約安排時收購世紀寬高股權而收到的任何代價返還給本公司。

此外，根據重慶夢卓、傑睿公司、李先生及李建東先生簽訂的獨家購買權協議(「**獨家購買權協議IIB**」，連同獨家購買權協議IB合稱為「**獨家購買權協議B**」)，李先生及李建東先生已不可撤銷及無條件地授權重慶夢卓在適用的中國法律法規允許的情況下，於傑睿合約安排期間，以李先生及李建東先生對傑睿公司的註冊資本出資和名義代價中的較低者或屆時中國法律法規允許的最低代價收購李先生及李建東先生所共同持有的傑睿公司100%股權的全部或者部分。此外，根據獨家購買權協議IIB，李先生及李建東先生已不可撤銷地承諾，以遵守中國法律法規為前提，他們將把其因本公司在終止傑睿合約安排時收購傑睿公司股權而收到的任何代價返還給本公司。

(4) Shareholders' Rights Entrustment Agreements B and Power of Attorneys B

Shareholders' Rights Entrustment Agreement IB and Power of Attorney IB

Pursuant to the shareholders' rights entrustment agreement executed by and among Chongqing Mengzhuo, Jierui and Shiji Kuangao (the "**Shareholders' Rights Entrustment Agreement IB**"), Jierui executed a power of attorney in favour of Chongqing Mengzhuo (the "**Power of Attorney IB**") pursuant to which Jierui has irrevocably and unconditionally authorized Chongqing Mengzhuo to, among other things:

- (i) act as the agent of Jierui and to make decisions which Jierui is entitled to make as the shareholder of Shiji Kuangao on behalf of Jierui;
- (ii) exercise all its rights of shareholder and voting rights in Shiji Kuangao as granted by the PRC law and the articles and associations of Shiji Kuangao, including but not limited to selling, transferring, pledging or otherwise dealing in all or any of the equity interests in Shiji Kuangao; and
- (iii) serve as the legal representative, chairman, executive director or manager of Shiji Kuangao in accordance with its articles and associations, or nominate, appoint or change the legal representative, chairman, directors, supervisors, chief executive officer, manager or other management level personnel of Shiji Kuangao.

Chongqing Mengzhuo is entitled to authorize any person or entity, any Directors or any successor or liquidator of such Directors to exercise the rights which Chongqing Mengzhuo is authorized to exercise under the Power of Attorney IB.

(4) 股東表決權委託協議B和授權委託書B

股東表決權委託協議IB和授權委託書IB

根據重慶夢卓、傑睿公司及世紀寬高簽署的股東表決權委託協議(「**股東表決權委託協議IB**」), 傑睿公司簽署了一份向重慶夢卓授權的授權委託書(「**授權委託書IB**」), 根據該授權委託書傑睿公司不可撤銷及無條件授權重慶夢卓(其中包括):

- (i) 作為傑睿公司的代理人及代表傑睿公司作出傑睿公司作為世紀寬高的股東而有權作出的決定;
- (ii) 行使中國法律及世紀寬高的章程授予其的於世紀寬高的所有股東權利及投票權, 包括但不限於出售、轉讓、質押或以其他方式處置世紀寬高全部或任何股權; 及
- (iii) 根據世紀寬高的章程擔任世紀寬高的法定代表人、主席、執行董事或經理, 或提名、委任或替換世紀寬高的法定代表人、主席、董事、監事、首席執行官、經理或其他管理層人員。

重慶夢卓有權授權任何人或實體、任何董事或任何該等董事之繼承人或清盤執行人行使重慶夢卓在授權委託書IB下被授權行使的權利。

In addition, pursuant to the Shareholders' Rights Entrustment Agreement IB, Jierui guarantees and undertakes that:

- (i) in the event it receives any asset (including the equity interest of Shiji Kuangao) in relation to the liquidation, winding-up, dismissal or termination of Shiji Kuangao, Jierui agrees to transfer at nil consideration or at the lowest consideration as permitted by the then applicable laws and regulations to Chongqing Mengzhuo such asset; and
- (ii) without prior approval of Chongqing Mengzhuo, it will neither, directly or indirectly, participate or engage in any business which is or may be in competition with the business of Shiji Kuangao or its associated companies, or be engaged by any entity which is or may be in competition with the business of Shiji Kuangao or its associated companies, or hold any assets of such entity or hold more than 5% interest in such entity.

Pursuant to the Shareholders' Rights Entrustment Agreement IB, any successor to Jierui shall hold the respective equity interest in Shiji Kuangao subject to conditions, requirements and obligations under the Shareholders' Rights Entrustment Agreement IB.

Shareholders' Rights Entrustment Agreement IIB and Power of Attorney IIB

Pursuant to the shareholders' rights entrustment agreement executed by and among Chongqing Mengzhuo, Mr. Li, Mr. Li JD and Jierui (the "**Shareholders' Rights Entrustment Agreement IIB**", together with the Shareholders' Rights Entrustment Agreement IB, the "**Shareholders' Rights Entrustment Agreements B**"), Mr. Li and Mr. Li JD executed a power of attorney in favour of Chongqing Mengzhuo (the "**Power of Attorney IIB**", together with the Power of Attorney IB, the "**Power of Attorneys B**") pursuant to which Mr. Li and Mr. Li JD have irrevocably and unconditionally authorized Chongqing Mengzhuo to, among other things:

此外，根據股東表決權委託協議IB，傑睿公司保證並承諾：

- (i) 在收到世紀寬高有關清盤、清算、解散或終止的任何資產(包括世紀寬高的股權)時，傑睿公司同意無償或以屆時適用的法律及法規允許的最低代價將該等資產轉讓予重慶夢卓；及
- (ii) 在沒有得到重慶夢卓的事先許可的情況下，其將不會直接或間接地參與或開展任何與世紀寬高或其聯營公司存在或有可能存在競爭的業務，或受任何與世紀寬高或其聯營公司的業務存在或有可能存在競爭的實體委託，或持有該等實體的任何資產或持有該等實體超過5%的權益。

根據股東表決權委託協議IB，傑睿公司的任何繼承者持有世紀寬高的相應股權，應遵守股東表決權委託協議IB的條件、要求及義務。

股東表決權委託協議IIB及授權委託書IIB

根據重慶夢卓、李先生、李建東先生及傑睿公司簽署的股東表決權委託協議(「**股東表決權委託協議IIB**」，連同股東表決權委託協議IB合稱為「**股東表決權委託協議B**」)，李先生及李建東先生簽署了一份向重慶夢卓授權的授權委託書(「**授權委託書IIB**」，連同授權委託書IB合稱為「**授權委託書B**」)，根據該授權委託書李先生及李建東先生不可撤銷及無條件地授權重慶夢卓(其中包括)：

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- (i) act as the agent of Mr. Li and Mr. Li JD to convene and attend shareholder meetings of Jierui in accordance with its articles and associations;
- (ii) exercise all their rights of shareholders and voting rights in Jierui as granted by the PRC law and its articles and associations, including but not limited to selling, transferring, pledging or otherwise dealing in all or any of the equity interests in Jierui; and
- (iii) serve as the legal representative, chairman, executive director or manager of Jierui in accordance with its articles and associations, or nominate, appoint or change the legal representative, chairman, directors, supervisors, chief executive officer, manager or other management level personnel of Jierui.

Chongqing Mengzhuo is entitled to authorize any person or entity, any Directors or any successor or liquidator of such Directors to exercise the rights which Chongqing Mengzhuo is authorized to exercise under the Power of Attorney IIB.

In addition, pursuant to the Shareholders' Rights Entrustment Agreement IIB, each of Mr. Li and Mr. Li JD guarantees and undertakes that:

- (i) in the event he receives any asset (including the equity interest of Jierui) in relation to the liquidation, winding-up, dismissal or termination of Jierui, each of them agrees to transfer at nil consideration or at the lowest consideration as permitted by the then applicable laws and regulations to Chongqing Mengzhuo such asset; and
- (ii) without prior approval of Chongqing Mengzhuo, neither of them will, directly or indirectly, participate or engage in any business which is or may be in competition with the business of Jierui or its associated companies, or be engaged by any entity which is or may be in competition with the business of Jierui or its associated companies, or hold any assets of such entity or hold more than 5% interest in such entity.

- (i) 作為李先生及李建東先生的代理根據傑睿公司的章程召集並出席傑睿公司的股東會議；
- (ii) 行使他們由中國法律及傑睿公司的章程所授予的於傑睿公司的所有股東權利及投票權，包括但不限於出售、轉讓、質押或以其他方式處置傑睿公司全部或部分股權；及
- (iii) 根據傑睿公司的章程擔任傑睿公司的法定代表人、主席、執行董事或經理，或提名、委任或替換傑睿公司的法定代表人、主席、董事、監事、首席執行官、經理或其他管理層人員。

重慶夢卓有權授權任何人或實體、任何董事或任何該等董事之繼承人或清盤人執行重慶夢卓在授權委託書IIB下被授權行使的權利。

另外，根據股東表決權委託協議IIB，李先生及李建東先生保證及承諾如下：

- (i) 在其收到傑睿公司有關清盤、清算、解散或終止的任何資產(包括傑睿公司的股權)時，其同意無償或以當時適用法律及法規允許的最低代價將該等資產轉讓予重慶夢卓；及
- (ii) 在沒有得到重慶夢卓的事先許可的情況下，他們均將不會直接或間接地參與或開展任何與傑睿公司及其關連公司存在或有可能存在競爭的業務，或受任何與傑睿公司或其關連公司有或可能有競爭性業務的實體委託，或持有該等實體的任何資產或持有該等實體超過5%的權益。

Pursuant to the Shareholders' Rights Entrustment Agreement IIB, in the event of death, loss of capacity, marriage, divorce or bankruptcy of Mr. Li and Mr. Li JD, or other similar events affecting Mr. Li or Mr. Li JD in exercising their respective shareholders' rights of Jierui, any successor to Mr. Li or Mr. Li JD shall hold the respective equity interest in Jierui subject to conditions, requirements and obligations under the Shareholders' Rights Entrustment Agreement IIB.

(5) Spouse Undertakings B

Pursuant to the spouse undertakings ("**Spouse Undertakings B**") executed by Ms. Xin, the spouse of Mr. Li JD, Ms. Xin has irrevocably undertaken that:

- (a) she has full knowledge of and has consented to the entering into of the Jierui Contractual Arrangements to which Mr. Li JD is a party, and in particular, the equity interest in Jierui owned by Mr. Li JD is not part of the common assets of Mr. Li JD and herself, she is not entitled to any rights attached to such equity interests of Mr. Li JD in Jierui (including the rights arising from the Jierui Contractual Arrangements), she shall not engage in any activities interfering the performance of the Jierui Contractual Arrangements (including but not limited to claiming her entitlement to the equity interest of Jierui owned by Mr. Li JD and any rights arising from the Jierui Contractual Arrangements);
- (b) she has not, is not and shall not in the future participate in the operation and management in relation to Jierui and claim any interest in relation to the equity interest and assets of Jierui;
- (c) in the event she receives all or part of the equity interest of Jierui for any reason, she agrees to be a party to the Jierui Contractual Arrangements and be bound by the relevant restrictions as set out in the Jierui Contractual Arrangements and perform any act and execute all necessary documents in order to give effect to such restrictions.

根據股東表決權委託協議IIB，在李先生或李建東先生去世、失去行為能力、結婚、離婚或破產的情況下或其他類似影響李先生或李建東先生行使其各自於傑睿公司的股東權益的情況下，李先生或李建東先生的任何繼承者持有其各自在傑睿公司相應的股權，惟應遵守股東表決權委託協議IIB的條件、要求及義務。

(5) 配偶承諾函B

根據信女士(李建東先生的配偶)簽署的配偶承諾函(「**配偶承諾函B**」)，信女士不可撤銷地承諾：

- (a) 她完全知悉並同意李建東先生作為一方簽訂傑睿合約安排，及尤其是，李建東先生持有的傑睿公司的股權不屬於李建東先生與她自己的共同財產，她無權享有李建東先生在傑睿公司股權的任何權益(包括傑睿合約安排所產生的權利)，她不會採取任何干涉傑睿合約安排之行動(包括但不限於主張其對李建東先生擁有的傑睿公司股權及傑睿合約安排所產生的任何權利的所有權)；
- (b) 她未曾、現在沒有且未來也不會參與有關傑睿公司的經營和管理及主張與傑睿公司的股權和資產有關的任何權益；
- (c) 如果由於任何原因導致其獲得傑睿公司全部或部分股權，她同意作為傑睿合約安排的一方並受傑睿合約安排規定的有關限制的約束，及採取任何行動並簽署一切所需文件以使該等限制得以有效實施。

SIGNIFICANCE AND FINANCIAL CONTRIBUTIONS OF THE JIERUI OPERATING ENTITIES TO THE GROUP**傑睿營運實體對本集團的重要性及財務貢獻**

Pursuant to the Jierui Contractual Arrangements, the Group obtains control over and derives the economic benefits from the Jierui Operating Entities. The table below sets out the financial contribution of the Jierui Operating Entities to the Group:

根據傑睿合約安排，本集團取得傑睿營運實體的控制權，並從中獲得經濟利益。下表載列傑睿營運實體對本集團的財務貢獻：

	Significances and financial contribution to the Group 對本集團的重要性及財務貢獻		
	Revenue 收益	Net Profit 純利	Total Assets 總資產
	For the year ended 31 December 2022 截至2022年12月31日 止年度	For the year ended 31 December 2022 截至2022年12月31日 止年度	As of 31 December 2022 截至2022年12月31日
Significances and financial contribution to the Group 對本集團的重要性及財務貢獻	11.0%	5.3%	4.4%

REVENUE AND ASSETS INVOLVED IN JIERUI CONTRACTUAL ARRANGEMENTS**傑睿合約安排所涉收益及資產**

	Revenue 收益	Assets 資產
	RMB'000 人民幣千元	RMB'000 人民幣千元
	For the year ended 31 December 2022 截至2022年12月31日 止年度	As at 31 December 2022 於2022年12月31日
Jierui Operating Entities 傑睿營運實體	259,044	522,055

Consolidation of financial results

Based on the Jierui Contractual Arrangements and the legal opinion provided by the PRC Legal Advisor, the Directors are of the view that the Jierui Contractual Arrangements have allowed the Company to consolidate the financial results of the Jierui Operating Entities under the prevailing accounting principles.

Risks involved in the Jierui Contractual Arrangements

As the primary beneficiary of Jierui, the Group is exposed to the business risks and financial risks faced by Jierui.

There is no assurance that Jierui will generate any profit which can be paid to the Group through the Jierui Contractual Arrangements

There is no assurance that Jierui will generate any profit which can be paid to the Group through the Exclusive Business Cooperation Agreement B and the Shareholders' Rights Entrustment Agreement IIB. Any profit or loss of Jierui (net of intra-group transactions) will be reflected in the consolidated financial results of the Group.

A substantial amount of costs and time may be involved in transferring the ownership of Jierui to the Group under the Exclusive Call Option Agreements B

The exercise of the Exclusive Call Option Agreement B is subject to applicable laws and regulations of the PRC. There is no assurance that the acquisition of the equity interest in Jierui held by Mr. Li and Mr. Li JD under the Exclusive Call Option Agreement B will be permitted in the future, or whether such acquisition will incur any costs and expenses to the Group in addition to the consideration stipulated under the Exclusive Call Option Agreement IIB. Due to these limitations, the transfer of equity interest in Shiji Kuangao pursuant to the exercise of the call option under the Exclusive Call Option Agreement IIB may still be subject to substantial costs.

There is no assurance that the Jierui Contractual Arrangements could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Jierui Contractual Arrangements do not comply with applicable regulations.

合併財務業績

基於傑睿合約安排以及中國法律顧問提供的法律意見，董事認為傑睿合約安排允許本公司在現行的會計準則下合併傑睿營運實體的財務業績。

傑睿合約安排的風險

作為傑睿公司的首要受益人，本集團面臨傑睿公司所面臨的業務風險和財務風險。

不能保證傑睿公司將會產生任何利潤，並通過傑睿合約安排支付予本集團

不能保證傑睿公司將會產生任何利潤，並通過獨家業務合作協議B和股東表決權委託協議IIB支付予本集團。任何傑睿公司的利潤或損失(除去集團內部的交易)將會反映在本集團的綜合財務業績中。

根據獨家購買權協議B向本集團轉讓傑睿公司所有權可能會涉及大量的成本及時間

獨家購買權協議B的執行受限於適用的中國法律法規。不能保證根據獨家購買權協議B收購李先生及李建東先生持有的傑睿公司的股權在未來是被允許的，或是否該等收購將會對本集團產生除獨家購買權協議IIB中規定的代價外的任何成本和費用。因該等限制，根據執行獨家購買權協議IIB的購買權轉讓世紀寬高的股權可能仍會涉及大量的成本。

不能保證傑睿合約安排能符合中國監管規定的未來變化，且中國政府可能裁定傑睿合約安排不符合適用法規。

The PRC Legal Advisor is of the opinion that as at the date of this annual report, the execution, delivery and performance of the Jierui Contractual Arrangements by each of the parties thereto, is in compliance with (i) the provisions under the articles of association of such party and (ii) any applicable PRC laws and regulations. However, the interpretation and implementation of the laws and regulations concerning the foreign investment in the PRC, and their application to and effect on the legality, binding effect and enforceability of contracts, are subject to the discretion of competent PRC legislative, administrative and judicial authorities. In particular, there is no assurance that PRC legislative, administrative or judicial authorities will not adopt a different or contrary interpretation or view against view of the Company and its legal advisors in respect of the legality, binding effect and enforceability of the Jierui Contractual Arrangements, and may determine that the contracts do not comply with applicable regulations.

The Jierui Contractual Arrangements may not be as effective as direct ownership in providing control over Jierui

Further, the Jierui Contractual Arrangements may not provide control over Jierui as effective as direct ownership; Mr. Li, Mr. Li JD may have potential conflicts of interest with the Company; and the Jierui Contractual Arrangements may be subject to scrutiny of the tax authorities and additional tax may be imposed on the Group.

As of the date of this annual report, there were no material changes in the Jierui Contractual Arrangements and/or the circumstances under which the Yuecheng Contractual Arrangement were adopted.

中國法律顧問認為，截至本年報日期，傑睿合約安排的協議各方簽署、交付和履行傑睿合約安排是符合(i)各自章程的規定，及(ii)任何適用的中國法律法規。然而，關於在中國的外國投資的法律法規的解釋和實施，及其在合法性、約束力和合約的可執行性上的應用和效力受限於主管的中國立法、行政和司法機關的裁量。尤其是不能保證中國立法、行政或司法機關將不會採用一個與本公司及其法律顧問關於傑睿合約安排的合法性、約束力和可執行性的觀點不同或者相反的解釋或觀點，並且可能認定合約不符合適用的法規。

於提供對傑睿公司的控制時傑睿合約安排可能不會如直接持股一樣有效

此外，傑睿合約安排可能不會提供對傑睿公司如直接持股一樣有效的控制；李先生、李建東先生也許會與本公司有潛在的利益衝突；傑睿合約安排也許會受到稅務機關的審查並且可能會對本集團徵收額外的稅款。

截至本年報日期，傑睿合約安排及／或採納傑睿合約安排所基於的情況並未發生重大變動。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARE, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), Chapter 571 of the Laws of Hong Kong), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by directors of Listed Issuers (the "Model Code"), were as follows:

董事及主要行政人員於股份、相關股份及債權證中擁有的權益及淡倉

於2022年12月31日，本公司董事及主要行政人員於本公司或其相關法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第352條須記錄於由本公司存置的登記冊，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

Long Position in the Shares

股份中的好倉

Name of Director 董事姓名	Nature of interest 權益性質	Number of shares held 持有股份數目	Position 好倉/淡倉	Approximate percentage of shareholding in the Company as at 31 December 2022 (Note 2) 於2022年12月31日於本公司的股權概約百分比(附註2)
Mr. Li Xuechun (Note 1) 李學春先生(附註1)	Interest of corporation controlled 所控制的法團權益	3,022,604,000	Long 好倉	71.66%
Ms. Zhang Weiping 張衛平女士	Beneficial owner 實益擁有人	30,000,000	Long 好倉	0.71%
Mr. Zuo Yichen 左燭晨先生	Beneficial owner 實益擁有人	8,000,000	Long 好倉	0.19%
Mr. Lam Ngai Lung 林毅龍先生	Beneficial owner 實益擁有人	8,000,000	Long 好倉	0.19%
Ms. Li Yanping 李雁平女士	Beneficial Owner 實益擁有人	1,000,000	Long 好倉	0.02%

Notes: (1) Mr. Li holds 90% of the issued share capital of Minsheng Group Company Limited (formerly known as Honest Cheer Investments Limited) ("Minsheng Group") and is its sole director and he is therefore deemed to be interested in the shares held by Minsheng Group. Ms. Li Ning, daughter of Mr. Li, holds the remaining 10% of the issued share capital of Minsheng Group.

附註：(1) 李先生持有民生集團有限公司(前稱誠悅投資有限公司)(「民生集團」)90%已發行股本，並為民生集團的唯一董事，故被視為持有民生集團的股份的權益。李寧女士為李先生的女兒，彼持有民生集團餘下的10%已發行股本。

(2) Based on the number of issued shares of the Company of 4,217,720,000 as at 31 December 2022.

(2) 根據本公司於2022年12月31日的已發行股份數目4,217,720,000股計算。

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

Save as disclosed above, as at 31 December 2022, neither the chief executive nor any of the Directors of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As at 31 December 2022, so far as is known to any Directors or chief executive of the Company, the following persons (other than Director or chief executive of the Company) or corporations who had interest or short positions in the Shares and underlying Shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

除上述披露者外，於2022年12月31日，本公司的主要行政人員或董事概無於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有或被視為擁有(i)根據證券及期貨條例第XV部第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的有關條文彼等被當作或視為擁有的權益或淡倉)；或(ii)根據證券及期貨條例第352條須記錄於該條所述登記冊內；或(iii)根據標準守則須知會本公司及聯交所的權益或淡倉。

主要股東於股份及相關股份中擁有的權益及淡倉

就本公司董事及主要行政人員所知，於2022年12月31日，於本公司股份及相關股份擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露，或須記錄於根據證券及期貨條例第336條須存置的登記冊內的權益或淡倉的人士(本公司董事及主要行政人員除外)或公司如下：

Name of Shareholder 股東名稱	Nature of interest 權益性質	Number of shares held 持有股份數目	Position 好倉／淡倉	Approximate percentage of shareholding in the Company as at 31 December 2022 ^(note 2) 於2022年12月31日於本公 司的股權概約百分比 ^(附註2)
Minsheng Group (formerly known as Honest Cheer Investments Limited) 民生集團(前稱誠悅投資有限公司)	Beneficial owner 實益擁有人	3,022,604,000	Long 好倉	71.66%
City Legend International Limited ^(Note 1) 華昌國際有限公司 ^(附註1)	Beneficial owner 實益擁有人	332,000,000	Long 好倉	7.87%
Phoenix Ocean Developments Limited ^(Note 1) 華秦發展有限公司 ^(附註1)	Interest of corporation controlled 所控制的法團權益	332,000,000	Long 好倉	7.87%

Name of Shareholder 股東名稱	Nature of interest 權益性質	Number of shares held 持有股份數目	Position 好倉/淡倉	Approximate percentage of shareholding in the Company as at 31 December 2022 ^(note 2)
				於2022年12月31日於本公司 的股權概約百分比 ^(附註2)
Overseas Chinese Town (Asia) Holdings Limited ^(Note 1) 華僑城(亞洲)控股有限公司 ^(附註1)	Interest of corporation controlled 所控制的法團權益	332,000,000	Long 好倉	7.87%
Pacific Climax Limited ^(Note 1) Pacific Climax Limited ^(附註1)	Interest of corporation controlled 所控制的法團權益	332,000,000	Long 好倉	7.87%
Overseas Chinese Town (HK) Company Limited ^(Note 1) 香港華僑城有限公司 ^(附註1)	Interest of corporation controlled 所控制的法團權益	332,000,000	Long 好倉	7.87%
深圳華僑城股份有限公司 ^(Note 1) 深圳華僑城股份有限公司 ^(附註1)	Interest of corporation controlled 所控制的法團權益	332,000,000	Long 好倉	7.87%
華僑城集團有限公司 ^(Note 1) 華僑城集團有限公司 ^(附註1)	Interest of corporation controlled 所控制的法團權益	332,000,000	Long 好倉	7.87%

Notes: (1) City Legend International Limited is 100% owned by Phoenix Ocean Developments Limited, which is 100% owned by Overseas Chinese Town (Asia) Holdings Limited. Pacific Climax Limited holds 70.94% of Overseas Chinese Town (Asia) Holdings Limited. Pacific Climax Limited is 100% owned by Overseas Chinese Town (HK) Company Limited, which is 100% owned by 深圳華僑城股份有限公司. 華僑城集團有限公司 holds 46.99% of 深圳華僑城股份有限公司.

附註：(1) 華昌國際有限公司由華秦發展有限公司全資擁有，而華秦發展有限公司由華僑城(亞洲)控股有限公司全資擁有。Pacific Climax Limited持有華僑城(亞洲)控股有限公司70.94%權益。Pacific Climax Limited由香港華僑城有限公司全資擁有，而香港華僑城有限公司由深圳華僑城股份有限公司全資擁有。華僑城集團有限公司持有深圳華僑城股份有限公司46.99%權益。

(2) Based on the number of issued shares of the Company of 4,217,720,000 as at 31 December 2022.

(2) 根據本公司於2022年12月31日的已發行股份數目4,217,720,000股計算。

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

Save as disclosed above, as at 31 December 2022, the Directors and the chief executive of the Company are not aware of any other person or corporation having an interest or short position in the Shares and underlying Shares of the Company which would require to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the section headed "Share Option Scheme", at no time during the year 2022 were rights to acquire benefits by means of the acquisition of shares in the Company granted to any of the Directors or their respective spouses or children under 18 years of age, or were any such rights exercised by any of them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

DIRECTORS' SERVICE CONTRACTS AND OTHER INFORMATION

Each of our executive Directors (other than Mr. Lam Ngai Lung) has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 August 2016 and Mr. Lam Ngai Lung has entered into a service contract with the Company for an initial fixed term of three years commencing from 22 May 2016. The term of each of the service contracts between the Company and the executive Directors will be automatically renewed for a further term of three years upon the expiration of the initial term, until terminated by not less than three months' notice in writing served by either party on the other (or otherwise in accordance with the terms of the relevant service contract).

除上述披露者外，於2022年12月31日，本公司董事及主要行政人員概不知悉任何其他人士或公司於本公司之股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露，或記錄於本公司須根據證券及期貨條例第336條存置的登記冊內的權益或淡倉。

董事收購股份或債權證的權利

除「購股權計劃」一節所披露者外，任何董事或彼等各自的配偶或18歲以下子女概無於2022年年內任何時間獲授任何權利，藉收購本公司股份獲取利益，而彼等亦無於期內行使任何該等權利。本公司或其任何附屬公司於年內概無訂立任何安排，致使董事可於任何其他團體收購該等權利。

董事服務合約及其他資料

各執行董事(林毅龍先生除外)均與本公司訂立服務合約，初步固定年期為三年，自2016年8月1日起生效，而林毅龍先生與本公司訂立的服務合約初步固定年期為三年，自2016年5月22日起生效。本公司與各執行董事之間的服務合約年期會於初步年期屆滿後自動重續三年，直至任何一方向另一方送達不少於三個月書面通知(或根據相關服務合約條款)予以終止為止。

Each of our independent non-executive Directors has entered into a service contract with the Company for an initial fixed term of one year commencing from the Listing Date and the term of each of these service contracts will be automatically renewed for a further term of one year after the expiration of the initial term, until terminated by not less than three months' notice in writing by served by either party on the other (or otherwise in accordance with the terms of the relevant service contract).

Mr. Shen Jinzhou and Ms. Li Yanping, each has been appointed as non- executive Director with effect from 13 January 2023 and 28 June 2017 respectively. Each of them has entered into an appointment letter with the Company for an initial term of one year, subject to retirement by rotation and re- election in accordance with the articles of association of the Company and the term of each of the appointment may be renewed for a further term of one year by mutual agreement between the above respective director and the Company upon expiration of the initial term and each renewed term.

In accordance with article 84 (1) of the Company's articles of association, Mr. Lam Ngai Lung, Mr. Shen Jinzhou, Ms. Li Yanping and Mr. Yu Huangcheng will retire from the Board by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

No Director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

各獨立非執行董事均與本公司訂立服務合約，自上市日期起計，初步固定年期為一年，該等服務合約的年期會於初步年期屆滿後自動重續一年，直至任何一方向另一方送達不少於三個月書面通知(或根據相關服務合約條款)予以終止為止。

沈金洲先生及李雁平女士各自均獲委任為非執行董事，分別自2023年1月13日及2017年6月28日起生效。彼等均與本公司訂立委任書，初步任期為期一年，並須根據本公司組織章程細則的規定輪席退任及重選連任，且彼等各自任期可在初始任期及每個任期屆滿前由上述各董事與本公司協商後續任一年。

根據本公司組織章程細則第84(1)條，林毅龍先生、沈金洲先生、李雁平女士及余黃成先生將於應屆股東週年大會輪值退任董事會及膺選連任。

概無在擬於應屆股東週年大會上重選的董事與本公司或其任何附屬公司簽訂任何尚未到期而不可由本公司或任何其附屬公司於一年內免付補償(法定補償除外)予以終止的服務合約。

DEED OF NON-COMPETITION

As set out in the Prospectus, the Company would adopt, among others, the following measures to avoid any conflict of interests arising from competing business and to safeguard the interests of the Shareholders: (i) the Company would disclose decisions on matters reviewed by the independent non-executive Directors relating to compliance and enforcement of the non-competition undertaking of the controlling Shareholders in the annual reports of the Company; and (ii) the controlling Shareholders would make an annual declaration on compliance with their undertaking under the Deed of Non-competition in the annual report of the Company.

The Company confirms that there were no conflicts of interests between the controlling Shareholders and the Group arising from any competing business during the period from 1 January 2022 to 31 December 2022 (both dates inclusive) (the “**Relevant Period**”).

The independent non-executive Directors have reviewed the status of compliance and enforcement of the Deed of Non-competition and confirmed that nothing has come to their attention that the controlling Shareholders have breached any undertaking or provisions under the Deed of Non-competition during the Relevant Period.

The controlling Shareholders have also confirmed that they have complied with their undertaking under the Deed of Non-competition during the Relevant Period and have made an annual declaration on such compliance.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed for the year ended 31 December 2022 and up to the date of this annual report.

不競爭契據

誠如招股章程所載，本公司將採取(其中包括)以下措施以避免由競爭業務產生的任何利益衝突，並保障股東利益：(i)本公司將在本公司的年度報告中披露獨立非執行董事審閱關於控股股東遵守和執行不競爭承諾事宜作出的決定；及(ii)控股股東將於本公司年度報告內就其遵守不競爭契據項下的承諾作出年度聲明。

本公司確認自2022年1月1日起至2022年12月31日(包括首尾兩日)期間(「**相關期間**」)控股股東與本集團並無由任何競爭業務引起之利益衝突。

獨立非執行董事已審閱不競爭契據的遵守及執行的情況，並確認他們沒有注意到控股股東在相關期間違反了不競爭契據下的任何承諾或條款。

控股股東也已確認他們已在相關期間遵守其在不競爭契據項下的承諾及已對該等遵守作出年度聲明。

管理合約

於截至2022年12月31日止年度及直至本年報日期概無訂立或存續有關管理及執行本公司全部或任何重要部份業務的合約。

SHARE OPTION SCHEME

The following is a summary of principal terms of the share option scheme (the “**Shares Option Scheme**”) conditionally approved by a resolution of our sole shareholder passed on 2 March 2017 and adopted by a resolution of the Board on 2 March 2017 (the “**Adoption Date**”).

1. Purpose

The purpose of the Share Option Scheme is to give the Eligible Persons (as defined in the following paragraph) an opportunity to have a personal stake in the Company and help motivate them to optimize their future contributions 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 Persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, and additionally in the case of Executives (as defined below), to enable the Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions.

2. Who may join

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

- (a) any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of the Group (“**Executive**”), 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 (“**Employee**”);
- (b) a director or proposed director (including an independent non-executive director) of any member of the Group;

購股權計劃

以下為經唯一股東於2017年3月2日通過的決議案有條件批准及由董事會於2017年3月2日(「**採納日期**」)的決議案所採納的購股權計劃(「**購股權計劃**」)的主要條款概要。

1. 目的

購股權計劃旨在向合資格人士(定義見下段)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所作出的貢獻，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人士的合作關係，另外就行政人員(定義見下文)而言，亦有助本集團吸引及挽留經驗豐富且具備才能的人士及／或就彼等過往的貢獻給予獎勵。

2. 可參與人士

董事會可全權酌情根據購股權計劃所載條款向以下人士提呈購股權(「**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，或擔當行政、管理、監管或類似職位的其他僱員(「**行政人員**」)、任何僱員人選、任何全職或兼職僱員，或當其時被調往本集團任何成員公司擔任全職或兼職工作的人士(「**僱員**」)；
- (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)；

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

- | | |
|---|---|
| (c) a direct or indirect shareholder of any member of the Group; | (c) 本集團任何成員公司的直接或間接股東； |
| (d) a supplier of goods or services to any member of the Group; | (d) 向本集團任何成員公司供應貨品或服務的供應商； |
| (e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group; | (e) 本集團任何成員公司的客戶、顧問、業務或合營夥伴、加盟商、承包商、代理或代表； |
| (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; | (f) 向本集團任何成員公司提供設計、研究、開發或其他支援或任何建議、諮詢、專業或其他服務的個人或實體； |
| (g) an associate of any of the persons referred to in paragraphs (a) to (f) above; and | (g) 上文(a)至(f)段所述任何人士的聯繫人；及 |
| (h) any person involved in the business affairs of the Company whom the Board determines to be appropriate to participate in the Share Options Scheme (the persons referred above are the “ Eligible Persons ”). | (h) 涉及本公司業務事宜且董事會認為適合參與購股權計劃的任何人士(上述人士為「 合資格人士 」)。 |

Pursuant to the amendments to the Listing Rules with effect from 1 January 2023, the Eligible Persons under the Share Option Scheme is subject to Rule 17.03A of the Listing Rules.

根據自2023年1月1日起生效的上市規則修訂，購股權計劃下的合資格人士須遵守上市規則第17.03A條。

3. *Maximum number of shares*

The maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the shares in issue as at the Listing Date (such 10% limit representing 400,000,000 shares excluding shares which may fall to be issued upon the exercise of the Over-allotment Option granted by the Company) (the “**Scheme Mandate Limit**”) provided that:

3. *最高股份數目*

因行使根據計劃及本集團任何其他計劃將予授出的所有購股權而可能發行的最高股份數目，合共不得超過截至上市日期已發行股份的10%（10%的上限指400,000,000股股份，不包括因本公司所授出超額配股權獲行使而可能將予發行的股份）（「**計劃授權上限**」），前提是：

- (a) the Company may at any time as our Board may think fit seek approval from Shareholders of the Company to refresh the Scheme Mandate Limit, save that the maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Company shall not exceed 10% of shares of the Company in issue as at the date of approval by the Shareholders of the Company in general meeting where the Scheme Mandate Limit is refreshed. Options previously granted under the Share Option Scheme and any other schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other schemes of the Company) shall not be counted for the purposes of calculating the Scheme Mandate Limit as refreshed. The Company shall send to Shareholders of the Company a circular containing the details and information required under the Listing Rules;
- (b) the Company may seek separate approval from the Shareholders of the Company in general meeting for granting Options beyond the Scheme Mandate Limit, provided that the Options in excess of the Scheme Mandate Limit are granted only to the Eligible Person specified by the Company before such approval is obtained. The Company should issue a circular to the Shareholders of the Company containing the details and information required under the Listing Rules; and
- (c) the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Group shall not exceed 30% of the Company's issued share capital from time to time. No Options may be granted under the Share Option Scheme and any other share option scheme of the Company if this will result in such limit being exceeded.
- (a) 本公司可於董事會認為合適時隨時尋求本公司股東批准，以更新計劃授權上限，惟因行使根據購股權計劃及本公司任何其他計劃將予授出的所有購股權而可能發行的最高股份數目，不得超過本公司股東於股東大會上批准更新計劃授權上限當日本公司已發行股份的10%。就計算經更新的計劃授權上限而言，過往根據購股權計劃及本公司任何其他計劃授出的購股權(包括根據購股權計劃或本公司任何其他計劃的條款而屬尚未行使、已註銷、已失效或已行使的購股權)不應計算在內。本公司須向本公司股東寄發一份載有上市規則規定的詳情及資料的通函；
- (b) 本公司可於股東大會上尋求本公司股東另行批准授出超過計劃授權上限的購股權，惟取得有關批准前，超出計劃授權上限的購股權僅可授予本公司指定的合資格人士。本公司須向本公司股東寄發一份載有上市規則規定的詳情及資料的通函；及
- (c) 因行使根據購股權計劃及本集團任何其他計劃已授出但尚未行使的全部購股權而可能發行的最高股份數目，不得超過本公司不時已發行股本的30%。倘根據購股權計劃及本公司任何其他購股權計劃授出的購股權超出有關上限，則不得根據上述計劃授出任何購股權。

4. Maximum entitlement of each participant

No Option may be granted to any one person such that the total number of shares issued and to be issued upon exercise of Options granted and to be granted to that person in any 12-month period exceeds 1% of the Company's issued share capital from time to time. Where any further grant of Options to such an Eligible Person would result in shares issued and to be issued upon exercise of all Options granted and to be granted to such Eligible Person (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of our Shares in issue, such further grant shall be separately approved by the Shareholders of the Company in general meeting with such Eligible Person and his close associates (or his associates if such Eligible Person is a connected person) abstaining from voting. The Company shall send a circular to the Shareholders of the Company disclosing the identity of the Eligible Person, the number and terms of the Options to be granted (and Options previously granted) to such Eligible Person, and containing the details and information required under the Listing Rules. The number and terms (including the subscription price) of the Options to be granted to such Eligible Person must be fixed before the approval of the Shareholders of the Company and the date of the Board meeting proposing such grant shall be taken as the offer date for the purposes of calculating the subscription price of those Options.

5. Offer and grant of Options

Subject to the terms of the Share Option Scheme, the Board shall be entitled at any time within 10 years from the Adoption Date 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 for such number of shares as the Board may (subject to the terms of the Share Option Scheme) determine (provided the same shall be a board lot for dealing in the shares on the Stock Exchange or an integral multiple thereof).

4. 各參與者享有購股權數目上限

概無向任何一名人士授出購股權，致使因行使於任何12個月期間授予及將授予該人士的購股權而發行及將予發行的股份總數超過本公司不時已發行股本的1%。倘向上述合資格人士增授購股權，會導致因行使直至增授購股權當日（包括該日）止12個月期間已授予及將授予該合資格人士的所有購股權（包括已行使、已註銷及尚未行使的購股權）而已發行及將予發行的股份合共超過已發行股份的1%，增授購股權須經本公司股東在股東大會上另行批准，而該合資格人士及其緊密聯繫人（或如合資格人士為關連人士，則其聯繫人）須放棄投票。本公司須向本公司股東寄發一份披露合資格人士的身份、將授予該合資格人士的購股權（及先前已授出的購股權）的數目及條款及載列上市規則規定的詳情及資料的通函。將授予該合資格人士的購股權數目及條款（包括認購價）須於本公司股東批准前釐定，而就計算該等購股權的認購價而言，建議授出購股權的董事會會議日期須被視作要約日期。

5. 提呈及授出購股權

根據購股權計劃條款，董事會有權自採納日期起計10年內隨時向由董事會可全權酌情選擇的任何合資格人士提呈授出購股權，以按認購價認購董事會（根據購股權計劃條款）釐定的有關數目的股份（惟認購的股份須為在聯交所買賣股份的一手或以其完整倍數為單位）。

6. Granting Options to connected persons

Subject to the terms in the Share Option Scheme, only insofar as and for so long as the Listing Rules require, where any offer of an Option is proposed to be made to a director, chief executive or a substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates, such offer must first be approved by the independent non-executive Directors of the Company (excluding the independent non-executive Director who or whose associates is the grantee of an Option).

Where any grant of Options to a substantial shareholder (as defined in the Listing Rules) or an independent non-executive director of the Company, or any of their respective associates, would result in the securities issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% of the relevant class of securities in issue; and
- (b) (where the securities are listed on the Stock Exchange), having an aggregate value, based on the closing price of the securities at the date of each grant, in excess of HK\$5.0 million, such further grant of Options must be approved by the Shareholders of the Company (voting by way of a poll). The Company shall send a circular to the Shareholders containing the information required under the Listing Rules. The grantee, his associates and all core connected persons of the Company must abstain from voting in favor at such general meeting.

Approval from the Shareholders is required for any change in the terms of Options granted to a participant who is a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates. The grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

6. 向關連人士授出購股權

根據購股權計劃條款，僅於及只要上市規則如此規定，倘擬向本公司董事、主要行政人員或主要股東(定義見上市規則)或彼等各自的任何聯繫人提呈任何購股權，則有關要約須經本公司獨立非執行董事(不包括其或其聯繫人為購股權承授人的獨立非執行董事)事先批准。

倘向本公司一名主要股東(定義見上市規則)或獨立非執行董事或彼等各自的任何聯繫人授出購股權，致使因行使直至授出購股權當日(包括該日)止12個月期間授予及將授予該人士的所有購股權(包括已行使、已註銷及尚未行使的購股權)而已發行及將予發行的證券：

- (a) 合共超過已發行相關類別證券的0.1%；及
- (b) (倘證券於聯交所上市)根據各授出日期證券的收市價計算，總值超過5.0百萬港元，則增授購股權須經本公司股東(以投票方式投票表決)批准。本公司須向股東寄發一份載有上市規則規定的資料的通函。本公司承授人、其聯繫人及所有核心關連人士須在有關股東大會上放棄投贊成票。

向身為本公司主要股東或獨立非執行董事、或彼等各自的任何聯繫人的參與者授出購股權的條款如有任何變動須經股東批准。本公司承授人、其聯繫人及所有核心關連人士須在有關股東大會上放棄投贊成票。

7. Restriction on the time of grant of Options

The Board shall not grant any Option under the Share Option Scheme after inside information has come to its knowledge until such inside information has been announced pursuant to the requirements of the Listing Rules. In particular, no Option shall be granted during the period commencing one month immediately preceding the earlier of the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and the deadline for the Company to publish an announcement of its results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcements.

8. Minimum holding period, vesting and performance target

Subject to the provisions of the Listing Rules, the Board may in its absolute discretion when offering the grant of an Option impose any conditions, restrictions or limitations in relation thereto in addition to those set forth in the Share Option Scheme as the Board may think fit (to be stated in the letter containing the offer of the grant of the Option) including (without prejudice to the generality of the foregoing) qualifying and/or continuing eligibility criteria, conditions, restrictions or limitations relating to the achievement of performance, operating or financial targets by the Company and/or the grantee, the satisfactory performance or maintenance by the grantee of certain conditions or obligations or the time or period before the right to exercise the Option in respect of any of the shares shall vest provided that such terms or conditions shall not be inconsistent with any other terms or conditions of the Share Option Scheme. For the avoidance of doubt, subject to such terms and conditions as the Board may determine as aforesaid (including such terms and conditions in relation to their vesting, exercise or otherwise) there is no minimum period for which an Option must be held before it can be exercised and no performance target which need to be achieved by the grantee before the Option can be exercised.

7. 授出購股權的時間限制

董事會知悉內幕消息後，不得根據購股權計劃授出任何購股權，直至內幕消息根據上市規則規定獲公佈為止。尤其於緊接以下兩者中較早發生者前一個月開始至業績公告刊發當日止期間不得授出購股權，即董事會為批准本公司任何年度、半年度、季度或任何其他中期業績（無論上市規則規定與否）而舉行董事會會議日期（即根據上市規則首先知會聯交所的日期）；及本公司刊發任何年度、半年度、季度或任何其他中期業績（無論上市規則規定與否）的最後限期。

8. 最短持有期限、歸屬及績效目標

根據上市規則條文，於提呈授出購股權時，董事會可全權酌情施加除購股權計劃所載之外董事會認為恰當的有關購股權的任何條件、約束或限制（載於載有授出購股權要約的函件中），包括（於不影響上述一般原則的情況下）證明及／或維持有關本公司及／或承授人達致業績、經營或財務目標的合格標準、條件、約束或限制，承授人在履行若干條件或維持責任方面的滿意表現或行使任何股份的購股權權利歸屬前的時間或期間，惟有關係款或條件不得與購股權計劃的任何其他條款或條件抵觸。為免生疑問，根據上述董事會可釐定的有關條款及條件（包括有關購股權的歸屬、行使或其他事項的條款及條件），於購股權可獲行使前並無須持有購股權的最短期限，而購股權可獲行使前承授人亦毋須達致任何業績目標。

9. Amount payable for Options and offer period

An offer of the grant of an Option shall remain open for acceptance by the Eligible Person concerned for a period of 28 days from the offer date provided that no such grant of an Option may be accepted after the expiry of the effective period of the Share Option Scheme. An Option shall be deemed to have been granted and accepted by the Eligible Person and to have taken effect when the duplicate offer letter comprising acceptance of the offer of the Option duly signed by the grantee together with a remittance in favor of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company on or before the date upon which an offer of an Option must be accepted by the relevant Eligible Person, being a date no later than 28 days after the offer date (the “**Acceptance Date**”). Such remittance shall in no circumstances be refundable.

Any offer of the grant of an Option may be accepted in respect of less than the number of shares in respect of which it is offered provided that it is accepted in respect of board lots for dealing in shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer letter comprising acceptance of the offer of the Option. To the extent that the offer of the grant of an Option is not accepted by the Acceptance Date, it will be deemed to have been irrevocably declined.

10. Subscription price

The subscription price in respect of any particular Option shall be such price as the Board may in its absolute discretion determine at the time of grant of the relevant Option (and shall be stated in the letter containing the offer of the grant of the Option) but the subscription price shall not be less than whichever is the highest of:

- (a) the nominal value of a share;
- (b) the closing price of a share as stated in the Stock Exchange’s daily quotations sheet on the offer date; and

9. 購股權的應付金額及要約期限

合資格人士可於要約日期起計28日內接納授出購股權的要約，惟不可在購股權計劃有效期屆滿後接納授出購股權。本公司於有關合資格人士須接納購股權要約之日，即不遲於要約日期後28日的日期(「**接納日期**」)或之前接獲由承授人正式簽署的構成接納購股權要約的要約函件副本，連同以本公司為收款人的1.00港元匯款(作為授出購股權的代價)時，則購股權被視作已獲授出且經合資格人士接納並生效。該匯款於任何情況下不得退回。

任何購股權授出要約可按少於要約所呈呈的股份數目予以接納，惟接納份數須以於聯交所買賣股份的一手或以任何完整倍數為單位，且該數目須清晰載於構成接納購股權要約的要約函件副本內。倘直至接納日期授出購股權的要約未獲接納，則將被視作遭不可撤回地拒絕。

10. 認購價

任何特定購股權的認購價須由董事會於授出有關購股權時全權酌情釐定(及須於載有授出購股權要約的函件中訂明)，惟認購價不得低於以下三者中的最高者：

- (a) 股份面值；
- (b) 於要約日期在聯交所每日報價表所載的股份收市價；及

- (c) the average closing price of a share as stated in the Stock Exchange's daily quotations sheets for the 5 Business Days (as defined in the Listing Rules) immediately preceding the offer date.

11. Exercise of Option

- (a) An Option shall be exercised in whole or in part (but if in part only, in respect of a board lot or any integral multiple thereof) within the Option period in the manner as set out in this Share Option Scheme by the grantee (or his or her legal personal representative(s)) by giving notice in writing to the Company stating that the Option is thereby exercised and specifying the number of shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the aggregate subscription price for the shares in respect of which the notice is given. Within 28 days after receipt of the notice and, where appropriate, receipt of a certificate from our auditors pursuant to the Share Option Scheme, the Company shall accordingly allot and issue the relevant number of shares to the grantee (or his or her legal personal representative(s)) credited as fully paid with effect from (but excluding) the relevant exercise date and issue to the grantee (or his or her legal personal representative(s)) share certificate(s) in respect of the shares so allotted.
- (b) The exercise of any Option may be subject to a vesting schedule to be determined by the Board in its absolute discretion, which shall be specified in the offer letter.
- (c) The exercise of any Option shall be subject to the members of the Company in general meeting approving any necessary increase in the authorized share capital of the Company.

- (c) 緊接要約日期前5個營業日(定義見上市規則)股份於聯交所每日報價表所載的平均收市價。

11. 行使購股權

- (a) 承授人(或其合法遺產代理人)將按本購股權計劃所載方式於購股權期間, 通過向本公司發出說明購股權獲行使及訂明購股權行使所涉及的股份數目的書面通知全部或部份行使(倘僅部份行使, 須以一手或其任何完整倍數為單位予以行使)購股權。各有關通知須隨附發出的通知所涉及的股份總認購價全數的款項。於接獲通知且(如適用)接獲核數師根據購股權計劃發出的證書後28日內, 本公司須相應地向承授人(或其合法遺產代理人)配發及發行自有關行使日期(不包括該日)起入賬列作繳足的有關數目的股份, 並向承授人(或其合法遺產代理人)發出所配發股份的股票。
- (b) 行使任何購股權可能受由董事會全權酌情釐定且須於要約函件中訂明的歸屬時間表規限。
- (c) 任何購股權須待本公司股東於股東大會上批准本公司法定股本的任何必要增加後方可行使。

- (d) Subject as hereinafter provided and subject to the terms and conditions upon which the Option was granted, an Option may be exercised by the Grantee at any time during the Option Period, provided that:
- (i) in the event that the grantee dies or becomes permanently disabled before exercising an Option (or exercising it in full) and none of the events for termination of employment or engagement pursuant to the terms of the Share Option Scheme exists with respect to such grantee, he or she (or his or her legal representative(s)) may exercise the Option up to the grantee's entitlement immediately prior to the death or permanent disability (to the extent not already exercised) within a period of 12 months following his or her death or permanent disability or such longer period as the Board may determine;
 - (ii) in the event that the grantee ceases to be an Executive for any reason (including his or her employing company ceasing to be a member of the Group) other than his or her death, permanent disability, retirement pursuant to such retirement scheme applicable to the Group at the relevant time or the transfer of his or her employment to an affiliate company or the termination of his or her employment with the relevant member of the Group by resignation or culpable termination, the Option (to the extent not already exercised) shall lapse on the date of cessation of such employment and not be exercisable unless the Board otherwise determines in which event the Option (or such remaining part thereof) shall be exercisable within such period as the Board may in its absolute discretion determine following the date of such cessation;
- (d) 根據下文所述及在購股權授出條款及條件的規限下，承授人可於購股權期間隨時行使購股權，惟須符合以下各項：
- (i) 倘承授人於行使(或全部行使)購股權前身故或永久性殘疾且該承授人概無發生購股權計劃條款所列終止聘任或委任事件，承授人(或其合法遺產代理人)可於其身故或永久性殘疾後起計12個月或董事會可能釐定的更長期間內行使緊接承授人身故或永久性殘疾之前承授人應有的購股權(以尚未行使者為限)；
 - (ii) 除承授人身故、永久性殘疾、根據適用於本集團退休計劃於有關時期退休或轉職至聯屬公司或因辭職或構成罪行終止而終止與本集團有關成員公司的僱傭關係外，承授人因任何原因(包括其受僱公司不再為本集團成員公司)而不再為行政人員，購股權(以尚未行使者為限)將於終止受僱日期失效且不可行使，除非董事會另行決定在此情況下購股權(或其餘下部份)可於有關終止日期後於董事會全權酌情釐定的有關期限內行使；

- (iii) if a general offer is made to all holders of shares and such offer becomes or is declared unconditional (in the case of a takeover offer) or is approved by the requisite majorities at the relevant meetings of the Shareholders of the Company (in the case of a scheme of arrangement), the grantee shall be entitled to exercise the Option (to the extent not already exercised) at any time (in the case of a takeover offer) within one month after the date on which the offer becomes or is declared unconditional or (in the case of a scheme of arrangement) prior to such time and date as shall be notified by the Company;
- (iv) if a compromise or arrangement between the Company and its members or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company, the Company shall give notice thereof to the grantees who have Options unexercised at the same time as it dispatches notices to all members or creditors of the Company summoning the meeting to consider such a compromise or arrangement and thereupon each grantee (or his or her legal representatives or receiver) may until the expiry of the earlier of:
- (1) the Option period;
 - (2) the period of two months from the date of such notice; or
 - (3) the date on which such compromise or arrangement is sanctioned by the court, exercise in whole or in part his or her Option.
- (iii) 倘向所有股份持有人提出全面要約且該要約成為或被宣稱為無條件(在收購要約的情況下)或於有關本公司股東大會上以必要大多數股東通過(在協議安排的情況下)·則承授人有權(在收購要約的情況下)於該要約成為或被宣稱為無條件的當日後一個月內或(在協議安排的情況下)於本公司通知的時間及日期前任何時候行使購股權(以尚未行使者為限)；
- (iv) 倘旨在或有關本公司的重組計劃或與任何其他公司合併的計劃而提呈由本公司及其股東或債權人之間作出和解或安排·則本公司應於向本公司所有股東或債權人寄發召開考慮該項和解或安排的會議通知的同時向擁有尚未行使購股權的承授人發出通知·此後各承授人(或其合法遺產代理人或接管人)可直至以下日期屆滿(以下列三者中較早發生者為準)前行使其全部或部份購股權：
- (1) 購股權期間；
 - (2) 有關通知之日起計兩個月期間；或
 - (3) 法院批准有關和解或安排當日。

(v) in the event a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date as or soon after it dispatches such notice to each member of the Company give notice thereof to all grantees and thereupon, each grantee (or his or her legal personal representative(s)) shall be entitled to exercise all or any of his or her options at any time not later than two Business Days (as defined in the Listing Rules) prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate subscription price for the shares in respect of which the notice is given whereupon the Company shall as soon as possible and, in any event, no later than the business day (as defined in the Listing Rules) immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the grantee credited as fully paid.

12. Life of Share Option Scheme

Subject to the terms of this Share Option Scheme, the Scheme shall be valid and effective for a period of 10 years from the date on which it becomes unconditional, after which no further options will be granted or offered but the provisions of the Share Option Scheme shall remain in force and effect in all other respects. All Options granted prior to such expiry and not then exercised shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme. As at 31 December 2022, the remaining life of the Share Option Scheme was approximately 4 years and 3 months.

(v) 倘本公司向其股東發出召開股東大會以考慮及酌情批准自願清盤本公司決議案的通告，則本公司須於知會本公司每位股東的同日或其後盡快將相關事宜知會所有承授人，每位承授人(或其合法遺產代理人)有權於不遲於建議舉行本公司股東大會前兩個營業日(定義見上市規則)內任何時間通過向本公司發出書面通知行使其全部或任何購股權，同時將通知所涉及股份的總認購價悉數支付予本公司，其後本公司將盡快且在任何情況下於不遲於緊接上述建議舉行股東大會日期前的一個營業日(定義見上市規則)向承授人配發有關股份，入賬列作繳足。

12. 購股權計劃的期限

在本購股權計劃條款的規限下，計劃將自其成為無條件之日起計10年之期間內有效，其後不再授出或提呈購股權，但購股權計劃的條文將在所有其他方面繼續具有效力。在到期前授出而當時尚未行使的全部購股權均將仍然有效，並可在購股權計劃規限下按照該計劃行使。於2022年12月31日，購股權計劃的剩餘年期約為4年零3個月。

13. Lapse of Share Option

An Option shall lapse automatically and not be exercisable, to the extent not already exercised, on the earliest of:

- (a) the expiry of the Option period;
- (b) the expiry of any of the period referred to paragraphs related to exercise of the Option;
- (c) subject to the terms of the period mentioned in the paragraph headed "Share Option Scheme — 11. Exercise of Option" in this section, the date of the commencement of the winding-up of the Company;
- (d) there is an unsatisfied judgement, order or award outstanding against the grantee or the Board has reason to believe that the grantee is unable to pay or to have no reasonable prospect of being able to pay his/her/its debts;
- (e) there are circumstances which entitle any person to take any action, appoint any person, commence proceedings or obtain any order of the type mentioned in this Share Option Scheme with respect to the exercise of the Option;
- (f) a bankruptcy order has been made against any director or shareholder of the grantee (being a corporation) in any jurisdiction.

No compensation shall be payable upon the lapse of any Option, provided that the Board shall be entitled in its discretion to pay such compensation to the grantee in such manner as it may consider appropriate in any particular case.

13. 購股權失效

購股權(以尚未行使者為限)將於發生以下情況時(以最早發生者為準)自動失效及不可行使:

- (a) 購股權期間屆滿;
- (b) 有關行使購股權的段落所述的任何期間屆滿;
- (c) 受本節「購股權計劃— 11.行使購股權」一段所述的期限所規限,本公司開始清盤的日期;
- (d) 存在尚未執行而對承授人不利的判決、法令或裁決,或董事會有理由相信承授人無力償付或無法合理期望承授人未來有力償付其債務;
- (e) 發生令任何人士有權採取任何行動、委派任何人士、提出起訴或接獲本購股權計劃中就行使購股權所述任何指令之情況;
- (f) 在任何司法權區內對承授人(為一間公司)的任何董事或股東下達破產令。

任何購股權失效時毋須支付任何賠償金,惟董事會有權酌情以其認為對任何特定情況屬恰當的方式,支付此賠償金予承授人。

14. Adjustment

In the event of any alteration to the capital structure of the Company while any Option remains exercisable, whether by way of capitalization of profits or reserves, right issue, consolidations, reclassification, reconstruction, sub-division or reduction of the share capital of the Company, the Board may, if it considers the same to be appropriate, direct that adjustments be made to:

- (a) the maximum number of shares subject to the Share Option Scheme; and/or
- (b) the aggregate number of shares subject to the Option so far as unexercised; and/or
- (c) the subscription price of each outstanding Option.

Where the Board determines that such adjustments are appropriate (other than an adjustment arising from a capitalization issue), the auditors appointed by the Company shall certify in writing to the Board that any such adjustments are in their opinion fair and reasonable, provided that:

- (a) any such adjustments shall give the Eligible Persons the same proportion of equity capital as they were previously entitled to. In respect of any such adjustments, other than any made on a capitalization issue, the auditors shall confirm to the Board in writing that the adjustments satisfy this requirement;
- (b) any such adjustments shall be made on the basis that the aggregate subscription price payable by the grantee on the full exercise of any Option shall remain as nearly as practicable same as (but shall not be greater than) it was before such event;
- (c) no such adjustments shall be made the effect of which would be to enable a share to be issued at less than its nominal value;

14. 調整

倘本公司資本架構發生任何變動而任何購股權仍可予行使，則無論通過溢利或儲備資本化、供股、合併、重新分類、重組、拆細或削減本公司股本的方式，倘董事會認為恰當，則可指示調整：

- (a) 購股權計劃涉及的最高股份數目；及／或
- (b) 未行使購股權涉及的股份總數；及／或
- (c) 各未行使購股權的認購價。

當董事會確定該等調整屬恰當時(不包括資本化發行引致的調整)，本公司委聘的核數師將向董事會書面證明其認為該等調整屬公平合理，惟：

- (a) 任何該等調整須給予合資格人士與其過往有權獲得的股本之比例相同的股本。就任何該等調整而言，除就資本化發行所作任何調整外，核數師須書面向董事會確認有關調整符合本條規定；
- (b) 任何該等調整的基準為，承授人因悉數行使任何購股權而應付的總認購價須盡可能與調整前保持相同(但不得超過調整前數目)；
- (c) 任何該等調整不得使股份以低於其面值的價格發行；

- (d) any such adjustments shall be made to in accordance with the provisions as stipulated under Chapter 17 of the Listing Rules and supplementary guidance on the interpretation of the Listing Rules issued by the Stock Exchange from time to time; and
- (e) the issue of securities as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustments.

15. Cancellation of Options not exercised

The Board shall be entitled for the following causes to cancel any Option in whole or in part by giving notice in writing to the grantee stating that such Option is thereby cancelled with effect from the date specified in such notice (the “**Cancellation Date**”):

- (a) the grantee commits or permits or attempts to commit or permit a breach of restriction on transferability of Option or any terms or conditions attached to the grant of the Option;
- (b) the grantee makes a written request to the Board for the Option to be cancelled; or
- (c) if the grantee has, in the opinion of the Board, conducted himself in any manner whatsoever to the detriment of or prejudicial to the interests of the Company or its subsidiary.

The Option shall be deemed to have been cancelled with effect from the Cancellation Date in respect of any part of the Option which has not been exercised as at the Cancellation Date. No compensation shall be payable upon any such cancellation, provided that the Board shall be entitled in its discretion to pay such compensation to the grantee in such manner as it may consider appropriate in any particular case.

- (d) 任何該等調整須根據上市規則第17章及聯交所不時頒佈的有關上市規則詮釋的補充指引的條文作出；及
- (e) 作為交易代價的證券發行不得被視為須作出該等調整的情況。

15. 註銷未行使的購股權

董事會有權基於以下理由通過向承授人發出書面通知，說明該等購股權由該通知所指明的日期(「**註銷日期**」)起全部或部份註銷：

- (a) 承授人作出或允許作出或試圖作出或允許違反購股權轉讓性的限制或授予購股權所附帶的任何條款或條件；
- (b) 承授人向董事會提出書面要求註銷購股權；或
- (c) 倘董事會認為承授人以任何方式所作出的行為損害或不利於本公司或其附屬公司的利益。

就於註銷日期尚未行使的購股權的任何部份而言，購股權將被視作自註銷日期起已被註銷。任何該等註銷毋須支付任何賠償金，惟董事會有權酌情以其認為在任何特定情況下屬恰當的方式向承授人支付此賠償金。

16. Ranking of Shares

The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Articles of Association and the laws of the Cayman Islands from time to time and shall rank *pari passu* in all respects with the then existing fully paid Shares in issue commencing from (i) the allotment date or, (ii) if that date falls on a day when the register of members of the Company is closed, the first date of the re-opening of the register of members. Accordingly, it will entitle the holders to participate in all dividends or other distributions paid or made on or after (i) the allotment date or, (ii) if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members, other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefore shall be before the allotment date.

Share issued upon the exercise of an Option shall not carry rights until the registration of the grantee (or any other person) as the holder thereof.

17. Termination

The Company may by resolution in general meeting at any time terminate the operation of the Share Option Scheme. Upon termination of the Share Option Scheme as aforesaid, no further Options shall be offered but the provisions of the Share Option Scheme shall remain in force and effect in all other respects. All Options granted prior to such termination and not then exercised shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme.

16. 股份地位

於行使購股權時將予配發的股份受不時頒佈的組織章程細則及開曼群島法例的所有條文規限，並自(i)配發日，或(ii)倘該日為本公司暫停辦理股份過戶登記之日，則為重新恢復辦理股份過戶登記的首日起在各方面與當時現有已發行繳足股份享有同等權益，因此將賦予持有人參與於(i)配發日，或(ii)倘該日為本公司暫停辦理股份過戶登記之日，則為重新恢復辦理股份過戶登記的首日或之後派付或作出的所有股息或其他分派的權利，惟不包括先前已宣派或建議或議決派付或作出記錄日期早於配發日的任何股息或其他分派。

於承授人(或任何其他人士)登記為股份持有人前，因行使購股權發行的股份不會附帶任何權利。

17. 終止

本公司可於股東大會上通過決議案隨時終止購股權計劃的運作。待上述購股權計劃終止後，不得進一步提呈購股權，惟購股權計劃的條文在其他各方面仍然具有效力。於有關終止前已授出但當時尚未行使的所有購股權仍然有效，並可在購股權計劃規限下按照購股權計劃行使。

18. Transferability

The Option shall be personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favor of any third party over or in relation to any Option or attempt to do so (save that the grantee may nominate a nominee in whose name the Shares issued pursuant to the Share Option Scheme may be registered). Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such grantee.

19. Alteration of Share Option Scheme

The Share Option Scheme may be altered in any respect by a resolution of the Board except that the following shall not be carried out except with the prior sanction of an ordinary resolution of the Shareholders of the Company in general meeting:

- (a) any material alteration to its terms and conditions or any change to the terms of Options granted (except where the alterations take effect under the existing terms of the Share Option Scheme);
- (b) any alteration to the provisions of the Share Option Scheme in relation to the matters set out in Rule 17.03 of the Listing Rules to the advantage of grantee;
- (c) any change to the authority of the Board or any person or committee delegated by the Board pursuant to the Share Option Scheme to administer the day-to-day running of the Scheme; and
- (d) any alteration to the aforesaid alteration provisions.

provided always that the amended terms of the Share Option Scheme shall comply with the applicable requirements of the Listing Rules.

18. 可轉讓性

購股權屬承授人個人所有，且不得轉讓，任何承授人均不得以任何方式向任何第三方出售、轉讓、押記、抵押、留置或增設有關於任何購股權的任何權益(法定或實益)或試圖如此行事(承授人可提名一名代名人以其名義登記根據購股權計劃發行的股份除外)。一旦違反上述規定，本公司有權註銷授予該承授人的任何或部份尚未行使的購股權。

19. 修訂購股權計劃

購股權計劃可通過董事會決議案在任何方面予以修訂，除非本公司股東在股東大會上事先批准普通決議案，否則不得進行以下修訂：

- (a) 對其條款及條件的任何重大變動，或對已授出購股權的條款的任何變動(根據購股權計劃的現有條款生效的修訂除外)；
- (b) 對與上市規則第17.03條所載事宜有關的購股權計劃條文有利於承授人的任何變動；
- (c) 購股權計劃所載之董事會或董事會委派之任何人士或委員會管理計劃日常運作之權力的任何變動；及
- (d) 對前述修訂條文的任何變動。

惟購股權計劃的經修訂條款須符合上市規則的適用規定。

20. Conditions of the Share Option Scheme

The Share Option Scheme shall come into effect on the date on which the following conditions are fulfilled:

- (a) the approval of the Shareholders for the adoption of the Share Option Scheme;
- (b) the approval of the Stock Exchange for the listing of and permission to deal in, a maximum of 400,000,000 shares to be allotted and issued pursuant to the exercise of the Share Option Scheme in accordance with the terms and conditions of the Share Option Scheme;
- (c) the commencement of dealing in the shares of the Company on the Stock Exchange; and
- (d) the obligations of the underwriters under the Underwriting Agreement becoming unconditional and not being terminated in accordance with the terms thereof or otherwise.

If the permission referred to in paragraph (b) above is not granted within two calendar months after the Adoption Date:

- (i) the Share Option Scheme will forthwith terminate;
- (ii) any Option granted or agreed to be granted pursuant to the Share Option Scheme and any offer of such a grant shall be of no effect;
- (iii) no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the Share Option Scheme or any Option; and
- (iv) the Board may further discuss and devise another share option scheme that is applicable to a private company for adoption by our Company.

20. 購股權計劃的條件

購股權計劃須待以下條件達成當日方始生效：

- (a) 股東批准採納購股權計劃；
- (b) 聯交所批准根據購股權計劃的條款及條件行使購股權計劃而將予配發及發行的最多400,000,000股股份上市及買賣；
- (c) 本公司股份於聯交所開始買賣；及
- (d) 包銷商於包銷協議項下的責任成為無條件且並無根據所涉條款規定而終止或以其他方式終止。

倘上文(b)段所述批准未能於採納日期後兩個曆月授出，則：

- (i) 購股權計劃將隨即終止；
- (ii) 根據購股權計劃授出或同意授出的任何購股權及有關授出的任何要約將會失效；
- (iii) 概無人士根據或就購股權計劃或任何購股權而擁有任何權利或利益或須承擔任何責任；及
- (iv) 董事會可進一步討論及修訂另一份由本公司採納的適用於私營公司之購股權計劃。

OPTIONS GRANTED UNDER THE SCHEME

根據計劃授出的購股權

Details of the Options granted and outstanding for the year ended 31 December 2022, are as follows:

截至2022年12月31日止年度已授出及尚未行使購股權詳情如下：

Number of Options granted:

已授出購股權數目：

Category and name of participant	參與者類別及姓名	Date of grant of share options (Note)	Exercise price (HKD)	Outstanding as at 1 January 2022	Number of ordinary shares subject to share options granted under the Post-IPO Share Option Scheme			
					Granted during the year ended 31 December 2022	Exercised during the year ended 31 December 2022	Lapsed during the year ended 31 December 2022	Outstanding as at 31 December 2022
		授出購股權日期 (附註)	行使價 (港元)	於2022年1月1日尚未行使	於截至2022年12月31日止年度授出	於截至2022年12月31日止年度行使	於截至2022年12月31日止年度失效	於2022年12月31日尚未行使
Directors	董事							
Zhang Weiping	張衛平	31/8/2017	1.39	20,000,000	-	-	-	20,000,000
		27/8/2018	1.66	10,000,000	-	-	-	10,000,000
Zuo Yichen	左燿晨	31/8/2017	1.39	5,000,000	-	-	-	5,000,000
		27/8/2018	1.66	3,000,000	-	-	-	3,000,000
Lam Ngai Lung	林毅龍	31/8/2017	1.39	5,000,000	-	-	-	5,000,000
		27/8/2018	1.66	3,000,000	-	-	-	3,000,000
Li Yanping	李雁平	27/8/2018	1.66	1,000,000	-	-	-	1,000,000
Other employees	其他員工	31/8/2017	1.39	5,000,000	-	-	-	5,000,000
		27/8/2018	1.66	10,450,000	-	-	-	10,450,000
		19/8/2019	1.42	1,700,000	-	-	500,000	1,200,000
		21/8/2020	1.22	1,100,000	-	-	-	1,100,000
Total	總計			65,250,000	-	-	500,000	64,750,000

Notes:

- (1) The closing prices of the shares of the Company on 31 August 2017, 27 August 2018, 19 August 2019 and 21 August 2020, being the dates on which the Share Options were granted, were HK\$1.39, HK\$1.66, HK\$1.42 and HK\$1.22 per share respectively.

The closing price of the shares of the Company on 30 August 2017, 24 August 2018, 16 August 2019 and 20 August 2020, being the date before the date on which the options were granted were HK\$1.38, HK\$1.55, HK\$1.42 and HK\$1.25 per share respectively.

- (2) Save for 5,000,000 Share Options granted on 21 August 2020, the Share Options with respect to a grantee will be exercisable in the following manner:

- (i) 20% of the share options will be vested on the first anniversary of the date of grant and will be exercisable within five years from the first anniversary of the date of grant.
- (ii) 20% of the share options will be vested on the second anniversary of the date of grant and will be exercisable within five years from the second anniversary of the date of grant.
- (iii) 20% of the share options will be vested on the third anniversary of the date of grant and will be exercisable within five years from the third anniversary of the date of grant.
- (iv) 20% of the share options will be vested on the fourth anniversary of the date of grant and will be exercisable within five years from the fourth anniversary of the date of grant.
- (v) 20% of the share options will be vested on the fifth anniversary of the date of grant and will be exercisable within five years from the fifth anniversary of the date of grant.

- (3) 5,000,000 Share Options granted on 21 August 2020 with respect to a grantee will be exercisable in the following manner:

- (i) 50% of the share options will be vested on the first anniversary of the date of grant and will be exercisable within five years from the first anniversary of the date of grant.
- (ii) 50% of the share options will be vested on the second anniversary of the date of grant and will be exercisable within five years from the second anniversary of the date of grant.

附註：

- (1) 本公司股份於2017年8月31日、2018年8月27日、2019年8月19日及2020年8月21日(均為購股權授出之日期)之收市價分別為每股1.39港元、1.66港元、1.42港元及1.22港元。

本公司股份於2017年8月30日、2018年8月24日、2019年8月16日及2020年8月20日(均為購股權授出日期前之日期)之收市價分別為每股1.38港元、1.55港元、1.42港元及1.25港元。

- (2) 除於2020年8月21日授出的5,000,000份購股權外，承授人名下之購股權將可按以下方式行使：

- (i) 20%的購股權將於授出日期起計滿一週年之日歸屬，並於授出日期滿一週年之日起計五年內將可予行使。
- (ii) 20%的購股權將於授出日期起計滿兩週年之日歸屬，並於授出日期滿兩週年之日起計五年內將可予行使。
- (iii) 20%的購股權將於授出日期起計滿三週年之日歸屬，並於授出日期滿三週年之日起計五年內將可予行使。
- (iv) 20%的購股權將於授出日期起計滿四週年之日歸屬，並於授出日期滿四週年之日起計五年內將可予行使。
- (v) 20%的購股權將於授出日期起計滿五週年之日歸屬，並於授出日期滿五週年之日起計五年內將可予行使。

- (3) 於2020年8月21日向一名承授人授出的5,000,000份購股權將可按以下方式行使：

- (i) 50%的購股權將於授出日期起計滿一週年之日歸屬，並於授出日期滿一週年之日起計五年內將可予行使。
- (ii) 50%的購股權將於授出日期起計滿兩週年之日歸屬，並於授出日期滿兩週年之日起計五年內將可予行使。

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

As there had been no exercise of any share options during the year ended 31 December 2022, there was no weighted average closing price of the Shares immediately prior to exercise date to be disclosed pursuant to Rule 17.07(1)(d) of the Listing Rules.

As at the beginning and the end of the year ended 31 December 2022, the number of options available for grant under the Scheme Mandate Limit is 335,250,000.

As at the beginning and the end of the year ended 31 December 2022 and as at the date of this annual report, the remaining number of shares available for issue under the Share Option Scheme is 400,000,000 shares, representing approximately 9.5% of the total issued shares of the Company and the weighted average number of the shares in issue of the Company.

During the year ended 31 December 2022, there were 500,000 ordinary shares subject to share options granted under the Share Option Scheme were lapsed.

Save as disclosed above, no Options were granted, exercised or cancelled during the year ended 31 December 2022.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as disclosed in this annual report, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the Reporting Period or subsisted at the end of the Reporting Period.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year 2022. The Company has taken out and maintained directors' liability insurance throughout the year, which provides appropriate cover for the Directors of the Company and its subsidiaries.

由於截至2022年12月31日止年度並無任何購股權獲行使，故並無於緊接行使日期前的股份加權平均收市價須根據上市規則第17.07(1)(d)條予以披露。

於截至2022年12月31日止年度年初及年末，根據計劃授權上限可供授出的購股權數目為335,250,000份。

於截至2022年12月31日止年度年初及年末以及於本年報日期，購股權計劃項下可供發行的餘下股份數目為400,000,000股，佔本公司已發行股份總數及本公司已發行股份加權平均數約9.5%。

於截至2022年12月31日止年度，根據購股權計劃授出的購股權所涉及的500,000股普通股已失效。

除上文所披露者外，截至2022年12月31日止年度概無購股權獲授出、行使或註銷。

股票掛鈎協議

除本年報所披露之購股權計劃外，本公司於報告期間概無訂立或於報告期間末存續將導致或可能導致本公司發行股份或規定本公司訂立任何將導致或可能導致本公司發行股份的協議的股票掛鈎協議。

獲許可彌償保證條文

惠及董事的獲許可彌償保證條文於現時有效及於整個2022年度內一直有效。於整個年度內本公司已購買及持有董事責任保險，為本公司及其附屬公司董事提供適當的保險保障。

EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2022, the Group employed approximately 7,500 (2021: 7,470) staff in the PRC and Hong Kong. Employees of the Group are remunerated based on their individual performance, professional qualifications, experience in the industry and relevant market trends. The management of the Group regularly reviews the Group's remuneration policy and appraises the work performance of its staff. Employee remuneration includes salaries, allowances, bonuses, social insurance and mandatory pension fund contribution. As required by the relevant regulations in the PRC, the Group participates in the social insurance schemes operated by the relevant local government authorities. The Group also participates in the mandatory provident fund schemes for our employee in Hong Kong.

A remuneration committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

The Directors and senior management may also receive Options to be granted under the Share Option Scheme. For further details of the Share Option Scheme, please refer to the section headed "Share Option Scheme" in this report.

Details of the remuneration of the Directors, and five highest paid individuals during the year ended 31 December 2022 are set out in Notes 8 and 9 to the consolidated financial statements.

RETIREMENT AND EMPLOYEE BENEFITS SCHEME

Details of the retirement and employee benefits scheme of the Company are set out in "Other employee benefits" of Note 2.4 to the consolidated financial statements.

CONNECTED TRANSACTIONS

The Company has not entered into any connected transaction (as defined in the Listing Rules) for the year ended 31 December 2022.

僱員及薪酬政策

於2022年12月31日，本集團於中國及香港聘用的員工約為7,500名(2021年：7,470名)。本集團僱員之薪酬按其個人表現、專業資格、行業經驗及相關市場趨勢釐定。本集團管理層定期檢討本集團的薪酬政策，並評估員工之工作表現。僱員薪酬包括薪金、津貼、花紅、社會保險及強制性退休基金供款。根據中國相關法規規定，本集團參與由相關當地政府機關運作的社會保險計劃。本集團亦為位於香港之僱員參與強制性公積金計劃。

本集團已設立薪酬委員會，以參照本集團的經營業績、董事及高級管理層的个人表現及可資比較市場慣例審閱本集團董事及高級管理層的酬金政策及架構。

董事及高級管理層亦可根據購股權計劃獲得購股權。有關購股權計劃的進一步詳情，請參閱本報告的「購股權計劃」一節。

董事及五名最高薪酬人士於截至2022年12月31日止年度的薪酬詳情載列於綜合財務報表附註8及9。

退休及僱員福利計劃

有關本公司的退休及僱員福利計劃詳情載列於綜合財務報表附註2.4「其他僱員福利」。

關連交易

於截至2022年12月31日止年度，本公司並無訂立任何關連交易(定義見上市規則)。

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

Save as disclosed above, details of the related party transactions entered into by the Group during the year ended 31 December 2022 are set out in Note 39 to the consolidated financial statements. The transactions as set out therein do not fall under “Connected Transactions” or “Continuing Connected Transactions” in accordance with Chapter 14A of the Listing Rules.

The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules. During the Reporting Period, as far as the Directors are aware, there was no material non-compliance with applicable laws and regulations by the Group that has a significant impact on the Group’s business and operations.

ENVIRONMENTAL PROTECTION POLICIES

The Group is principally engaged in providing educational services, a line of business that generally does not have material impact on the environment. During the year ended 31 December 2022, the Group did not incur any material cost of compliance with applicable environmental laws and regulations.

COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended 31 December 2022 and up to the date of this annual report, the Group has complied with the relevant laws and regulations that have a significant impact on the Company.

EVENTS AFTER THE REPORTING PERIOD

After the Reporting Period and up to the date of this report, there were no material events affecting the Company or any of its subsidiaries.

LITIGATION

During the year ended 31 December 2022 and up to the date of this annual report, the Company was not engaged in any litigation of material importance and no litigation of material importance is known to the Directors to be pending or threatening against the Company.

除上文所披露者外，本集團於截至2022年12月31日止年度所訂立的關連方交易詳情已載列於綜合財務報表附註39。當中所載交易概無構成上市規則第14A章項下之「關連交易」或「持續關連交易」。

本公司確認其已遵守上市規則第14A章項下的披露規定。於報告期間，就董事所知，本集團並無重大違反適用法律及法規，而對本集團業務及營運造成重大影響。

環境保護政策

本集團主要從事提供教育服務，而此類業務一般不會對環境造成重大影響。截至2022年12月31日止年度，本集團並未在遵守適用環境法律及法規方面產生任何重大成本。

遵守法律及法規

截至2022年12月31日止年度及直至本年報日期，本集團已遵守對本公司產生重大影響的相關法律及法規。

報告期後之事項

於報告期間後及直至本報告日期，概無發生對本公司及其任何附屬公司造成影響的重大事件。

訴訟

於截至2022年12月31日止年度及直至本年報日期，本公司概無牽涉任何重大訴訟，且就董事所知，本公司並無尚未了結或面臨威脅的重大訴訟。

CODE ON CORPORATE GOVERNANCE PRACTICES

The Board has committed to achieving high corporate governance standards in order to safeguard the interests of Shareholders and to enhance corporate value and accountability. The Company has complied with all the code provisions set forth in the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (the “**Corporate Governance Code**”) during the year ended 31 December 2022. The Board will continue to review and monitor the corporate governance practices of the Company for the purpose of maintaining high corporate governance standards.

For details, please see the Corporate Governance Report in this annual report on pages 120 to 139.

AUDIT COMMITTEE

The Company established an audit committee (“**Audit Committee**”) in compliance with the Corporate Governance Code. The members of the audit committee have discussed with the management, and reviewed, the 2022 consolidated financial statements as set out in this annual report.

AUDITOR

The financial statements of the Group for the year ended 31 December 2022 had been audited by Ernst & Young, who will retire and being eligible, offer themselves for reappointment as auditor at the forthcoming annual general meeting of the Company. The Company has not changed its external auditor since its Listing and up to the date of this annual report.

RECOMMENDATION TO CONSULT PROFESSIONAL TAX ADVICE

The Company is not aware of any tax relief or exemption available to the shareholders of the Company by reason of their holding of the Company’s securities. If the shareholders of the Company are not sure about the tax effect on the purchase, holding, sale, trading or exercise of any rights attached to the relevant shares of the Company, they are recommended to consult independent experts for advice.

On behalf of the Board

Li Xuechun
Chairman

Hong Kong, 28 March 2023

企業管治常規守則

董事會致力於達致高標準的企業管治，務求保障股東權益及提升本公司企業價值及問責性。本公司於截至2022年12月31日止年度一直遵守上市規則附錄十四所載的企業管治守則(「**企業管治守則**」)中載列的所有守則條文。董事會將繼續審閱及監督本公司的企業管治常規，以維持高標準的企業管治。

詳情請參見本年報第120頁至第139頁的企業管治報告。

審核委員會

本公司已按企業管治守則成立審核委員會(「**審核委員會**」)。審核委員會的成員已與管理層討論並審閱載列於本年報的2022年綜合財務報表。

核數師

本集團於截至2022年12月31日止年度的財務報表已由安永會計師事務所審核。彼等將任滿告退，但表示願意於應屆週年股東大會應聘連任為核數師。自本公司上市起直至本年報日期，本公司並無更換其外聘核數師。

諮詢專業稅務意見的推薦建議

本公司並不知悉本公司股東因持有本公司證券而獲提供任何稅務寬減或減免。倘本公司股東不確定購買、持有、出售、買賣或行使本公司相關股份附帶之權利的稅務影響，建議彼等諮詢獨立專家以取得意見。

代表董事會

主席
李學春

香港，2023年3月28日

CORPORATE GOVERNANCE REPORT

企業管治報告

INTRODUCTION

The Board is committed to upholding a high standard of corporate governance and business ethics in the firm belief that they are essential for enhancing investors' confidence and maximizing Shareholders' returns. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of stakeholders, and to comply with increasingly stringent regulatory requirements as well as fulfill its commitment to excellence in corporate governance.

During the period from 1 January 2022 up to 31 December 2022 (both dates inclusive), the Company has complied with all code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

THE BOARD

General

The Board is committed to providing effective and responsible leadership for the Company. The Directors, individually and collectively, must act in good faith and in the best interests of the Company and its shareholders. The Board sets the Group's overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Group. It is also responsible for approving certain specific matters such as annual and interim results, major transactions, director appointments or reappointments, investment policy, dividend and accounting policies. The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group's businesses to the executive Directors and members of senior management. The functions and power that are so delegated are reviewed periodically to ensure that they remain appropriate. All Directors are provided with monthly updates on the Company's performance and financial position to enable the Board as a whole and each Director to discharge their duties.

緒言

董事會致力秉持高水平的企業管治及商業道德標準，堅信此乃提升投資者信心及增加股東回報的必然舉措。董事會不時檢討其企業管治常規以符合持份者日益提高的期望、遵守愈發嚴格的監管規定並履行其對卓越企業管治的承擔。

由2022年1月1日起至2022年12月31日止期間(首尾兩日包括在內)，本公司已遵守上市規則附錄十四所載的企業管治守則的所有守則條文。

董事會

一般事項

董事會承諾為本公司提供有效及負責任的領導。董事須個別及共同地為本公司及其股東最佳利益真誠行事。董事會制訂本集團的整體目標及策略、監察及評估其營運及財務表現並審閱本集團的企業管治標準。其亦負責審批年度及中期業績、主要交易、委任或續聘董事、投資政策、股息及會計政策等若干具體事宜。董事會已指派及授權執行董事及高級管理層成員負責執行其業務策略及管理本集團業務的日常營運。董事會定期檢討所委派職能及權力以確保有關指派仍屬合適。全體董事每月均獲提供有關本公司表現及財務狀況的最新資料，以便董事會整體及各董事履行職務。

All Board members have separate and independent access to the Group's senior management to fulfill their duties. Independent professional advice can be sought to assist the relevant Directors to discharge their duties at the Group's expense upon their request.

The Board has established three Board committees, being the Audit Committee, the Remuneration Committee and the Nomination Committee (each a “**Board Committee**” and collectively the “**Board Committees**”), to oversee different areas of the Company's affairs. For details, please see “Board Committees” below.

The Board currently comprises four executive Directors, namely Mr. Li Xuechun, Ms. Zhang Weiping, Mr. Zuo Yichen and Mr. Lam Ngai Lung, two non-executive Directors, namely Mr. Shen Jinzhou and Ms. Li Yanping and three independent non-executive Directors, namely, Mr. Chan Ngai Sang, Kenny, Mr. Yu Huangcheng and Mr. Wang Wei Hung, Andrew. A list of the Directors identifying their roles and functions are available on the websites of the Company and the Stock Exchange.

Their biographical details and (where applicable) their family relationships are set out in the section headed “Directors and Senior Management” in this annual report. All Directors are required to declare to the Board upon their first appointment, the directorships or other positions they are concurrently holding at other companies or organizations. These interests are updated on an annual basis and when necessary.

Mr. Li Xuechun, the chairman of Board, is the father-in-law of Mr. Zuo Yichen, who is an executive Director. Ms. Li Yanping is the daughter of Mr. Li Xuerang who is a cousin of Mr. Li Xuechun, a controlling shareholder of the Company, an executive Director and chairman of the Board. Save as disclosed herein, there are no other financial, business, family or other material/relevant relationships among members of the Board.

各董事會成員可分別獨立接觸本集團的高級管理層，以履行彼等的職責。相關董事亦可自身要求徵詢獨立專業意見，協助彼等履行職責，費用由本集團承擔。

董事會已成立三個董事會委員會，即審核委員會、薪酬委員會及提名委員會(各自稱為「董事會委員會」及統稱為「該等董事會委員會」)，以監察本公司事務的不同範疇。詳情請參見下文「董事會委員會」。

董事會現時包括四名執行董事李學春先生、張衛平女士、左燭晨先生及林毅龍先生，兩名非執行董事沈金洲先生及李雁平女士以及三名獨立非執行董事陳毅生先生、余黃成先生及王惟鴻先生。列明董事角色及職能的董事名單可於本公司及聯交所網站查閱。

彼等的履歷詳情及(如適用)彼等的親屬關係載於本年報「董事及高級管理層」一節。全體董事須於首次獲委任時向董事會申報彼等同時在其他公司或機構擔任的董事或其他職務，有關利益申報每年或於需要時更新。

董事會主席李學春先生為執行董事左燭晨先生的岳父。李雁平女士為Li Xuerang先生之女，而Li Xuerang先生為本公司控股股東、執行董事兼董事會主席李學春先生之堂兄。除本段披露者外，董事會成員間並無其他財務、業務、親屬或其他重大／相關關係。

Independent views and input

In order to ensure independent views and input are available to the Board, the Board has developed the following mechanisms, including but not limited to:

- (i) at least one-third of Board members are independent non-executive Directors;
- (ii) every independent non-executive Director is appointed for a specific term and subject to retirement by rotation at least once every three years;
- (iii) independent non-executive Directors possess professional knowledge and broad experience;
- (iv) no independent non-executive Director has served the Company for more than nine years;
- (v) no independent non-executive Director holds more than six listed company directorships to make sure that each of independent non-executive Directors has sufficient time to make contributions to the Board;
- (vi) every independent non-executive Director has made an annual confirmation of his independence to the Company; and
- (vii) the Board, each of its Committees or every Director is able to seek professional advice in appropriate circumstances at the Company's expenses.

The implementation and effectiveness of relevant mechanisms have been reviewed by the Board during the Reporting Period and will be reviewed annually.

獨立觀點及意見

為確保董事會可獲得獨立觀點及意見，董事會已建立以下機制，包括但不限於：

- (i) 至少三分之一董事會成員為獨立非執行董事；
- (ii) 每名獨立非執行董事之委任有指定任期，並須至少每三年輪值告退一次；
- (iii) 獨立非執行董事具備專業知識及豐富經驗；
- (iv) 概無獨立非執行董事服務本公司超過九年；
- (v) 概無獨立非執行董事於超過六間上市公司擔任董事職務，以確保每名獨立非執行董事能夠投入充足時間專注董事會事務；
- (vi) 每名獨立非執行董事已就其獨立性向本公司提交年度確認書；及
- (vii) 董事會、轄下每個委員會或每名董事可於適當情況下尋求專業意見，有關費用由本公司承擔。

董事會已於報告期間檢討相關機制的實施及成效，並將每年進行檢討。

Corporate Governance Function

The Board is also responsible for developing, reviewing and monitoring the policies and practices on corporate governance and legal and regulatory compliance of the Group, and the training and continuous professional development of directors and senior management. The Board also reviews the disclosures in the corporate governance report to ensure compliance. The Board's responsibility in this regard includes:

- (a) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;
- (d) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board and report to the Board on matters;
- (e) to review the Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report; and
- (f) to review and monitor the Company's compliance with the Company's whistleblowing policy.

During the year ended 31 December 2022, the Board has reviewed the Company's corporate governance practices and the Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report.

企業管治職能

董事會亦負責制定、檢討及監察本集團的企業管治政策及常規與遵守法律及法規情況，以及董事及高級管理層的培訓及持續專業發展。董事會亦審閱企業管治報告內的披露資料以確保符合要求。就此而言，董事會的職責包括：

- (a) 檢討及監察本公司的政策及常規是否遵守法律及監管規定；
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (c) 制定、檢討及監察適用於僱員及董事的行為守則及合規手冊；
- (d) 制定及檢討本公司的企業管治政策及常規並向董事會提出建議，及向董事會匯報有關事宜；
- (e) 檢討本公司遵守企業管治守則及企業管治報告所載披露的情況；及
- (f) 檢討及監察本公司遵守本公司檢舉政策的情況。

於截至2022年12月31日止年度，董事會已檢討本公司的企業管治常規及本公司遵守企業管治守則的情況以及企業管治報告的披露事項。

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The role of the independent non-executive Directors is to provide independent and objective opinions to the Board, giving adequate control and balances for the Group to protect the overall interests of the Shareholders and the Group. They serve actively on the Board and the Board Committees to provide their independent and objective views.

In compliance with Rules 3.10(1) and (2) and 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors, representing one-third of the Board. Each independent non-executive Director has confirmed his independence to the Company with reference to the factors set out in Rule 3.13 of the Listing Rules. Based on the contents of such confirmations, the Company considers that all of the independent non-executive Directors are independent.

BOARD COMMITTEES

The Board is supported by a number of committees, including the Audit Committee, the Nomination Committee and the Remuneration Committee. Each Board Committee has its defined and written terms of reference approved by the Board covering its duties, powers and functions. Their terms of reference are available on the websites of the Company and the Stock Exchange.

All Board Committees are provided with sufficient resources to discharge their duties, including access to management or professional advice if considered necessary.

Audit Committee

The Audit Committee comprises three independent non-executive Directors, namely, Mr. Chan Ngai Sang, Kenny, Mr. Yu Huangcheng and Mr. Wang Wei Hung, Andrew. Mr. Chan Ngai Sang, Kenny, who has appropriate professional qualifications and experience in accounting matters, was appointed as the chairman of the Audit Committee.

獨立非執行董事的獨立身份

獨立非執行董事的角色乃向董事會提供獨立及客觀的意見，為本集團提供足夠的制約及平衡，以保障股東及本集團整體利益。彼等於董事會及董事會委員會上積極提供獨立及客觀的意見。

為遵守上市規則第3.10(1)和(2)條及3.10A條，本公司已委任三名獨立非執行董事，佔董事會人數三分之一。各獨立非執行董事已根據上市規則第3.13條所載因素向本公司確認其獨立身份。根據有關確認的內容，本公司認為全體獨立非執行董事均屬獨立。

董事會委員會

董事會獲得多個委員會(包括審核委員會、提名委員會及薪酬委員會)支援。各董事會委員會均訂明經董事會批准的明確書面職權範圍，涵蓋其職責、權力及職能。彼等的職權範圍於本公司及聯交所網站可供查閱。

所有該等董事會委員會均獲提供足夠資源以履行其職務，包括於需要時聽取管理層或專業意見。

審核委員會

審核委員會包括三名獨立非執行董事，即陳毅生先生、余黃成先生及王惟鴻先生。陳毅生先生獲委任為審核委員會主席，彼擁有合適專業資格且具備會計事務經驗。

During the year ended 31 December 2022, the Audit Committee mainly performed following duties:

- reviewed the Group's audited annual results for the year ended 31 December 2021 and the unaudited interim results for the six months ended 30 June 2022, met with the external auditors to discuss such annual results and interim results, and was of the opinion that the preparation of the relevant financial statements complied with the applicable accounting standards and requirements and that adequate disclosure had been made;
- reviewed the accounting principles and practices adopted by the Group, and recommended the appointment of external auditors; and
- assisted the Board in meeting its responsibilities for maintaining an effective system of internal control and risk management, including meeting with the management of the Company and internal control review department regarding the internal control of the Group and review the capabilities and scope of review of the internal control assessment team of the Group.

The principal responsibilities of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems, and relationship with external auditors of the Group, overseeing the audit process and performing other duties, reviewing the interim and annual results, and such responsibilities as assigned by the Board. The Audit Committee had also reviewed the audited annual consolidated financial statements for the year ended 31 December 2022.

For details on the internal control and risk management systems, please see "Risk Management and Internal Control" below.

截至2022年12月31日止年度，審核委員會主要履行下列職責：

- 審閱本集團截至2021年12月31日止年度的經審核年度業績及截至2022年6月30日止六個月的未經審核中期業績，與外聘核數師會面以討論有關年度業績及中期業績，並認為相關財務報表乃根據適當的會計準則及規定編製，並已作出足夠披露；
- 審閱本集團採納的會計原則及慣例及就外聘核數師的委任提出推薦建議；及
- 協助董事會履行其維持有效內部監控及風險管理系統的職責，包括與本公司管理層及負責內部監控的審計部門就本集團的內部監控開會及審閱本集團的內部監控評核團隊的能力及審閱範圍。

審核委員會的主要職責乃就財務申報過程、內部監控及風險管理系統是否有效及維持與本集團外聘核數師關係提供獨立意見藉以協助董事會、監督審核過程及履行其他職責、審核中期及年度業績以及董事會委派的有關責任。審核委員會亦已審閱截至2022年12月31日止年度的經審核年度綜合財務報表。

有關內部監控及風險管理系統的詳情，請參閱下文「風險管理及內部監控」。

Remuneration Committee

The Remuneration Committee comprises three members, namely Mr. Wang Wei Hung, Andrew (independent non-executive Director), Mr. Li Xuechun (executive Director) and Mr. Yu Huangcheng (independent non-executive Director). The chairman of the Remuneration Committee is Mr. Wang Wei Hung, Andrew. The principal responsibilities of the Remuneration Committee are to review and make recommendations to the Board on the overall remuneration structure and policy for all Directors and senior management as well as the specific remuneration packages for the executive Directors and senior management; and to review matters relating to share schemes. No Director takes part in any decision of the Board on his own remuneration. The Company's objective for its remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration and fees paid to members of the Board, market rates and factors such as each director's workload, performance, responsibility, job complexity and the Group's performance are taken into account.

During the year ended 31 December 2022, the Remuneration Committee have:

- discussed and reviewed the Group's remuneration policy and reviewed and approved the remuneration package of the executive Directors and senior management of the Company for the year of 2022; and
- assessing performance of the executive Directors.

Details of the Group's remuneration policy are set out in the paragraph headed "Employee and Remuneration Policies" in the report of the directors.

The remuneration of the members of the senior management (including all executive Directors) of the Group by band for the year ended 31 December 2022 is set out below:

薪酬委員會

薪酬委員會包括三名成員，即王惟鴻先生（獨立非執行董事）、李學春先生（執行董事）及余黃成先生（獨立非執行董事）。王惟鴻先生為薪酬委員會主席。薪酬委員會的主要職責為檢討全體董事及高級管理層的整體薪酬架構及政策以及執行董事及高級管理層的個別薪酬組合，並就以上事項向董事會提供建議，以及審閱有關股份計劃的事項。概無董事參與董事會有關其本身薪酬的任何決定。本公司對薪酬政策的目標是根據業務所需及行業慣例，確保薪酬待遇公平及具競爭力。本公司因應市場水準、各董事的工作量、表現、職責、工作難度及本集團表現等因素，釐定向董事會成員支付的薪酬及袍金水平。

截至2022年12月31日止年度，薪酬委員會：

- 討論及檢討本集團2022年的薪酬政策以及檢討及批准本公司執行董事及高級管理層的薪酬待遇；及
- 評估執行董事的表現。

本集團薪酬政策之詳情載於董事會報告內「僱員及薪酬政策」一段。

截至2022年12月31日止年度按範圍劃分本集團高級管理層（包括全體執行董事）成員的薪酬載列如下：

Remuneration bands	薪酬範圍	Number of persons 人數
Nil to HK\$1,000,000	零至1,000,000港元	2
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	–
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	1
over HK\$3,000,000	3,000,000港元以上	3

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in Notes 8 and 9 to the consolidated financial statements, respectively.

Nomination Committee

The Nomination Committee comprises three members, namely, Mr. Li Xuechun (chairman of the Board and executive Director), Mr. Yu Huangcheng (independent non-executive Director) and Mr. Chan Ngai Sang, Kenny (independent non-executive Director). The chairman of the Nomination Committee is Mr. Li Xuechun. The principal responsibilities of the Nomination Committee are to review the composition of the Board, including its structure, size and diversity at least annually to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Group and make recommendations in any proposed changes to the Board to complement the Company's corporate strategy. It also carries out the process of identifying, considering and recommending to the Board suitably qualified persons by making reference to the skills, experience and expertise of such individuals, the Company's needs and other relevant statutory requirements and regulations to become a member of the Board, monitor the succession planning of Directors and assess the independence of independent non-executive Directors. An external recruitment agency may be engaged to carry out the recruitment and selection process where necessary. The Nomination Committee will also review the Board Diversity Policy (as defined below) from time to time, so as to develop and review measurable objectives for the implementing the Board Diversity Policy (as defined below) and to monitor the progress on achieving these objectives.

During the year ended 31 December 2022, the Nomination Committee has reviewed the structure, size and composition of the Board, and whether the composition of the Board complied with the requirements of the Board Diversity Policy (as defined below) during the year of 2022.

根據上市規則附錄十六須予披露的有關董事酬金及五名最高薪酬僱員的進一步詳情分別載於綜合財務報表附註8及9。

提名委員會

提名委員會包括三名成員，即李學春先生（董事會主席兼執行董事）、余黃成先生（獨立非執行董事）及陳毅生先生（獨立非執行董事）。李學春先生為提名委員會主席。提名委員會的主要職責為最少每年檢討董事會的組成，包括其架構、規模及多元化，以確保董事會具備適合本集團業務所需的均衡專業知識、技能及經驗，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議。提名委員會亦通過參考有關人士的技能、經驗及專業知識、本公司的需求及其他相關監管規定及規例，物色、考慮及向董事會推薦適當合資格人士加入董事會、監察董事繼任安排以及評估獨立非執行董事的獨立身份。本公司於有需要時或會委聘外界招聘代理機構進行招聘及甄選工作。提名委員會亦將不時檢討董事會多元化政策（定義見下文），以為執行董事會多元化政策（定義見下文）訂立及檢討可計量目標，並監察達成該等目標的進度。

於截至2022年12月31日止年度，提名委員會已審閱2022年董事會的架構、人數及組成，以及董事會成員的組成是否符合董事會多元化政策（定義見下文）的要求。

BOARD DIVERSITY POLICY

Pursuant to the Listing Rules, the Board adopted a board diversity policy (the “**Board Diversity Policy**”) on 2 March 2017. The Company recognizes and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company’s business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

The Nomination Committee has set measurable objectives (in terms of gender, age, skills and experience) to implement the Board Diversity Policy. Such objectives will be reviewed from time to time to ensure their appropriateness and the progress made towards achieving those objectives will be ascertained. The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness.

As of 31 December 2022, the Company has two female Directors, which is in compliance with Rule 13.92 of the Listing Rules. The Board considers that the Company has achieved gender diversity at the Board level and targets to maintain at least the current level of female representation.

During the year ended 31 December 2022, the Nomination Committee has reviewed the diversity of the Board and considered that the Group has achieved the measurable objectives of the Board Diversity Policy in terms of age, educational background, professional experience, skills, knowledge and length of services.

As at 31 December 2022, the Group had a total of approximately 7,500 staff comprising of approximately 3,000 male staff (equivalent to approximately 41% of the Group’s total workforce) and approximately 4,500 female staff (equivalent to approximately 59% of the Group’s total workforce). As such, the Group has achieved gender diversity in respect of its workforce. The Group will continue to maintain an appropriate balance of gender diversity in its workforce in near future.

董事會多元化政策

根據上市規則，董事會於2017年3月2日採納董事會多元化政策(「**董事會多元化政策**」)。本公司確認及受惠於董事會成員多元化帶來的裨益。儘管董事會的所有委任將繼續堅持任人唯才的原則，本公司將確保董事會具備均衡且切合本公司業務需要的技能、經驗及多元化觀點。本公司將按多項多元化準則遴選候選人，包括但不限於性別、年齡、文化及教育背景、經驗(專業或其他方面)、技能以及知識。

提名委員會已就性別、年齡、技能及經驗制定可計量目標以推行董事會多元化政策，並不時檢視該等目標以確保其合適及確定達成該等目標之進度。提名委員會將在適當時候檢討董事會多元化政策，以確保政策持續有效。

於2022年12月31日，本公司有兩名女性董事，此符合上市規則第13.92條。董事會認為本公司已在董事會層面達到性別多元化，並致力至少維持現時之女性成員比例水平。

截至2022年12月31日止年度，提名委員會已檢討董事會多元化，並認為就年齡、教育背景、專業經驗、技能、知識及服務年期而言，本集團已達致董事會多元化政策之可計量目標。

於2022年12月31日，本集團共有約7,500名員工，包括約3,000名男性員工(佔本集團員工總數約41%)及約4,500名女性員工(佔本集團員工總數約59%)。因此，本集團在其員工隊伍方面達致性別多元化。於不久將來，本集團將繼續在其員工隊伍中保持適當的性別多元化平衡。

DIVIDEND POLICY

For the dividend policy adopted by the Company, please refer to “Dividend Policy” in the Report of the Directors on page 47 to 48 in this annual report.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and Chief Executive Officer are separate and are not performed by the same individual as this ensures better checks and balances and hence better corporate governance. Mr. Li Xuechun holds the position of the Chairman, who is primarily responsible for the strategic development of the Group. Ms. Zhang Weiping serves as the Chief Executive Officer, who is primarily responsible for the overall management and operation of the Group.

股息政策

有關本公司採納的股息政策，請參閱本年報第47至48頁董事會報告的「股息政策」。

主席及行政總裁

主席與行政總裁之角色應有所區分，且不應由同一人兼任，以確保作出更有效的制衡，繼而建立更高效的企業管治。李學春先生擔任主席一職，主要負責本集團的戰略發展。張衛平女士擔任行政總裁，主要負責本集團整體管理及營運。

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The term of each of the executive Directors and independent non-executive Directors of the Company is subject to his retirement and re-election at annual general meeting in accordance with the Company's articles of association. In accordance with the Company's articles of association, a person may be appointed as a Director either by the Shareholders in general meeting or by the Board. Each of the non-executive Directors has entered into an appointment letter with the Company for an initial term of one year, subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the term of each of the appointment may be renewed for a further term of one year by mutual agreement between the non-executive Director and the Company upon expiration of the initial term and each renewed term. Any Directors appointed by the Board as additional Directors shall hold office until the next following annual general meeting or any Director appointed by the Board to fill casual vacancies shall hold office until the next following general meeting, and are eligible for re-election by the Shareholders. In addition, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years, and are eligible for re-election by the Shareholders.

BOARD MEETINGS

In compliance with the Corporate Governance Code, Board meetings will be held regularly and at least four times a year at approximately quarterly intervals. For regular Board meetings, notices of at least 14 days are given to facilitate maximum attendance of the Directors. Directors may propose to the Chairman or the Company Secretary to include matters in the agenda for regular board meetings.

At board meetings, the Directors will be provided with the relevant documents to be considered and approved. Draft and final versions of minutes are sent to all Directors for their comments and records respectively within a reasonable time after the board meeting is held. Minutes of Board meetings are kept by the Company Secretary or a duly appointed secretary of the Board meeting and are open for inspection by any Director.

委任及重選董事

本公司各執行董事及獨立非執行董事須根據本公司組織章程細則於股東週年大會上退任及膺選連任。根據本公司的組織章程細則，任何人士均可由股東於股東大會上或由董事會委任為董事。各非執行董事與本公司訂立委聘函件，初步為期一年，並須根據本公司組織章程細則的規定輪席退任及重選連任，並各委聘任期可在初始任期及每個重續任期屆滿時由非執行董事與本公司協商後續任一年。任何獲董事會委任為新增董事的董事任期僅至下屆股東週年大會為止或任何獲董事會委任以填補臨時空缺的董事的任期僅直至下屆股東大會為止，惟彼等符合資格由股東重選。此外，於每屆股東週年大會當時為數三分之一的董事(如董事人數並非三(3)的倍數，則須為最接近但不少於三分之一的董事人數)須輪流退任，惟各董事須最少每三年於股東週年大會上輪流退任一次，並符合資格由股東重選。

董事會會議

根據企業管治守則，董事會會議每年定期最少舉行四次，大約每季一次。就例行董事會會議而言，會議通知最少14天前發出以達致最高董事出席率。董事可向主席或本公司秘書提議，以將事宜列入例行董事會會議議程。

於董事會會議上，相關文件將提供予董事以便其考慮及批准。於董事會會議召開後合理時間內，記錄的草擬稿及最終稿將分別發放予全體董事，以供其評論及記錄。董事會會議記錄由公司秘書或正式任命的董事會會議秘書保存並由任何董事隨時查閱。

During the year ended 31 December 2022, the Board held 8 meetings. During the meetings of the Board held in 2022 the Board reviewed the operation and financial performance and reviewed and approved the annual results for the year ended 31 December 2021 and the interim results for the six months ended 30 June 2022, etc..

截至2022年12月31日止年度，董事會舉行8次會議。於2022年舉行的董事會會議上，董事會檢討經營及財務表現以及審閱及批准截至2021年12月31日止年度的年度業績及截至2022年6月30日止六個月的中期業績等。

The individual attendance record of each Director for the meetings of the Board, Board committees and the general meeting of the Company held during the year ended 31 December 2022 is set out below:

各董事於截至2022年12月31日止年度舉行的本公司董事會、董事會委員會及股東大會會議的個別出席記錄載列如下：

		2022 Meetings Attended/Held 2022年出席／舉行的會議				Annual General Meeting
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	股東週年大會
Executive Directors	執行董事					
Mr. Li Xuechun (Chairman)	李學春先生(主席)	8/8	N/A 不適用	1/1	1/1	1/1
Ms. Zhang Weiping	張衛平女士	8/8	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Zuo Yichen	左燭晨先生	8/8	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Lam Ngai Lung	林毅龍先生	8/8	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Non-executive Directors	非執行董事					
Mr. Lin Kaihua (resigned on 21 December 2022)	林開樺先生 (於2022年 12月21日辭任)	7/7	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Ms. Li Yanping	李雁平女士	8/8	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent Non-executive Directors	獨立非執行董事					
Mr. Chan Ngai Sang, Kenny	陳毅生先生	8/8	2/2	N/A 不適用	1/1	1/1
Mr. Yu Huangcheng	余黃成先生	8/8	2/2	1/1	1/1	1/1
Mr. Wang Wei Hung, Andrew	王惟鴻先生	8/8	2/2	1/1	N/A 不適用	1/1
Total Number of Meeting	會議數目總計	8	2	1	1	1

DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

董事及行政人員的保險

本公司已就其董事及行政人員可能會面對的法律訴訟作出適當的投保安排。

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations. Briefings and updates on the latest development regarding the Listing Rules and other applicable regulatory requirements are provided to the Board during Board meetings to ensure compliance and enhance their awareness of good corporate governance practices. The Company will also arrange regular seminars to provide Directors with updates on the latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time.

During the year ended 31 December 2022, the Directors participated in the following trainings:

董事持續培訓及專業發展

所有新委任的董事均獲提供必要的入職培訓及資料，確保其對本公司的營運及業務以及其於相關法規、法例、規則及條例下對彼等的責任有適當程度的了解。本公司於董事會會議上向董事會提供有關上市規則及其他適用監管規定最新發展的簡介及最新資料，以確保董事遵守有關法規，以及加深彼等對良好企業管治常規的認識。本公司亦會定期舉辦研討會不時為董事提供上市規則及其他相關法律及監管規定的最新發展及變動的資料。

截至2022年12月31日止年度，董事參與培訓如下：

Name of Director 董事姓名		Type of Training¹ 培訓類別 ¹
<i>Executive Directors</i>		
Mr. Li Xuechun (Chairman of the Board)	執行董事 李學春先生(董事會主席)	B
Ms. Zhang Weiping	張衛平女士	B
Mr. Zuo Yichen	左燿晨先生	B
Mr. Lam Ngai Lung	林毅龍先生	B
<i>Non-executive Directors</i>		
Mr. Lin Kaihua (resigned on 21 December 2022)	非執行董事 林開樺先生(於2022年12月21日辭任)	A, B
Ms. Li Yanping	李雁平女士	B
<i>Independent Non-executive Directors</i>		
Mr. Chan Ngai Sang, Kenny	獨立非執行董事 陳毅生先生	A, B
Mr. Yu Huangcheng	余黃成先生	B
Mr. Wang Wei Hung, Andrew	王惟鴻先生	B

Note:

1. Type A training includes: attending training sessions, including but not limited to, briefings, seminars, conferences and workshops relating to directors' duties and responsibilities/corporate governance/updates on Listing Rules amendments and similar activities.

Type B training includes: reading relevant news alerts, newspapers, journals, magazines, updates and relevant publications relating to the economy/general business/directors' duties and responsibilities and similar activities.

附註：

1. A類培訓包括：參加培訓課程，包括但不限於簡報、座談會、會議及有關董事職責及責任／企業管治／上市規則修訂本更新及類似活動的講座。

B類培訓包括：閱讀相關新聞快報、報章、刊物、雜誌、更新及與經濟／一般業務／董事職責及責任以及類似活動相關之有關刊物。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made to all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the period from the 1 January 2022 up to 31 December 2022 (both dates inclusive).

The Company has also established a code no less exacting than the Model Code for securities transactions by senior management who are likely to be in possession of unpublished price-sensitive or inside information of the Company.

COMPANY SECRETARY

Mr. Wong Wai Chiu has been appointed as the Company Secretary with effect from 1 March 2022. Mr. Wong is a fellow of The Hong Kong Chartered Governance Institute (previously known as The Hong Kong Institute of Chartered Secretaries), a fellow of the Chartered Governance Institute, a member of CPA Australia, a member of the Hong Kong Trustee Association and a Certified Trust Practitioner. Mr. Wong is an associate director of SWCS Corporate Services Group (Hong Kong) Limited and his major responsibility is assisting listed companies in professional company secretarial work.

Mr. Wong's primary contact person at the Company is Mr. Lam Ngai Lung, an executive Director and the chief financial officer of the Company.

For the year ended 31 December 2022, Mr. Wong has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

董事進行證券交易的標準守則

本公司已採用上市規則附錄十所列的標準守則。

已經向全體董事作出具體查詢，董事已確認彼等由2022年1月1日起至2022年12月31日止期間內(首尾兩日包括在內)一直遵守標準守則。

本公司亦制訂有不遜於標準守則的守則作為可能擁有本公司未公開的股價敏感資料或內幕消息的高級管理層進行證券交易的守則。

公司秘書

黃偉超先生已獲委任為公司秘書，自2022年3月1日起生效。黃先生為香港公司治理公會(前身為香港特許秘書公會)資深會員、英國特許公司治理公會資深會員、澳洲會計師公會會員、香港信託人公會會員及認可信託專業人員。黃先生為方圓企業服務集團(香港)有限公司聯席董事，其主要職責為協助上市公司進行專業公司秘書工作。

黃先生於本公司之主要聯絡人為本公司執行董事兼財務總監林毅龍先生。

截至2022年12月31日止年度，黃先生已根據上市規則第3.29條，參加不少於15小時的相關專業培訓。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognizes its responsibility to ensure the Company maintains a sound and effective risk management and internal control system.

The Group's internal control system is designed to safeguard assets against misappropriation and unauthorized disposition and to manage operational risks. Review of the Group's internal controls covering major financial, operational and compliance controls, as well as risk management functions. The controls built into the risk management system are intended to manage significant risks in the Group's business.

The Board is in charge of managing the overall risks of our Group. It is responsible for considering, reviewing and approving any significant business decision involving material risk exposures, (including, among others, material risk relating to environmental, social and governance) such as our decision to expand our school network into new geographic areas, and to enter into cooperative business relationships with third parties to establish new schools. The Group also maintains insurance coverage which is in line with customary practice in the PRC education industry, including school liability insurance. The Group also has arrangements with certain banks in place to ensure that it will be able to obtain credit to support its business operation and expansion.

As disclosed in the Prospectus, taking into account the internal control measures implemented by the Group in connection with the non-compliance incidents disclosed under the section headed "Business — Legal Proceedings and Compliance" in the Prospectus, the on-going monitoring and supervision by the Board and the principals of the Group's schools with the assistance from professional external advisers where required, and the fact that, as confirmed by the Directors, the non-compliance incidents did not involve fraud or dishonesty, the Directors are of the view that our enhanced internal control measures are adequate and effective.

風險管理及內部監控

董事會確認其確保本公司維持健全有效風險管理及內部監控系統的責任。

本集團的內部監控系統乃為確保資產不會被不當挪用及未經授權處理以及管理經營風險而設計。本集團的內部監控檢討涵蓋主要財務、營運及合規監控以及風險管理職能。風險管理系統中設立的監控乃為管理本集團業務的重大風險。

董事會負責管理本集團的整體風險，亦負責考慮、審查及批准涉及重大風險敞口(包括(其中包括)環境、社會及管治相關重大風險)的任何重要業務決策，如決定擴大學校網絡至新地區以及與第三方訂立合作業務關係以興建新學校。本集團亦投購符合中國教育行業慣例的保險，包括學校責任保險。本集團還與若干銀行訂立安排，確保我們能獲得信貸以支持我們的業務營運及擴展。

如招股章程所披露，考慮到本集團就招股章程「業務—法律程序及合規情況」一節所披露的違規事件所採取的內部控制措施、董事會及本集團學校的校長於需要時在外部專業顧問協助下持續監控及監管，以及經董事確認違規事件不涉及欺詐或不誠實，故董事認為，我們經加強的內部控制措施足夠有效。

The Company has established an internal audit department to carry out its internal audit functions by assisting the Board to implement the Group's risk management framework. The work of the internal audit department will be reviewed by the Audit Committee and the Board annually. During the year ended 31 December 2022, the Audit Committee, with reference to and based on the internal audit report issued by the independent audit firm, conducted a review on the effectiveness of the Group's risk management and internal control systems, including financial, operational and compliance controls and risk management functions, adequacy of resources, qualifications and experience of staff of the Company's accounting, internal control and financial reporting functions, and training programmes and budget. The Board has considered and discussed the internal audit report issued by the independent audit firm, the work conducted by the independent audit firm, the Audit Committee's view on the Group's risk management and internal control systems and their effectiveness. The Board and the Audit Committee are satisfied with the effectiveness and adequacy of the risk management and internal control of the Group.

Based on the review carried out by the independent audit firm, the Audit Committee and the Board, the Board concluded that there are no material irregularities nor areas of concern that would have significant adverse impact on the Company's financial position or results of operations, and that the risk management and internal control systems are adequate and effective and the Company's resources, staff qualifications and experience, training programs and budget for accounting, internal audit, financial reporting function and Listing Rules compliance are adequate.

The Group regulates the handling and dissemination of inside information according to the "Guidelines on Disclosure of Inside Information" published by the Securities and Future Commission in June 2012 to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made. The Company regularly reminds the Directors and employees about due compliance with all policies regarding the inside information. Also, the Company keeps Directors, senior management and employees apprised of the latest regulatory updates. The Company shall prepare or update appropriate guidelines or policies to ensure the compliance with regulatory requirements.

本公司已成立內部審核部門，以協助董事會履行其內部審核職能，從而實施本集團的風險管理框架。內部審核部門的工作將由審核委員會及董事會每年進行審閱。截至2022年12月31日止年度，經參考且根據獨立審計事務所發佈的內部審計報告，審核委員會對本集團風險管理及內部控制系統的成效進行審閱，審閱內容包括財務、營運及合規控制及風險管理活動、資源的充足性、本公司會計、內部監督及財務申報方面的員工資格及經驗以及培訓課程及預算。董事會已審議及討論獨立審計事務所發佈的內部審計報告、獨立審計事務所開展的工作、審核委員會就本集團的風險管理及內部控制系統以及其有效性發佈的觀點。董事會及審核委員會信納本集團風險管理及內部控制的有效性及其充足性。

根據獨立審計事務所、審核委員會及董事會進行的檢討，董事會並不知悉任何嚴重違規或任何範疇將對本公司的財務狀況或經營業績構成重大不利影響，並認為風險管理及內部控制系統已經足夠及有效，且本公司的資源、員工資歷及經驗、培訓計劃以及會計、內部審計、財務匯報職能及遵守上市規則之預算已經足夠。

本集團按證券及期貨事務監察委員會於2012年6月頒佈的《內幕消息披露指引》監管內幕消息的處理及發佈，以確保適當批准披露該等消息前維持保密，並以有效率及一致的方式發佈該等消息。本公司定期提醒董事及僱員妥善遵守所有有關內幕消息的政策。此外，本公司讓董事、高級管理人員及僱員掌握最新之監管最新資料。本公司將編製或更新合適指引或政策以確保遵守監管規定。

DIRECTORS' RESPONSIBILITY IN PREPARING FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Company's consolidated financial statements which give a true and fair view of the Group's state of affairs, results and cash flows for the year and in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance. The Company has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgments and estimates. The Board considers that the Group has adequate resources to continue in business for the foreseeable future and not aware of any material uncertainties relating to events or conditions that may affect the business of the Company or cast doubts on its ability to continue as going concern.

AUDITOR'S REMUNERATION

The remuneration for the audit and non-audit services provided by the auditor of the Company, Ernst & Young, during the year ended 31 December 2022 was approximately as follows:

Type of Services	服務類型	Amount 金額 RMB'000 人民幣千元
Annual audit services	年度審核服務	4,900
Total	總計	4,900

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with the Shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognizes the importance of timely and non-selective disclosure of information, which will enable shareholders and investors to make the informed investment decisions.

董事負責編製財務報表

董事會明白本身有責任根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例之披露要求編製本公司綜合財務報表，真實公平反映本集團於本年度的事務情況、業績及現金流量。本公司已根據審慎及合理的判斷及估計選擇合適的會計政策並貫徹採用。董事會認為本集團備有充足資源於可見未來繼續經營業務，且並不知悉任何可能影響本公司業務或致令本公司持續經營能力成疑的事件或狀況的重大不確定因素。

核數師酬金

本公司核數師安永會計師事務所截至2022年12月31日止年度為本集團提供有關審核及非審核服務的概約酬金如下：

Type of Services	服務類型	Amount 金額 RMB'000 人民幣千元
Annual audit services	年度審核服務	4,900
Total	總計	4,900

與股東及投資者溝通

本公司認為，與股東有效溝通是加強投資者關係及讓投資者了解本集團業務、業績及策略的重要因素。本公司亦了解，及時全面披露資訊以便股東及投資者作出知情投資決定的重要性。

At general meetings of the Company, the Shareholders will have the opportunity to communicate directly with the Directors. The chairman of the Board and the chairman of each of the Board Committees will attend the annual general meetings to answer Shareholders' questions. The auditor of the Company will also attend the annual general meetings to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

To promote effective communication, the Company adopts a shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and its shareholders and maintains a website of the Company at (www.minshengedu.com), where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

To promote investors' understanding of the Company's business, the Company organises roadshows and on-site visits for investors. The Company has also participated in a number of investment forums and conducted multiple exchanges with securities analysts, fund management companies, and individual investors through various means.

The Company will review its shareholders' communication policy annually to ensure its implementation and effectiveness. The Company considers its shareholders' communication policy implemented effectively during the Reporting Period.

SHAREHOLDERS' RIGHTS

General

To safeguard our Shareholders' interests and rights, a separate resolution will be proposed for each issue at general meetings, including the election of individual Directors.

All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

於本公司股東大會上，股東有機會可以與董事直接對話。董事會主席及各董事會委員會主席須出席股東週年大會回應股東的問題。本公司核數師亦會出席股東週年大會解答有關審核工作、核數師報告編製過程與內容、會計政策及核數師獨立性等問題。

為促進有效溝通，本公司採取股東溝通政策，旨在建立本公司與其股東之間的雙向關係與交流，並且在(www.minshengedu.com)設立本公司網站，刊載本公司業務與發展、財務資料、企業管治常規及其他方面的最新資料供公眾查閱。

為促進投資者對本公司業務的瞭解，本公司為投資者組織路演及現場參觀。本公司亦參加大量投資論壇並通過各種方式與證券分析師、基金管理公司及個人投資者進行多次交流。

本公司將每年檢討其股東溝通政策，以確保其實施及有效性。本公司認為其股東溝通政策於報告期間已有效實施。

股東權利

一般資料

為保障本公司股東的權益與權利，在股東大會商討的各項事宜(包括選舉個別董事)須以獨立的決議案提出。

在股東大會提出的所有決議案須根據上市規則以投票方式表決，而投票結果須在各股東大會結束後適時在本公司及聯交所網站公佈。

Convening of Extraordinary General Meeting and Putting Forward Proposals

Shareholders may put forward proposals for consideration at a general meeting of the Company according to the articles of association. Any one or more members holding as at date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or company secretary of the Company, to require an extraordinary general meeting of the Company to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures for Proposing a Person for Election as a Director

Pursuant to the Article 85 of the articles of associations of the Company, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice (as defined therein) signed by a Member (as defined therein) (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

召開股東特別大會及提呈議案

股東可以根據組織章程細則提呈議案在本公司股東大會討論。在提出要求當日持有不少於本公司附有權利可在本公司股東大會投票的繳足股本十分之一的一或多名股東，有權隨時向董事會或本公司公司秘書提出書面要求，由董事會召開本公司股東特別大會，以處理該項要求指明的事宜，而該會議須在提出要求後兩個月內召開。倘若在提出要求後21天內，董事會未有按要求召開會議，則提出要求者可以相同的方式召開會議，由於董事會未有召開會議而導致提議人所承擔的一切合理開支，須由本公司向提議人補償。

提名人士參選董事的程序

根據本公司的組織章程細則第85條，除非獲董事推薦參選，或由正式合資格出席大會並可於會上投票的股東(定義見組織章程細則)(並非擬參選人)簽署通知(定義見組織章程細則)，表明擬提名相關人士參選，且獲提名人士簽署該通知表明願意參選，否則除會上退任董事外，概無任何人士有資格於任何股東大會上參選董事。上述通知須呈交總辦事處或過戶登記處，通知期不得少於七(7)日，如該等通知是於就選舉董事而召開股東大會的通告寄發後始呈交，則呈交該(等)通知的期間為就選舉董事而召開股東大會的通告寄發後翌日起計至不遲於該股東大會舉行日期前七(7)日。

Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to Mr. Lam Ngai Lung of Room 511-512, 5/F., Tower 2, Lippo Centre, 89 Queensway Road, Admiralty, Hong Kong (email address: msedu@minshengedu.com).

CHANGE IN CONSTITUTIONAL DOCUMENTS

There was no change in the memorandum and articles of association of the Company during the Reporting Period and up to the date of this annual report.

向董事會查詢

股東如須向董事會查詢有關本公司的事宜，可提交查詢至林毅龍先生(地址為香港金鐘金鐘道89號力寶中心第二座5樓511-512室)(電郵地址：msedu@minshengedu.com)。

更改組織章程文件

於報告期間及截至本年報之日期，本公司的組織章程大綱及細則概無變動。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the shareholders of
Minsheng Education Group Company Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Minsheng Education Group Company Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 150 to 344, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (the “**IASB**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致：民生教育集團有限公司全體股東
(於開曼群島註冊成立之有限公司)

意見

我們已審核載於第150頁至第344頁民生教育集團有限公司(「**貴公司**」)及其附屬公司(「**貴集團**」)之綜合財務報表。該等綜合財務報表包括於2022年12月31日之綜合財務狀況表及截至該日期止年度的綜合損益及其他全面收益表、綜合權益變動表、綜合現金流量表以及包括主要會計政策概要的綜合財務報表附註。

我們認為該等綜合財務報表已經根據國際會計準則理事會(「**國際會計準則理事會**」)頒佈之國際財務報告準則(「**國際財務報告準則**」)真實而中肯地反映貴集團於2022年12月31日之綜合財務狀況及其截至該日期止年度的綜合財務表現及其綜合現金流量，並已根據香港公司條例之披露規定妥善編製。

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). Our responsibilities under those standards are further described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA’s *Code of Ethics for Professional Accountants* (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

意見基準

我們根據香港會計師公會(「香港會計師公會」)頒佈之香港審計準則(「香港審計準則」)進行審核。我們於該等準則下的責任，會於我們的報告中核數師就審核綜合財務報表承擔的責任一節作進一步描述。根據香港會計師公會的專業會計師職業道德守則(「該守則」)，我們獨立於貴集團，並已根據該守則履行我們其他道德責任。我們相信，我們所獲得的審核憑證充分且恰當地為我們的審核意見提供基準。

關鍵審核事項

根據我們的專業判斷，關鍵審核事項乃本期間我們的綜合財務報表審核中最為重大的事項。該等事項於我們對綜合財務報表進行整體審核及提出意見時處理，我們不會對該等事項提供單獨意見。吾等審核下列各項事項時如何應對的描述也以此為依據。

我們已履行於我們的報告中核數師就審核綜合財務報表承擔的責任一節中描述(包括有關該等事項)的責任。因此，我們的審計工作包括履行應對綜合財務報表重大錯誤陳述風險評估而設計的審計程序。我們的審核程序結果，包括處理以下事項而執行的程序，為綜合財務報表隨附的審核意見提供基準。

KEY AUDIT MATTERS (continued)

Key audit matter

關鍵審核事項

Income tax

所得稅

As set out in note 10 to the financial statements, pursuant to the 2016 Decision (as defined in note 10 to the financial statements), private schools are no longer being classified as either schools for which the school sponsor (s) require reasonable returns or schools for which the school sponsor (s) do not require reasonable returns. Instead, the school sponsor (s) of a private school may choose for the school to be a for-profit private school or a non-profit private school, with the exception that schools providing nine-year compulsory education must be non-profit. Pursuant to the 2016 Decision and the 2021 Implementation Rules (as defined in note 10 to the financial statements), a private school may enjoy the preferential tax policies, which are not defined under neither the 2016 Decision nor the 2021 Implementation Rules, as stipulated by the related government authorities and a non-profit school may enjoy the same tax policies as enjoyed by a public school.

As at the date of this report, except for one school which was incorporated as a limited liability company, the Group's schools in the People's Republic of China (the "PRC Schools") are in the process of classification registrations and remain as private non-enterprise units. In accordance with the tax compliance confirmations obtained from the local tax authorities and the Group's external legal advisor's comments on the preferential tax treatments for the current year, the PRC Schools did not pay corporate income tax for the income from formal educational services and have enjoyed the preferential tax treatments during the year of 2022. Following the completion of the registration of the PRC Schools as for-profit private schools, the PRC Schools may be subject to corporate income tax at a rate of 25% in respect of service fees they receive from the provision of formal educational services, if they do not enjoy any preferential tax treatment. As such, significant impact on the Group's profit and loss may arise.

There were significant judgements involved in management's analysis and assessment, such as the assessment on the possible outcome of the tax provision based on historical experiences and interpretation of the relevant tax laws and regulations in respect of the preferential tax treatments enjoyed by the PRC Schools.

Relevant disclosures are included in notes 3 and 10 to the financial statements.

關鍵審核事項(續)

How our audit addressed the key audit matter

我們的審核如何處理關鍵審核事項

We performed the following procedures:

- discussed with management to evaluate their interpretation of the tax laws and their assessment of the tax obligations of the schools operated by the Group for the current year;
- evaluated management's assessment on the application of the preferential tax or applicable tax rate to the respective schools;
- discussed with the Group's external PRC legal advisors to understand their view with respect to the interpretation of the existing applicable laws which would have an impact on the applicable tax rates on the respective schools;
- obtained the Group's external legal advisor's comments on the tax obligations applied onto the Group's schools, in particular, whether or not the PRC Schools had to pay income tax as required by their respective tax authorities by the end of year 2022 and whether the PRC Schools which enjoyed such preferential tax treatments were in compliance with the applicable laws and regulations in China;
- assessed any new policies, regulations or rules that have been introduced by the authorities up to the date of this report, which might have an impact on the tax position of the PRC Schools;
- examined the tax compliance confirmations obtained from the local tax authorities for the current year, where appropriate; and
- involved our internal tax experts to assist us in analysing the preferential tax treatments enjoyed by the PRC Schools and assessing the adequacy of tax provisions.

KEY AUDIT MATTERS (continued)**Key audit matter****關鍵審核事項***Income tax**所得稅*

誠如財務報表附註10所載，根據2016年決定（定義見財務報表附註10），民辦學校不再分類為學校舉辦者要求取得合理回報的學校或學校舉辦者不要求取得合理回報的學校。相反，民辦學校的學校舉辦者可為學校選擇成為營利性民辦學校或非營利性民辦學校，惟提供九年義務教育的學校必須為非營利性除外。根據2016年決定及2021年實施條例（定義見財務報表附註10），按照相關政府機構的規定，民辦學校可享受優惠稅收政策（於2016年決定及2021年實施條例項下均未有界定），而非營利性學校可享受與公立學校相同的稅收政策。

於本報告日期，除一所以有限責任公司註冊成立的學校外，貴集團旗下位於中華人民共和國的學校（「中國學校」）正處於分類登記的過程中及仍為民辦非企業單位。根據自當地稅務機構獲取的無欠稅證明及貴集團外部法律顧問有關本年度優惠稅收待遇的意見，中國學校於2022年並無就提供學歷教育服務所得收入繳納企業所得稅並享受優惠稅收待遇。於中國學校完成登記為營利性民辦學校的手續後，倘不能享受任何優惠稅收待遇，中國學校可能須就其自提供學歷教育服務所收取的服務費按稅率25%繳納企業所得稅。因此，可能對貴集團的溢利及虧損產生重大影響。

管理層的分析及評估涉及重大判斷，例如對根據過往經驗作出稅項撥備的可能後果的評估及對中國學校所享受優惠稅收待遇適用相關稅務法律及法規的詮釋。

相關披露載於財務報表附註3及10。

關鍵審核事項(續)**How our audit addressed the key audit matter****我們的審核如何處理關鍵審核事項**

我們執行以下程序：

- 與管理層討論以評估彼等對稅法的詮釋以及彼等對本年度貴集團營辦學校的納稅責任的評估；
- 評價管理層對各學校應用稅收優惠或適用稅率的評估；
- 與貴集團中國外部法律顧問討論，以了解彼等對可能影響各學校適用稅率的現行適用法律詮釋的意見；
- 獲得貴集團外部法律顧問對應用於貴集團學校納稅義務的意見，尤其在其相關稅務機關有否要求中國學校須於2022年年底前支付所得稅及享有有關優惠稅收待遇的中國學校是否符合中國之適用法律及法規；
- 評估機關直至本報告日期已推出而可能影響中國學校稅務狀況的任何新政策、法規或規則；
- 適當審閱自當地稅務機構獲取的本年度無欠稅證明；及
- 邀請我們的內部稅務專家協助我們分析中國學校所享受的優惠稅收待遇，並評估稅項撥備是否充足。

KEY AUDIT MATTERS (continued)

Key audit matter

關鍵審核事項

Goodwill impairment

商譽減值

As at 31 December 2022, the Group had significant amounts of goodwill of RMB2,338.4 million arising from acquisitions, which were supported by an annual impairment review. No impairment charge was recorded against goodwill in the current year. Certain assumptions used in the impairment review were subjective and involved significant judgements and estimates, and they included:

- the future cash flow growth assumptions used in the Group's most recent budgets for the next five years approved by management, including future industry development, pricing strategies, market supply and demand, and gross margins;
- the growth rate used beyond the period covered by the budgets; and
- the discount rate applied to future cash flows.

The accounting judgements and estimates and disclosures related to the impairment assessment are included in notes 3 and 15 to the financial statements.

關鍵審核事項(續)

How our audit addressed the key audit matter

我們的審核如何處理關鍵審核事項

In order to evaluate the impairment test carried out by management and assess the value-in-use of the cash-generating units, we performed the following procedures:

- evaluated management's future cash flow forecasts and the process by which they were drawn up;
- assessed the actual performance in the year against the prior year budgets to evaluate historical forecasting accuracy;
- assessed the key assumptions by checking against the historical trend and industry index;
- performed sensitivity analyses on the forecasts;
- analysed the discount rate and long term growth rate used by comparing to the industry index with the assistance of our internal valuation experts; and
- evaluated the adequacy of the Group's disclosures regarding the goodwill impairment testing.

KEY AUDIT MATTERS (continued)**Key audit matter****關鍵審核事項***Goodwill impairment**商譽減值*

於2022年12月31日，貴集團因收購事項而產生重大金額的商譽人民幣2,338.4百萬元，並由年度減值審查支持。減值審查採用之若干假設乃主觀且涉及重大判斷及估計，而當中包括：

- 於貴集團最近期已獲管理層批准的未來五年預算中採用的未來現金流量增長假設，包括未來行業發展、定價政策、市場供求及毛利率；
- 預算涵蓋期間後所使用的增長率；及
- 應用至未來現金流量的貼現率。

有關減值評估的會計判斷、估計及披露載於財務報表附註3及15內。

關鍵審核事項(續)**How our audit addressed the key audit matter****我們的審核如何處理關鍵審核事項**

為評價管理層所作的減值測試及評估現金產生單位的在用價值，我們已執行以下程序：

- 評價管理層的未來現金流量預測及該等預測的制訂過程；
- 對比以往的年度預算，評估年內的實際表現及評價過往預測的準確性；
- 檢查過往趨勢及行業指數，以評估關鍵假設；
- 對預測執行敏感度分析；
- 與行業指數比較，在我們的內部估值專家協助下分析經採用的貼現率及長期增長率；及
- 評價貴集團對於商譽減值測試的披露是否恰當。

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

載入年報的其他資料

貴公司董事須對其他資料負責。其他資料包括載於年報內的資料，惟不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

就我們對綜合財務報表的審核，我們的責任是閱讀其他資料，於過程中考慮其他資料是否與綜合財務報表或我們於審核過程中所了解的情況存在重大不符之處或似乎存在重大錯誤陳述。倘我們根據已履行的工作認為其他資料存在重大錯誤陳述，我們需要就此如實報告。於本方面，我們沒有任何事項需要報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會頒佈之國際財務報告準則及香港公司條例的披露規定編製真實且公平的綜合財務報表，並就董事釐定為對編製綜合財務報表不存在由於欺詐或錯誤而導致重大錯誤陳述所必需的內部監控系統負責。

於編製綜合財務報表時，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及採用持續經營基準供為會計之用，除非貴公司董事有意將貴集團清盤或停止經營或別無其他實際的替代方案。

審核委員會協助貴公司董事履行監督貴集團的財務報告程序的責任。

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審核綜合財務報表承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們的意見的核數師報告。我們僅向閣下(作為整體)提呈報告，且概無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證乃高水平的保證，惟不能保證按照香港審計準則進行審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，倘合理預期它們單獨或滙總起來可能影響此等綜合財務報表使用者依賴此等報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審核的過程中，我們運用了專業判斷，並在整個審核過程中保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及獲取充足及適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控系統之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部監控系統，以設計適當的審核程序，但目的並非對貴集團內部監控系統的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計及相關披露的合理性。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審核綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師於報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不再持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。我們負責集團審核的方向、監督及執行。我們為審核意見承擔全部責任。

我們與審核委員會溝通(其中包括)計劃的審核範圍、時間安排、重大審核發現等，包括我們在審核中識別出內部監控系統的任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已遵守有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地認為會影響我們獨立性的所有關係及其他事項以及(如適用)為消除威脅採取的行動或所採用的防範措施。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Lee Mee Kwan, Helena.

Ernst & Young
Certified Public Accountants
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

28 March 2023

核數師就審核綜合財務報表承擔的責任(續)

與審核委員會溝通的事項中，我們釐定對本期綜合財務報表的審核最為重要的事項，從而構成關鍵審核事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期我們報告中溝通的事項而造成的負面後果超過其所產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審核項目合夥人為李美群。

安永會計師事務所
執業會計師
香港鰂魚涌
英皇道979號
太古坊一座27樓

2023年3月28日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

Year ended 31 December 2022 截至2022年12月31日止年度

		Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
REVENUE	收益	5	2,353,965	2,394,012
Cost of sales	銷售成本		(1,078,819)	(1,037,051)
Gross profit	毛利		1,275,146	1,356,961
Other income and gains	其他收入及收益	5	280,570	249,894
Selling and distribution expenses	銷售及分銷開支		(273,341)	(242,932)
Administrative expenses	行政開支		(501,042)	(471,342)
Other expenses, net	其他開支淨額		(71,455)	(100,194)
Finance costs	融資成本	7	(163,740)	(130,564)
Share of profit/(loss) of an associate	分佔聯營公司溢利/(虧損)		363	(22)
PROFIT BEFORE TAX	除稅前溢利	6	546,501	661,801
Income tax expense	所得稅開支	10	(33,229)	(54,222)
PROFIT FOR THE YEAR	年度溢利		513,272	607,579

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)
綜合損益及其他全面收益表(續)

Year ended 31 December 2022 截至2022年12月31日止年度

	Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
OTHER COMPREHENSIVE INCOME	其他全面收益		
Other comprehensive (loss)/ income that may be reclassified to profit or loss in subsequent periods:	可能於期後期間重新 分類至損益之其他 全面(虧損)/收益：		
Exchange differences on translation of financial statements	換算財務報表之 匯兌差額	(157,537)	35,319
Net other comprehensive (loss)/ income that may be reclassified to profit or loss in subsequent periods	可能於期後期間重新分類 至損益的其他全面 (虧損)/收益淨額	(157,537)	35,319
Other comprehensive income/ (loss) that will not be reclassified to profit or loss in subsequent periods:	不會於期後期間重新分類 至損益的其他全面 收益/(虧損)：		
Exchange differences on translation of financial statements	換算財務報表之 匯兌差額	71,426	(23,231)
Net other comprehensive income/ (loss) that will not be reclassified to profit or loss in subsequent periods	不會於期後期間重新分類 至損益的其他全面 收益/(虧損)淨額	71,426	(23,231)
OTHER COMPREHENSIVE (LOSS)/ INCOME FOR THE YEAR	年度其他全面(虧損)/ 收益	(86,111)	12,088
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年度全面收益總額	427,161	619,667

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

綜合損益及其他全面收益表(續)

Year ended 31 December 2022 截至2022年12月31日止年度

		Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Profit attributable to:	以下應佔溢利：			
Owners of the parent	母公司擁有人		490,066	576,886
Non-controlling interests	非控股權益		23,206	30,693
			513,272	607,579
Total comprehensive income attributable to:	以下應佔全面收益總額：			
Owners of the parent	母公司擁有人		403,955	588,974
Non-controlling interests	非控股權益		23,206	30,693
			427,161	619,667
EARNINGS PER SHARE	母公司普通股權益持有人			
ATTRIBUTABLE TO ORDINARY	應佔每股盈利：			
EQUITY HOLDERS OF THE				
PARENT:				
Basic and diluted	基本及攤薄	12	RMB人民幣0.1162元	RMB人民幣0.1368元

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2022 2022年12月31日

		Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	3,210,791	3,061,628
Right-of-use assets	使用權資產	14	837,230	859,308
Goodwill	商譽	15	2,338,424	2,335,902
Other intangible assets	其他無形資產	16	434,285	519,433
Investment in an associate	於聯營公司的投資	17	2,063	1,545
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產	18	14,176	96,539
Deferred tax assets	遞延稅項資產	30	13,552	10,607
Other non-current assets	其他非流動資產	19	190,988	604,352
Total non-current assets	非流動資產總值		7,041,509	7,489,314
CURRENT ASSETS	流動資產			
Inventories	存貨	20	10,003	11,590
Trade receivables	貿易應收款項	21	684,137	606,031
Prepayments, other receivables and other assets	預付款項、其他應收款項 及其他資產	22	566,089	190,216
Financial assets at fair value through profit or loss	按公平值計入損益的金融 資產	18	177,755	204,400
Cash and cash equivalents	現金及現金等價物	23	3,477,088	2,750,227
Restricted bank deposits	受限制銀行存款	23	–	186,016
Total current assets	流動資產總值		4,915,072	3,948,480
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付款項	24	944,220	807,138
Contract liabilities	合約負債	25	909,607	986,560
Other payables and accruals	其他應付款項及應計費用	26	965,689	1,178,005
Dividend payables	應付股息		102,428	23
Deferred income	遞延收入	27	22,832	22,891
Interest-bearing bank and other borrowings	計息銀行及其他借款	28	598,051	295,719
Tax payable	應付稅項		21,907	28,091
Put option liability	認沽期權負債	31	944,472	–
Total current liabilities	流動負債總額		4,509,206	3,318,427
NET CURRENT ASSETS	流動資產淨值		405,866	630,053
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		7,447,375	8,119,367

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

綜合財務狀況表(續)

31 December 2022 2022年12月31日

		Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Financial liability at fair value through profit or loss	按公平值計入損益的金融負債	35	—	7,840
Deferred income	遞延收入	27	242,395	260,472
Interest-bearing bank and other borrowings	計息銀行及其他借款	28	1,759,483	1,683,208
Other long term liability	其他長期負債	29	264,119	274,777
Payables for compensation fees	應付補償費用	26	—	55,116
Deferred tax liabilities	遞延稅項負債	30	144,262	148,177
Put option liability	認沽期權負債	31	—	900,742
Total non-current liabilities	非流動負債總額		2,410,259	3,330,332
Net assets	資產淨值		5,037,116	4,789,035
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	32	322	322
Reserves	儲備	34	4,815,763	4,591,483
			4,816,085	4,591,805
Non-controlling interests	非控股權益		221,031	197,230
Total equity	總權益		5,037,116	4,789,035

LI XUECHUN

李學春

Director

董事

LAM NGAI LUNG

林毅龍

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2022 截至2022年12月31日止年度

		Attributable to owners of the parent									
		母公司擁有人應佔									
	Notes	Share capital	Contributed surplus	Capital reserve	Statutory reserve	Share option reserve	Retained profits	Exchange fluctuation reserve	Total	Non-controlling interests	Total equity
	附註	股本	實繳盈餘	資本儲備	法定儲備	購股權儲備	留存溢利	外匯波動儲備	合計	非控股權益	總權益
		RMB'000	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	人民幣千元
		Note 32		Note 34(b)	Note 34(c)	Note 33(iii)					
		附註32		附註34(b)	附註34(c)	附註33(iii)					
At 1 January 2021	於2021年1月1日	322	160,308	1,330,698	800,411	38,235	1,698,327	7,341	4,035,642	126,237	4,161,879
Profit for the year	年度溢利	-	-	-	-	-	576,886	-	576,886	30,693	607,579
Other comprehensive income for the year:	年度其他全面收益：										
Exchange differences on translation of financial statements	換算財務報表之匯兌差額	-	-	-	-	-	-	12,088	12,088	-	12,088
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	-	576,886	12,088	588,974	30,693	619,667
Acquisition of subsidiaries	收購附屬公司	35	-	-	-	-	-	-	-	40,300	40,300
Final 2020 dividend declared	已宣派2020年末期股息	-	-	(37,952)	-	-	-	-	(37,952)	-	(37,952)
Recognition of share-based payment expenses	確認以股份為基礎的付款的費用	33	-	-	-	5,141	-	-	5,141	-	5,141
Transfer from retained profits	轉撥自留存溢利	-	-	-	60,867	-	(60,867)	-	-	-	-
At 31 December 2021	於2021年12月31日	322	160,308*	1,292,746*	861,278*	43,376*	2,214,346*	19,429*	4,591,805	197,230	4,789,035

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

綜合權益變動表(續)

Year ended 31 December 2022 截至2022年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔									
		Share capital	Contributed surplus	Capital reserve	Statutory reserve	Share option reserve	Retained profits	Exchange fluctuation reserve	Total	Non-controlling interests	Total equity
Notes											
附註		股本	實繳盈餘	資本儲備	法定儲備	購股權儲備	留存溢利	外匯波動儲備	合計	非控股權益	總權益
		RMB'000	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	人民幣千元
		Note 32		Note 34(b)	Note 34(c)	Note 33(iii)					
		附註32		附註34(b)	附註34(c)	附註33(iii)					
At 1 January 2022	於2022年1月1日	322	160,308	1,292,746	861,278	43,376	2,214,346	19,429	4,591,805	197,230	4,789,035
Profit for the year	年度溢利	-	-	-	-	-	490,066	-	490,066	23,206	513,272
Other comprehensive loss for the year:	年度其他全面虧損：										
Exchange differences on translation of financial statements	換算財務報表之匯兌差額	-	-	-	-	-	-	(86,111)	(86,111)	-	(86,111)
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	-	490,066	(86,111)	403,955	23,206	427,161
Acquisition of a subsidiary	收購一間附屬公司	35	-	-	-	-	-	-	-	5,984	5,984
Capital injection from non-controlling shareholder of a subsidiary	一間附屬公司之非控股股東注資	-	-	-	-	-	-	-	-	4,900	4,900
Dividends paid to non-controlling shareholders	支付予非控股股東之股息	-	-	-	-	-	-	-	-	(10,259)	(10,259)
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	-	(30)	(30)
Final 2021 dividend declared	已宣派2021年末期股息	-	-	(182,257)	-	-	-	-	(182,257)	-	(182,257)
Recognition of share-based payment expenses	確認以股份為基礎的付款的費用	33	-	-	-	2,582	-	-	2,582	-	2,582
Transfer from retained profits	轉撥自留存溢利	-	-	-	53,220	-	(53,220)	-	-	-	-
At 31 December 2022	於2022年12月31日	322	160,308*	1,110,489*	914,498*	45,958*	2,651,192*	(66,682)*	4,816,085	221,031	5,037,116

* These reserve accounts comprise the consolidated reserves of RMB4,815,763,000 in the consolidated statement of financial position as at 31 December 2022 (2021: RMB4,591,483,000).

* 該等儲備賬包括於2022年12月31日的綜合財務狀況表內金額為人民幣4,815,763,000元(2021年：人民幣4,591,483,000元)的綜合儲備。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2022 截至2022年12月31日止年度

	Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Profit before tax	除稅前溢利	546,501	661,801
Adjustments for:	就以下各項調整：		
Finance costs	融資成本	7 163,740	130,564
Share of (profit)/loss of an associate	分佔聯營公司(溢利)/虧損	(363)	22
Investment income from short-term investments measured at fair value through profit or loss	按公平值計入損益計量的短期投資的投資收入	5 (29,985)	(20,951)
Bank interest income	銀行利息收入	5 (29,067)	(54,927)
Interest income from a company controlled by the former shareholders of a subsidiary	來自附屬公司原股東所控制公司的利息收入	5 (19,487)	(17,780)
Fair value loss on an equity investment at fair value through profit or loss	按公平值計入損益的股權投資公平值虧損	6 21,164	15,830
Fair value loss from short-term investments at fair value through profit or loss	按公平值計入損益計量的短期投資之公平值虧損	6 4,787	-
Fair value loss from a loan to an associate included in other non-current assets measured at fair value	計入其他非流動資產且按公平值計量的給予聯營公司的貸款的公平值虧損	6 17,986	10,133
Fair value (gain)/loss from contingent consideration at fair value through profit or loss	按公平值計入損益的或然代價公平值(收益)/虧損	6 (57,085)	53,054
Loss/(gain) on disposal of items of property, plant and equipment and right-of-use assets, net	處置物業、廠房及設備項目以及使用權資產之虧損/(收益)淨額	6 1,385	(1,002)
Government grants released	已發放的政府補助	27 (103,646)	(95,926)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6 168,971	154,049
Depreciation of right-of-use assets	使用權資產折舊	6 48,192	43,375
Amortisation of other intangible assets	其他無形資產攤銷	6 86,933	68,812
Provision for expected credit losses on trade receivables	貿易應收款項之預期信貸虧損撥備	6 8,722	5,518
Reversal of impairment of trade receivables	貿易應收款項減值撥回	6 -	(1,439)
Provision for expected credit losses on other receivables	其他應收款項之預期信貸虧損撥備	6 8,044	6,310
Equity-settled share option expense	以權益結算的購股權費用	6 2,582	5,141
		839,374	962,584

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

綜合現金流量表(續)

Year ended 31 December 2022 截至2022年12月31日止年度

		Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Decrease/(increase) in inventories	存貨減少/(增加)		1,587	(616)
Increase in trade receivables	貿易應收款項增加		(86,828)	(164,425)
Increase in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產增加		(12,764)	(12,175)
(Increase)/decrease in long-term prepayments, other receivables and other assets	長期預付款項、其他應收款項及其他資產(增加)/減少		(6,486)	32,595
Increase in trade payables	貿易應付款項增加		137,082	40,789
Decrease in other payables and accruals	其他應付款項及應計費用減少		(70,153)	(126,021)
(Decrease)/increase in contract liabilities	合約負債(減少)/增加		(82,288)	74,033
Decrease in other long term liability	其他長期負債減少		(10,658)	(10,547)
Decrease in payables for compensation fees – non-current	應付補償費用減少 – 非即期		(60,000)	(60,000)
Government grants received	已收政府補助	27	85,510	94,652
Decrease/(increase) in restricted bank deposits	受限制銀行存款減少/(增加)		3,030	(3,030)
Cash generated from operations	經營所得現金		737,406	827,839
Interest received	已收利息		29,067	54,927
Income tax paid	已付所得稅		(46,634)	(52,299)
Net cash flows from operating activities	經營活動所得現金流量淨額		719,839	830,467

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

綜合現金流量表(續)

Year ended 31 December 2022 截至2022年12月31日止年度

	Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Interest received	已收利息	20,411	18,547
Purchase of items of property, plant and equipment	購置物業、廠房及設備 項目	(387,746)	(609,510)
Proceeds from disposal of items of property, plant and equipment	處置物業、廠房及設備 項目之所得款項	1,892	5,696
Additions to other intangible assets	添置其他無形資產	(1,785)	(22,542)
Acquisition of subsidiaries	收購附屬公司	(101,708)	457,160
Acquisition of non-controlling interests	收購非控股權益	(30)	–
Capital injection from non-controlling shareholders of subsidiary	一間附屬公司之非控股股 東注資	4,900	–
Purchase of short-term investments measured at fair value through profit or loss	購買按公平值計入損益計 量的短期投資	(6,463,480)	(7,411,440)
Receipt from maturity of short-term investments measured at fair value through profit or loss	按公平值計入損益計量的 短期投資到期的收款	6,633,638	7,211,440
Investment income from short-term investments measured at fair value through profit or loss	按公平值計入損益計量的 短期投資之投資收入	29,985	16,551
Repayment of a loan from a third party	來自一名第三方之貸款還 款	28,000	–
Advance of a loan to a third party	向一名第三方墊付貸款	–	(28,000)
Net cash flows used in investing activities	投資活動所用現金流量 淨額	(235,923)	(362,098)

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

綜合現金流量表(續)

Year ended 31 December 2022 截至2022年12月31日止年度

		Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量			
New bank and other borrowings	新借銀行及其他借款	36	555,193	701,043
Repayment of loans from the ultimate holding company	償還最終控股公司貸款	36	—	(138,814)
Repayment of bank and other borrowings	償還銀行及其他借款	36	(358,964)	(586,771)
Interest paid	已付利息	36	(90,260)	(77,575)
Interest element of sale and leaseback liabilities	售後回租負債的利息部分	36	(21,130)	(6,194)
Principal portion of lease payments	租賃付款的本金部分	36	(29,347)	(30,137)
Principal portion of sale and leaseback liabilities	售後回租負債的本金部分	36	78,848	92,906
Dividends paid	已付股息	36	(79,852)	(100,108)
Dividends paid to non-controlling shareholders	已付非控股股東之股息	36	(10,259)	—
Decrease/(increase) in restricted bank deposits	受限制銀行存款減少／ (增加)		182,986	(182,986)
Net cash flows from/(used in) financing activities	融資活動所得／(所用) 現金流量淨額		227,215	(328,636)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加 淨額		711,131	139,733
Cash and cash equivalents at beginning of year	年初現金及現金等價物		2,750,227	2,624,670
Effect of foreign exchange rate changes, net	匯率變動影響，淨額		15,730	(14,176)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物		3,477,088	2,750,227
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘 分析			
Cash and bank balances	現金及銀行結餘	23	3,477,088	2,750,227

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION

Minsheng Education Group Company Limited (the “**Company**”) was incorporated in the Cayman Islands on 13 December 2005 as an exempted company with limited liability under the laws of the Cayman Islands. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company. During the year, the Company and its subsidiaries (collectively referred to as the “**Group**”) were principally engaged in providing on-campus and online educational services in the People’s Republic of China (the “**PRC**”).

In the opinion of the directors, the holding company and the ultimate holding company of the Company is Minsheng Group Company Limited, which was incorporated in the British Virgin Islands.

Information about subsidiaries

Particulars of the Company’s principal subsidiaries are as follows:

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company		Principal activities 主要業務活動
			本公司應佔實際股權比例		
			Direct 直接	Indirect 間接	
Minsheng Education Company Limited 民生教育有限公司	Cayman Islands 開曼群島	US\$50,000 50,000美元	100%	-	Investment holding 投資控股
Minsheng Vocational Education Company Limited (“ Minsheng Vocational ”) 民生職業教育有限公司(「 民生職業教育 」)	Cayman Islands 開曼群島	US\$10 10美元	100%	-	Investment holding 投資控股
Minsheng Education Development Company Limited 民生教育發展有限公司	Cayman Islands 開曼群島	US\$50,000 50,000美元	100%	-	Investment holding 投資控股

1. 公司及集團資料

民生教育集團有限公司(「**本公司**」)於2005年12月13日在開曼群島根據開曼群島法例註冊成立為獲豁免有限公司。本公司註冊辦事處的地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司為投資控股公司。今年內，本公司及其附屬公司(統稱「**本集團**」)主要於中華人民共和國(「**中國**」)提供校園及在線教育服務。

董事認為，本公司之控股公司及最終控股公司為民生集團有限公司，該公司為於英屬處女群島註冊成立的公司。

有關附屬公司之資料

本公司主要附屬公司的詳情如下所示：

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company		Principal activities 主要業務活動
			本公司應佔實際股權比例		
			Direct 直接	Indirect 間接	
Leed International Education Group Inc. ("Leed International") [^] 勵德國際教育集團有限公司(「勵德集團」) [^]	Cayman Islands 開曼群島	US\$44,875 44,875美元	-	100%	Investment holding 投資控股
Leed International Education Group (China) Limited [^] 勵德國際教育集團(中國)有限公司 [^]	Hong Kong 香港	US\$1,282 1,282美元	-	100%	Investment holding 投資控股
Chongqing Li'ang Industry Company Limited* 重慶利昂實業有限公司	The PRC/ Mainland China 中國/中國大陸	RMB10,000,000 人民幣10,000,000元	-	100%	Provision of education management and services 提供教育管理及服務
Chongqing College of Humanities, Science and Technology* 重慶人文科技學院	The PRC/ Mainland China 中國/中國大陸	RMB55,000,000 人民幣55,000,000元	-	100%	Provision of formal undergraduate and junior college education services 提供正規大學學歷及大專教育 服務

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company 本公司應佔實際股權比例		Principal activities 主要業務活動
			Direct 直接	Indirect 間接	
			Pass College of Chongqing Technology and Business University*	The PRC/ Mainland China	
重慶工商大學派斯學院	中國/中國大陸	人民幣5,000,000元			提供正規大學學歷及大專教育 服務
Chongqing Vocational College of Applied Technology*	The PRC/ Mainland China	RMB5,000,000	-	100%	Provision of junior college education services
重慶應用技術職業學院	中國/中國大陸	人民幣5,000,000元			提供大專教育服務
Chongqing Yujinggang Education Investment Company Limited*	The PRC/ Mainland China	RMB50,000,000	-	100%	Investment in education projects
重慶渝京港教育投資有限公司	中國/中國大陸	人民幣50,000,000元			投資教育項目
Chongqing Hechuan Renwen Hospital Company Limited*	The PRC/ Mainland China	RMB50,000,000	-	100%	Provision of disease diagnosis and treatment services
重慶合川人文醫院有限公司	中國/中國大陸	人民幣50,000,000元			提供疾病診斷和治療服務
Chongqing Minsheng Education Management Company ("Minsheng Management")*	The PRC/ Mainland China	US\$14,500,000	-	100%	Provision of education management and services
重慶民升教育管理有限公司(「民升管理」)	中國/中國大陸	14,500,000美元			提供教育管理及服務

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company		Principal activities 主要業務活動
			本公司應佔實際股權比例		
			Direct 直接	Indirect 間接	
Chongqing Bozhi Education Services Company Limited ("Bozhi Education") *	The PRC/ Mainland China	US\$9,000,000	-	100%	Provision of education management and services
重慶博智教育服務有限公司(「博智教育」)	中國/中國大陸	9,000,000美元			提供教育管理及服務
Chongqing Li'ang Education Services Company Limited*	The PRC/ Mainland China	RMB30,000,000	-	100%	Provision of education management and services
重慶利昂教育服務有限公司	中國/中國大陸	人民幣30,000,000元			提供教育管理及服務
Chongqing Pass Education Services Company Limited*	The PRC/ Mainland China	RMB300,000	-	100%	Provision of university and college logistics services
重慶派斯教育服務有限公司	中國/中國大陸	人民幣300,000元			提供大學及高等院校後勤服務
Inner Mongolia Fengzhou Vocational College (Qingcheng Branch) *	The PRC/ Mainland China	RMB4,000,000	-	100%	Provision of junior college education services
內蒙古豐州職業學院(青城分院)	中國/中國大陸	人民幣4,000,000元			提供大專教育服務

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company 本公司應佔實際股權比例		Principal activities 主要業務活動
			Direct 直接	Indirect 間接	
Chongqing Huizhi Education Services Company Limited ("Chongqing Huizhi") *	The PRC/ Mainland China	RMB10,000,000	-	100%	Provision of university logistics services
重慶匯智教育服務有限公司(「重慶匯智」)	中國/中國大陸	人民幣10,000,000元			提供大學後勤服務
Laoling Minsheng Secondary Vocational School*	The PRC/ Mainland China	RMB30,000,000	-	100%	Provision of secondary vocational education and technical training
樂陵民生職業中等專業學校	中國/中國大陸	人民幣30,000,000元			提供中等職業教育及技術培訓
Chongqing Yugangao Enterprise Management Consultant Company Limited ("Chongqing Yugangao") *	The PRC/ Mainland China	RMB5,000,000	-	100%	Provision of rental and business management services
重慶渝港澳企業管理諮詢有限公司(「重慶渝港澳」)†	中國/中國大陸	人民幣5,000,000元			提供租賃及業務管理服務
Chongqing Yuecheng Zhiyuan Education Technology Company Limited ("Chongqing Yuecheng") *	The PRC/ Mainland China	RMB50,000,000	-	100%	Provision of education management and services
重慶悅誠智遠教育科技有限公司(「重慶悅誠」)†	中國/中國大陸	人民幣50,000,000元			提供教育管理及服務

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company 本公司應佔實際股權比例		Principal activities 主要業務活動
			Direct 直接	Indirect 間接	
Chongqing Electronic Information College* 重慶電信職業學院*	The PRC/ Mainland China 中國/中國大陸	RMB183,680,000 人民幣183,680,000元	-	51%	Provision of junior college education services 提供大專教育服務
Chongqing Zhenzhi Real Estate Company Limited* 重慶臻智置業有限責任公司*	The PRC/ Mainland China 中國/中國大陸	RMB8,000,000 人民幣8,000,000元	-	51%	Real estate development 房地產開發
Chongqing Jierui Education Technology Company Limited* 重慶傑睿教育科技有限公司*	The PRC/ Mainland China 中國/中國大陸	RMB50,000,000 人民幣50,000,000元	-	100%	Provision of education management and services 提供教育管理及服務
Chongqing Fanyun Education Technology Company Limited* (Chongqing Fanyun) 重慶凡韻教育科技有限公司(「重慶凡韻」)*	The PRC/ Mainland China 中國/中國大陸	RMB20,000,000 人民幣20,000,000元	-	100%	Provision of education management and services 提供教育管理及服務

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company 本公司應佔實際股權比例		Principal activities 主要業務活動
			Direct 直接	Indirect 間接	
Chongqing Jiehan Education Technology Company Limited*	The PRC/ Mainland China	RMB20,000,000	-	100%	Provision of education management and services
重慶傑翰教育科技有限公司*	中國/中國大陸	人民幣20,000,000元			提供教育管理及服務
Shiji Kuangao (Beijing) Investment Management Co., Ltd. * ("Shiji Kuangao")	The PRC/ Mainland China	RMB2,000,000	-	100%	Provision of investment management and services
世紀寬高(北京)投資管理有限公司# (「世紀寬高」)	中國/中國大陸	人民幣2,000,000元			提供投資管理及服務
Laoling Minsheng Education High School Company Limited*	The PRC/ Mainland China	RMB30,000,000	-	100%	Provision of high school education
樂陵民生教育高級中學有限公司*	中國/中國大陸	人民幣30,000,000元			提供高中學校教育
Chongqing Mengzhuo Education Technology Company Limited ("Chongqing Mengzhuo")*	The PRC/ Mainland China	US\$2,600,000	-	100%	Provision of education consulting and management and services
重慶夢卓教育科技有限公司(「重慶夢卓」)	中國/中國大陸	2,600,000美元			提供教育諮詢及管理服務
Leed (China) Education Technology Co., Limited ("Leed (China)") *	The PRC/ Mainland China	US\$29,000,000	-	100%	Provision of education consulting and management services
勵德(中國)教育科技有限公司* (「勵德中國」)	中國/中國大陸	29,000,000美元			提供教育諮詢及管理服務

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company		Principal activities 主要業務活動
			本公司應佔實際股權比例		
			Direct 直接	Indirect 間接	
Yunnan Dianchi Education and Training Co., Limited ("Dianchi Co.") *	The PRC/ Mainland China	RMB120,000,000	-	100%	Provision of education consulting and management services
雲南滇池教育培訓有限公司*(「滇池公司」)	中國/中國大陸	人民幣120,000,000元			提供教育諮詢及管理服務
Dianchi College of Yunnan University*	The PRC/ Mainland China	RMB290,183,700	-	100%	Provision of formal undergraduate college education services
雲南大學滇池學院*	中國/中國大陸	人民幣290,183,700元			提供正規本科高校教育服務
Yunnan Dianchi Education Management Co., Limited*	The PRC/ Mainland China	RMB100,000,000	-	100%	Provision of education consulting and management services
雲南滇池教育管理有限公司*	中國/中國大陸	人民幣100,000,000元			提供教育諮詢及管理服務
Yunnan Dianchi Vocational College Co., Limited*	The PRC/ Mainland China	RMB50,000,000	-	100%	Provision of education consulting and management services
雲南滇池職業學院有限公司*	中國/中國大陸	人民幣50,000,000元			提供教育諮詢及管理服務

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company		Principal activities 主要業務活動
			本公司應佔實際股權比例		
			Direct 直接	Indirect 間接	
Yunnan Dianjiao Asset Management Co., Limited*	The PRC/ Mainland China	RMB1,000,000	-	100%	Provision of asset management and project investment and management services
雲南滇教資產管理有限公司*	中國/中國大陸	人民幣1,000,000元			提供資產管理及項目投資及管理服務
TCL Educational Web Limited ("TCL Educational Web")	The British Virgin Islands	US\$5,521,977	-	100%	Investment holding
TCL教育網有限公司(「TCL教育網」)	英屬處女群島	5,521,977美元			投資控股
Shenzhen TCL Education Technology Co., Ltd. * ("Shenzhen TCL")	The PRC/ Mainland China	HK\$31,000,000	-	100%	Provision of educational software development and other related services
深圳TCL教育科技有限責任公司 (「深圳TCL」)	中國/中國大陸	31,000,000港元			提供教育軟件開發及其他相關服務

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company		Principal activities 主要業務活動
			本公司應佔實際股權比例		
			Direct 直接	Indirect 間接	
Silk Road (Beijing) International Educational Technology Centre Co., Ltd. * ("Silk Road")	The PRC/ Mainland China	RMB39,000,000	-	80%	Provision of technology development services, educational consultation services, intermediary services for overseas studies
絲綢之路(北京)國際教育科技中心有限公司 (「絲綢之路」)	中國/中國大陸	人民幣39,000,000元			提供技術開發服務、教育諮詢服務、留學中介服務
Doxue Network Technology (Beijing) Co., Ltd. * ("Doxue Network")	The PRC/ Mainland China	RMB5,000,000	-	60%	Provision of technology development and education consultation services
都學網絡科技(北京)有限公司* (「都學網絡」)	中國/中國大陸	人民幣5,000,000元			提供技術開發及教育諮詢服務
Huixue Education Technology (Beijing) Co., Ltd. * ("Huixue Education")	The PRC/ Mainland China	RMB5,000,000	-	60%	Provision of organising cultural and artistic exchange activities and advertising services
慧學教育科技(北京)有限公司* (「慧學教育」)	中國/中國大陸	人民幣5,000,000元			提供組織文化及藝術交流活動以及廣告服務

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company 本公司應佔實際股權比例		Principal activities 主要業務活動
			Direct 直接	Indirect 間接	
Huixue International Cultural Exchange (Beijing) Company Limited * ("Huixue International")	The PRC/ Mainland China	RMB3,000,000	-	60%	Provision of organising cultural and artistic exchange activities and advertising services
慧學國際文化交流(北京)有限公司# (「慧學國際」)	中國/中國大陸	人民幣3,000,000元			提供組織文化及藝術交流活動 以及廣告服務
Doxue Huixing Education Technology (Beijing) Co., Ltd. * ("Doxue Huixing")	The PRC/ Mainland China	RMB1,000,000	-	60%	Provision of technology development and computer animation design services
都學慧行教育科技(北京)有限公司# (「都學慧行」)	中國/中國大陸	人民幣1,000,000元			提供技術開發及電腦動畫設計 服務
Beijing Mingyuan International Culture Co., Ltd. * ("Beijing Mingyuan")	The PRC/ Mainland China	RMB6,000,000	-	60%	Provision of services of organising cultural and artistic exchange activities
北京茗遠國際文化有限公司#(「北京茗遠」)	中國/中國大陸	人民幣6,000,000元			提供組織文化及藝術交流活動 服務
Open University Online Long Distance Learning Education Technology Company Limited* ("Open University Online")	The PRC/ Mainland China	RMB125,000,000	-	100%	National operator of the service for distance education
電大在線遠程教育技術有限公司 (「電大在線」)	中國/中國大陸	人民幣125,000,000元			全國性遠程教育服務的運營商

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company 本公司應佔實際股權比例		Principal activities 主要業務活動
			Direct 直接	Indirect 間接	
Beijing Open Distance Education Center Co., Ltd. * ("Open Distance Education")	The PRC/ Mainland China	RMB44,450,000	-	100%	Provision of online academic educational services and vocational training programs
北京奧鵬遠程教育中心有限公司 (「奧鵬教育」)	中國/中國大陸	人民幣44,450,000元			提供在線學歷教育服務及職業培訓課程
Beijing Xiaoi Intelligent Technology Company Limited* ("Xiaoi Technology")#	The PRC/ Mainland China	RMB4,081,633	-	51%	Provision of SaaS service and human resource compliance consultative services
北京小愛智能科技有限公司(「小愛科技」)#	中國/中國大陸	人民幣4,081,633元			提供SaaS服務及人力資源合規諮詢服務
Qingdao Huizhong Salary Tax Technology Co., Ltd. * ("Qingdao Huizhong")	The PRC/ Mainland China	RMB2,000,000	-	81%	Provision of educational consultative services
青島惠眾薪稅科技有限公司(「青島惠眾」)	中國/中國大陸	人民幣2,000,000元			提供教育諮詢服務
Minsheng Online Education Technology Company Limited* ("Minsheng Online")	The PRC/ Mainland China	RMB10,000,000	-	51%	Provision of online academic educational services and vocational training programs
廣東民生在線教育科技有限公司* (「民生在線」)	中國/中國大陸	人民幣10,000,000元			提供在線學歷教育服務及職業培訓課程
Guangzhou Minyun Information Technology Co., Ltd. * ("Minyun Information")	The PRC/ Mainland China	RMB1,000,000	-	51%	Provision of software development services
廣州民雲信息科技有限公司(「民雲信息」)	中國/中國大陸	人民幣1,000,000元			提供軟件開發服務

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/註冊地點及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of effective equity interests attributable to the Company		Principal activities 主要業務活動
			本公司應佔實際股權比例		
			Direct 直接	Indirect 間接	
Guangzhou Minfu Shengqiang Education and Training Center Co., Ltd. * ("Minfu Shengqiang")	The PRC/ Mainland China	RMB500,000	-	51%	Provision of self-study examination assistance services
廣州市民富生強教育培訓中心有限公司# ([民富生強])	中國/中國大陸	人民幣500,000元			提供自學考試協助服務
Umooc Online Education Technology (Beijing) Company Limited* ("Umooc Online")	The PRC/ Mainland China	RMB3,750,000	-	100%	Provision of digitalise educational information and online education supportive services
優慕課在線教育科技(北京)有限責任公司# ([優慕課在線])	中國/中國大陸	人民幣3,750,000元			提供數字化教育信息及在線教育配套服務
Shanghai Zhiaosheng International Business Development Co., Ltd. * ("Shanghai Zhiaosheng")	The PRC/ Mainland China	RMB12,000,000	-	51%	Provision of immigration and education consultation services
上海智奧勝國際商務發展有限公司 ([上海智奧勝])	中國/中國大陸	人民幣12,000,000元			提供移民及教育諮詢服務

* The English names of these companies represent the best effort made by the management of the Company to directly translate the Chinese names as they do not register any official English names.

These entities are owned through contractual arrangements.

^ The Group has accounted for the acquisition of 100% of the shares of these entities as if the remaining 49% of equity interests were acquired on the date of acquisition. Further details are set out in note 3 to the financial statements.

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

* 該等公司的英文名稱為本公司管理層按竭力基準對其中文名稱的直譯，蓋因該等公司並無註冊任何正式英文名稱。

該等實體乃透過合約安排而持有。

^ 本集團將收購該等實體的100%股份入賬處理，猶如餘下49%股權於收購日期已予收購。進一步詳情載於財務報表附註3。

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

Except for Minsheng Management, Bozhi Education, Chongqing Mengzhuo, Leed (China) and Shenzhen TCL, which were established as wholly-foreign-invested enterprises, all the above PRC companies were established as domestic-invested enterprises.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") (which include all International Financial Reporting Standards, International Accounting Standards ("IASs") and interpretations) issued by the International Accounting Standards Board ("IASB") and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for an equity investment and wealth management products at fair value through profit or loss, a loan to an associate included in other non-current assets and contingent consideration for business combination, which have been measured at fair value. These financial statements are presented in Renminbi ("RMB"), and all values are rounded to the nearest thousand except when otherwise indicated.

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司的詳情如下所示：
(續)

除了成立為外商獨資企業之民升管理、博智教育、重慶夢卓、勵德中國及深圳TCL，上述所有中國公司均成立為境內投資企業。

上表所列乃董事認為主要影響本集團年度業績或構成本集團資產淨值絕大部分之本公司附屬公司。董事認為詳列其他附屬公司的資料將會令篇幅過於冗長。

2.1 編製基準

該等財務報表乃根據國際會計準則理事會(「國際會計準則理事會」)頒佈之國際財務報告準則(「國際財務報告準則」)(包括所有國際財務報告準則、國際會計準則(「國際會計準則」)及詮釋)及香港公司條例之披露規定而編製。除按公平值計入損益的股權投資及理財產品、計入其他非流動資產的給予聯營公司的貸款及業務合併的或然代價乃按公平值計量外，該等財務報表乃按歷史成本慣例法編製。該等財務報表均以人民幣(「人民幣」)呈列，除非另有說明，否則所有金額均四捨五入至最接近的千位整數。

2.1 BASIS OF PREPARATION (continued)***Basis of consolidation***

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2022. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i. e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

2.1 編製基準(續)***綜合基準***

綜合財務報表包括本公司及其附屬公司(統稱「**本集團**」)於截至2022年12月31日止年度的財務報表。附屬公司即由本公司直接或間接控制的實體，包括結構性實體。若本集團可藉對被投資者的參與而獲得或有權獲得浮動回報，則說明本集團對該被投資方具有控制權，且有能力通過其對被投資方的權力(如向本集團給予當前能力指示被投資方有關活動的現有權利)而影響有關回報。

一般情況下，有一個推定，即多數投票權形成控制權。若本公司擁有被投資方一半以下投票權或類似權利(直接或間接地)，則本集團在評估其是否對被投資方擁有權力時將考慮所有相關事實及情況，包括：

- (a) 與被投資方其他投票持有人的合約性安排；
- (b) 因其他合約安排而產生的權利；及
- (c) 本集團的投票權及潛在投票權。

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1 編製基準(續)

綜合基準(續)

附屬公司的財務報表乃按照與本公司相同的報告期間，採用一致的會計政策予以編製。附屬公司的業績在本集團取得控制之日起綜合入賬，並將繼續綜合入賬，直至該控制不再存在之日為止。

即使導致非控股權益出現赤字結餘，損益及其他全面收益各組成部分歸屬於本集團母公司擁有人及非控股股東。所有集團內公司間的資產及負債、權益、收入、開支及集團內成員公司間交易產生的現金流量於綜合入賬時全面對銷。

倘事實及情況顯示上文所述的三項控制因素之一項或多項出現變動，本集團會重新評估其是否控制被投資方。附屬公司的所有權權益變動(並無失去控制權)，按權益交易入賬。

倘本集團失去一間附屬公司的控制權，則其終止確認(i)該附屬公司的資產(包括商譽)及負債、(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計換算差額；及確認(i)所收代價的公平值、(ii)所保留任何投資的公平值及(iii)損益賬中任何因此產生的盈餘或虧損。先前於其他全面收益內確認的本集團應佔部分重新分類至損益或留存溢利(如適用)，按照倘若本集團已直接出售相關資產或負債所須採用的相同基準分類。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised IFRSs for the first time for the current year's consolidated financial statements.

Amendments to IFRS 3

Reference to the Conceptual Framework

國際財務報告準則第3號(修訂本) 對概念框架的提述

Amendments to IAS 16

Property, Plant and Equipment: Proceeds before Intended Use

國際會計準則第16號(修訂本) 物業、廠房及設備：作擬定用途前的所得款項

Amendments to IAS 37

Onerous Contracts – Cost of Fulfilling a Contract

國際會計準則第37號(修訂本) 虧損性合約—履行合約成本

Annual Improvements to IFRS Standards 2018-2020

Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41

國際財務報告準則2018年至2020年年度改進 國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號相應闡釋範例及國際會計準則第41號(修訂本)

2.2 會計政策變動及披露變動

本集團已就本年度的綜合財務報表首次採納下列經修訂國際財務報告準則。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The nature and the impact of the revised IFRSs that are applicable to the Group are described below:

- (a) Amendments to IFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* (the “**Conceptual Framework**”) issued in March 2018 without significantly changing its requirements. The amendments also add to IFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 if they were incurred separately rather than assumed in a business combination, an entity applying IFRS 3 should refer to IAS 37 or IFRIC 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no contingent assets, liabilities and contingent liabilities within the scope of the amendments arising in the business combination that occurred during the year, the amendments did not have any impact on the financial position and performance of the Group.

2.2 會計政策變動及披露變動(續)

適用於本集團的經修訂國際財務報告準則的性質及影響載述如下：

- (a) 國際財務報告準則第3號(修訂本)以2018年3月頒佈的對財務報告概念框架(「**概念框架**」)的提述取代對先前財務報表編製及呈列框架的提述，而並無大幅改變其要求。該等修訂亦對國際財務報告準則第3號就實體提述概念框架以釐定構成資產或負債的內容之確認原則增設一項例外情況。該例外情況規定，對於可能屬於國際會計準則第37號或國際財務報告詮釋委員會詮釋第21號範圍內的負債及或然負債而言，倘該等負債屬單獨產生而非於業務合併中承擔，則採用國際財務報告準則第3號的實體應分別參考國際會計準則第37號或國際財務報告詮釋委員會詮釋第21號，而非概念框架。此外，該等修訂澄清或然資產於收購日期不符合確認資格。本集團已就於2022年1月1日或之後進行之業務合併前瞻性採納該等修訂。由於在有關年度進行的業務合併不存在該等修訂範圍內的或然資產、負債及或然負債，該等修訂對本集團之財務狀況及表現並無構成任何影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (b) Amendments to IAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by IAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.
- (c) Amendments to IAS 37 clarify that for the purpose of assessing whether a contract is onerous under IAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e. g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e. g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.

2.2 會計政策變動及披露變動(續)

- (b) 國際會計準則第16號(修訂本)禁止實體從物業、廠房及設備項目成本中扣除資產達到管理層擬定的可使用狀態(包括位置及狀況)過程中產生的任何出售所得。相反,實體須將按國際會計準則第2號存貨釐定的出售任何有關項目的所得款項及成本於損益確認。本集團已就於2021年1月1日或之後可供使用的物業、廠房及設備項目追溯應用該等修訂。由於並無於物業、廠房及設備可供使用前銷售所製造的項目,該等修訂並無對本集團之財務狀況或表現造成任何影響。
- (c) 國際會計準則第37號(修訂本)澄清,就根據國際會計準則第37號評估合約是否屬虧損性而言,履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(例如直接勞工及材料)及與履行該合約直接相關的其他成本(例如分配履行合約所用物業、廠房及設備項目的折舊開支以及合約管理與監督成本)。一般及行政費用與合約並無直接關係,除非合約明確向對手方收費,否則將其排除在外。本集團已就於2022年1月1日尚未履行其全部責任的合約前瞻性應用該等修訂,且並無識別出虧損性合約。因此,該等修訂並無對本集團之財務狀況或表現造成任何影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(d) Annual Improvements to *IFRS Standards* 2018-2020 sets out amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41. Details of the amendment that is applicable to the Group are as follows:

- IFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

2.2 會計政策變動及披露變動(續)

(d) 國際財務報告準則2018年至2020年年度改進載列國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號相應闡釋範例及國際會計準則第41號(修訂本)。適用於本集團的該等修訂本詳情如下：

- 國際財務報告準則第9號金融工具：澄清於實體評估是否新訂或經修改金融負債的條款與原金融負債的條款存在實質差異時所包含的費用。該等費用僅包括借款人與貸款人之間已支付或收取的費用，包括借款人或貸款人代表其他方支付或收取的費用。本集團已自2022年1月1日起前瞻性地應用該等修訂。由於年內本集團的金融負債並無作出修訂或交換，該修訂並無對本集團之財務狀況或表現造成任何影響。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSS

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ²
IFRS 17	<i>Insurance Contracts</i> ¹
Amendments to IFRS 17	<i>Insurance Contracts</i> ^{1,5}
Amendment to IFRS 17	<i>Initial Application of IFRS 17 and IFRS 9 – Comparative Information</i> ⁶
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current (the “2020 Amendments”)</i> ^{2,4}
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Non-current Liabilities with Covenants (the “2020 Amendments”)</i> ²
Amendments to IAS 1	<i>Disclosure of Accounting Policies</i> ¹
Amendments to IAS 8	<i>Definition of Accounting Estimates</i> ¹
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ¹

2.3 已頒佈惟未有生效之國際財務報告準則

本集團於該等財務報表中並未應用以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則。

國際財務報告準則第10號及國際會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或出資 ³
國際財務報告準則第16號(修訂本)	售後租回的租賃負債 ²
國際財務報告準則第17號	保險合約 ¹
國際財務報告準則第17號(修訂本)	保險合約 ^{1,5}
國際財務報告準則第17號(修訂本)	初始應用國際財務報告準則第17號及國際財務報告準則第9號—比較資料 ⁶
國際會計準則第1號(修訂本)	負債分類為流動或非流動 (「2020年修訂」) ^{2,4}
國際會計準則第1號及國際財務報告準則實務說明第2號(修訂本)	附帶契諾的非流動負債 (「2020年修訂」) ²
國際會計準則第1號(修訂本)	會計政策披露 ¹
國際會計準則第8號(修訂本)	會計估計的定義 ¹
國際會計準則第12號(修訂本)	與單一交易所產生的資產及負債相關的遞延稅項 ¹

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSS (continued)

- 1 Effective for annual periods beginning on or after 1 January 2023
- 2 Effective for annual periods beginning on or after 1 January 2024
- 3 No mandatory effective date yet determined but available for adoption
- 4 As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024.
- 5 As a consequence of the amendments to IFRS 17 issued in June 2020, IFRS 4 was amended to extend the temporary exemption that permits insurers to apply IAS 39 rather than IFRS 9 for annual periods beginning before 1 January 2023
- 6 An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of IFRS 17

Further information about those IFRSSs that are expected to be applicable to the Group is as follows:

2.3 已頒佈惟未有生效之國際財務報告準則(續)

- 1 於2023年1月1日或之後開始的年度期間生效
- 2 於2024年1月1日或之後開始的年度期間生效
- 3 未釐定強制生效日期但可供採納
- 4 由於2022年修訂的緣故，2020年修訂的生效日期延遲至2024年1月1日或之後開始的年度期間。
- 5 由於國際財務報告準則第17號(修訂本)於2020年6月頒佈，國際財務報告準則第4號作出修訂以延長暫時豁免，允許保險公司於2023年1月1日之前開始的年度期間應用國際會計準則第39號而非國際財務報告準則第9號
- 6 選擇應用本修訂所列分類重疊有關的過渡選項的實體，應在初始應用國際財務報告準則第17號時應用該選項

預期適用於本集團的該等國際財務報告準則的進一步資料如下：

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSS (continued)

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB in December 2015 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16 (i. e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈惟未有生效之國際財務報告準則(續)

國際財務報告準則第10號及國際會計準則第28號的修訂本涉及國際財務報告準則第10號與國際會計準則第28號之間對於處理投資者與其聯營公司或合營企業間的資產出售或注資兩者規定的不一致性。該等修訂規定，當投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務時，須確認全數下游交易產生之收益或虧損。倘交易涉及不構成一項業務的資產，則由該交易產生的收益或虧損於投資者的損益中確認，惟僅以不相關投資者於該聯營公司或合營企業的權益為限。該等修訂將按前瞻基準應用。國際財務報告準則第10號及國際會計準則第28號修訂本的原強制生效日期於2015年12月已由國際會計準則理事會剔除，而新的強制生效日期將於完成對聯營公司及合營企業的更廣泛會計審閱後釐定。然而，該等修訂現時可供採納。

國際財務報告準則第16號(修訂本)列明賣方承租人在計量售後租回交易中產生的租賃負債時所採用的要求，以確保賣方承租人不會確認與其保留的使用權相關的任何收益或損失金額。該等修訂對於2024年1月1日或之後開始的年度期間有效，並應追溯應用於國際財務報告準則第16號初始應用之日(即2019年1月1日)之後簽訂的售後租回交易。可提早應用。該等修訂預期不會對本集團的財務報表產生任何重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSS (continued)

Amendments to IAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the IASB issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈惟未有生效之國際財務報告準則(續)

國際會計準則第1號(修訂本)負債分類為流動或非流動澄清負債分類為流動或非流動之要求，特別是確定實體是否有權在報告期後推遲負債清償至少12個月。負債的分類不受實體行使其權利延遲清償負債可能性的影響。該等修訂亦澄清被視為清償負債的情況。2022年，國際會計準則理事會發佈2022年修訂，進一步澄清在貸款安排產生的負債契諾中，僅實體在報告日期當天或之前必須遵守的契諾才會影響流動負債或非流動負債的分類。此外，2022年修訂要求，倘實體有權推遲清償貸款安排產生的負債而將其分類為非流動負債，該實體須作出額外披露，惟該實體須遵守報告期後12個月內的未來契諾。該等修訂於2024年1月1日或之後開始的年度期間生效，並追溯應用。可提早應用。提前應用2020年修訂的實體必須同時應用2022年修訂，反之亦然。本集團目前正在評估該等修訂的影響，以及現有貸款協議是否可能需要修訂。根據初步評估，該等修訂預期不會對本集團的財務報表產生任何重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSS (continued)

Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 12 narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted.

2.3 已頒佈惟未有生效之國際財務報告準則(續)

國際會計準則第8號(修訂本)闡明會計估計變動與會計政策變動的區別。會計估計的定義為存在計量不確定性的財務報表內的貨幣金額。該等修訂亦闡明實體如何使用計量技術及輸入數據編製會計估計。該等修訂於2023年1月1日或之後開始的年度報告期間生效，並適用於該期間開始時或之後發生的會計政策變動及會計估計變動。允許提早應用。預期該等修訂不會對本集團的財務報表產生任何重大影響。

國際會計準則第12號(修訂本)縮小國際會計準則第12號中首次確認例外情況的範圍，使其不再適用於產生相同的應課稅及可抵扣暫時性差異(如租賃及廢除義務)的交易。因此，實體須就該等交易產生之暫時性差異確認遞延稅項資產(前提是獲得足夠的應課稅溢利)及遞延稅項負債。該等修訂於2023年1月1日或之後開始的年度報告期間生效，並將應用於所呈列最早比較期期初與租賃及廢除義務相關的交易，任何累計影響已確認為對該日的留存溢利期初結餘或權益的其他組成部分(如適用)的調整。此外，該修訂應追溯應用於租賃及廢除義務以外的交易。允許提早應用。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSS (continued)

The Group has applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. Upon initial application of these amendments, the Group will recognise deferred tax for all temporary differences related to leases at the beginning of the earliest comparative period presented. During the year, the Group has performed a detailed assessment on the impact of amendments to IAS 12. The Group has estimated that it will recognise a deferred tax asset of RMB13,105,000 for deductible temporary differences associated with lease liabilities and a deferred tax liability of RMB13,760,000 for taxable temporary differences associated with right-of-use assets, and recognise the cumulative effect of initially applying the amendments as an adjustment to retained profits at 1 January 2022.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***Investments in associates and joint ventures***

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

2.3 已頒佈惟未有生效之國際財務報告準則(續)

本集團已應用首次確認例外情況且並未就租賃相關交易的暫時性差異確認遞延稅項資產及遞延稅項負債。於初始應用該等修訂本後，本集團將於呈列的最早比較期間開始時，就與租賃有關的所有暫時性差額確認遞延稅項。年內，本集團已就國際會計準則第12號(修訂本)的影響進行詳細評估。本集團估計將確認與租賃負債相關的可扣稅暫時性差額之遞延稅項資產人民幣13,105,000元及與使用權資產相關的應課稅暫時性差額之遞延稅項負債人民幣13,760,000元，並於2022年1月1日將初始應用該等修訂的累積影響確認為對留存溢利的調整。

2.4 主要會計政策概要***於聯營公司及合營企業的投資***

聯營公司指本集團一般持有不少於20%投票權的長期權益而對其有重大影響力的實體。重大影響力為可參與被投資方的財政及營運政策決定，但不可控制或共同控制該等政策。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in associates and joint ventures (continued)

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in consolidated profit or loss and other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

2.4 主要會計政策概要(續)

於聯營公司及合營企業的投資(續)

合營企業指共同控制安排的各方對合營企業的資產淨值擁有權利的一種合營安排。共同控制權指合約協定共享的安排控制權，僅在相關活動決策須經共享控制權的各方一致同意的情況下存在。

本集團於聯營公司及合營企業的投資，是採用權益會計法按本集團所佔資產淨值減任何減值損失於綜合財務狀況表列賬。

本集團所佔聯營公司及合營企業的收購後業績及其他全面收益分別計入綜合損益及其他全面收益。此外，若於聯營公司或合營企業的權益有任何直接確認的變動，本集團會於綜合權益變動表內確認任何應佔變動(如適用)。本集團與聯營公司或合營企業之間交易所產生的未變現收益及虧損，均以本集團於聯營公司或合營企業的投資為限予以抵銷，除非未變現虧損是基於所轉讓資產的減值。因收購聯營公司或合營企業而產生的商譽作為本集團於聯營公司或合營企業投資的一部分入賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in associates and joint ventures (continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

2.4 主要會計政策概要(續)

於聯營公司及合營企業的投資(續)

倘於聯營公司投資成為於合營企業投資(反之亦然),則保留權益不會重新計量,而該投資會繼續以權益法入賬。在所有其他情況下,失去聯營公司的重大影響或對合營企業的共同控制後,本集團會按其公平值計量及確認任何保留投資。失去重大影響或共同控制後,聯營公司或合營企業賬面值與保留投資公平值及出售所得款項之間的差異於損益確認。

業務合併及商譽

業務合併以購買法入賬。轉讓的代價乃以收購日期的公平值計量,該公平值為本集團所轉讓資產、本集團自被收購方的前擁有人承擔的負債及本集團發行以換取被收購方控制權的股權於收購日期的公平值的總和。於各項業務合併中,本集團選擇按公平值或分佔被收購方可識別淨資產的比例計量非控股權益中屬於現有所有權權益並賦予其持有人權利在清盤時按比例分佔淨資產的被收購方的部分。非控股權益的所有其他組成部分均按公平值計量。收購相關成本於產生時支銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

本集團於所收購一系列活動及資產包括共同對創造產出的能力有重大貢獻的一項投入及一個實質過程時確定其已收購一項業務。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟狀況及相關條件，評估所承擔的金融資產及負債，以作出適當分類及標示，包括區分被收購方所訂立的主合約中的嵌入式衍生工具。

倘業務合併分階段進行，先前持有的股權按其於收購日期的公平值重新計量，而任何因此產生的盈虧於損益確認。

由收購方將予轉讓的任何或然代價按於收購日期的公平值確認。分類為資產或負債的或然代價按公平值計量，而公平值變動乃於損益確認。分類為權益的或然代價將不會重新計量，而其後結算會於權益入賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

商譽首先按成本計量，即已轉讓代價、已確認的非控股權益金額及本集團先前所持有被收購方股權的任何公平值的總和，超逾所收購可識別淨資產及所承擔負債的差額。倘此代價及其他項目的總和低於所收購淨資產的公平值，則其差額將於重新評估後於損益內確認為議價收購收益。

首次確認後，商譽按成本減任何累計減值虧損計量。商譽每年會作減值測試，倘有事件或情況變化顯示賬面值可能減值，則會更頻密地進行測試。本集團於12月31日對商譽進行年度減值測試。為進行減值測試，本集團將於業務合併中收購的商譽由收購日期起分配至預期可從合併產生的協同效益中獲益的各現金產生單位或現金產生單位組別，而不論本集團其他資產或負債有否分配至該等單位或單位組別。

減值乃通過評估商譽所屬的現金產生單位(現金產生單位組別)的可收回金額而釐定。倘現金產生單位(現金產生單位組別)的可收回金額低於賬面值，則確認減值虧損。就商譽所確認的減值虧損不會於其後期間撥回。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its equity investment, wealth management products, a loan to an associate included in other non-current assets and contingent consideration for business combination at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

倘商譽分配至現金產生單位(或現金產生單位組別)，而該單位當中部分業務被出售，則於釐定出售損益時，與所出售業務有關的商譽會計入該業務的賬面值。於該等情況售出的商譽乃按出售業務的相對價值及現金產生單位的保留部分計量。

公平值計量

本集團於各報告期末以公平值計量其股權投資、理財產品、計入其他非流動資產的給予聯營公司的貸款及業務合併的或然代價。公平值乃市場參與者於計量日期進行的有序交易中出售資產所收取或轉讓負債所支付的價格。公平值乃假設出售資產或轉讓負債的交易於該資產或負債的主要市場(或倘無主要市場，則為對該資產或負債最有利的市場)進行而計量。本集團必須可於該主要市場或最有利市場進行交易。資產或負債的公平值乃採用市場參與者為資產或負債定價時所用的假設計量，並假設市場參與者按本身最佳經濟利益行事。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.4 主要會計政策概要(續)

公平值計量(續)

非金融資產的公平值計量，會衡量市場參與者最大程度及最佳使用該資產得到經濟利益的能力，或將該資產售予另一可最大程度及最佳使用該資產的市場參與者而獲得經濟利益的能力。

本集團採用在有關情況下屬適當的估值技術，且有充足數據可計量公平值、盡量使用相關可觀察資料同時盡量避免使用不可觀察資料。

所有於財務報表中計量或披露公平值的資產及負債，按對公平值計量整體重要的最低水平參數分類為下述的公平值層級：

- 第一級 – 按相同資產或負債於活躍市場的報價（未經調整）
- 第二級 – 基於一種估值方法而其最低水平參數對公平值計量有重要性且可以直接或間接觀察者
- 第三級 – 基於一種估值方法而其最低水平參數對公平值計量有重要性且不可以觀察者

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets and non-current assets classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e. g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

2.4 主要會計政策概要(續)

公平值計量(續)

在財務報表重複確認的資產及負債，本集團於各報告期末重新衡量分類，以釐定公平值等級(以對公平值計量整體重要的最低水平參數作準)有否轉變。

非金融資產減值

當資產(存貨、遞延稅項資產、金融資產及分類為持作出售的非流動資產除外)存在減值跡象或須對資產進行年度減值測試時，會估計資產的可收回金額。資產的可收回金額是指資產或現金產生單位的使用價值與其公平值減出售成本兩者之中的較高者，並會就個別資產釐定，除非該資產並非很大程度上獨立於其他資產或資產組別而產生現金流入，則可收回金額按資產所屬現金產生單位釐定。對現金產生單位進行減值測試時，若可以按合理及一致基準分配，則將企業資產(如總部大樓)的一部分賬面值分配予個別現金產生單位，或在其他情況下分配予最小的現金產生單位組別。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

2.4 主要會計政策概要(續)

非金融資產減值(續)

僅當資產的賬面值超過其可收回金額時方會確認減值虧損。評估使用價值時，以反映當前市場評定的貨幣時間價值與資產特有風險的稅前貼現率將估計未來現金流量貼現為現值。減值虧損於產生期間自損益中扣除，列入與該已減值資產的功能一致的同類開支。

在各報告期間結束時均會評估是否有跡象顯示之前確認的減值虧損可能不復存在或有所減少。若存在該跡象，則會估計可收回金額。僅當用於釐定資產的可收回金額的估計有所改變時，先前就該資產確認的減值虧損(商譽除外)方可撥回，但撥回後的數額不得高於假設以往年度並無就資產確認減值虧損而原應釐定的賬面值(已扣除任何折舊／攤銷)。該減值虧損的撥回於產生期間計入損益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

2.4 主要會計政策概要(續)

關連方

倘任何一方符合以下條件，則被視為與本集團有關連：

(a) 倘該方屬以下一方或以下一方的家庭近親成員，且

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本集團母公司的主要管理層成員；

或

(b) 倘該方為符合下列任何條件的實體：

- (i) 該實體與本集團為同一集團的成員；
- (ii) 一個實體為另一個實體（或為另一個實體的母公司、附屬公司或同系附屬公司）的聯營公司或合營企業；
- (iii) 該實體與本集團均為同一第三方的合營企業；
- (iv) 一個實體為第三方實體的合營企業，而另一個實體為該第三方實體的聯營公司；

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

(b) the party is an entity where any of the following conditions applies: (continued)

- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

2.4 主要會計政策概要(續)

關連方(續)

(b) 倘該方為符合下列任何條件的實體:(續)

- (v) 該實體是以本集團或本集團關聯實體的僱員為受益人的離職後福利計劃;
- (vi) 該實體受(a)項所指人士控制或共同控制;
- (vii) (a)(i)項所指人士對該實體有重大影響力或為該實體(或該實體母公司)的主要管理層成員;及
- (viii) 該實體或該實體所屬集團的任何成員公司向本集團或本集團母公司提供主要管理人員服務。

物業、廠房及設備與折舊

物業、廠房及設備(在建項目除外)按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及使該資產達致其擬定用途的運作狀況及地點而所佔的任何直接成本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	1.9% to 10%
Motor vehicles	9.5% to 23.8%
Furniture and equipment	9.5% to 31.7%
Computer equipment	11.9% to 31.7%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

2.4 主要會計政策概要(續)

物業、廠房及設備與折舊(續)

物業、廠房及設備項目投產後產生的維修及保養等開支，一般於產生期間於損益中扣除。於符合確認準則的情況下，大型檢測開支乃資本化作為替代資產的賬面值。倘物業、廠房及設備之重要部分須定期更換，則本集團確認該等部分為具特定使用年期之個別資產並相應計提折舊。

折舊以直線法計算，按每項物業、廠房及設備項目之估計使用年期撇銷其成本至其剩餘價值。就此採用的主要年率如下：

樓宇	1.9%至10%
汽車	9.5%至23.8%
傢私及設備	9.5%至31.7%
電腦設備	11.9%至31.7%

倘其中一項物業、廠房及設備項目的不同部分的使用年期不同，則該項目的成本按合理基準分配至各部分，而各部分會單獨計提折舊。剩餘價值、使用年期及折舊方法至少於各財政年度結算日進行檢討，如認為適當即調整。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress mainly represents buildings under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2.4 主要會計政策概要(續)

物業、廠房及設備與折舊(續)

初步確認的物業、廠房及設備項目(包括任何重要部分)於出售或預期使用或出售不會再產生未來經濟利益時終止確認。於資產終止確認年度在損益確認的任何出售或報廢盈虧，乃有關資產出售所得款項淨額與賬面值的差額。

在建工程主要包括在動工的樓宇，按成本值減任何減值虧損列賬且不予折舊。成本值包括建築的直接成本。在建工程在完成及可使用時重新歸類至適當類別的物業、廠房及設備。

無形資產(商譽除外)

個別收購的無形資產於初步確認時按成本計量。業務合併之中收購無形資產的成本乃該資產於收購日期的公平值。無形資產的可使用年期評估為有限或無限。可使用年期有限的無形資產隨後於可使用經濟年限內攤銷，並在有跡象顯示無形資產可能出現減值時評估減值。可使用年期有限的無形資產的攤銷期及攤銷方法至少於各財政年度結算日進行檢討。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Computer software

Purchased computer software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 5 to 10 years.

Brand name

Brand name is depreciated over the estimated useful life of 10 years based on the directors' best estimation.

Customer relationship

Customer relationship is depreciated over the estimated useful life of 3-6 years based on the directors' best estimation.

Leases

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases for low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2.4 主要會計政策概要(續)

電腦軟件

已購買的電腦軟件按成本減任何減值虧損列賬，並以直線法在5至10年的估計可使用年期內攤銷。

品牌名稱

品牌名稱根據董事的最佳估計於10年的估計使用年期內折舊。

客戶關係

客戶關係根據董事的最佳估計於3至6年的估計使用年期內折舊。

租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為或包含租賃。

本集團作為承租人

本集團對所有租賃(短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	50 to 70 years
Buildings	2 to 6 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the assets.

2.4 主要會計政策概要(續)

(a) 使用權資產

使用權資產乃於租賃開始日期(即相關資產可供使用當日)予以確認。使用權資產按成本減任何累計折舊及任何減值虧損計量,並就租賃負債的任何重新計量作出調整。使用權資產成本包括已確認租賃負債金額、已產生的初始直接成本,及於開始日期或之前所作出租賃付款減已收取的任何租賃優惠。使用權資產按資產的租期及估計可使用年期(以較短者為準)以直線基準折舊如下:

租賃土地	50至70年
樓宇	2至6年

倘租賃資產的擁有權於租期屆滿前轉讓予本集團或有關成本反映購買選擇權獲行使,則以資產的估計可使用年期計算折舊。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e. g., a change to future lease payments resulting from a change in an index or rate) or a change in measurement of an option to purchase the underlying asset.

2.4 主要會計政策概要(續)

(b) 租賃負債

租賃負債於租賃開始日期按租期內將予支付租賃付款的現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於指數或利率的可變租賃付款，以及剩餘價值擔保項下預期支付款項。租賃付款亦包括合理確定本集團將予行使的購買選擇權的行使價及終止租賃的罰款付款(倘租賃條款反映本集團行使該項選擇權終止租約)。並非取決於指數或利率的可變租賃付款，於發生引致有關付款的事件或情況的期間確認為開支。

於計算租賃付款現值時，由於租賃中的內含利率不易確定，本集團採用其於租賃開始日期的增量借款利率。於開始日期後，租賃負債金額將予調增以反映利息累積並就已付租賃付款作出調減。此外，如有修改、租賃年期變動、租賃付款變動(例如日後租賃付款因指數或利率變動而出現變動)或購買相關資產的選擇權計量有所變動，則會重新計量租賃負債的賬面值。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Lease liabilities (continued)

The Group's lease liabilities are included in interest-bearing bank and other borrowings.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Sale and leaseback transaction – the Group as seller-lessee

The Group applies the requirements in IFRS 15 to determine whether the transfer of an asset under a sale and leaseback arrangement is accounted for as a sale of that asset. If the transfer of an asset by the Group under a sale and leaseback arrangement does not satisfy the requirements of IFRS 15 to be accounted for as a sale of the asset, the Group continues to recognise the transferred asset and recognises a financial liability equal to the transfer proceeds which is presented as interest-bearing bank and other borrowings and interest accruals in the consolidated statement of financial position.

2.4 主要會計政策概要(續)

(b) 租賃負債(續)

本集團的租賃負債計入計息銀行及其他借款。

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於機器及設備的短期租賃(即租期自租賃開始日期起計為12個月或以下,並且不包含購買選擇權的租賃),亦將低價值資產租賃的確認豁免應用於被認為低價值的辦公室設備及手提電腦租賃。短期租賃及低價值資產租賃的租賃付款在租期內按直線法確認為開支。

售後回租交易 – 本集團作為賣方承租人

本集團採用國際財務報告準則第15號的規定確定售後回租安排項下的資產轉讓是否入賬列為出售該資產。倘本集團根據售後回租安排轉讓資產並不符合國際財務報告準則第15號的入賬列為資產出售的規定,本集團將繼續確認轉讓資產及確認金額等於轉讓所得款項的金融負債,其將於綜合財務狀況表中呈列為計息銀行及其他借款以及應計利息。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Short-term leases and leases of low-value assets (continued)

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

2.4 主要會計政策概要(續)

(c) 短期租賃及低價值資產租賃(續)

本集團作為出租人

若本集團為出租人，則於租賃開始時(或租賃有修改時)將其各項租賃分類為經營租賃或融資租賃。

本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃均歸類為經營租賃。倘合約包含租賃及非租賃部分，本集團根據相對單獨售價將合約代價分配至各部分。租金收入因其經營性質而於租期內以直線法列賬並計入損益表之收益中。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值，並於租期內按相同基準確認為租金收入。或然租金乃於所賺取的期間內確認為收益。

投資及其他金融資產

初始確認及計量

金融資產於初始確認時歸類為其後按攤銷成本、按公平值計入其他全面收益及按公平值計入損益計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

初始確認及計量(續)

於初始確認時，金融資產分類取決於金融資產的合約現金流量特性及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用不調整重大融資成分影響的可行權宜方法的貿易應收款項外，本集團初步按公平值加上(倘金融資產並非按公平值計入損益處理)交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項按下文所載有關「收益確認」的政策根據國際財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金利息(「純粹為支付本金及利息」)的現金流量。現金流量並非純粹為支付本金及利息的金融資產，不論其業務模式如何，均以按公平值計入損益分類及計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

初始確認及計量(續)

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收取合約現金流量、出售金融資產，或兩者兼有。按攤銷成本分類及計量的金融資產乃於旨在持有金融資產以收取合約現金流量的業務模式中持有，而按公平值計入其他全面收益分類及計量的金融資產乃於旨在持有金融資產以收取合約現金流量及出售金融資產的業務模式中持有。並非於上述業務模式中持有的金融資產按公平值計入損益分類及計量。

金融資產的所有常規買賣於交易日(即本集團承諾購買或出售該資產之日)確認。常規買賣指需要在一般由法規或市場慣例確定的期間交付資產的金融資產買賣。

後續計量

金融資產的後續計量視乎其分類而定，載列如下：

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss and other comprehensive income.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

按攤銷成本計量的金融資產(債務工具)

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益中確認。

按公平值計入損益的金融資產

按公平值計入損益的金融資產於財務狀況表中按公平值列賬，而公平值變動淨額則於損益及其他全面收益表中確認。

此類別包括本集團未有不可撤回地選擇按公平值計入其他全面收益進行分類的衍生工具及股權投資。當支付權已確立、與股息有關的經濟利益可能流入本集團及能可靠計量股息金額時，作為按公平值計入損益的金融資產分類的股權投資的股息亦於損益確認為其他收入。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Financial assets at fair value through profit or loss (continued)

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i. e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

按公平值計入損益的金融資產(續)

當嵌入混合合約(包含金融負債或非金融主體)的衍生工具具備與主體不緊密相關的經濟特徵及風險;具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義;且混合合約並非按公平值計入損益計量,則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公平值計量,且公平值變動於損益確認。僅當合約條款出現變更致使必須大幅修改現金流量,或重新分類金融資產而使其不再是按公平值計入損益處理的金融資產時,方會進行重新評估。

嵌入混合合約(包含金融資產主體)的衍生工具不予單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公平值計入損益的金融資產。

終止確認金融資產

金融資產(或(如適用)一項金融資產或一組同類金融資產的一部分)主要在出現下列情形時終止確認(即自本集團綜合財務狀況表移除):

- 從資產收取現金流量的權利已屆滿;或

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group’s continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 主要會計政策概要(續)

終止確認金融資產(續)

- 本集團已根據「轉手」安排出讓從資產收取現金流量的權利，或已承擔向第三方無重大拖延全額支付所收現金流量的責任；且(a)本集團已出讓資產的絕大部分風險及回報，或(b)本集團雖未出讓或保留資產的絕大部分風險及回報但已出讓資產的控制權。

當本集團已出讓從資產收取現金流量的權利或訂立轉手安排，會評估有否保留資產所有權的風險及回報以及相關保留程度。倘本集團並無出讓或保留資產的絕大部分風險及回報，亦無出讓資產控制權，本集團將以本集團持續參與程度為限繼續確認已出讓資產。在該情況下，本集團亦確認相關負債。已出讓資產及相關負債根據反映本集團所保留權利及責任的基準計量。

通過對已轉讓資產作出擔保的形式持續參與，按該項資產的原賬面值與本集團或須償還的最高代價金額的較低者計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“**ECLs**”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 3 years past due.

2.4 主要會計政策概要(續)

金融資產減值

本集團就並非以公平值計入損益持有的所有債務工具確認預期信貸虧損(「**預期信貸虧損**」)撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取並按原實際利率的近似值貼現的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級措施所得的現金流量。

一般法

預期信貸虧損分兩個階段確認。就首次確認以來信貸風險並無大幅增加的信貸敞口而言，會為未來12個月可能發生的違約事件所產生的信貸虧損計提預期信貸虧損撥備(12個月預期信貸虧損)。就首次確認以來信貸風險大幅增加的信貸敞口而言，須就預期於敞口的餘下年期產生的信貸虧損計提虧損撥備，而不論違約的時間(全期預期信貸虧損)。

本集團於各報告日期評估金融工具的信貸風險自初始確認後是否已大幅增加。在進行有關評估時，本集團會將金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險進行比較，並會考慮毋須過度耗費成本或努力而取得的合理及具支持性的資料，包括過往及前瞻性資料。本集團認為，如合約款項逾期超過三年，則存在重大信貸風險增加。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

The Group considers a financial asset to be in default (other than trade receivables) when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 主要會計政策概要(續)

金融資產減值(續)

一般法(續)

倘內部或外部資料顯示，本集團可能無法悉數收取未償還合約款項(不考慮本集團持有的任何信貸提升措施)，則本集團認為金融資產出現違約(貿易應收款項除外)。倘無法合理預期會收回合約現金流量，金融資產將被撇銷。

按攤銷成本計量的金融資產須根據一般法作出減值，其按以下階段分類以計量預期信貸虧損，惟應用簡化方法的貿易應收款項則除外，詳情如下。

階段1 – 自初始確認起信貸風險未有大幅增加的金融工具，且其虧損撥備按等於12個月預期信貸虧損的金額計量

階段2 – 自初始確認起信貸風險大幅增加的金融工具，但並非信貸減值金融資產，且其虧損撥備按等於全期預期信貸虧損的金額計量

階段3 – 於報告日期已信貸減值的金融資產(但並非購入或源生的信貸減值金融資產)，且其虧損撥備按等於全期預期信貸虧損的金額計量

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liability at fair value through profit or loss, loans and borrowings and payables.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

2.4 主要會計政策概要(續)

金融資產減值(續)

簡化法

對於並無重大融資成分或本集團應用可行權宜方法不調整重大融資成分影響的貿易應收款項，本集團於計算預期信貸虧損時採用簡化法。根據簡化法，本集團並無追蹤信貸風險的變動，而是於各報告日期按全期預期信貸虧損確認虧損撥備。本集團已根據其以往信貸虧損經驗建立撥備矩陣，並就債務人特定的前瞻性因素及經濟環境作出調整。

對於包含重大融資成分的貿易應收款項及租賃應收款項，本集團選擇上文所述政策作為其會計政策，於計算預期信貸虧損時採納簡化方法。

金融負債

初始確認及計量

金融負債於初始確認時歸類為按公平值計入損益的金融負債、貸款及借款以及應付款項。

所有金融負債初始按公平值確認，而貸款及借款以及應付款項則須扣除直接應佔交易成本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Initial recognition and measurement (continued)

The Group's financial liabilities include financial liability at fair value through profit or loss, other payables and accruals, interest-bearing bank and other borrowings, loans from the ultimate holding company, payables for compensation fees and put option liability.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

2.4 主要會計政策概要(續)

金融負債(續)

初始確認及計量(續)

本集團的金融負債包括按公平值計入損益的金融負債、其他應付款項、應計費用、計息銀行及其他借款、來自最終控股公司的貸款、應付補償費用以及認沽期權負債。

後續計量

不同類別的金融負債後續計量如下：

按公平值計入損益的金融負債

按公平值計入損益的金融負債包括持作交易的金​​融負債以及於初始確認時指定為按公平值計入損益的金融負債。

於初始確認時指定為按公平值計入損益之金融負債於初始確認日期指定，且僅在符合國際財務報告準則第9號標準的情況下指定。指定按公平值計入損益的負債收益或虧損於損益內確認，除本集團自身信貸風險所產生的收益或虧損在其他全面收益中呈列外，該等收益或虧損將不會其後重新分類至損益。於損益表確認的公平值收益或虧損淨額並不包括就該等金融負債收取的任何利息。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Financial liabilities at amortised costs (loans and borrowings)

After initial recognition, loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Put option liability

After initial recognition, put option liability is subsequently measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

2.4 主要會計政策概要(續)

金融負債(續)

按攤銷成本計量的金融負債(貸款及借款)

初始確認後，貸款及借款其後以實際利率法按攤銷成本計量，如貼現影響並不重大，則按成本列賬。收益及虧損於終止確認負債時於損益確認，亦採用實際利率通過攤銷確認。

計算攤銷成本時已計及任何收購折讓或溢價，和實際利率所包含的費用或成本。實際利率攤銷則計入損益的融資成本。

認沽期權負債

於初始確認後，認沽期權負債隨後使用實際利率法按攤銷成本計量。攤銷成本經計及收購時的任何折讓或溢價以及屬實際利率組成部份的費用或成本後計算。實際利率攤銷已包含於損益中的融資成本內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

2.4 主要會計政策概要(續)

終止確認金融負債

金融負債於負債的責任解除、取消或屆滿時終止確認。

倘現有金融負債被另一項由同一放貸人提供而絕大部分條款不同的負債所取代，或現有負債的條款經大幅修改，則有關取代或修改視為終止確認原有負債及確認新負債，而相關賬面值的差額會於損益確認。

存貨

存貨按成本及可變現淨值中的較低者入賬。成本按先入先出基準釐定。可變現淨值根據估計售價減直至出售時產生的任何估計成本計算。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，及可隨時轉換成已知金額現金、價值變動風險不大且獲得時一般具有不超過三個月短暫到期日的短期高流通投資，再扣除須於要求時償還且屬於本集團現金管理一部分的銀行透支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents (continued)

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the year, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

2.4 主要會計政策概要(續)

現金及現金等價物(續)

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭現金及銀行現金(包括定期存款)。

所得稅

所得稅包括即期及遞延稅項。與損益以外確認項目有關的所得稅於損益以外確認，即於其他全面收益或直接於權益確認。

即期稅項資產和負債以預期從稅務機關收回或向其支付的金額計量，採用的稅率(及稅法)為年末前已頒佈或實際頒佈者，並已計及本集團經營所在國家現行的詮釋及慣例。

遞延稅項採用負債法，就各報告期間結束時資產及負債的計稅基準與其財務報告的賬面值之間的所有暫時性差異計提撥備。

所有應課稅暫時性差異均確認遞延稅項負債，惟以下情況除外：

- 倘遞延稅項負債產生自交易中對某一資產或負債的初次確認，且此交易並非業務合併，而交易時對會計溢利或應課稅溢利或虧損均無影響；及

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

- in respect of taxable temporary differences associated with investments in subsidiaries and associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 主要會計政策概要(續)

所得稅(續)

- 對於投資附屬公司及聯營公司及合營企業相關的應課稅暫時性差異，倘暫時性差異的逆轉時間能控制且可能不會在可見將來逆轉。

所有可扣減暫時性差異、結轉的未動用稅項抵免及任何未動用稅項虧損均確認為遞延稅項資產。若日後有可能出現應課稅溢利，可用以抵扣該等可扣減暫時性差異、結轉的未動用稅項抵免及未動用稅項虧損，則會確認遞延稅項資產，惟以下情況除外：

- 倘有關可扣減暫時性差異的遞延稅項資產來自交易中對某一資產或負債的初步確認，且此交易並非業務合併，而交易時對會計溢利或應課稅溢利或虧損均無影響；及
- 就於附屬公司及聯營公司及合營企業的投資的相關可扣減暫時性差異而言，僅在暫時性差異有可能在可見將來撥回，而且日後有可能出現應課稅溢利，可用以抵扣該等暫時性差異時，方會確認遞延稅項資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

2.4 主要會計政策概要(續)

所得稅(續)

於各報告期結束時審閱遞延稅項資產的賬面值，如不再可能有足夠的應課稅溢利以運用全部或部分遞延稅項資產，則扣除相應的數額。於各報告期結束時重新評估未確認的遞延稅項資產，倘可能有足夠的應課稅溢利以收回全部或部分遞延稅項資產，則確認相應的數額。

遞延稅項資產及負債以預期將資產變現或償還負債期間適用的稅率計量，並以於各報告期結束前已頒佈或實際頒佈的稅率(及稅法)為基準。

若現有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項與同一應課稅實體及同一稅務機關相關，則遞延稅項資產與遞延稅項負債可予抵銷。

政府補貼

倘可合理保證將獲得補貼及將符合所有附帶條件，則按公平值確認政府補貼。倘該補貼與一項開支項目有關，則於擬用作補償之成本支銷期間有系統地確認為收入。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Government grants (continued)

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2.4 主要會計政策概要(續)

政府補貼(續)

若補貼與資產有關，其公平值計入遞延收入賬，並於有關資產的預計可使用年期內，每年等額撥往損益或透過減少折舊費用從資產賬面值扣減，並撥往損益。

收益確認

客戶合約收益

客戶合約收益於貨品或服務的控制權轉移至客戶時確認，其金額反映本集團預期就交換該等貨品或服務有權獲得的代價。

當合約的代價包含可變金額，代價金額估算為本集團向客戶轉移貨品或服務而有權換取的代價。可變代價於合約開始時估計並受到約束，直至與可變代價相關的不確定因素其後消除，使已確認累計收益金額極不可能發生重大收益撥回為止。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

Tuition and boarding fees are generally received by colleges and high schools in advance prior to the beginning of each academic year, and are initially recorded as contract liabilities. Tuition and boarding fees are recognised proportionately over the relevant period of the applicable program. The portion of tuition and boarding payments received from students but not earned is recorded as contract liabilities and is reflected as a current liability as such amounts represent revenue that the Group expects to earn within one year. The academic year of the Group's schools is generally from September to June of the following year.

2.4 主要會計政策概要(續)

收益確認(續)

客戶合約收益(續)

當合約包含融資成分並向客戶提供超過一年為轉移貨品或服務予客戶進行融資的重大利益時，收益按應收金額的現值計量，並使用貼現率貼現，有關貼現率將於本集團與客戶在合約開始時的獨立融資交易中反映。當合約包含融資成分並向本集團提供超過一年的重大財務利益時，合約項下確認的收益包括按實際利率法就合約負債累計的利息開支。就客戶付款至轉移所承諾貨品或服務的期限為一年或者更短的合約而言，交易價格採用國際財務報告準則第15號可行權宜方法，不會對重大融資成分的影響作出調整。

一般情況下，大學及高中於每學年開始前預先收取學費及住宿費，初始記錄為合約負債。學費及住宿費於有關課程的相關期內按比例確認。已收學生的學費及住宿費但未賺取的部分入賬列作合約負債，並以流動負債表示，蓋因有關數額為本集團預計於一年內賺取的收益。本集團學校的學年一般由9月開始至下一年6月止。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

The Group charges fixed rate service fees based on tuition fees received by cooperative universities, where the Group generally is acting as an agent and its performance obligation is to provide e-platform for distance education operated by cooperative universities. Revenue from distance education services are recognised on a net basis.

The Group also operates education centres and provide educational support services. For these services, the Group charges fixed rate service fees based on tuition fees received by cooperative universities. The revenue is recognised as gross basis as the directors of the Company considered that the Group is acting as principals on the service provided.

Both service fees are recognised proportionately over the periods of the applicable program. The portion of payments received from cooperative universities but not earned is recorded as contract liabilities and is reflected as a current liability as such amounts represent revenue that the Group expects to earn within one year. The academic year of the Group's cooperative universities is generally from January to December.

Service income from teacher training services, online courses services and examinations and assessments are recognised in the accounting period when the services are rendered.

Commission income is recognised at the point in time when the referred students enrolled at the overseas education universities, with the tuition fees paid and upon the entitlement of the Group to the commission income.

2.4 主要會計政策概要(續)

收益確認(續)

客戶合約收益(續)

本集團收取根據合作院校所收學費計算的固定費率服務費，本集團在其中一般作為代理人且其履約義務為提供電子平台用於由合作院校運營的遠程教育。來自遠程教育服務的收益按淨額基準確認。

本集團亦運營教育中心並提供教育支持服務。本集團就該等服務收取根據合作院校所收學費計算的固定費率服務費。由於本公司董事認為本集團在所提供的服務中作為主事人，故收益按總額基準確認。

兩項服務費均於有關課程的期間內按比例確認。已向合作院校收取但未賺取的款項部分入賬列作合約負債，並以流動負債表示，蓋因有關數額為本集團預計於一年內賺取的收益。本集團合作院校的學年一般由1月開始至12月止。

來自教師培訓服務、在線課程服務以及考試及測評的服務收入於提供服務的會計期間確認。

佣金收入於所述學生在境外教育院校入學且學費已付及本集團有權據此獲得佣金收入的時間點確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

Revenue from sales of books is recognised when the purchaser obtains the possession of the books, being when the books have been delivered to the customers, and when the Group has the present right to payment and the collection of the consideration is probable.

Revenue from other education business provided by the Group is recognised when the relevant service is provided or when goods are delivered.

The Group's contracts with customers may include multiple performance obligations. For such arrangements, the Group allocates revenue to each performance obligation based on its relative stand-alone selling price. The Group generally determines stand-alone selling prices based on the prices charged to customers.

The Group does not expect to have any contracts where the period between the transfer of the promised services to the customer and the payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Other income

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

2.4 主要會計政策概要(續)

收益確認(續)

客戶合約收益(續)

來自銷售書籍的收益於買方取得書籍時確認，即書籍已交付予客戶且本集團具有對付款的當前權利及有可能收取代價時。

來自本集團提供其他教育業務的收益於提供相關服務或交付貨物時確認。

本集團的客戶合約收益可能包括多項履約責任。就有關安排而言，本集團根據其相對獨立售價將收益分配至各履約責任。本集團一般根據向客戶收取的價格釐定獨立售價。

本集團預期不會有任何向客戶轉移所承諾服務至客戶付款的期限超過一年的合約。因此，本集團未就貨幣時間價值對任何交易價格作出調整。

其他收入

租金收入於租賃年期內按時間比例確認。並非取決於指數或利率的可變租賃付款於其產生的會計期間確認為收入。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Other income (continued)

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i. e., transfers control of the related goods or services to the customer).

Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

2.4 主要會計政策概要(續)

收益確認(續)

其他收入(續)

利息收入按應計基準及以實際利率法，透過採用將金融工具在預期年限或較短期間(倘適用)之估計未來現金收入準確貼現至金融資產賬面淨值的利率予以確認。

合約負債

倘於本集團轉移相關貨品或服務前自客戶收取付款或應收客戶款項到期(以較早者為準)，則會確認合約負債。合約負債於本集團履行合約(即相關貨品或服務的控制權轉移至客戶)時確認為收益。

退款負債

退款負債乃就退還自客戶收取(或應收)之部分或全部代價的義務而確認，並按本集團最終預期其須退回予客戶的金額計量。本集團於各報告期末更新其對退款負債(及交易價格的相應變動)的估計。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("**equity-settled transactions**").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. Further details of which are given in note 33 to these financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

2.4 主要會計政策概要(續)

以股份為基礎的付款

本公司運營購股權計劃，其目的為向對本集團成功運營作出貢獻的合資格參與者提供激勵及獎勵。本集團僱員(包括董事)接受以股份為基礎付款形式的薪酬，據此僱員提供服務以獲取股權工具(「**股權結算交易**」)。

僱員股權結算交易的成本參照其於授予日期的公平值計量。進一步詳情載於該等財務報表附註33。

股權結算交易的成本於業績及／或服務條件得到滿足期間於僱員福利開支內確認，同時相應增加權益。歸屬日前各個報告期末於權益結算交易確認之累計費用乃反映歸屬期屆滿之程度及本集團認為當日對最終歸屬之權益工具數量之最佳估計。一段時期內損益的支出或計入乃反映期初及期末確認之累計費用的變動。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 主要會計政策概要(續)

以股份為基礎的付款(續)

釐定授出日期報酬公平值時未慮及服務及非市場業績條件，但達致本集團對最終歸屬之權益工具數量之最佳估計時已對該等條件得到滿足的可能性作出評估。市場業績條件於授出日期公平值反映。報酬附帶的無相關服務要求的任何其他條件視為非歸屬條件。非歸屬條件反映於報酬的公平值並導致就報酬即時確認開支，除非還有服務及／或業績條件。

就因非市場業績及／或服務條件未得到滿足而未歸屬的報酬，無需確認開支。當報酬包括市場或非歸屬條件，則無論市場或非歸屬條件是否得到滿足，交易均視作歸屬，前提是所有其他業績及／或服務條件得到滿足。

當權益結算報酬條款被修訂時，倘若報酬原來的條款已得到滿足，則至少要按猶如條款未被修訂確認一項開支。此外，還需就任何增加以股份為基礎付款總公平值或以其他方式於修訂日期計量時使僱員獲益的修訂確認開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension schemes

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries operating in Mainland China are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

2.4 主要會計政策概要(續)

以股份為基礎的付款(續)

如權益結算報酬被註銷，則被視為猶如於註銷當日已歸屬，而尚未就該報酬確認之任何費用須即時予以確認，包括本集團或僱員控制範圍內的非歸屬條件未能滿足的任何報酬。然而，倘有一項新報酬取代已經註銷報酬，及於授出當日被指定為該報酬的替代品，則該已註銷報酬及新報酬均被視為猶如原有報酬之改動(如上一段所述)。

未行使購股權攤薄影響反映為計算每股盈利時攤薄股份的增加。

其他僱員福利

退休金計劃

本集團於中國大陸經營的附屬公司的僱員須參與由地方市政府營運的中央退休金計劃。於中國大陸經營的附屬公司須按其工資成本之某一百分比向中央退休金計劃供款。供款於根據中央退休金計劃規則應付時自損益扣除。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits (continued)

Pension schemes (continued)

The Group also operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i. e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.4 主要會計政策概要(續)

其他僱員福利(續)

退休金計劃(續)

本集團亦根據強制性公積金計劃條例，為本集團於香港的全體僱員設立定額供款強制性公積金退休福利計劃(「**強積金計劃**」)。供款按僱員基本薪金百分比作出，並於根據強積金計劃條款須支付時自損益扣除。強積金計劃的資產由獨立管理基金保管，與本集團資產分開持有。本集團的僱主供款於注入強積金計劃時悉數歸屬僱員。

借貸成本

收購、建設或生產合資格資產(即需要一段長時間方能達致其擬定用途或出售的資產)直接應佔的借貸成本資本化為該等資產之部分成本。當資產大致上可作其擬定用途或出售，則該等借貸成本將會停止資本化。於有待用於合資格資產的特定借貸作短期投資所賺取的投資收入乃從資本化的借貸成本中扣除。所有其他借貸成本於其產生期間支銷。借貸成本包括實體因借入資金而產生的利息及其他成本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Foreign currencies

These financial statements are presented in RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i. e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 主要會計政策概要(續)

股息

末期股息在於股東大會上獲股東批准時確認為負債。擬派末期股息於財務報表附註披露。

外幣

該等財務報表以人民幣呈報。本集團旗下各實體決定自身的功能貨幣，而計入各實體財務報表的項目均採用功能貨幣計量。本集團旗下實體入賬的外幣交易初步按其各自於交易日當時的功能貨幣匯率入賬。以外幣計值的貨幣資產及負債，按於報告期末的功能貨幣匯率換算。結算或換算貨幣項目產生的差額於損益確認。

以外幣按過往成本計量的非貨幣項目，採用初始交易日期的匯率換算。以外幣按公平值計量的非貨幣項目，採用釐定公平值當日的匯率換算。換算以公平值計量的非貨幣項目所產生的收益或虧損視為等同於確認該項目公平值變動的收益或虧損(即於其他全面收益或損益確認公平值收益或虧損的項目的換算差額，亦分別於其他全面收益或損益確認)。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The Company incorporated in the Cayman Islands uses the United States dollar as its functional currency. As the Group mainly operates in Mainland China, RMB is used as the presentation currency of the Company. As at the end of the reporting period, the assets and liabilities of the Company and certain overseas subsidiaries, which use currencies other than RMB as their functional currencies, are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss and other comprehensive income are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

2.4 主要會計政策概要(續)

外幣(續)

就釐定終止確認與預付代價有關的非貨幣資產或非貨幣負債產生的相關資產、開支或收入之初始確認匯率，初步交易日期為本集團初始確認有關預付代價產生的非貨幣資產或非貨幣負債之日。倘存在多筆預付或預收款項，本集團釐定每筆預付或預收代價款項的交易日期。

本公司於開曼群島註冊成立，使用美元作為功能貨幣。由於本集團主要於中國大陸經營業務，故人民幣用作為本公司之呈列貨幣。於報告期末，本公司及使用人民幣以外的貨幣作為功能貨幣的若干海外附屬公司的資產及負債按報告期末當時的匯率換算為本公司的呈報貨幣，其損益及其他全面收益表按與交易日當時的匯率相若的匯率換算為人民幣。

所產生的匯兌差額於其他全面收益確認並於外匯波動儲備累計。出售海外業務時，其他全面收益中與該特定海外業務有關的組成部分於損益確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements.

2.4 主要會計政策概要(續)

外幣(續)

收購海外業務產生的任何商譽及收購所產生資產及負債賬面值的任何公平值調整視為海外業務的資產及負債，按收盤匯率換算。

3. 重大會計判斷及估計

編製本集團財務報表需要管理層作出影響所呈報收益、開支、資產與負債金額以及其附隨披露及或然負債披露的判斷、估計及假設。此等假設及估計的不確定因素可能導致日後須對受影響的資產或負債的賬面值作出重大調整。

判斷

於應用本集團會計政策過程中，管理層除作出涉及估計的判斷外，還作出以下對財務報表所確認數額影響重大的判斷。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Contractual arrangements

The Group exercises control over Chongqing Yugangao, Chongqing Yuecheng, Chongqing Electronic Information College, Chongqing Zhenzhi Real Estate Company Ltd., Chongqing Yiersheng Education Technology Company Limited, Chongqing Yujingao Education Technology Company Limited, Chongqing Jierui Education Technology Company Limited, Chongqing Fanyun, Chongqing Jiehan Education Technology Company Limited, Shiji Kuangao (Beijing) Investment Management Co., Ltd., Laoling Minsheng Education High School Company Limited, Beijing Minsheng Zhicai Education Technology Company Limited, Doxue Network, Huixue Education, Huixue International, Doxue Huixing, Beijing Mingyuan, Beijing Yierxue Education Technology Co., Ltd. (“**Beijing Yierxue**”), Beijing Minsheng Zhihe Education Technology Co., Ltd., Beijing Minsheng Zhiyun Education Technology Co., Ltd., Beijing Minsheng Zhixue Education Technology Co., Ltd., Beijing Fanyun Education Technology Co., Ltd., Xiaoi Technology, Qingdao Huizhong, Minsheng Online, Minyun Information, Minfu Shengqiang and Umooc Online (the “**Structured Entities**”) and enjoys economic benefits of the Structured Entities through a series of contractual arrangements.

The Group considers that it controls the Structured Entities notwithstanding the fact that it does not hold direct equity interests in the Structured Entities, as it has power over the financial and operating policies of the Structured Entities and receives substantially all of the economic benefits from the business activities of the Structured Entities through the contractual arrangements. Accordingly, the Structured Entities have been accounted for as subsidiaries during the year.

3. 重大會計判斷及估計(續)

判斷(續)

合約安排

本集團對重慶渝港澳、重慶悅誠、重慶電信職業學院、重慶臻智置業有限責任公司、重慶易而升教育科技有限公司、重慶渝京澳教育科技有限公司、重慶傑睿教育科技有限公司、重慶凡韻、重慶傑翰教育科技有限公司、世紀寬高(北京)投資管理有限公司、樂陵民生教育高級中學有限公司、北京民晟智才教育科技有限公司、都學網絡、慧學教育、慧學國際、都學慧行、北京茗遠、北京易而學教育科技有限公司(「**北京易而學**」)、北京民晟智和教育科技有限公司、北京民晟智雲教育科技有限公司、北京民晟智學教育科技有限公司、北京凡韻教育科技有限公司、小愛科技、青島惠眾、民生在線、民雲信息、民富生強及優慕課在線(「**結構性實體**」)行使控制權，並透過一系列合約安排享有結構性實體的經濟利益。

本集團認為儘管其並未直接持有結構性實體的股權，但仍控制結構性實體，因本集團對結構性實體財務及營運政策擁有權力並透過合約安排收取結構性實體業務活動產生幾乎所有的經濟利益。據此，年內結構性實體按附屬公司入賬。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Current and deferred taxes

Significant judgement is required in interpreting the relevant tax rules and regulations so as to determine whether the Group is subject to corporate income tax. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of the tax liabilities. Such changes to tax liabilities will impact tax expense in the period that such determination is made. Further details of the current and deferred taxes are set out in note 10 and note 30 to the financial statements.

Put option liability

Pursuant to the share purchase agreement in respect of the acquisition of Leed International (“**Share Purchase Agreement**”), between the date of the fourth anniversary and the date of the fifth anniversary of the effective date of the Share Purchase Agreement, Minsheng Vocational Education Company Limited (“**Minsheng Vocational Education**”) will grant a put option to the vendors. After Minsheng Vocational Education grants the put option to the vendors, the vendors will have the right to sell the shares of Leed International held by the vendors to Minsheng Vocational Education, and the exercise price will be calculated according to the predetermined formula after the put option are being granted (the “**Put Option**”). Significant judgement is required in determining whether a present ownership interest exists in the shares that are subject to the Put Option, so as to determine the accounting treatment of the non-controlling interest and the Put option liability. Management considers that the Group has a present ownership interest over the remaining 49% interests in Leed International since the exercise price of the Put Option is determinable and the Group can exercise right over these interests and enjoy the related return. This assessment relies on estimates and assumptions and may involve a series of judgements. Further details of the Put option liability are set out in note 31 to the financial statements.

3. 重大會計判斷及估計(續)

判斷(續)

即期及遞延稅項

詮釋相關稅務條例及法規時需作出重大判斷，以確定本集團是否須繳納企業所得稅。有關評估利用估計及假設，並可能需對未來事項作出一系列判斷。本集團可能獲悉新資料以致變更對稅項負債是否充足的判斷。該等稅項負債變動會影響決定變更期間的稅項開支。有關即期及遞延稅項的進一步詳情載於財務報表附註10和附註30。

認沽期權負債

根據收購勵德集團的股份購買協議(「**股份購買協議**」)，自股份購買協議生效日期起第四週年當日起至第五週年當日止期間，民生職業教育有限公司(「**民生職業教育**」)將向賣方授予認沽期權。於民生職業教育向賣方授出認沽期權後，賣方將有權向民生職業教育出售賣方所持有的勵德集團股份，行使價將在認沽期權授予後，按預定公式計算(「**認沽期權**」)。釐定認沽期權所涉及股份是否存在現有所有權權益須作出重大判斷，以便確定非控股權益及認沽期權負債的會計處理方式。由於認沽期權的行使價可予釐定，且本集團能夠對勵德集團的餘下49%權益行使權利及享有相關回報，管理層認為本集團擁有該等權益的現有所有權權益。此評估依靠估計及假設，並可能涉及一系列判斷。認沽期權負債的進一步詳情載於財務報表附註31。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty

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

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating unit to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. As at 31 December 2022, the carrying amount of goodwill was RMB2,338,424,000 (2021: RMB2,335,902,000). Further details are given in note 15 to the financial statements.

3. 重大會計判斷及估計(續)

估計不確定因素

於年末時關於未來的主要假設及估計不確定因素的其他主要來源(具有導致須於下一個財政年度對資產及負債賬面值作出重大調整的重大風險)論述如下。

商譽減值

本集團至少每年釐定商譽有否減值一次，過程中需要對獲分配商譽的現金產生單位的使用價值作出估計，而估計使用價值時既需要本集團對現金產生單位的預期未來現金流量作出估計，亦需要選擇合適的折現率以便計算現金流量現值。於2022年12月31日，商譽的賬面值為人民幣2,338,424,000元(2021年：人民幣2,335,902,000元)。進一步詳情載於財務報表附註15。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of the year. The non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. Impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit using key assumptions such as budgeted sales amounts and choose a suitable discount rate in order to calculate the present value of those cash flows. As at 31 December 2022, the total carrying amount of non-financial assets that were subject to impairment tests was RMB3,963,749,000 (2021: RMB3,820,002,000).

Fair value of contingent consideration

The contingent consideration arising from business combination was estimated using the discounted cash flow model and Monte Carlo simulation model. These models require the Group to make estimations about the expected future profits, discount rate and volatility, and hence, they are subject to uncertainty. Further details are included in note 41 to the financial statements.

3. 重大會計判斷及估計(續)

估計不確定因素(續)

非金融資產(商譽除外)減值

本集團於年末時評估全部非金融資產是否存在任何減值跡象。當有跡象顯示非金融資產賬面值可能不可收回時進行減值測試。當一項資產或現金產生單位的賬面值超過其可收回金額(即公平值減出售成本與其使用價值兩者中的較高者)時即存在減值。公平值減出售成本乃根據來自同類資產公平交易的受約束銷售交易的可用數據或可觀察市價減出售資產的增量成本計算。計算使用價值時，管理層必須採用主要假設(如預算銷售額)估計來自資產或現金產生單位的預期未來現金流量，並選取合適的貼現率，以計算該等現金流量的現值。於2022年12月31日，須進行減值測試的非金融資產的賬面總額為人民幣3,963,749,000元(2021年：人民幣3,820,002,000元)。

或然代價的公平值

業務合併產生的或然代價，乃採用貼現現金流模型及蒙特卡羅模擬模型估計。該等模型要求本集團對預期未來溢利、貼現率及波幅作出估計，因此存在不確定性。進一步詳情載於財務報表附註41。

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services and has two reportable operating segments as follows:

- (a) on-campus education
- (b) online education

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that interest income, non-lease-related finance costs as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 經營分部資料

就管理目的而言，本集團按其服務劃分業務單位，並有以下兩個可報告經營分部：

- (a) 校園教育
- (b) 在線教育

管理層獨立監察本集團經營分部業績，藉此決定資源分配及評核表現。分部表現基於可報告分部利潤(為經調整除稅前溢利之計量方式)評定。經調整除稅前溢利之計量方式與本集團除稅前溢利之計量方式一致，惟計量前者時不包括利息收入、非租賃相關融資成本以及總辦事處及企業開支。

由於分部資產按集團基準管理，故該等資產不包括未分配總辦事處及企業資產。

由於分部負債按集團基準管理，故該等負債不包括未分配總辦事處及企業負債。

分部間銷售及轉讓乃經參考與第三方交易之售價，按當時現行市價進行交易。

4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分部資料(續)

Year ended 31 December 2022 截至2022年12月31日止年度		On-campus education 校園教育 RMB'000 人民幣千元	Online education 在線教育 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue (note 5)	分部收益 (附註5)			
Sales to external customers	銷售予外部客戶	1,311,676	1,042,289	2,353,965
Intersegment sales	分部間銷售	–	1,258	1,258
				2,355,223
<i>Reconciliation:</i>	<i>對賬:</i>			
Elimination of intersegment sales	分部間銷售對銷			(1,258)
Revenue	收益			2,353,965
Segment results	分部業績	520,846	202,822	723,668
Interest income	利息收入			48,554
Corporate and other unallocated expenses	企業及其他未分配開支			(65,102)
Finance costs (other than interest on lease liabilities)	融資成本(租賃負債利息除外)			(160,619)
Profit before tax	除稅前溢利			546,501

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分部資料(續)

		On-campus education 校園教育 RMB'000 人民幣千元	Online education 在線教育 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment assets	分部資產	10,000,259	3,135,786	13,136,045
<i>Reconciliation:</i>	<i>對賬：</i>			
Elimination of intersegment receivables	分部間應收款項對銷			(1,247,811)
Corporate and other unallocated assets	企業及其他未分配資產			68,347
Total assets	資產總值			11,956,581
Segment liabilities	分部負債	4,382,442	2,812,425	7,194,867
<i>Reconciliation:</i>	<i>對賬：</i>			
Elimination of intersegment payables	分部間應付款項對銷			(1,247,811)
Corporate and other unallocated liabilities	企業及其他未分配負債			972,409
Total liabilities	負債總額			6,919,465
Other segment information	其他分部資料			
Share of profit of an associate	應佔聯營公司溢利	(363)	—	(363)
Impairment losses recognised in profit or loss	於損益確認之減值虧損	12,282	4,484	16,766
Depreciation and amortisation	折舊及攤銷	171,505	132,591	304,096
Investment in an associate	於聯營公司投資	2,063	—	2,063
Capital expenditure	資本開支	312,823	42,834	355,657

4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分部資料(續)

Year ended 31 December 2021 截至2021年12月31日止年度		On-campus education		Total 總計 RMB'000 人民幣千元
		Online education 在線教育 RMB'000 人民幣千元		
Segment revenue (note 5)	分部收益 (附註5)			
Sales to external customers	銷售予外部客戶	1,251,502	1,142,510	2,394,012
Segment results	分部業績	620,792	138,940	759,732
Interest income	利息收入			72,707
Unallocated income and gains	未分配收入及收益			377
Corporate and other unallocated expenses	企業及其他未分配開支			(42,080)
Finance costs (other than interest on lease liabilities)	融資成本(租賃負債利息除外)			(128,935)
Profit before tax	除稅前溢利			661,801

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分部資料(續)

		On-campus education 校園教育 RMB'000 人民幣千元	Online education 在線教育 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment assets	分部資產	8,881,313	2,932,829	11,814,142
<i>Reconciliation:</i>	<i>對賬：</i>			
Elimination of intersegment receivables	分部間應收款項對銷			(678,669)
Corporate and other unallocated assets	企業及其他未分配資產			302,321
Total assets	資產總值			11,437,794
Segment liabilities	分部負債	4,389,641	2,086,475	6,476,116
<i>Reconciliation:</i>	<i>對賬：</i>			
Elimination of intersegment payables	分部間應付款項對銷			(678,669)
Corporate and other unallocated Liabilities	企業及其他未分配負債			851,312
Total liabilities	負債總額			6,648,759
Other segment information	其他分部資料			
Share of loss of an associate	應佔聯營公司虧損	22	–	22
Impairment losses recognised in profit or loss	於損益確認之減值虧損	11,828	(1,439)	10,389
Depreciation and amortisation	折舊及攤銷	165,729	100,507	266,236
Investment in an associate	於聯營公司投資	1,545	–	1,545
Capital expenditure	資本開支	685,111	64,285	749,396

4. OPERATING SEGMENT INFORMATION (continued)**Geographical information**

During the year, all of the Group's revenue was generated in the PRC and over 90% of its long-term assets/capital expenditure were located/incurred in the PRC. Accordingly, no geographical information is presented.

Information about major customers

No revenue derived from services provided to a single customer accounted for 10% or more of the total revenue of the Group during the year.

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

4. 經營分部資料(續)**地區資料**

年內，本集團全部收益均於中國產生，而超過90%的長期資產／資本開支均位於／源自中國。因此，概無呈列任何地區資料。

有關主要客戶的資料

年內，並無來自向單一客戶提供服務的收益佔本集團總收益10%或以上。

5. 收益、其他收入及收益

有關收益的分析如下：

	Note 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
<i>Revenue from contracts with customers</i>	客戶合約收益		
Tuition fees	學費	1,204,604	1,155,390
Boarding fees	住宿費	107,072	96,112
Distance education services – platform services	遠程教育服務 – 平台服務	365,200	371,718
Distance education services – educational support services	遠程教育服務 – 教育支持服務	387,818	426,338
Teacher training services	教師培訓服務	84,817	69,982
Online courses services	在線課程服務	39,108	58,164
Commission income	佣金收入	27,914	46,865
Sales of books	銷售書籍	27,014	29,359
Examinations and assessments	考試及測評	8,958	24,302
Other education business	其他教育業務	101,460	115,782
		2,353,965	2,394,012

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

5. REVENUE, OTHER INCOME AND GAINS (continued)

5. 收益、其他收入及收益(續)

		Note 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Other income and gains	其他收入及收益			
Investment income from short-term investments measured at fair value through profit or loss	按公平值計入損益計量的短期投資之投資收入		29,985	20,951
Fair value gain on contingent consideration	或然代價之公平值收益		57,085	–
Rental income:	租金收入：			
Fixed lease payments	固定租賃付款		18,500	24,988
Variable lease payments	可變租賃付款		3,997	–
			22,497	24,988
Bank interest income	銀行利息收入		29,067	54,927
Interest income from a company controlled by the former shareholders of a subsidiary	來自附屬公司原股東所控制公司的利息收入		19,487	17,780
Government grants	政府補貼	27		
– Related to assets	– 資產相關		25,952	22,809
– Related to income	– 收入相關		77,694	73,117
Gain on disposal of items of property, plant and equipment	處置物業、廠房及設備項目之收益		–	1,002
Others	其他		18,803	34,320
			280,570	249,894

The government grants are related to the subsidies received from the local government for the purpose of compensating the operating expenses arising from the schools' teaching activities and expenditures on teaching facilities. There are no unfulfilled conditions or contingencies relating to such recognised government grants.

政府補貼與就學校教學活動產生的經營費用及教學設施開支所作補償向當地政府收取的補助有關。有關已確認的政府補貼並無任何關連的未達成條件或或然事項。

5. REVENUE, OTHER INCOME AND GAINS (continued)

Disaggregated revenue information for revenue from contracts with customers

Year ended 31 December 2022

5. 收益、其他收入及收益(續)

客戶合約收益的分類收益資料

截至2022年12月31日止年度

Segments 分部		On-campus	Online education	Total
		education 校園教育 RMB'000 人民幣千元	在線教育 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Timing of revenue recognition	收益確認時間			
<i>Revenue recognised over time:</i>	<i>隨時間推移確認的收益：</i>			
Tuition fees	學費	1,204,604	–	1,204,604
Boarding fees	住宿費	107,072	–	107,072
Distance education services – platform services	遠程教育服務 – 平台服務	–	365,200	365,200
Distance education services – educational support services	遠程教育服務 – 教育支持服務	–	387,818	387,818
Teacher training services	教師培訓服務	–	84,817	84,817
Online courses services	在線課程服務	–	39,108	39,108
Examinations and assessments	考試及測評	–	8,958	8,958
Other educational services	其他教育服務	–	101,460	101,460
<i>Revenue recognised at a point in time:</i>	<i>於某一時間點確認的收入：</i>			
Commission income	佣金收入	–	27,914	27,914
Sales of books	銷售書籍	–	27,014	27,014
		1,311,676	1,042,289	2,353,965

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

5. REVENUE, OTHER INCOME AND GAINS (continued)

Disaggregated revenue information for revenue from contracts with customers (continued)

Year ended 31 December 2021

5. 收益、其他收入及收益(續)

客戶合約收益的分類收益資料(續)

截至2021年12月31日止年度

Segments 分部		On-campus education 校園教育 RMB'000 人民幣千元	Online education 在線教育 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Timing of revenue recognition	收益確認時間			
<i>Revenue recognised over time:</i>	<i>隨時間推移確認的收益：</i>			
Tuition fees	學費	1,155,390	–	1,155,390
Boarding fees	住宿費	96,112	–	96,112
Distance education services – platform services	遠程教育服務 – 平台服務	–	371,718	371,718
Distance education services – educational support services	遠程教育服務 – 教育支持服務	–	426,338	426,338
Teacher training services	教師培訓服務	–	69,982	69,982
Online courses services	在線課程服務	–	58,164	58,164
Examinations and assessments	考試及測評	–	24,302	24,302
Other educational services	其他教育服務	–	115,782	115,782
<i>Revenue recognised at a point in time:</i>	<i>於某一時間點確認的收入：</i>			
Commission income	佣金收入	–	46,865	46,865
Sales of books	銷售書籍	–	29,359	29,359
		1,251,502	1,142,510	2,394,012

5. REVENUE, OTHER INCOME AND GAINS (continued)**On-campus education**

The Group's contracts with students for college and high school education programmes and boarding services can be terminated anytime without compensation. Tuition and boarding fees are determined and paid by students before the start of each school year.

Online education

The Group's contracts with cooperative universities and other customers are recognised proportionately over the service periods of the applicable program. The cooperative universities and other customers are entitled to the refund of payment in proportion to the service not yet provided.

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting year:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	計入報告期初合約負債的已確認收益：		
Tuition fees	學費	620,510	580,303
Boarding fees	住宿費	65,108	53,717
Distance education service fees	遠程教育服務費	226,852	-
Teacher training services	教師培訓服務費	43,582	-
Other education business	其他教育業務	30,508	3,710
		986,560	637,730

No revenue recognised during the year related to performance obligations that were satisfied in prior years.

5. 收益、其他收入及收益(續)**校園教育**

本集團與學生就大學及高中教育課程及住宿服務訂立的合約，可隨時予以終止而無需支付任何賠償。學費及住宿費乃於各學年開始前釐定及由學生支付。

在線教育

本集團與合作院校及其他客戶之間的合約於有關課程的服務期內按比例確認。合作院校及其他客戶有權按比例收回仍未提供服務的相關款項。

下表列載於本報告期間確認並計入報告年度開始時合約負債的收益金額：

年內概無確認於過往年度完成履約責任的收益。

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

5. REVENUE, OTHER INCOME AND GAINS (continued)

Performance obligations

The contracts for educational services are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

5. 收益、其他收入及收益(續)

履約責任

教育服務合約為期一年或以下。在國際財務報告準則第15號准許下，並無就分配至該等尚未履行合約的交易價格作出披露。

6. 除稅前溢利

本集團除稅前溢利乃扣除/(計入)以下各項後達致：

	Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊		
	13	168,971	154,049
Amortisation of other intangible assets	其他無形資產攤銷	86,933	68,812
Lease payments not included in the measurement of lease liabilities	並無計入租賃負債計量的租賃付款	15,726	11,303
Depreciation of right-of-use assets	使用權資產折舊	48,192	43,375
Auditor's remuneration	核數師酬金	4,900	4,900
Employee benefit expense (including directors' remuneration (note 8)):	僱員福利開支 (包括董事酬金(附註8)):		
Wages and salaries	工資及薪金	613,964	443,084
Equity-settled share option expense	以權益結算的購股權開支	2,582	5,141
Pension scheme contributions (defined contribution schemes) **	退休金計劃供款(界定供款計劃)**	167,423	89,793
		783,969	538,018
Foreign exchange differences, net*	淨匯兌差額*	4,090	980
Impairment of financial assets:	金融資產減值：		
Impairment of trade receivables*	貿易應收款項減值*	8,722	5,518
Reversal of impairment of trade receivables*	貿易應收款項減值撥回*	-	(1,439)
Impairment of financial assets included in prepayments, other receivables and other assets*	計入預付款項、其他應收款項及其他資產的金融資產減值*	8,044	6,310
		16,766	10,389

6. PROFIT BEFORE TAX (continued)

The Group's profit before tax is arrived at after charging/
(crediting): (continued)

6. 除稅前溢利(續)

本集團除稅前溢利乃扣除/(計入)以下
各項後達致:(續)

	Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Investment income from short-term investments measured at fair value through profit or loss	按公平值計入損益計量的短期投資之投資收入	(29,985)	(20,951)
Bank interest income	銀行利息收入	(29,067)	(54,927)
Interest income from a company controlled by the former shareholders of a subsidiary	來自附屬公司原股東所控制公司的利息收入	(19,487)	(17,780)
Fair value loss from an equity investment at fair value through profit or loss*	按公平值計入損益的股權投資公平值虧損*	21,164	15,830
Fair value loss from a loan to an associate included in other non-current assets measured at fair value*	計入其他非流動資產且按公平值計量的給予聯營公司的貸款的公平值虧損*	17,986	10,133
Fair value loss from short-term investments at fair value through profit or loss*	按公平值計入損益計量的短期投資之公平值虧損*	4,787	-
Fair value (gain)/loss from contingent consideration at fair value through profit or loss*	按公平值計入損益的或然代價公平值(收益)/虧損*	(57,085)	53,054
Loss/(gain) on disposal of items of property, plant and equipment and right-of use assets, net	處置物業、廠房及設備項目以及使用權資產之虧損/(收益)淨額	1,385	(1,002)
Donation expenses	捐贈開支	8,425	8,993

* The exchange loss, net, fair value loss from financial assets at fair value through profit or loss and impairment of financial assets are included in "Other expenses, net" in the consolidated statement of profit or loss and other comprehensive income.

** There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

* 匯兌虧損淨額、按公平值計入損益的金融資產公平值虧損及金融資產減值計入綜合損益及其他全面收益表的「其他開支淨額」中。

** 並無已沒收供款可供本集團作為僱主用於減少現有供款水平。

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

7. FINANCE COSTS

7. 融資成本

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Interest on bank loans and other borrowings	銀行貸款及其他借款利息	90,876	69,444
Interest on sale and leaseback liabilities	售後回租負債利息	21,130	7,458
Interest on loans from the ultimate holding company	來自最終控股公司的貸款利息	—	2,945
Interest on lease liabilities	租賃負債利息	3,121	1,629
Interest on put option liability	認沽期權負債利息	43,729	41,704
Interest on payables for compensation fees	應付補償費用利息	4,884	7,384
		163,740	130,564

8. DIRECTORS' REMUNERATION

8. 董事酬金

Details of directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383 (1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(有關董事福利之資料披露)規例第2部披露之本年度董事酬金詳情如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Fees	袍金	966	882
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	17,731	16,098
Equity-settled share option expense	以權益結算的購股權費用	1,668	3,412
Pension scheme contributions	退休金計劃供款	155	124
		19,554	19,634
		20,520	20,516

8. DIRECTORS' REMUNERATION (continued)

During the year, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 33 to the financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Mr. Chan Ngai Sang	陳毅生先生	322	294
Mr. Yu Huangcheng	余黃成先生	322	294
Mr. Wang Wei Hung	王惟鴻先生	322	294
		966	882

There were no other emoluments payable to the independent non-executive directors during the year (2021: Nil).

8. 董事酬金(續)

年內若干董事根據本公司購股權計劃就其對本集團提供服務獲授購股權，相關進一步詳情載於財務報表附註33。該等購股權歸屬期內於損益所確認的公平值乃於授出日期釐定，本年度財務報表所列數額載於前文董事酬金披露內。

(a) 獨立非執行董事

於年內向獨立非執行董事支付的袍金如下：

於年內，概無其他獨立非執行董事應付酬金(2021年：無)。

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

8. DIRECTORS' REMUNERATION (continued)

(b) Executive directors

Year ended 31 December 2022	截至2022年 12月31日止年度	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 RMB'000 人民幣千元	Pension scheme contributions 退休金計劃 供款 RMB'000 人民幣千元	Equity-settled share option expense 以權益結算的 購股權費用 RMB'000 人民幣千元	Total remuneration 酬金總額 RMB'000 人民幣千元
Mr. Li Xuechun	李學春先生	4,528	–	–	4,528
Ms. Zhang Weiping	張衛平女士	7,314	–	1,030	8,344
Mr. Zuo Yichen	左熠晨先生	3,743	139	288	4,170
Mr. Lam Ngai Lung	林毅龍先生	1,737	16	288	2,041
		17,322	155	1,606	19,083

Year ended 31 December 2021	截至2021年 12月31日止年度	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 RMB'000 人民幣千元	Pension scheme contributions 退休金計劃 供款 RMB'000 人民幣千元	Equity-settled share option expense 以權益結算的 購股權費用 RMB'000 人民幣千元	Total remuneration 酬金總額 RMB'000 人民幣千元
Mr. Li Xuechun	李學春先生	4,069	–	–	4,069
Ms. Zhang Weiping	張衛平女士	6,624	–	2,134	8,758
Mr. Zuo Yichen	左熠晨先生	3,338	109	586	4,033
Mr. Lam Ngai Lung	林毅龍先生	1,590	15	586	2,191
		15,621	124	3,306	19,051

8. 董事酬金(續)

(b) 執行董事

8. DIRECTORS' REMUNERATION (continued)

(c) Non-executive directors

Year ended 31 December 2022	截至2022年 12月31日止年度	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 RMB'000 人民幣千元	Pension scheme contributions 退休金計劃 供款 RMB'000 人民幣千元	Equity-settled share option expense 以權益結算的 購股權費用 RMB'000 人民幣千元	Total remuneration 酬金總額 RMB'000 人民幣千元
Ms. Li Yanping	李雁平女士	409	–	62	471
Mr. Lin Kaihua*	林開樺先生*	–	–	–	–
		409	–	62	471

8. 董事酬金(續)

(c) 非執行董事

Year ended 31 December 2021	截至2021年 12月31日止年度	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 RMB'000 人民幣千元	Pension scheme contributions 退休金計劃 供款 RMB'000 人民幣千元	Equity-settled share option expense 以權益結算的 購股權費用 RMB'000 人民幣千元	Total remuneration 酬金總額 RMB'000 人民幣千元
Ms. Li Yanping	李雁平女士	477	–	106	583
Mr. Lin Kaihua	林開樺先生	–	–	–	–
		477	–	106	583

* Resigned as a non-executive director on 21 December 2022.

* 於2022年12月21日辭任非執行董事。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year and no remuneration was paid to any of the directors by the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

於年內，概無董事放棄或同意放棄任何薪酬的安排，及本集團概無向任何董事支付薪酬作為加入或於加入本集團後的獎勵或離職補償。

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year ended 31 December 2022 include four (2021: four) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining one (2021: one) highest paid employee who is neither a director nor chief executive of the Group, are as follows:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,016	1,194
Equity-settled share option expense	以權益結算的購股權費用	-	123
		1,016	1,317

The remuneration of the non-director and non-chief executive highest paid employee fell within the following band:

		Number of employees	
		僱員人數	
		2022	2021
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	1	1

During the year, no highest paid employees waived or agreed to waive any remuneration and no remuneration was paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

9. 五名最高薪酬僱員

截至2022年12月31日止年度，本集團五名最高薪酬僱員包括四名(2021年：四名)董事，相關董事薪酬詳情載於上文附註8。年內其餘一名(2021年：一名)既非本集團董事亦非主要行政人員的最高薪酬僱員的薪酬詳情如下：

非董事及非主要行政人員的最高薪酬僱員薪酬介乎下列範圍：

於年內，概無最高薪酬僱員放棄或同意放棄任何薪酬，而本集團亦無向該五名最高薪酬僱員中的任何人支付酬金作為加入本集團或於加入本集團後的獎勵或離職補償。

10. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

The Company, Minsheng Education Company Limited, Minsheng Education Services Company Limited, Minsheng Education Development Company Limited, Minsheng Vocational, Minsheng Secondary Education Company Limited, Minsheng Education Technology Company Limited, Minsheng Education Information Company Limited and Leed International Education Group Inc., which were incorporated in the Cayman Islands, are not subject to income tax.

Minsheng Education Development (Hong Kong) Company Limited, Hong Kong College of Technology and Business Limited and Leed International Education Group (China) Limited, which were incorporated in Hong Kong, were subject to profits tax at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the year.

No provision for Hong Kong profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong during the year.

Pursuant to the PRC Corporate Income Tax Law and the respective regulations, except for Chongqing Li'ang Education Services Company Limited and Chongqing Pass Education Services Company Limited that are subject to preferential tax rate of 15% under the Western Development Tax Incentive Scheme, Doxue Network, Huixue International, Open Distance Education, Minsheng Online and Umooc Online that are subject to preferential tax rate of 15% for high-tech enterprises, and Chongqing Huizhi, Silk Road, Huixue Education, Doxue Huixing, Beijing Mingyuan and Xiaoi Technology that are subject to the preferential rate of 20% under the Notice Regarding the Implementation on Tax Reduction/Exemption Policies for Small and Micro-sized Enterprises (SEMs), the companies of the Group which operate in Mainland China are subject to Corporate Income Tax ("CIT") at a rate of 25% on their respective taxable income.

10. 所得稅

本集團須根據本集團成員公司所在及經營之司法權區產生之溢利按實體基準繳付所得稅。

本公司、民生教育有限公司、民生教育服務有限公司、民生教育發展有限公司、民生職業教育、民生中學教育有限公司、民生教育科技有限公司、民生教育信息有限公司及勵德國際教育集團有限公司均於開曼群島註冊成立，毋須繳付所得稅。

民生教育發展(香港)有限公司、香港工商學院有限公司及勵德國際教育集團(中國)有限公司於香港註冊成立，其於香港產生之估計應課稅溢利年內須按16.5%的稅率繳納利得稅。

由於本集團並無在香港產生或賺取任何應課稅溢利，故此年內並無作出香港利得稅撥備。

根據中國企業所得稅法及有關法規，除重慶利昂教育服務有限公司及重慶派斯教育服務有限公司可享有的西部開發稅項獎勵計劃下的15%優惠稅率、都學網絡、慧學教育、慧學國際、奧鵬教育、民生在線及優慕課在線可享有的高新技術企業的15%優惠稅率及重慶匯智、絲綢之路、慧學教育、都學慧行、北京茗遠及小愛科技可享有的關於實施小微企業普惠性稅收減免政策的通知下的20%優惠稅率外，本集團旗下於中國內地營運的公司須就各自的應課稅收入按25%稅率繳付企業所得稅(「企業所得稅」)。

10. INCOME TAX (continued)

According to the decision (the “**2016 Decision**”) of the Standing Committee of the National People’s Congress on Amending the Private Schools Promotion Law (《全國人民代表大會常務委員會關於修改〈中華人民共和國民辦教育促進法〉的決定》), which was promulgated on 7 November 2016, and came into force on 1 September 2017, private schools are no longer being classified as either schools for which the school sponsor (s) require reasonable returns or schools for which the school sponsor (s) do not require reasonable returns. Instead, the school sponsor (s) of a private school may choose for the school to be a for-profit private school or a non-profit private school, with the exception that schools providing nine-year compulsory education must be non-profit.

On 14 May 2021, the State Council released the Implementation Rules for 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》) with an effective date of 1 September 2021 (the “**2021 Implementation Rules**”). The 2021 Implementation Rules are the detailed implementation rules of the Law for Promoting Private Education of the PRC. Pursuant to the 2016 Decision and the 2021 Implementation Rules, a private school may enjoy the preferential tax policies, which are not defined under neither the 2016 Decision nor the 2021 Implementation Rules, as stipulated by the related government authorities and a non-profit school may enjoy the same tax policies as enjoyed by a public school.

10. 所得稅(續)

根據於2016年11月7日頒佈及於2017年9月1日生效的《全國人民代表大會常務委員會關於修改〈中華人民共和國民辦教育促進法〉的決定》(「**2016年決定**」), 民辦學校不再分類為學校舉辦者要求取得合理回報的學校或學校舉辦者不要求取得合理回報的學校。相反, 民辦學校的學校舉辦者可為學校選擇成為營利性民辦學校或非營利性民辦學校, 惟提供九年義務教育的學校必須為非營利性除外。

於2021年5月14日, 國務院頒佈《中華人民共和國民辦教育促進法實施條例》(「**2021年實施條例**」), 自2021年9月1日起生效。2021年實施條例為中國《民辦教育促進法》的詳細實施條例。根據2016年決定及2021年實施條例, 按照相關政府機構的規定, 民辦學校可享受優惠稅收政策(於2016年決定及2021年實施條例項下均未有界定), 而非營利性學校可享受與公立學校相同的稅收政策。

10. INCOME TAX (continued)

As at the date of approval of these financial statements, except for one school which was incorporated as a limited liability company, the PRC Schools are in the process of classification registrations and remain as private non-enterprise units.

Considering that the relevant taxation policy regarding schools for which the school sponsor (s) require reasonable returns or schools for which the school sponsor (s) do not require reasonable returns remains unchanged and no further new and specific tax implementation regulations are announced, if the school nature has not yet been changed, in accordance with the tax compliance confirmations obtained from the local tax authorities and the Group's external legal advisor's comments on the preferential tax treatments for the current year, the PRC Schools did not pay corporate income tax for the income from formal educational services and have enjoyed the preferential tax treatments during the year of 2022. Following the completion of the registration of the PRC Schools as for-profit private schools, the PRC Schools may be subject to corporate income tax at a rate of 25% in respect of service fees they receive from the provision of formal educational services, if they do not enjoy any preferential tax treatment. As such, significant impact on the Group's profit and loss may arise.

The major components of the income tax expense for the Group are as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Current – Mainland China	即期－中國大陸		
Charge for the year*	年內徵繳*	35,971	50,652
Overprovision in prior years	過往年度超額撥備	4,118	(724)
Deferred (note 30)	遞延(附註30)	(6,860)	4,294
		33,229	54,222

* Current tax charged for the year amounted to RMB29,266,000 (2021: RMB34,710,000) was in relation to the online education business during the year.

10. 所得稅(續)

於該等財務報表獲批准之日，除一所以有限責任公司註冊成立的學校外，中國學校正處於分類登記的過程中及仍為民辦非企業單位。

考慮到學校舉辦者要求取得合理回報的學校或學校舉辦者不要求取得合理回報的學校相關稅收政策保持不變，且亦無進一步公佈新訂及具體稅收實施規定，倘學校性質尚未更改，根據自當地稅務機構獲取的無欠稅證明及本集團外部法律顧問有關本年度優惠稅收待遇的意見，中國學校於2022年並無就提供學歷教育服務所得收入繳納企業所得稅並享受優惠稅收待遇。於中國學校完成登記為營利性民辦學校的手續後，倘不能享受任何優惠稅收待遇，中國學校可能須就其自提供學歷教育服務所收取的服務費按稅率25%繳納企業所得稅。因此，可能對本集團的溢利及虧損產生重大影響。

本集團所得稅開支的主要組成部分如下：

* 年內徵繳的即期稅項為人民幣29,266,000元(2021年：人民幣34,710,000元)，乃與年內在線教育業務有關。

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

10. INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the countries in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Profit before tax	除稅前溢利	546,501	661,801
Tax at the statutory tax rates	按法定稅率計算之稅項	165,972	207,774
Lower tax rate enacted by local authority	當地機構頒佈之較低稅率	(29,362)	(34,642)
Effect of withholding tax on earnings remitted or anticipated to be remitted by subsidiaries	附屬公司已匯出或預期將匯出盈利之預扣稅之影響	15,874	18,657
Adjustments in respect of current tax of previous years	就過往年度即期稅項作出之調整	4,118	(724)
Income not subject to tax	毋須課稅收入	(136,204)	(148,409)
Income tax arising from deemed interest income	視作利息收入產生之所得稅	1,245	1,081
Expenses not deductible for tax	不可扣稅開支	1,441	5,584
Effects of preferential tax benefits on Super-Deduction of research and development expenses of subsidiaries incorporated in Mainland China (Note)	優惠稅收待遇對於中國大陸註冊成立的附屬公司研發費用加計扣除的影響(附註)	(11,607)	(8,267)
Tax losses utilised from previous years	已動用之過往年度稅項虧損	(378)	-
Tax losses not recognised	未確認之稅項虧損	22,130	13,168
		33,229	54,222

10. 所得稅(續)

採用本公司及其大部分附屬公司營業所在國家之法定稅率計算之除稅前溢利適用之稅項費用與按實際稅率計算之稅項費用之對賬如下：

Note: According to relevant laws and regulations in the PRC, enterprises engaging in research and development activities are entitled to claim 175% of the research and development expenses so incurred as tax deductible expenses when determining their assessable profits for that year ("Super-Deduction").

附註：根據中國相關法律及法規，從事研發活動的企業於釐定其該年應課稅溢利時，有權申請所產生研發費用的175%作為可扣稅支出(「加計扣除」)。

11. DIVIDENDS

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Proposed final – RMB3.76 cents (2021: RMB4.32 cents) per ordinary share	擬派末期股息每股普通股 人民幣3.76分(2021年：人民幣 4.32分)	158,744	182,274

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

本年度的擬派末期股息須待本公司股東於應屆股東週年大會上批准後方可作實。

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 4,217,720,000 (2021: 4,217,720,000) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2022 and 2021.

12. 母公司普通股權益持有人應佔每股盈利

每股基本盈利乃根據母公司普通股權益持有人應佔年度溢利及年內已發行普通股加權平均數4,217,720,000股(2021年：4,217,720,000股)計算。

截至2022年及2021年12月31日止年度，本集團概無已發行的潛在攤薄普通股。

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (continued)

The calculations of basic and diluted earnings per share are based on:

12. 母公司普通股權益持有人應佔每股盈利(續)

每股基本及攤薄盈利之計算乃根據：

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Earnings	盈利		
Profit attributable to ordinary equity holders of the parent, used in the basic and diluted earnings per share calculation	用於計算每股基本及攤薄盈利之母公司普通股權益持有人應佔溢利	490,066	576,886
		Number of shares	
		股份數目	
		2022	2021
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利之年內已發行普通股加權平均數	4,217,720,000	4,217,720,000

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Buildings 樓宇 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Furniture and equipment 傢私及裝置 RMB'000 人民幣千元	Computer equipment 電腦設備 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2022	2022年12月31日						
At 1 January 2022:	於2022年1月1日:						
Cost	成本	2,773,761	39,724	699,863	140,364	515,760	4,169,472
Accumulated depreciation	累計折舊	(585,901)	(26,557)	(413,767)	(81,619)	-	(1,107,844)
Net carrying amount	賬面淨值	2,187,860	13,167	286,096	58,745	515,760	3,061,628
At 1 January 2022, net of accumulated depreciation	於2022年1月1日· 扣除累計折舊	2,187,860	13,167	286,096	58,745	515,760	3,061,628
Additions	添置	16,896	2,273	55,598	7,764	239,400	321,931
Acquisition of a subsidiary (note 35)	收購附屬公司(附註35)	-	150	4	-	-	154
Disposals	出售	(3,336)	(98)	(451)	(66)	-	(3,951)
Depreciation provided during the year (note 6)	年內折舊撥備(附註6)	(90,067)	(2,710)	(57,294)	(18,900)	-	(168,971)
Transfers	轉撥	294,935	-	1,642	-	(296,577)	-
At 31 December 2022, net of accumulated depreciation	於2022年12月31日· 扣除累計折舊	2,406,288	12,782	285,595	47,543	458,583	3,210,791
At 31 December 2022:	於2022年12月31日:						
Cost	成本	3,081,032	40,764	746,427	136,229	458,583	4,463,035
Accumulated depreciation	累計折舊	(674,744)	(27,982)	(460,832)	(88,686)	-	(1,252,244)
Net carrying amount	賬面淨值	2,406,288	12,782	285,595	47,543	458,583	3,210,791

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

13. PROPERTY, PLANT AND EQUIPMENT (continued)

13. 物業、廠房及設備(續)

		Buildings	Motor vehicles	Furniture and equipment	Computer equipment	Construction in progress	Total
		樓宇	汽車	傢私及裝置	電腦設備	在建工程	總計
		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
31 December 2021	2021年12月31日						
At 1 January 2021:	於2021年1月1日:						
Cost	成本	2,520,003	33,480	605,594	97,360	175,530	3,431,967
Accumulated depreciation	累計折舊	(508,230)	(23,377)	(361,179)	(68,167)	-	(960,953)
Net carrying amount	賬面淨值	2,011,773	10,103	244,415	29,193	175,530	2,471,014
At 1 January 2021, net of accumulated depreciation	於2021年1月1日， 扣除累計折舊	2,011,773	10,103	244,415	29,193	175,530	2,471,014
Additions	添置	21,084	1,929	75,260	17,233	576,585	692,091
Acquisition of subsidiaries (note 35)	收購附屬公司(附註35)	1,462	4,296	16,852	34,656	-	57,266
Disposals	出售	(742)	(33)	(3,535)	(384)	-	(4,694)
Depreciation provided during the year (note 6)	年內折舊撥備(附註6)	(76,727)	(3,128)	(51,145)	(23,049)	-	(154,049)
Transfers	轉撥	231,010	-	4,249	1,096	(236,355)	-
At 31 December 2021, net of accumulated depreciation	於2021年12月31日， 扣除累計折舊	2,187,860	13,167	286,096	58,745	515,760	3,061,628
At 31 December 2021:	於2021年12月31日:						
Cost	成本	2,773,761	39,724	699,863	140,364	515,760	4,169,472
Accumulated depreciation	累計折舊	(585,901)	(26,557)	(413,767)	(81,619)	-	(1,107,844)
Net carrying amount	賬面淨值	2,187,860	13,167	286,096	58,745	515,760	3,061,628

The Group's buildings are situated in Mainland China.

本集團之樓宇位於中國大陸。

13. PROPERTY, PLANT AND EQUIPMENT (continued)

Certificates of ownership in respect of certain buildings of the Group located in Chongqing, Yunnan and Shandong, the PRC with a total net carrying amount of approximately RMB350,874,000 at 31 December 2022 (2021: RMB379,066,000) have not yet been issued by the relevant PRC authorities. As at the end of the year, the directors were still in the process of obtaining these certificates.

At 31 December 2022, certain of the Group's buildings with a net carrying amount of approximately RMB82,680,000 (2021: RMB84,422,000) were pledged to secure bank loans and other borrowings (note 28).

Sale and leaseback liabilities

The carrying value of the Group's buildings and equipment held under sale and leaseback liabilities as at 31 December 2022 was RMB176,968,000 (2021: RMB102,579,000). Leased assets were pledged as security for the related sale and leaseback liabilities.

14. LEASES***The Group as a lessee***

The Group has lease contracts for items of property and plant used in its operation. Lump sum payments were made upfront to acquire the leased land from the government with lease periods of 50 to 70 years, and no ongoing payments will be made under the terms of these land leases. Leases of buildings generally have lease terms between 2 and 6 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

13. 物業、廠房及設備(續)

相關中國機關尚未發出本集團位於中國重慶、雲南及山東之若干樓宇之所有權證，該等樓宇於2022年12月31日之賬面淨值總額約為人民幣350,874,000元(2021年：人民幣379,066,000元)。於年末，董事仍在辦理取得該等所有權證的事宜。

於2022年12月31日，本集團賬面淨值為約人民幣82,680,000元(2021年：人民幣84,422,000元)的若干樓宇已予抵押以取得銀行貸款及其他借款(附註28)。

售後回租負債

於2022年12月31日，本集團按售後回租負債持有的樓宇及設備的賬面值為人民幣176,968,000元(2021年：人民幣102,579,000元)。租賃資產已予質押作為相關售後回租負債的抵押。

14. 租賃***本集團作為承租人***

本集團有用於其業務營運的物業及廠房項目的租賃合約。已提前作出一次性付款以向政府收購租賃土地，租期為50至70年，而根據該等土地租賃的條款，將不會繼續支付任何款項。樓宇的租期通常介乎2至6年。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。

14. LEASES (continued)**The Group as a lessee (continued)****(a) Right-of-use assets**

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Buildings 樓宇 RMB'000 人民幣千元	Leasehold land 租賃土地 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2021	於2021年1月1日	18,161	822,273	840,434
Additions	添置	34,763	-	34,763
Acquisition of subsidiaries (note 35)	收購附屬公司 (附註35)	27,486	-	27,486
Depreciation charge	折舊費用	(25,371)	(18,004)	(43,375)
As at 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	55,039	804,269	859,308
Additions	添置	31,941	-	31,941
Acquisition of a subsidiary (note 35)	收購一間附屬公司 (附註35)	126	-	126
Disposal	出售	(6,139)	-	(6,139)
Depreciation charge	折舊費用	(29,728)	(18,464)	(48,192)
Exchange gain or loss	匯兌收益或虧損	186	-	186
As at 31 December 2022	於2022年12月31日	51,425	785,805	837,230

14. 租賃(續)**本集團作為承租人(續)****(a) 使用權資產**

本集團年內使用權資產的賬面值及變動如下：

14. LEASES (continued)**The Group as a lessee (continued)****(b) Lease liabilities**

The carrying amount of lease liabilities (included under interest-bearing bank and other borrowings) and the movements during the year are as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	52,421	17,726
New leases	新租賃	31,941	34,763
Additions as a result of acquisition of subsidiaries (note 35)	因收購附屬公司產生的添置(附註35)	123	28,440
Accretion of interest recognised during the year	年內確認的利息累積	3,121	1,629
Payments	付款	(29,347)	(30,137)
Disposal	出售	(6,813)	-
Exchange gain or loss	匯兌收益或虧損	48	-
Carrying amount at 31 December	於12月31日的賬面值	51,494	52,421
Analysed into:	分析如下:		
Current portion	流動部分	22,653	14,635
Non-current portion	非流動部分	28,841	37,786

The maturity analysis of lease liabilities is disclosed in note 42 to the financial statements.

The Group has applied the practical expedient to all eligible rent concessions granted by the lessors for leases of certain plant and equipment during the year.

14. 租賃(續)**本集團作為承租人(續)****(b) 租賃負債**

年內租賃負債的賬面值(計入計息銀行及其他借款項下)及變動如下:

租賃負債的到期情況分析於財務報表附註42披露。

年內，本集團已將可行權宜方法應用於由出租人就若干廠房及設備的租賃給予的所有合資格租金優惠。

14. LEASES (continued)***The Group as a lessee (continued)***

(c) The amounts recognised in profit or loss in relation to leases are as follows:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on lease liabilities	租賃負債利息	3,121	1,629
Depreciation charge of right-of-use assets	使用權資產折舊費用	48,192	43,375
Expense relating to short-term leases (included in cost of sales)	短期租賃的相關開支 (計入銷售成本)	7,329	3,694
Expense relating to leases of low-value assets (included in administrative expenses)	低價值資產租賃的相關開支 (計入行政開支)	8,397	7,609
Total amount recognised in profit or loss	於損益確認的總額	67,039	56,307

(d) The total cash outflow for leases is disclosed in note 36(b) to the financial statements.

The Group as a lessor

The Group leases certain of its buildings under operating lease arrangements. Leases for buildings were negotiated for initial terms ranging from one to three years. Rental income recognised by the Group during the year was RMB22,497,000 (2021: RMB24,988,000), details of which are included in note 5 to the financial statements.

14. 租賃(續)***本集團作為承租人(續)***

(c) 就租賃於損益確認的金額如下：

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on lease liabilities	租賃負債利息	3,121	1,629
Depreciation charge of right-of-use assets	使用權資產折舊費用	48,192	43,375
Expense relating to short-term leases (included in cost of sales)	短期租賃的相關開支 (計入銷售成本)	7,329	3,694
Expense relating to leases of low-value assets (included in administrative expenses)	低價值資產租賃的相關開支 (計入行政開支)	8,397	7,609
Total amount recognised in profit or loss	於損益確認的總額	67,039	56,307

(d) 租賃的現金流出總額披露於財務報表附註36(b)。

本集團作為出租人

本集團根據經營租賃安排出租若干樓宇，樓宇的初始租期協定介乎一至三年。年內本集團確認的租金收入為人民幣22,497,000元(2021年：人民幣24,988,000元)，有關詳情載於財務報表附註5。

14. LEASES (continued)***The Group as a lessor (continued)***

At 31 December 2022, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Within one year	一年內	13,942	16,319
After one year but within two years	一年後但於兩年內	1,685	4,392
After two years but within three years	兩年後但於三年內	1,126	1,384
After three years but within five years	三年後但於五年內	775	1,169
		17,528	23,264

15. GOODWILL**15. 商譽**

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Cost:	成本：		
At 1 January	於1月1日	2,335,902	1,782,894
Acquisition of subsidiaries (note 35)	收購附屬公司(附註35)	2,522	553,008
At 31 December	於12月31日	2,338,424	2,335,902
Accumulated impairment:	累計減值：		
At beginning and end of year	於年初及年末	-	-
Net carrying amount:	賬面淨值：		
At 1 January	於1月1日	2,335,902	1,782,894
At 31 December	於12月31日	2,338,424	2,335,902

15. GOODWILL (continued)**Impairment testing of goodwill**

Goodwill acquired through business combination is allocated to the following cash-generating units for impairment testing:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Chongqing College of Humanities, Science and Technology	重慶人文科技學院	303,937	303,937
Leed International	勵德集團	1,381,162	1,381,162
Doxue Network	都學網絡	97,795	97,795
Open University Online	電大在線	391,095	391,095
Xiaoi Technology	小愛科技	66,725	66,725
Minsheng Online	民生在線	86,483	86,483
Umooc Online	優慕課在線	8,705	8,705
Shanghai Zhiaosheng	上海智奧勝	2,522	-
		2,338,424	2,335,902

The recoverable amount of each cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

15. 商譽(續)**商譽減值測試**

透過業務合併收購的商譽分配至以下現金產生單位以進行減值測試：

各現金產生單位之可收回金額乃根據使用價值計算方法採用由高級管理層批准且涵蓋五年期間之財務預算所制定之現金流量預測釐定。以下為管理層據以作出現金流量預測以對商譽進行減值測試的各項主要假設：

15. GOODWILL (continued)

Impairment testing of goodwill (continued)

2022

	Chongqing College of Humanities, Science and Technology 重慶人 文科技學院	Leed International 勵德集團	Doxue Network 都學網絡	Open University Online 電大在線	Xiaoi Technology 小愛科技	Minsheng Online 民生在線	Umooc Online 優慕課在線	Shanghai Zhiaosheng 上海智奧勝	
Sales amount (annual growth rate)	銷售金額 (年度增長率)	5%	3%	5%	6%	12%	3%	8%	5%
Long term growth rate	長期增長率	3%	3%	3%	3%	3%	3%	3%	3%
Pre-tax discount rate	稅前折現率	15%	16%	20%	18%	24%	20%	17%	15%

2021

	Chongqing College of Humanities, Science and Technology 重慶人文 科技學院	Leed International 勵德集團	Doxue Network 都學網絡	Open University Online 電大在線	Xiaoi Technology 小愛科技	Minsheng Online 民生在線	Umooc Online 優慕課在線	
Sales amount (annual growth rate)	銷售金額 (年度增長率)	6%	3%	6%	3%	11%	12%	10%
Long term growth rate	長期增長率	3%	3%	3%	3%	2%	3%	3%
Pre-tax discount rate	稅前折現率	16%	16%	20%	18%	20%	22%	16%

Budgeted sales amounts – The budgeted sales amounts are based on the historical data and management's expectation on the future market.

預算銷售金額 – 預算銷售額乃基於歷史數據及管理層對未來市場的預期而釐定。

15. 商譽(續)

商譽減值測試(續)

2022年

2021年

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

15. GOODWILL (continued)

Impairment testing of goodwill (continued)

Long term growth rate – The long term growth rate is based on the historical data and management's expectation on the future market.

Pre-tax discount rate – The pre-tax discount rate reflects specific risks relating to the relevant unit, which is determined using the capital asset pricing model with reference to the beta coefficient and debt ratio of certain publicly listed companies conducting business in the PRC education industry.

The values assigned to the key assumptions on market development of the cash-generating unit and discount rate are consistent with external information sources.

15. 商譽(續)

商譽減值測試(續)

長期增長率—長期增長率乃基於歷史數據及管理層對未來市場的預期而釐定。

稅前貼現率—稅前貼現率反映與有關單位相關的特定風險，乃使用資本資產定價模型並參考貝塔係數及若干在中國教育行業開展業務的公開上市公司的負債率釐定。

就有關現金產生單位的市場發展及貼現率的各項主要假設所賦予的價值與外部資料來源相一致。

16. OTHER INTANGIBLE ASSETS

16. 其他無形資產

	Computer software 電腦軟件 RMB'000 人民幣千元	Brand name 品牌名稱 RMB'000 人民幣千元	Customer relationship 客戶關係 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2022	2022年12月31日			
Cost at 1 January 2022, net of accumulated amortisation		於2022年1月1日的成本，扣除累計攤銷		
	54,134	297,252	168,047	519,433
Additions	1,785	–	–	1,785
Amortisation provided during the year (note 6)	(13,606)	(32,760)	(40,567)	(86,933)
At 31 December 2022	42,313	264,492	127,480	434,285
At 31 December 2022:	於2022年12月31日：			
Cost	113,771	327,600	198,500	639,871
Accumulated amortisation	(71,458)	(63,108)	(71,020)	(205,586)
Net carrying amount	42,313	264,492	127,480	434,285

16. OTHER INTANGIBLE ASSETS (continued)

16. 其他無形資產(續)

		Computer software 電腦軟件 RMB'000 人民幣千元	Brand name 品牌名稱 RMB'000 人民幣千元	Customer relationship 客戶關係 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2021	2021年12月31日				
Cost at 1 January 2021, net of accumulated amortisation	於2021年1月1日的成本，扣除累計攤銷	7,300	21,817	3,889	33,006
Additions	添置	22,542	-	-	22,542
Acquisition of subsidiaries (note 35)	收購附屬公司(附註35)	32,597	305,600	194,500	532,697
Amortisation provided during the year (note 6)	年內攤銷撥備(附註6)	(8,305)	(30,165)	(30,342)	(68,812)
At 31 December 2021	於2021年12月31日	54,134	297,252	168,047	519,433
At 31 December 2021:	於2021年12月31日：				
Cost	成本	111,986	327,600	198,500	638,086
Accumulated amortisation	累計攤銷	(57,852)	(30,348)	(30,453)	(118,653)
Net carrying amount	賬面淨值	54,134	297,252	168,047	519,433

17. INVESTMENT IN AN ASSOCIATE

17. 於聯營公司投資

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Share of net assets	分佔資產淨值	2,063	1,545

17. INVESTMENT IN AN ASSOCIATE (continued)

Particulars of the associate are as follows:

Name	Particulars of equity/ interest held	Place of incorporation/ registration and business	Percentage of ownership interest attributable to the Group	Principal activities
名稱	所持有股本/ 權益之詳情	註冊成立/ 註冊及業務地點	本集團應佔所有權 權益之百分比	主要業務
Beacon International College PTE. LTD. *	Ordinary shares 普通股	Republic of Singapore 新加坡共和國	25.6%	Commercial schools offering higher education programmes 提供高等教育項目之商業學校

* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

The above investment is indirectly held by the Company.

The following table illustrates the aggregate financial information of the Group's associate that is not individually material:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Share of the associate's profit/ (loss) for the year	分佔聯營公司年內溢利/ (虧損)	363	(22)
Share of the associate's total comprehensive income/(loss)	分佔聯營公司之全面收益/ (虧損)總額	363	(22)
Aggregate carrying amount of the Group's investment in an associate	本集團於聯營公司投資之賬面總值	2,063	1,545

17. 於聯營公司投資(續)

聯營公司的詳情如下：

* 未經香港安永或安永全球網絡之另一成員公司審核

以上投資由本公司間接持有。

下表闡述本集團之單獨而言並非重要的聯營公司之匯總財務資料：

18. OTHER INVESTMENTS/FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**18. 其他投資／按公平值計入損益的金融資產**

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產		
Short-term investments measured at fair value through profit or loss (i)	按公平值計入損益計量的短期投資(i)	29,455	204,400
Contingent consideration (note 41)	或然代價(附註41)	148,300	–
		177,755	204,400
Non-current assets	非流動資產		
An equity investment measured at – fair value through profit or loss (ii)	按以下方式計量的股權投資 — 按公平值計入損益(ii)	14,176	33,139
Contingent consideration (note 41)	或然代價(附註41)	–	63,400
		14,176	96,539

(i) Short-term investments measured at fair value through profit or loss
Short-term investments measured at fair value through profit or loss is wealth management products with expected rate of return around 1.8%-2.8% (2021: 4.0%) per annum for the year. They are denominated in RMB. The return on the wealth management products are not guaranteed, and hence the contractual cash flows do not qualify for solely payments of principal and interest. Therefore, they are measured at fair value through profit or loss. None of the investments are past due. The fair value is based on cash flow discounted using the expected return based on the contract and is categorised within Level 2 of the fair value hierarchy.

(ii) An equity investment at fair value through profit or loss
An equity investment at fair value through profit or loss represents a listed security. The fair value of the listed security is determined based on the closing price quoted in an active market. It is categorised within Level 1 of the fair value hierarchy.

(i) 按公平值計入損益計量的短期投資
年內按公平值計入損益計量的短期投資為一項預期回報率為每年約1.8%-2.8% (2021年：4.0%)的理財產品。該產品以人民幣計值。該理財產品的回報概無保證，故其合約現金流量並不符合資格為純粹本息付款。因此，該產品乃按公平值計入損益計量。該投資並無逾期。公平值根據現金流量按以合約為基準之預期回報貼現計算，並歸入公平值層級的第二級。

(ii) 按公平值計入損益的股權投資
按公平值計入損益的股權投資指上市證券。上市證券的公平值乃基於活躍市場所報收市價釐定，其歸入公平值層級的第一級。

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

19. OTHER NON-CURRENT ASSETS

19. 其他非流動資產

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Prepayments for acquisition of land use rights	收購土地使用權的預付款項	164,575	164,575
Prepayments for acquisition of a private school and companies	收購民辦學校及公司的預付款項	22,789	18,360
Long-term prepayments, other receivables and other assets	長期預付款項、其他應收款項及其他資產	3,624	4,248
Loan to an associate – Hong Kong Nang Yan College of Higher Education Limited (note (i))	給予聯營公司(香港能仁專上學院有限公司)的貸款(附註(i))	–	17,169
Loan to a company controlled by the former shareholder of a subsidiary (note (ii))	給予附屬公司原股東所控制公司的貸款(附註(ii))	–	400,000
		190,988	604,352

Notes:

- (i) The loan to an associate (Hong Kong Nang Yan College of Higher Education Limited) is unsecured, interest-free and repayable on demand.

附註：

- (i) 給予聯營公司(香港能仁專上學院有限公司)的貸款為無抵押、免息，並按要求償還。

Particulars of the associate are as follows:

聯營公司的詳情如下：

Name	Particulars of equity/ interest held	Place of incorporation/ registration and business	Percentage of ownership interest attributable to the Group	Principal activities
名稱	所持有股本/ 權益之詳情	註冊成立/ 註冊及業務地點	本集團應佔所有權權益之百分比	主要業務
Hong Kong Nang Yan College of Higher Education Limited*	Membership	Hong Kong	0%**	Education institution providing higher education
香港能仁專上學院有限公司*	成員公司	香港		提供高等教育之教育機構

19. OTHER NON-CURRENT ASSETS (continued)

Notes: (continued)

- * Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network
- ** The Group's subsidiary, Hong Kong College of Technology and Business Limited ("**Hong Kong Technology and Business**"), is one of the two members of Hong Kong Nang Yan College of Higher Education Limited ("**Hong Kong Nang Yan**"). Pursuant to the Articles of Association of Hong Kong Nang Yan, no portion of the income and property of Hong Kong Nang Yan shall be transferred directly or indirectly, by way of dividend, bonus, or otherwise, to any member of it. Hong Kong Technology and Business is entitled to appoint four members to the school management committee of Hong Kong Nang Yan which represent 29% of the voting rights.
- (ii) The loan to a company controlled by the former shareholder of a subsidiary is secured by the pledge of a 49% equity interest in Leed International. The maturity of the loan is in 2023 and the balance as at 31 December 2022 is included in "Prepayments, other receivables and other assets" in note 22 to the financial statements.

20. INVENTORIES

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Consumables	消耗品	3,040	2,014
Books	書籍	6,963	9,576
		10,003	11,590

19. 其他非流動資產(續)

附註:(續)

- * 未經香港安永或安永全球網絡之另一成員公司審核
- ** 本集團之附屬公司香港工商學院有限公司(「香港工商學院」)乃香港能仁專上學院有限公司(「香港能仁」)兩間成員公司之一。根據香港能仁之組織章程細則，香港能仁之收入及物業概無以股息、花紅或其他形式直接或間接轉讓予其任何成員公司。香港工商學院有權就香港能仁的學校管理委員會委任四名成員，相當於投票權的29%。
- (ii) 給予附屬公司原股東控制的公司的貸款以質押勵德集團49%股權為擔保。該貸款於2023年到期，於2022年12月31日的結餘納入財務報表附註22「預付款項、其他應收款項及其他資產」內。

20. 存貨

21. TRADE RECEIVABLES

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables	貿易應收款項	707,591	621,069
Impairment	減值	(23,454)	(15,038)
		684,137	606,031

21. 貿易應收款項***On-campus education***

The Group's students are required to pay tuition fees and boarding fees in advance for the upcoming school year, which normally commences in September. The outstanding receivables represent amounts related to students who have applied for the delayed payment of tuition fees and boarding fees. There is no fixed term for delayed payments. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified students, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

校園教育

本集團的學生需預付下個學年的學費及住宿費，學年一般於九月開始。尚未支付應收款項指與已申請延遲繳交學費及住宿費的學生相關的金額。延遲付款並無固定期限。本集團致力嚴格控制未支付應收款項，以減低信貸風險。高級管理層定期審查逾期結餘。基於上文所述及本集團的貿易應收款項涉及人數龐大而分散的學生，故並無重大信貸風險集中。本集團並無為其貿易應收款項結餘安排任何抵押品或其他信用增級。貿易應收款項為免息。

21. TRADE RECEIVABLES (continued)**Online education**

The trade receivables mainly represent amounts related to service fees due from cooperative universities. There is no fixed term for delayed payments. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting year, based on the transaction date and net of loss allowance, is as follows:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	一年內	641,237	600,169
1 to 2 years	一至兩年	42,297	5,206
2 to 3 years	兩至三年	364	572
Over 3 years	三年以上	239	84
		684,137	606,031

21. 貿易應收款項(續)**在線教育**

貿易應收款項主要指應收合作院校的服務費相關款項。延遲付款並無固定期限。本集團致力於嚴格控制未支付應收款項，以減低信貸風險。高級管理層定期審查逾期結餘。本集團並無為其貿易應收款項結餘持有任何抵押品或其他信用增級。貿易應收款項為免息。

截至報告年度末，按交易日期及扣除虧損撥備計算，貿易應收款項的賬齡分析如下：

21. TRADE RECEIVABLES (continued)**Online education (continued)**

The movements in the loss allowance for impairment of trade receivables are as follows:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At beginning of year	年初	15,038	489
Acquisition of subsidiaries	收購附屬公司	–	10,470
Impairment losses (note 6)	減值虧損(附註6)	8,722	5,518
Reversal (note 6)	撥回(附註6)	–	(1,439)
Write-off	撇銷	(306)	–
At end of year	年末	23,454	15,038

The Group applies the simplified approach to provide for the expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables.

On-campus education

Trade receivables from students are considered to be credit-impaired when the students drop out from the tuition programmes and are assessed individually for lifetime ECL provision.

21. 貿易應收款項(續)**在線教育(續)**

貿易應收款項減值虧損撥備的變動如下：

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At beginning of year	年初	15,038	489
Acquisition of subsidiaries	收購附屬公司	–	10,470
Impairment losses (note 6)	減值虧損(附註6)	8,722	5,518
Reversal (note 6)	撥回(附註6)	–	(1,439)
Write-off	撇銷	(306)	–
At end of year	年末	23,454	15,038

本集團應用簡化方法就國際財務報告準則第9號訂明之預期信貸虧損計提撥備，該準則允許就所有貿易應收款項採用全期預期虧損撥備。

校園教育

倘學生退學，則來自學生的貿易應收款項被視為已信貸減值，及按個別基準評估全期預期信貸虧損撥備。

21. TRADE RECEIVABLES (continued)***On-campus education (continued)***

The Group assessed the expected losses on trade receivables from students grouped based on the ageing of the trade receivables, considering the historical default experience and forward-looking information, as appropriate. The Group uses debtors' ageing to assess the impairment for students in relation to its college and high school education because these customers consist of a large number of students with common risk characteristics that are representative of the students' abilities to pay all amounts due in accordance with the contractual terms. The loss rate applied is minimal. Generally, trade receivables are written off when the student drops out from the tuition programmes and are not subject to enforcement activity.

Online education

The Group assessed the expected loss on trade receivables from cooperative universities grouped based on the ageing of the trade receivables, considering the historical default experience and forward-looking information, as appropriate. The Group uses debtors' ageing to assess the impairment for cooperative universities in relation to distance education because these customers consist of numbers of cooperative universities with common risk characteristics that are representative of the cooperative universities' abilities to pay all amounts due in accordance with the contractual terms.

21. 貿易應收款項(續)***校園教育(續)***

本集團評估來自學生的貿易應收款項的預期虧損時，乃根據貿易應收款項的賬齡進行分組，並考慮過往違約記錄及前瞻性資料(如相關)。本集團用債務人賬齡來就專科及高中教育學生評估減值，因根據合約條款，該等客戶涵括眾多具普遍風險特性的學生，代表着學生支付所有應付款項的能力。所應用虧損率甚微。一般情況下，當學生退學時，貿易應收款項予以撇銷及毋須進行強制執行活動。

在線教育

本集團評估來自合作院校的貿易應收款項的預期虧損時，乃根據貿易應收款項的賬齡進行分組，並考慮過往違約記錄及前瞻性資料(如相關)。本集團用債務人賬齡來就遠程教育相關合作院校評估減值，蓋因根據合約條款，該等客戶涵括眾多具普遍風險特性的合作院校，代表着合作院校支付所有應付款項的能力。

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

22. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

22. 預付款項、其他應收款項及其他資產

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Prepaid expenses	預付開支	3,854	3,201
Advance to staff	墊付員工款項	26,444	20,650
Advance to third parties	墊付第三方款項	35,971	37,119
Loan to third parties	給予第三方的貸款	6,408	37,449
Interest receivables	應收利息	5,518	6,442
Deposits	按金	21,289	16,991
Receivables from companies controlled by non-controlling shareholder of Minsheng Online	來自民生在線非控股股東所控制公司的應收款項	32,000	32,000
Loan to a company controlled by the former shareholder of a subsidiary*	給予附屬公司原股東控制的公司的貸款*	400,000	-
Other receivables	其他應收款項	65,993	58,202
Other current assets	其他流動資產	3,809	5,314
		601,286	217,368
Impairment allowance	減值撥備	(35,197)	(27,152)
		566,089	190,216

* The loan to a company controlled by the former shareholder of a subsidiary is secured by the pledge of a 49% equity interest of Leed International.

* 給予附屬公司原股東控制的公司的貸款乃透過質押勵德國際49%股權作為擔保。

22. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (continued)

Except for certain receivables for which the counterparty failed to make the demanded repayment and the Group has made a 100% provision (“**default receivables**”), the balances will be settled within 12 months and has no historical default. The financial assets included in the above balance were categorised in stage 1 for measurement of ECLs at the end of the reporting period. In calculating the expected credit loss rate, the Group considers the historical loss rate and adjusts for forward-looking macroeconomic data. During the current year, except for the default receivables, the Group estimated the expected loss rate for the other receivables is minimal (2021: minimal).

The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Long ageing balances are reviewed regularly by senior management. In view of the fact that the Group’s deposits and other receivables relate to a large number of diversified counterparties, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its deposits and other receivable balances. Other receivables are non-interest-bearing. The movements in the provision for impairment of deposits and other receivables are as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
At beginning of year	年初	27,152	17,208
Acquisition of subsidiaries	收購附屬公司	1	3,634
Impairment losses recognised (note 6)	已確認減值虧損(附註6)	8,044	6,310
		35,197	27,152

The individually impaired other receivables relate to counterparties that were in financial difficulties or were in default in payments and no receivable is expected to be recovered.

22. 預付款項、其他應收款項及其他資產 (續)

除對手方未按要求還款且本集團已全數計提撥備的若干應收款項(「**拖欠應收款項**」)外，結餘將於12個月內結清，且過往並無拖欠記錄。上述結餘所包含的金融資產歸類為報告期末計量預期信貸虧損的第1階段。於計算預期信貸虧損率時，本集團考慮過往虧損率，並就前瞻性宏觀經濟數據作出調整。於本年度，除拖欠應收款項外，本集團估計其他應收款項的預期虧損率不大(2021年：不大)。

本集團將致力維持對其未支付應收款項的嚴格控制，以減輕信貸風險。賬齡較長的結欠由高級管理層定期審閱。鑒於本集團的按金及其他應收款項涉及人數龐大而分散的對手方，故並無重大信貸風險集中。本集團並無就其按金及其他應收款項結餘持有任何抵押品或其他信用增級。其他應收款項不計息。按金及其他應收款項減值的撥備變動如下：

個別減值的其他應收款項乃就有財務困難或未能付款的對手方而作出且預期應收款項將不可收回。

23. CASH AND CASH EQUIVALENTS/RESTRICTED BANK DEPOSITS**23. 現金及現金等價物／受限制銀行存款**

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and bank balances	現金及銀行結餘	3,477,088	2,936,243
Less: restricted bank deposits	減：受限制銀行存款	-	(186,016)
Cash and cash equivalents	現金及現金等價物	3,477,088	2,750,227
Cash and cash equivalents denominated in:	以下列貨幣計價的現金及現金等價物：		
- RMB	- 人民幣	3,200,501	2,443,905
- Hong Kong dollars (HK\$)	- 港元	26,289	163,623
- United States dollars (US\$)	- 美元	250,298	142,699

As at 31 December 2022, the Group's cash and cash equivalents denominated in RMB amounted to RMB3,200,501,000 (2021: RMB2,443,905,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

於2022年12月31日，本集團的現金及現金等價物以人民幣計價，為人民幣3,200,501,000元(2021年：人民幣2,443,905,000元)。人民幣不可自由兌換為其他貨幣，然而，根據中國大陸的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲允許通過獲授權銀行將人民幣兌換為其他貨幣以進行外匯業務。

存放於銀行的現金按每日銀行存款利率的浮息率賺取利息。銀行結餘乃存於並無近期違約記錄且具信譽的銀行。

23. CASH AND CASH EQUIVALENTS/RESTRICTED BANK DEPOSITS (continued)

In accordance with the relevant laws and regulations imposed by the relevant PRC government authorities or the terms and conditions set out in the relevant government grant agreements, proceeds from government grants are required to be deposited into designated bank accounts and restricted to be used in the relevant projects. As at 31 December 2022, such balances were RMB63,356,000 (2021: RMB56,920,000).

24. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	一年內	914,985	790,112
1 to 2 years	一至兩年	16,934	12,259
2 to 3 years	兩至三年	7,696	3,410
Over 3 years	三年以上	4,605	1,357
		944,220	807,138

The trade payables are non-interest-bearing and are normally settled on 30-60-day terms.

23. 現金及現金等價物／受限制銀行存款 (續)

根據相關中國政府當局實施的有關法律法規或有關政府補助金協議所載條款條件，政府補助金所得款項須存放於指定銀行賬戶並限定在有關項目使用。於2022年12月31日，有關結餘為人民幣63,356,000元(2021年：人民幣56,920,000元)。

24. 貿易應付款項

截至報告期間末，貿易應付款項按發票日期的賬齡分析如下：

貿易應付款項為免息且一般於30至60日期限內結算。

25. CONTRACT LIABILITIES

Details of contract liabilities are as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
<i>Short-term advances received from customers</i>	向客戶收取的短期預付款		
Tuition fees	學費	631,833	620,510
Boarding fees	住宿費	70,185	65,108
Distance education service fees	遠程教育服務費	151,825	226,852
Teacher training services	教師培訓服務	37,117	43,582
Other education business	其他教育業務	18,647	30,508
		909,607	986,560

On-campus education

Contract liabilities mainly include short-term advances received from students in relation to the proportionate service not yet provided. The Group receives tuition and boarding fees from students in advance prior to the beginning of each academic year. Tuition and boarding fees are recognised proportionately over the relevant period of the applicable program. The students are entitled to the refund of payment in proportion to the service not yet provided.

Online education

Contract liabilities mainly include short-term advances received from cooperative universities and other customers in proportion to the service not yet provided. Service fees are recognised proportionately over the service periods of the applicable program. The cooperative universities and other customers are entitled to the refund of payment in proportion to the service not yet provided. The gross amount due to customers for the provision of services is expected to be settled within one year.

25. 合約負債

合約負債詳情如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
<i>Short-term advances received from customers</i>	向客戶收取的短期預付款		
Tuition fees	學費	631,833	620,510
Boarding fees	住宿費	70,185	65,108
Distance education service fees	遠程教育服務費	151,825	226,852
Teacher training services	教師培訓服務	37,117	43,582
Other education business	其他教育業務	18,647	30,508
		909,607	986,560

校園教育

合約負債主要包括就尚未提供服務按比例向學生收取的短期預付款。本集團於每學年開始前預先向學生收取學費及住宿費。學費及住宿費於有關課程的相關期內按比例確認。學生有權按比例收回仍未提供服務的相關款項。

在線教育

合約負債主要包括就尚未提供服務按比例向合作院校及其他客戶收取的短期預付款。服務費於有關課程的服務期間內按比例確認。合作院校及其他客戶有權按比例收回仍未提供服務的相關款項。就提供服務應付客戶款項總額預期將於一年內結清。

26. OTHER PAYABLES AND ACCRUALS

26. 其他應付款項及應計費用

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Current portion:	即期部分：		
Accrued bonuses and other employee benefits	應計花紅及其他僱員福利	95,844	120,257
Payables for catering services	應付餐飲服務款項	4,156	6,954
Payables for purchase of property, plant and equipment	購買物業、廠房及設備的應付款項	299,304	365,119
Payables for management fees	管理費應付款項	21,124	20,340
Payables for compensation fees	應付補償費用	60,000	60,000
Miscellaneous expenses received from students (note (i))	收取學生的雜項開支(附註(i))	102,465	71,479
Tuition fees received from students (note (ii))	收取學生的學費(附註(ii))	212,753	280,945
Other tax payable	其他應付稅項	11,730	17,907
Payables for audit fee	審計費用應付款項	2,925	3,125
Payables for interest	應付利息	1,855	1,240
Refund liabilities	退款負債	1,282	542
Consideration payable for business combination	業務合併應付代價	57,225	156,215
Payables to the non-controlling shareholder of subsidiaries	應付附屬公司非控股股東款項	20,000	20,000
Other payables	其他應付款項	75,026	53,882
		965,689	1,178,005
Non-current portion:	非即期部分：		
Payables for compensation fees	應付補償費用	-	55,116

Other payables are non-interest-bearing and repayable on demand.

其他應付款項為免息，並按要求償還。

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

26. OTHER PAYABLES AND ACCRUALS (continued)

Notes:

- (i) The amounts represent the miscellaneous expenses received from students which will be paid out on behalf of the students.
- (ii) The amounts represent the payment of tuition fees from students received on half of cooperative universities. The balance would be remitted to cooperative universities within one year.

26. 其他應付款項及應計費用(續)

附註：

- (i) 金額為收取學生的雜項開支，將代學生支付。
- (ii) 金額為學生支付的學費，乃代合作院校收取。結餘將於一年內匯至合作院校。

27. DEFERRED INCOME

27. 遞延收入

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Government grants	政府補助		
At beginning of year	年初	283,363	284,182
Grants received	已收補助	85,510	94,652
Acquisition of subsidiaries (note 35)	收購附屬公司(附註35)	-	455
Charged to profit or loss (note 5)	於損益扣除(附註5)	(103,646)	(95,926)
At end of year	年末	265,227	283,363
Current	即期	22,832	22,891
Non-current	非即期	242,395	260,472
		265,227	283,363

27. DEFERRED INCOME (continued)***On-campus education***

These government grants are related to the subsidies received from the local government for the purpose of compensating the operating expenses arising from the teaching activities and expenditures on teaching facilities of the Group. Upon completion of the operating activities and the related projects, the grants related to the expense items will be recognised as other income directly in profit or loss and the grants related to an asset will be released to profit or loss over the expected useful life of the relevant asset.

Online education

These government grants are related to the subsidies received from the local government for the purpose of reimbursements of expenditure spent on research and developments projects of the Group. Upon completion of the operating activities and the related projects, the grants related to the expense items will be recognised as other income directly in profit or loss.

27. 遞延收入(續)***校園教育***

該等政府補助與就本集團教學活動產生的經營費用及教學設施開支所作補償向當地政府收取的補助有關。當經營活動及相關項目完成後，與開支項目相關的補助金應直接於損益確認為其他收入，而與資產有關的補助金應在有關資產的預計可使用年內撥入損益。

在線教育

該等政府補助與就本集團研發項目開支所作報銷向當地政府收取的補助有關。當經營活動及相關項目完成後，與開支項目相關的補助金應直接於損益確認為其他收入。

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

28. INTEREST-BEARING BANK AND OTHER BORROWINGS 28. 計息銀行及其他借款

		2022			2021		
		Effective interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元
Current	即期						
Bank loans – secured	銀行貸款—有抵押	3.7-6.3	2023	99,650	3.9-6.3	2022	120,681
Current portion of long-term bank loans – secured	長期銀行貸款的即期部分—有抵押	2.2-5.5	2023	299,113	2.2-5.5	2022	30,549
Current portion of long-term bank loans – unsecured	長期銀行貸款的即期部分—無抵押	2.7-4.9	2023	49,219	2.0-2.7	2022	42,757
Other loans – unsecured	其他貸款—無抵押	15.0-24.0	on demand 按要求	6,144	15.0-24.0	on demand 按要求	6,144
Current portion of long-term government loans – secured	長期政府貸款的即期部分—有抵押	3.5	2023	2,000	3.5	2022	2,000
Current portion of lease liabilities (note 14(b))	租賃負債的即期部分(附註14(b))	4.8-4.9	2023	22,653	4.8-4.9	2022	14,635
Current portion of sale and leaseback liabilities	售後回租負債的即期部分	6.7-7.4	2023	119,272	7.1-7.3	2022	78,953
				598,051			295,719
Non-current	非即期						
Bank loans – secured	銀行貸款—有抵押	2.2-5.5	2024-2028	1,111,188	2.2-5.5	2023-2028	1,055,313
Bank loans – unsecured	銀行貸款—無抵押	2.7-4.9	2024	487,887	2.0-2.7	2023-2024	495,071
Government loan – secured	政府貸款—有抵押	3.5	2032	22,000	3.5	2032	24,000
Lease liabilities (note 14(b))	租賃負債(附註14(b))	4.8-4.9	2024-2026	28,841	4.8-4.9	2023-2026	37,786
Sale and leaseback liabilities	售後回租負債	6.7-7.4	2024-2026	109,567	7.1	2024	71,038
				1,759,483			1,683,208
				2,357,534			1,978,927

28. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)
28. 計息銀行及其他借款(續)

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Analysed into:	分析如下：		
Bank loans repayable:	應償還銀行貸款：		
Within one year or on demand	一年之內或按要求	447,982	193,987
In the second year	第二年	767,243	148,840
In the third to fifth years, inclusive	第三至第五年，首尾兩年包括在內	831,832	1,401,544
		2,047,057	1,744,371
Other borrowings repayable:	應償還其他借款：		
Within one year or on demand	一年之內或按要求	6,144	6,144
Government loan repayable:	應償還政府貸款：		
Within one year or on demand	一年之內或按要求	2,000	2,000
In the second year	第二年	2,000	2,000
In the third to fifth years, inclusive	第三至第五年，首尾兩年包括在內	6,000	5,000
Beyond five years	超過五年	14,000	17,000
		24,000	26,000
Lease liabilities:	租賃負債：		
Within one year or on demand	一年之內或按要求	22,653	14,635
In the second year	第二年	13,502	12,855
In the third to fifth years, inclusive	第三至第五年，首尾兩年包括在內	15,339	24,931
		51,494	52,421
Sale and leaseback liabilities:	售後回租負債：		
Within one year or on demand	一年之內或按要求	119,272	78,953
In the second year	第二年	70,457	71,038
In the third to fifth years, inclusive	第三至第五年，首尾兩年包括在內	39,110	-
		228,839	149,991
		2,357,534	1,978,927

31 December 2022 2022年12月31日

28. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Notes:

- (a) The Group's loan facilities amounted to US\$28,240,000 (2021: US\$28,240,000), all of which have been utilised in 2022.
- (b) Certain of the Group's bank loans and government loans are secured by: (i) mortgages over the Group's certain property, plant and equipment and certain leasehold lands, which had an aggregate carrying value at the end of the reporting period of approximately RMB82,680,000 (2021: RMB84,422,000); (ii) the pledge of a 51% equity interest of Chongqing Li'ang Industry Company Limited, the pledge of a 60% equity interest of Chongqing Minsheng Education Management Co., Ltd and the pledge of a 100% equity interest of Laoling Minsheng Education High School Company Limited; and (iii) the pledge of a 100% mortgage of Doxue Network Technology (Beijing) Co., Ltd.
- (c) The carrying value of the Group's buildings and equipment held under sale and leaseback liabilities as at 31 December 2022 was RMB176,968,000 (2021: RMB102,579,000). Leased assets were pledged as security for the related sale and leaseback liabilities.
- (d) The Group's other loans are unsecured, bear interest at rates ranging from 15.0% to 24.0% (2021: 15.0%-24.0%) and are repayable on demand.
- (e) Except for the bank loans of RMB532,549,000 and RMB632,822,000 (2021: RMB541,251,000 and RMB603,651,000) as at 31 December 2022, which are denominated in HK\$ and US\$, respectively, all borrowings are in RMB.
- (f) Pursuant to the share retention agreement ancillary to the loan agreement with International Finance Corporation, Mr. Li Xuechun and Minsheng Group Company Limited, being the controlling shareholders of the Company, are required to perform certain specific performance obligations.

28. 計息銀行及其他借款(續)

附註：

- (a) 本集團的貸款額度為28,240,000美元(2021年：28,240,000美元)，全部貸款額度已於2022年動用。
- (b) 本集團的若干銀行貸款及政府貸款由(i)本集團若干物業、廠房及設備以及若干租賃土地抵押擔保，其於報告期末總賬面值約為人民幣82,680,000元(2021年：人民幣84,422,000元)；(ii)重慶利昂實業有限公司的51%股權質押、重慶民升教育管理有限公司的60%股權質押及樂陵民生教育高級中學有限公司的100%股權質押擔保；及(iii)都學網絡科技(北京)有限公司的100%按揭質押擔保。
- (c) 於2022年12月31日，本集團按售後回租負債持有的樓宇及設備的賬面值為人民幣176,968,000元(2021年：人民幣102,579,000元)。租賃資產已予質押作為相關售後回租負債的抵押。
- (d) 本集團其他貸款為無抵押，利率為15.0%至24.0%(2021年：15.0%至24.0%)之間，須按要求償還。
- (e) 除於2022年12月31日人民幣532,549,000元及人民幣632,822,000元(2021年：人民幣541,251,000元及人民幣603,651,000元)的銀行貸款分別以港元及美元計值外，所有借款均以人民幣計值。
- (f) 根據與國際金融公司所訂立貸款協議所附的股份保留協議，李學春先生及民生集團有限公司均為本公司的控股股東，須承擔若干特定履約責任。

29. OTHER LONG TERM LIABILITY

According to the share purchase agreement, the school campus of Dianchi College of Yunnan University, which is owned by Dianchi Co., shall not form part of the acquisition (the “**Non-acquired Assets**”). After the completion of the acquisition, the Group has the right to continually use the Non-acquired Assets for free until a new campus of the same size is established by Dianchi College of Yunnan University, and meanwhile the Company has the obligation to transfer the Non-acquired Assets to Leed Education Holding Limited, National Education Holding Limited and Hyde Education Holding Limited (the “**Vendors**”) with all taxes and charges arising to be borne by the Vendors. As such, the Group considered that the fair value of the Non-acquired Assets should be recorded as a payable to the Vendors.

30. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities**2022**

		Withholding taxes 預扣稅 RMB'000 人民幣千元	Fair value adjustments arising from acquisition of subsidiaries 因收購附屬 公司而產生的公 平值調整 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	31,749	116,428	148,177
Deferred tax charged to profit or loss during the year (note 10)	於2022年1月1日 年內於損益扣除的 遞延稅項(附註10)	15,874	(19,789)	(3,915)
Gross deferred tax liabilities at 31 December 2022	於2022年12月31日的 遞延稅項負債總額	47,623	96,639	144,262

29. 其他長期負債

根據股份購買協議，由滇池公司擁有的雲南大學滇池學院的校區不應構成收購事項的一部分(「**非收購資產**」)。收購事項完成後，本集團有權繼續免費使用非收購資產，直至雲南大學滇池學院建成同等規模的新校區，同時本公司有責任將非收購資產轉讓予Leed Education Holding Limited、National Education Holding Limited及Hyde Education Holding Limited(「**賣方**」)，產生的所有稅費及費用由賣方承擔。因此，本集團認為非收購資產的公平值應列賬作應付賣方款項。

30. 遞延稅項

年內遞延稅項負債及資產變動如下：

遞延稅項負債**2022年**

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

30. DEFERRED TAX (continued)

Deferred tax liabilities (continued)

2021

30. 遞延稅項(續)

遞延稅項負債(續)

2021年

		Withholding taxes 預扣稅 RMB'000 人民幣千元	Fair value adjustments arising from acquisition of subsidiaries 因收購附屬 公司而產生的公 平值調整 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	13,092	3,856	16,948
Acquisition of subsidiaries	收購附屬公司	–	125,324	125,324
Deferred tax charged to profit or loss during the year (note 10)	年內於損益扣除的遞延稅 項(附註10)	18,657	(12,752)	5,905
Gross deferred tax liabilities at 31 December 2021	於2021年12月31日的遞 延稅項負債總額	31,749	116,428	148,177

30. DEFERRED TAX (continued)*Deferred tax assets***2022**

		Accrued liabilities and future deductible expenses 應計負債及未來可扣稅開支 RMB'000 人民幣千元	Provision for impairment of assets 資產減值撥備 RMB'000 人民幣千元	Tax losses 稅項虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	329	5,139	5,139	10,607
Deferred tax charged to profit or loss during the year (note 10)	年內於損益扣除的遞延稅項(附註10)	(329)	676	2,598	2,945
Gross deferred tax assets at 31 December 2022	於2022年12月31日的遞延稅項資產總額	—	5,815	7,737	13,552

30. 遞延稅項(續)*遞延稅項資產***2022年**

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

30. DEFERRED TAX (continued)

Deferred tax assets (continued)

2021

		Accrued liabilities and future deductible expenses 應計負債及未來可扣稅開支 RMB'000 人民幣千元	Provision for impairment of assets 資產減值撥備 RMB'000 人民幣千元	Tax losses 稅項虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	-	-	-	-
Acquisition of subsidiaries	收購附屬公司	3,458	3,526	2,012	8,996
Deferred tax charged to profit or loss during the year (note 10)	年內於損益扣除的遞延稅項(附註10)	(3,129)	1,613	3,127	1,611
Gross deferred tax assets at 31 December 2021	於2021年12月31日的遞延稅項資產總額	329	5,139	5,139	10,607

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

根據中國企業所得稅法，在中國大陸成立的外商投資企業向外國投資者宣派股息須繳納10%預扣稅。該規定自2008年1月1日起生效，且適用於2007年12月31日後的盈利。倘中國大陸與外國投資者所在司法權區之間訂有稅務條約，或可採用較低的預扣稅稅率。就本集團而言，適用稅率為10%。因此，本集團須負責為於中國大陸成立的附屬公司就2008年1月1日起產生的盈利所分派的股息繳納預扣稅。

30. 遞延稅項(續)

遞延稅項資產(續)

2021年

30. DEFERRED TAX (continued)***Deferred tax assets (continued)***

As at 31 December 2022, the Group recognised relevant deferred income tax liabilities of RMB47,623,000 (2021: RMB31,749,000) on earnings anticipated to be remitted by certain subsidiaries in the foreseeable future. Other than the amount recognised in the consolidated financial statements, deferred tax has not been recognised for withholding taxes for the earnings of approximately RMB2,535,703,000 at 31 December 2022 (2021: RMB1,890,523,000) expected to be retained by the PRC subsidiaries and not to be remitted to a foreign investor in the foreseeable future. In the opinion of the directors, such remaining earnings will be retained in Mainland China for the expansion of the Group's operation, so it is not probable that these subsidiaries will distribute such remaining earnings in the foreseeable future.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

As at 31 December 2022, the Group had tax losses arising in Hong Kong of RMB180,090,000 (2021: RMB47,749,000), which are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also had tax losses arising in Mainland China of RMB220,119,000 (2021: RMB151,115,000), that will expire in one to ten years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

30. 遞延稅項(續)***遞延稅項資產(續)***

於2022年12月31日，本集團就若干附屬公司預期將於可見將來匯出的盈利確認相關遞延所得稅負債人民幣47,623,000元(2021年：人民幣31,749,000元)。除於綜合財務報表確認的款項外，於2022年12月31日，並無就中國附屬公司預期保留及不會於可見將來匯予外國投資者的盈利的預扣稅約人民幣2,535,703,000元(2021年：人民幣1,890,523,000元)確認遞延稅項。董事認為，有關餘下盈利將留在中國大陸用於擴充本集團營運，因此該等附屬公司於可見將來可能不會分派該等餘下盈利。

本公司向其股東派付股息概不涉及所得稅影響。

於2022年12月31日，本集團在香港產生的稅項虧損為人民幣180,090,000元(2021年：人民幣47,749,000元)，可無限期用以抵銷出現虧損的公司的日後應課稅溢利。本集團於中國大陸亦產生稅項虧損人民幣220,119,000元(2021年：人民幣151,115,000元)，有關稅項虧損將於一至十年內屆滿，可用於抵銷日後應課稅溢利。由於該等附屬公司已產生虧損一段時間，且認為並無可能有可用作扣減稅項虧損的應課稅溢利，故並無就該等虧損確認遞延稅項資產。

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31. PUT OPTION LIABILITY

The financial liability for the Put Option is recognised at the present value of the expected amount payable of RMB981.5 million upon exercise of the Put Option (if being granted) assuming that the purchase will take place between the date of the fourth anniversary and the date of the fifth anniversary of the effective date of the share purchase agreement in respect of the acquisition of Leed International. Such present value is calculated as RMB944.5 million (2021: RMB900.7 million) with a discount rate of 4.75% (the published People's Bank of China benchmark rate). Further details are set out in note 3 to the financial statements.

32. SHARE CAPITAL**Shares**

Authorised:	法定：		
10,000,000,000 ordinary shares of US\$0.00001 each as at 31 December 2022 (2021: 10,000,000,000 ordinary shares)	於2022年12月31日的 10,000,000,000股每股面 值0.00001美元的普通股 (2021年：10,000,000,000 股普通股)	747	747
Issued and fully paid:	已發行及繳足股款：		
4,217,720,000 ordinary shares as at 31 December 2022 (2021: 4,217,720,000 ordinary shares)	於2022年12月31日的 4,217,720,000股普通股 (2021年：4,217,720,000 股普通股)	322	322

31. 認沽期權負債

認沽期權的金融負債乃於認沽期權(如授予)獲行使後按預期應付款項人民幣981,500,000元的現值確認，當中假設購買將於收購勵德集團的股份購買協議生效日期起第四週年當日起至第五週年當日止期間發生。有關現值按貼現率4.75% (中國人民銀行公佈的基準利率)計算為人民幣944,500,000元(2021年：人民幣900,700,000元)。進一步詳情載於財務報表附註3。

32. 股本**股份**

	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Authorised:		
10,000,000,000 ordinary shares of US\$0.00001 each as at 31 December 2022 (2021: 10,000,000,000 ordinary shares)	747	747
Issued and fully paid:		
4,217,720,000 ordinary shares as at 31 December 2022 (2021: 4,217,720,000 ordinary shares)	322	322

32. SHARE CAPITAL (continued)**Shares (continued)**

A summary of movements in the Company's share capital is as follows:

		Number of shares in issue 已發行股份數目	Share capital 股本 RMB'000 人民幣千元
At 31 December 2021 and 31 December 2022	於2021年12月31日及 2022年12月31日	4,217,720,000	322

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 33 to the financial statements.

33. SHARE OPTION SCHEME

The Company operates a share option scheme (the "**Scheme**") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Scheme became effective on 2 March 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

32. 股本(續)**股份(續)**

本公司股本變動概要如下：

		Number of shares in issue 已發行股份數目	Share capital 股本 RMB'000 人民幣千元
At 31 December 2021 and 31 December 2022	於2021年12月31日及 2022年12月31日	4,217,720,000	322

購股權

本公司購股權計劃及根據計劃發行購股權的詳情載列於財務報表附註33內。

33. 購股權計劃

本公司運營購股權計劃(「**計劃**」)，其目的為向對本集團成功運營作出貢獻的合資格參與者提供激勵及獎勵。計劃於2017年3月2日生效，除非另行取消或修訂，將由該日期開始持續生效十年。

33. SHARE OPTION SCHEME (continued)

The exercise price of share options is determinable by the board, but may not be less than the highest of (i) the nominal value of a share; (ii) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (iii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer.

(i) Movements in share options

The following share options were outstanding under the Scheme during the year:

		2022		2021	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均行使價	購股權數量	加權平均行使價	購股權數量
		HK\$	'000	HK\$	'000
		per share	千份	per share	千份
		每股港元		每股港元	
At 1 January	於1月1日	1.49	65,250	1.48	71,250
Forfeited during the year	年內沒收	1.42	(500)	1.25	(6,000)
At 31 December	於12月31日	1.49	64,750	1.49	65,250

33. 購股權計劃(續)

購股權的行使價由董事會釐定，但不得低於以下最高者(i)股份面值；(ii)本公司股份於購股權授出日期在聯交所的收市價；及(iii)本公司股份於緊接授出日期前五個交易日在聯交所的平均收市價。

(i) 購股權變動

年內計劃項下以下購股權尚未行使：

33. SHARE OPTION SCHEME (continued)**(ii) Outstanding share options**

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

31 December 2022

Number of options 購股權數量 '000 千份	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period	行使期
7,000	1.39	31 August 2018 to 30 August 2023	2018年8月31日至2023年8月30日
7,000	1.39	31 August 2019 to 30 August 2024	2019年8月31日至2024年8月30日
7,000	1.39	31 August 2020 to 30 August 2025	2020年8月31日至2025年8月30日
7,000	1.39	31 August 2021 to 30 August 2026	2021年8月31日至2026年8月30日
7,000	1.39	31 August 2022 to 30 August 2027	2022年8月31日至2027年8月30日
5,550	1.66	27 August 2019 to 26 August 2024	2019年8月27日至2024年8月26日
5,550	1.66	27 August 2020 to 26 August 2025	2020年8月27日至2025年8月26日
5,450	1.66	27 August 2021 to 26 August 2026	2021年8月27日至2026年8月26日
5,450	1.66	27 August 2022 to 26 August 2027	2022年8月27日至2027年8月26日
5,450	1.66	27 August 2023 to 26 August 2028	2023年8月27日至2028年8月26日
300	1.42	19 August 2020 to 18 August 2025	2020年8月19日至2025年8月18日
300	1.42	19 August 2021 to 18 August 2026	2021年8月19日至2026年8月18日
200	1.42	19 August 2022 to 18 August 2027	2022年8月19日至2027年8月18日
200	1.42	19 August 2023 to 18 August 2028	2023年8月19日至2028年8月18日
200	1.42	19 August 2024 to 18 August 2029	2024年8月19日至2029年8月18日
300	1.22	21 August 2021 to 20 August 2026	2021年8月21日至2026年8月20日
200	1.22	21 August 2022 to 20 August 2027	2022年8月21日至2027年8月20日
200	1.22	21 August 2023 to 20 August 2028	2023年8月21日至2028年8月20日
200	1.22	21 August 2024 to 20 August 2029	2024年8月21日至2029年8月20日
200	1.22	21 August 2025 to 20 August 2030	2025年8月21日至2030年8月20日
64,750			

33. 購股權計劃(續)**(ii) 未行使購股權**

於報告期末尚未行使購股權的行使價及行使期如下：

2022年12月31日

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

33. SHARE OPTION SCHEME (continued)

(ii) Outstanding share options (continued)

31 December 2021

Number of options 購股權數量 '000 千份	Exercise price* 行使價* HK\$ per share 每股港元		
7,000	1.39	31 August 2018 to 30 August 2023	2018年8月31日至2023年8月30日
7,000	1.39	31 August 2019 to 30 August 2024	2019年8月31日至2024年8月30日
7,000	1.39	31 August 2020 to 30 August 2025	2020年8月31日至2025年8月30日
7,000	1.39	31 August 2021 to 30 August 2026	2021年8月31日至2026年8月30日
7,000	1.39	31 August 2022 to 30 August 2027	2022年8月31日至2027年8月30日
5,550	1.66	27 August 2019 to 26 August 2024	2019年8月27日至2024年8月26日
5,550	1.66	27 August 2020 to 26 August 2025	2020年8月27日至2025年8月26日
5,450	1.66	27 August 2021 to 26 August 2026	2021年8月27日至2026年8月26日
5,450	1.66	27 August 2022 to 26 August 2027	2022年8月27日至2027年8月26日
5,450	1.66	27 August 2023 to 26 August 2028	2023年8月27日至2028年8月26日
400	1.42	19 August 2020 to 18 August 2025	2020年8月19日至2025年8月18日
400	1.42	19 August 2021 to 18 August 2026	2021年8月19日至2026年8月18日
300	1.42	19 August 2022 to 18 August 2027	2022年8月19日至2027年8月18日
300	1.42	19 August 2023 to 18 August 2028	2023年8月19日至2028年8月18日
300	1.42	19 August 2024 to 18 August 2029	2024年8月19日至2029年8月18日
300	1.22	21 August 2021 to 20 August 2026	2021年8月21日至2026年8月20日
200	1.22	21 August 2022 to 20 August 2027	2022年8月21日至2027年8月20日
200	1.22	21 August 2023 to 20 August 2028	2023年8月21日至2028年8月20日
200	1.22	21 August 2024 to 20 August 2029	2024年8月21日至2029年8月20日
200	1.22	21 August 2025 to 20 August 2030	2025年8月21日至2030年8月20日
65,250			

33. 購股權計劃(續)

(ii) 未行使購股權(續)

2021年12月31日

Exercise period	行使期
31 August 2018 to 30 August 2023	2018年8月31日至2023年8月30日
31 August 2019 to 30 August 2024	2019年8月31日至2024年8月30日
31 August 2020 to 30 August 2025	2020年8月31日至2025年8月30日
31 August 2021 to 30 August 2026	2021年8月31日至2026年8月30日
31 August 2022 to 30 August 2027	2022年8月31日至2027年8月30日
27 August 2019 to 26 August 2024	2019年8月27日至2024年8月26日
27 August 2020 to 26 August 2025	2020年8月27日至2025年8月26日
27 August 2021 to 26 August 2026	2021年8月27日至2026年8月26日
27 August 2022 to 26 August 2027	2022年8月27日至2027年8月26日
27 August 2023 to 26 August 2028	2023年8月27日至2028年8月26日
19 August 2020 to 18 August 2025	2020年8月19日至2025年8月18日
19 August 2021 to 18 August 2026	2021年8月19日至2026年8月18日
19 August 2022 to 18 August 2027	2022年8月19日至2027年8月18日
19 August 2023 to 18 August 2028	2023年8月19日至2028年8月18日
19 August 2024 to 18 August 2029	2024年8月19日至2029年8月18日
21 August 2021 to 20 August 2026	2021年8月21日至2026年8月20日
21 August 2022 to 20 August 2027	2022年8月21日至2027年8月20日
21 August 2023 to 20 August 2028	2023年8月21日至2028年8月20日
21 August 2024 to 20 August 2029	2024年8月21日至2029年8月20日
21 August 2025 to 20 August 2030	2025年8月21日至2030年8月20日

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

* 購股權的行使價可於供股或紅股發行，或本公司股本的其他類似變動時作出調整。

33. SHARE OPTION SCHEME (continued)**(ii) Outstanding share options (continued)**

At 31 December 2022, the share options outstanding under the Scheme were divided into five tranches at their respective grant dates. Generally, the first tranche vests in one year after the grant date while the remaining tranches vest in the subsequent four years each. There is a five-year exercise period for each share option granted under the Scheme.

At 31 December 2022, the Company had 64,750,000 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 64,750,000 additional ordinary shares of the Company and additional share capital of HK\$5,000 (equivalent to approximately RMB4,470) and share premium of HK\$97,044,000 (equivalent to approximately RMB86,686,000) (before issue expenses).

At the date of approval of these financial statements, the Company had 64,750,000 share options outstanding under the Scheme, which represented approximately 1.5% of the Company's shares in issue as at that date.

(iii) Fair value of the share options

The Group recognised a share option expense of HK\$2,960,000 (equivalent to approximately RMB2,582,000) (2021: RMB5,141,000) during the year ended 31 December 2022.

33. 購股權計劃(續)**(ii) 未行使購股權(續)**

於2022年12月31日，計劃項下未行使購股權按其各自的授出日期分為五個批次。整體而言，第一批於授出日期後一年內歸屬，其他批次分別在其後四年各年歸屬。計劃項下授出各購股權均有五年的行使期。

於2022年12月31日，本公司計劃項下未行使購股權為64,750,000份。根據本公司現時的股本結構，悉數行使未行使購股權將導致增發64,750,000股本公司普通股，增加股本5,000港元(相當於約人民幣4,470元)以及股份溢價97,044,000港元(相當於約人民幣86,686,000元)(未扣除發行開支)。

於該等財務報表獲批准之日，本公司計劃項下有未行使購股權64,750,000份，佔本公司於該日已發行股份約1.5%。

(iii) 購股權公平值

本集團於截至2022年12月31日止年度確認購股權開支2,960,000港元(相當於約人民幣2,582,000元)(2021年：人民幣5,141,000元)。

34. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for each of the years are presented in the consolidated statement of changes in equity on pages 155 to 156 of the financial statements.

(b) Capital reserve

The capital reserve of the Group represents the capital contribution premium from its then shareholders.

(c) Statutory reserve

Pursuant to the relevant laws in the PRC, the Company's subsidiaries in Mainland China shall make appropriations from after-tax profit to non-distributable reserve funds as determined by the boards of directors of the relevant PRC subsidiaries. These reserves include (i) the general reserve of the limited liability companies and (ii) the development fund of schools.

- (i) In accordance with the Company Law of the PRC, certain subsidiaries of the Group which are domestic enterprises are required to allocate 10% of their profit after tax, as determined in accordance with the relevant PRC accounting standards, to their respective statutory surplus reserves until the reserves reach 50% of their respective registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory surplus reserve may be converted to registered capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

34. 儲備

(a) 本集團

本集團於各年的儲備金額及其變動於本財務報表第155頁至第156頁的綜合權益變動表呈列。

(b) 資本儲備

本集團的資本儲備為其當時的股東的注資溢價。

(c) 法定儲備

根據中國相關法律，本公司中國大陸的附屬公司須按各自董事會釐定的金額自除稅後溢利撥款至不可分派儲備基金。該等儲備包括(i)有限責任公司一般儲備及(ii)學校發展基金。

- (i) 根據《中華人民共和國公司法》，本集團若干附屬公司為內資企業，須將根據有關中國會計準則所釐定除稅後溢利的10%轉撥至各自的法定盈餘儲備，直至儲備達到各自註冊資本的50%。在符合《中華人民共和國公司法》所載若干限制的情況下，部分法定盈餘儲備可轉換為註冊股本，前提是撥充資本後餘下結餘須不低於註冊資本的25%。

34. RESERVES (continued)**(c) Statutory reserve (continued)**

- (ii) According to the relevant PRC laws and regulations, private schools that require reasonable returns are required to make appropriation to the development fund of not less than 25% of the net income of the relevant schools as determined in accordance with generally accepted accounting principles in the PRC. The development fund is for the construction or maintenance of the school facilities or procurement or upgrade of educational equipment.

35. BUSINESS COMBINATIONS**Year ended 31 December 2022****Acquisition of Shanghai Zhiaosheng**

On 28 July 2022, Open Distance Education, a wholly-owned subsidiary of the Company, entered into an equity investment agreement with CIIC Technology Group Co., Ltd (中智科技集團有限公司), pursuant to which Open Distance Education agreed to acquire 51% equity interests in Shanghai Zhiaosheng at a total consideration of RMB8,750,000. After the completion, Open Distance Education will hold 51% equity interests in Shanghai Zhiaosheng.

Shanghai Zhiaosheng is an agency company which mainly engages in providing immigration and education consultation services. The acquisition was made as part of the Group's strategy to form a good integration and synergy with the Company's existing education business. The acquisition has been accounted for using the acquisition method. The acquisition was completed on 23 December 2022. Since then, Shanghai Zhiaosheng has become a subsidiary of the Company.

34. 儲備(續)**(c) 法定儲備(續)**

- (ii) 根據相關中國法律法規，需要合理回報的民辦學校須將按中國公認會計原則計算的相關學校淨收入不少於25%撥至發展基金。發展基金乃用作興建或維修學校設施，或教育設備的採購或升級。

35. 業務合併**截至2022年12月31日止年度****收購上海智奧勝**

於2022年7月28日，奧鵬教育(為本公司的全資附屬公司)與中智科技集團有限公司訂立產權投資協議，據此，奧鵬教育同意收購上海智奧勝51%股權，總代價為人民幣8,750,000元。交易完成後，奧鵬教育將持有上海智奧勝51%股權。

上海智奧勝為一家主要從事移民及教育諮詢服務的中介公司。是次收購事項乃作為本集團戰略的一部分，旨在與本公司現有教育業務形成良好的整合及協同效應。本公司已採用收購法對收購事項進行入賬。收購事項於2022年12月23日完成。自此，上海智奧勝成為本公司的附屬公司。

35. BUSINESS COMBINATIONS (continued)**Year ended 31 December 2022 (continued)****Acquisition of Shanghai Zhiaosheng (continued)**

The fair values of the identifiable assets and liabilities of Shanghai Zhiaosheng as at the date of acquisition were as follows:

35. 業務合併(續)**截至2022年12月31日止年度(續)****收購上海智奧勝(續)**

上海智奧勝於收購日期可識別資產及負債的公平值如下：

		Notes 附註	Fair value recognised on acquisition 收購時確認公平值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	13	154
Right-of-use assets	使用權資產	14(a)	126
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產		77
Cash and cash equivalents	現金及現金等價物		19,462
Other payables and accruals	其他應付款項及應計費用		(2,149)
Contract liabilities	合約負債		(5,335)
Lease liabilities included in interest-bearing bank and other borrowings – current	計入計息銀行及其他借款的租賃負債—即期	14(b)	(73)
Lease liabilities included in interest-bearing bank and other borrowings – non-current	計入計息銀行及其他借款的租賃負債—非即期	14(b)	(50)
Total identifiable net assets at fair value	可識別淨資產總額，按公平值		12,212
Non-controlling interests	非控股權益		(5,984)
Goodwill on acquisition	收購帶來的商譽	15	2,522
Satisfied by:	支付：		
Cash consideration	現金代價		8,750

35. BUSINESS COMBINATIONS (continued)*Year ended 31 December 2022 (continued)***Acquisition of Shanghai Zhiaosheng (continued)**

An analysis of the cash flows in respect of the acquisition of subsidiaries is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	(8,750)
Cash and bank balances acquired	所收購現金及銀行結餘	19,462
Net inflow on acquisition included in cash flows from investing activities	計入投資活動所得現金流量的收購流入淨額	10,712

The Group incurred transaction costs of RMB29,500 for this acquisition. The transaction costs have been included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

Since the acquisition, Shanghai Zhiaosheng contributed RMB106,000 to the Group's revenue and caused a loss of RMB29,000 to the consolidated profit for the year ended 31 December 2022.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the year would have been RMB2,360,203,000 and RMB511,205,000, respectively.

35. 業務合併(續)*截至2022年12月31日止年度(續)***收購上海智奧勝(續)**

就收購附屬公司的現金流量分析如下：

本集團就是次收購產生交易成本人民幣29,500元。有關交易成本已計入綜合損益及其他全面收益表內的行政開支。

自收購事項以來，上海智奧勝為本集團截至2022年12月31日止年度貢獻收益人民幣106,000元，並為綜合利潤產生虧損人民幣29,000元。

倘合併於年初進行，則年內本集團收益及利潤將分別為人民幣2,360,203,000元及人民幣511,205,000元。

35. BUSINESS COMBINATIONS (continued)

Year ended 31 December 2021

Acquisition of Open University Online

On 13 January 2021, the Group acquired the other 50% equity interests in Open University Online from Guokai Xiangyun (Beijing) Asset Management Company Limited (國開祥雲(北京)資產管理有限責任公司) at a cash consideration of RMB410.0 million. Open University Online is principally engaged in providing online long distance learning services. Before this transaction, the Group has already held 50% of equity interests in Open University Online, and the Group's equity interests in Open University Online increased to 100% upon the completion of the acquisition. Since then, Open University Online became an indirect wholly-owned subsidiary of the Group.

The fair values of the identifiable assets and liabilities of Open University Online as at the date of acquisition were as follows:

35. 業務合併(續)

截至2021年12月31日止年度

收購電大在線

於2021年1月13日，本集團以現金代價人民幣410.0百萬元向國開祥雲(北京)資產管理有限責任公司收購電大在線另外50%股權。電大在線主要從事提供在線遠程學習服務。於是次交易前，本集團已持有電大在線的50%股權，且於收購完成後本集團於電大在線的股權增至100%。自此，電大在線成為本集團的間接全資附屬公司。

電大在線於收購日期可識別資產及負債的公平值如下：

35. BUSINESS COMBINATIONS (continued)**Year ended 31 December 2021 (continued)****Acquisition of Open University Online (continued)****35. 業務合併(續)****截至2021年12月31日止年度(續)****收購電大在線(續)**

		Notes 附註	Fair value recognised on acquisition 收購時確認 公平值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	13	57,015
Right-of-use assets	使用權資產	14(a)	22,042
Other intangible assets	其他無形資產	16	439,135
Deferred tax assets	遞延稅項資產		6,984
Inventories	存貨		8,280
Trade receivables	貿易應收款項		342,867
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產		17,640
Cash and cash equivalents	現金及現金等價物		1,033,591
Trade payables	貿易應付款項		(752,209)
Other payables and accruals	其他應付款項及應計費用		(366,202)
Contract liabilities	合約負債		(241,282)
Deferred income – current	遞延收入 – 即期	27	(455)
Tax payable	應付稅項		(7,072)
Lease liabilities included in interest-bearing bank and other borrowings – current	計入計息銀行及其他借款的租賃負債 – 即期	14(b)	(19,495)
Lease liabilities included in interest-bearing bank and other borrowings – non-current	計入計息銀行及其他借款的租賃負債 – 非即期	14(b)	(3,560)
Deferred tax liabilities	遞延稅項負債	30	(106,150)
Total identifiable net assets at fair value	可識別淨資產總額，按公平值		431,129
Goodwill on acquisition	收購帶來的商譽	15	391,095
Satisfied by:	支付：		
Prepayments for acquisition	收購事項的預付款項		82,000
Cash consideration	現金代價		328,000
Fair value of previously held equity interests	先前所持股權的公平值		412,224
			822,224

35. BUSINESS COMBINATIONS (continued)**Year ended 31 December 2021 (continued)****Acquisition of Open University Online (continued)**

An analysis of the cash flows in respect of the acquisition of subsidiaries is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	(328,000)
Cash and bank balances acquired	所收購現金及銀行結餘	1,033,591
Net inflow on acquisition included in cash flows from investing activities	計入投資活動所得現金流量的收購流入淨額	705,591

The Group incurred transactions costs of RMB3,100,000 for this acquisition. The transaction costs have been included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

Since the acquisition, Open University Online contributed RMB981,720,000 to the Group's revenue and RMB207,475,000 to the consolidated profit for the year ended 31 December 2021.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the period would have been RMB2,394,012,000 and RMB607,579,000, respectively.

35. 業務合併(續)**截至2021年12月31日止年度(續)****收購電大在線(續)**

就收購附屬公司的現金流量分析如下：

		RMB'000 人民幣千元
Cash consideration	現金代價	(328,000)
Cash and bank balances acquired	所收購現金及銀行結餘	1,033,591
Net inflow on acquisition included in cash flows from investing activities	計入投資活動所得現金流量的收購流入淨額	705,591

本集團就是次收購產生交易成本人民幣3,100,000元。有關交易成本已計入綜合損益及其他全面收益表內的行政開支。

自收購事項以來，電大在線為本集團截至2021年12月31日止年度貢獻收益人民幣981,720,000元及綜合利潤人民幣207,475,000元。

倘合併於年初進行，則期內本集團收益及利潤將分別為人民幣2,394,012,000元及人民幣607,579,000元。

35. BUSINESS COMBINATIONS (continued)**Year ended 31 December 2021 (continued)****Acquisition of Xiaoi Technology**

On 16 July 2021, Shiji Kuangao, a wholly-owned subsidiary of the Company, entered into an equity investment agreement with Ms. Tan Huafang (談華芳), Ningbo Xiaoi Weizhi Intelligent Technology Partnership (Limited Partnership) (寧波小愛唯智智能科技合夥企業(有限合夥)), Zhuhai Yunshi Yuanze Phase I Equity Investment Partnership (Limited Partnership) (珠海雲時源澤一期股權投資合夥企業(有限合夥)), Ningbo Meishan Free Trade Port Zone Anan Xincheng Investment Management Center (Limited Partnership) (寧波梅山保稅港區校校欣成投資管理中心(有限合夥)), Beijing Anan Xinchuang Investment Management Center (Limited Partnership) (北京校校新創投資管理中心(有限合夥)), Ningbo Zhongcai Investment Management Company Limited (寧波中才投資管理有限公司), Shanghai Wangzhuo Asset Management Center (Limited Partnership) (上海網卓資產管理中心(有限合夥)), Ningbo Free Trade Zone Juzhuo Equity Investment Partnership (Limited Partnership) (寧波保稅區聚卓股權投資合夥企業(有限合夥)), Wuhan Jiazhuo Innovation Equity Investment Center (Limited Partnership) (武漢珈卓創新股權投資中心(有限合夥)) and Xiaoi Technology, pursuant to which Shiji Kuangao agreed to acquire 44.7964% equity interests in Xiaoi Technology at a total consideration of RMB63,184,986 and inject a total of RMB16,880,000 into Xiaoi Technology as a capital injection. The consideration shall not exceed RMB80,064,986 with performance commitment for the three years ending 31 December 2023, and net profit of which shall not be less than RMB15,000,000. After the completion, Shiji Kuangao held 51% equity interests in Xiaoi Technology.

Xiaoi Technology is an internet company which mainly engages in providing SaaS services for the human resources industry. The acquisition was made as part of the Group's strategy to form a good integration and synergy with the Company's existing education business. The acquisition has been accounted for using the acquisition method. The acquisition was completed on 10 August 2021. Since then, Xiaoi Technology has become a subsidiary of the Company.

35. 業務合併(續)**截至2021年12月31日止年度(續)****小愛科技收購事項**

於2021年7月16日，本公司的全資附屬公司世紀寬高與談華芳女士、寧波小愛唯智智能科技合夥企業(有限合夥)、珠海雲時源澤一期股權投資合夥企業(有限合夥)、寧波梅山保稅港區校校欣成投資管理中心(有限合夥)、北京校校新創投資管理中心(有限合夥)、寧波中才投資管理有限公司、上海網卓資產管理中心(有限合夥)、寧波保稅區聚卓股權投資合夥企業(有限合夥)、武漢珈卓創新股權投資中心(有限合夥)及小愛科技訂立股權投資協議，據此，世紀寬高同意以總代價人民幣63,184,986元及向小愛科技支付增資款總計人民幣16,880,000元，收購小愛科技44.7964%的股權。代價不超過人民幣80,064,986元，且就截至2023年12月31日止三個年度作出業績承諾，其間的淨利潤不低於人民幣15,000,000元。於完成後，世紀寬高持有小愛科技的51%股權。

小愛科技是一家主要為人力資源行業提供SaaS服務的互聯網公司。收購事項已成為本集團關於與本公司現有教育業務形成良好融合協同策略的組成部分。收購事項已採用收購法入賬。收購事項於2021年8月10日完成。從此小愛科技成為本公司附屬公司。

35. BUSINESS COMBINATIONS (continued)**Year ended 31 December 2021 (continued)****Acquisition of Xiaoi Technology (continued)**

The fair values of the identifiable assets and liabilities of Xiaoi Technology as at the date of acquisition were as follows:

		Notes 附註	Fair value recognised on acquisition 收購時確認公平值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	13	19
Right-of-use assets	使用權資產	14(a)	1,190
Deferred tax assets	遞延稅項資產		2,012
Trade receivables	貿易應收款項		200
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產		18,865
Cash and cash equivalents	現金及現金等價物		304
Other payables and accruals	其他應付款項及應計費用		(7,520)
Contract liabilities	合約負債		(1,800)
Lease liabilities included in interest-bearing bank and other borrowings – current	計入計息銀行及其他借款的租賃負 債 – 即期	14(b)	(1,230)
Total identifiable net assets at fair value	可識別淨資產總額， 按公平值		12,040
Non-controlling interests	非控股權益		(5,900)
Goodwill on acquisition	收購帶來的商譽	15	66,725
Satisfied by:	支付：		
Cash consideration	現金代價		76,380
Consideration payable	應付代價		3,685
Contingent consideration	或然代價		(7,200)
			72,865

35. 業務合併(續)**截至2021年12月31日止年度(續)****小愛科技收購事項(續)**

小愛科技於收購日期可識別資產及負債的公平值如下：

35. BUSINESS COMBINATIONS (continued)**Year ended 31 December 2021 (continued)****Acquisition of Xiaoi Technology (continued)**

The Group incurred transaction costs of RMB100,000 for this acquisition. The transaction costs have been included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

As part of the purchase agreement, contingent consideration is payable, which is dependent on the amount of the net profit of Xiaoi Technology for the three years ending 31 December 2023. The initial amount recognised was RMB7,200,000 as a financial asset at fair value through profit or loss, which was determined using the discounted cash flow model and is within Level 3 fair value measurement.

Significant unobservable valuation inputs for the fair value measurement of contingent consideration are as follows:

Projected 2022 net profit of Xiaoi Technology	RMB13,820,000
Projected 2023 net profit of Xiaoi Technology	RMB25,490,000
Revenue volatility	22%

A significant increase (decrease) in the net profit of Xiaoi Technology would result in a significant decrease (increase) in the fair value of the contingent consideration asset. A significant increase (decrease) in the discount rate would result in a significant increase (decrease) in the fair value of the contingent consideration asset.

35. 業務合併(續)**截至2021年12月31日止年度(續)****小愛科技收購事項(續)**

本集團就是次收購產生交易成本人民幣100,000元。有關交易成本已計入綜合損益及其他全面收益表內的行政開支。

作為購買協議的組成部分，應付或然代價取決於小愛科技於截至2023年12月31日止三個年度的淨利潤。初始金額確認為按公平值計入損益的金融資產人民幣7,200,000元，乃使用貼現現金流模型釐定並計入第三級公平值計量。

或然代價公平值計量的重大不可觀察估值輸入數據如下：

小愛科技2022年 預計淨利潤	人民幣13,820,000元
小愛科技2023年 預計淨利潤	人民幣25,490,000元
收益波動	22%

小愛科技淨利潤大幅增加(減少)將導致或然代價資產的公平值大幅減少(增加)。貼現率大幅增加(減少)將導致或然代價資產的公平值大幅增加(減少)。

35. BUSINESS COMBINATIONS (continued)**Year ended 31 December 2021 (continued)****Acquisition of Xiaoi Technology (continued)**

An analysis of the cash flows in respect of the acquisition of subsidiaries is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	(76,380)
Cash and bank balances acquired	所收購現金及銀行結餘	304
Net cash outflow on acquisition included in cash flows from investing activities	計入投資活動所得現金流量的收購 現金流出淨額	(76,076)

Since the acquisition, Xiaoi Technology contributed RMB5,847,000 to the Group's revenue and caused a loss of RMB5,634,000 to the consolidated profit for the year ended 31 December 2021.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the year would have been RMB2,403,343,000 and RMB601,147,000, respectively.

Acquisition of Minsheng Online

On 26 June 2021, Chongqing Mengzhuo Education Technology Company Limited ("**Chongqing Mengzhuo**") and Chongqing Fanyun, wholly-owned subsidiaries of the Company, entered into an equity transfer agreement with Mr. Pan Guoqiang (潘國強), Ms. Liu Ruiqiong (劉睿瓊), Guangdong Mingshi Group Company Limited (廣東明世教育集團有限公司), Guangdong Mingshi Online Education Technology Company Limited (廣東明世在線教育有限公司) and Minsheng Online, pursuant to which Chongqing Mengzhuo and Chongqing Fanyun agreed to acquire 51% equity interests in Minsheng Online at a total consideration of RMB130,000,000, subject to the downward price adjustment in accordance with the completion of the performance commitment.

35. 業務合併(續)**截至2021年12月31日止年度(續)****小愛科技收購事項(續)**

就收購附屬公司的現金流分析如下：

		RMB'000 人民幣千元
Cash consideration	現金代價	(76,380)
Cash and bank balances acquired	所收購現金及銀行結餘	304
Net cash outflow on acquisition included in cash flows from investing activities	計入投資活動所得現金流量的收購 現金流出淨額	(76,076)

自收購事項以來，小愛科技為本集團截至2021年12月31日止年度貢獻收益人民幣5,847,000元及對綜合利潤帶來虧損人民幣5,634,000元。

倘合併於年初進行，則年內本集團收益及利潤將分別為人民幣2,403,343,000元及人民幣601,147,000元。

民生在線收購事項

於2021年6月26日，本公司全資附屬公司重慶夢卓教育科技有限公司(「**重慶夢卓**」)及重慶凡韻與潘國強先生、劉睿瓊女士、廣東明世教育集團有限公司、廣東明世在線教育有限公司及民生在線訂立股權轉讓協議，據此，重慶夢卓及重慶凡韻同意以總代價人民幣130,000,000元(可根據業績承諾的完成情況對總代價予以向下調整)收購民生在線的51%股權。

35. BUSINESS COMBINATIONS (continued)***Year ended 31 December 2021 (continued)*****Acquisition of Minsheng Online (continued)**

The consideration shall be adjusted based on Minsheng Online's actual financial performance for the three years ended 31 December 2022 with reference to the following performance targets: (i) the net profit of Minsheng Online for the year ended 31 December 2021 shall be higher than that of the year ended 31 December 2020 and the net profit of Minsheng Online for the year ended 31 December 2022 shall be higher than that of the year ended 31 December 2021; (ii) the total net profit of Minsheng Online for the three years ended 31 December 2022 shall not be less than RMB60,000,000; and (iii) the net profit for the year ended 31 December 2022 shall not be less than RMB30,000,000.

Minsheng Online mainly provides academic education services and vocational education and training through an online platform. The acquisition was made as part of the Group's strategy to expand its network of online education. The acquisition has been accounted for using the acquisition method. The acquisition was completed on 15 September 2021. Since then, Minsheng Online has become a subsidiary of the Company.

35. 業務合併(續)***截至2021年12月31日止年度(續)*****民生在線收購事項(續)**

代價將根據民生在線截至2022年12月31日止三個年度的實際財務表現並參考以下業績目標進行調整：(i)民生在線截至2021年12月31日止年度淨利潤高於截至2020年12月31日止年度淨利潤及民生在線截至2022年12月31日止年度淨利潤高於截至2021年12月31日止年度淨利潤；(ii)民生在線於截至2022年12月31日止三個年度的淨利潤總額不低於人民幣60,000,000元；及(iii)截至2022年12月31日止年度的淨利潤不低於人民幣30,000,000元。

民生在線通過在線平台主要提供學歷教育服務以及職業教育培訓。收購事項已成為本集團拓展其在線教育網絡策略的組成部分。收購事項已採用收購法入賬。收購事項於2021年9月15日完成。從此民生在線成為本公司附屬公司。

35. BUSINESS COMBINATIONS (continued)**Year ended 31 December 2021 (continued)****Acquisition of Minsheng Online (continued)**

The fair values of the identifiable assets and liabilities of Minsheng Online as at the date of acquisition were as follows:

		Notes 附註	Fair value recognised on acquisition 收購時確認公平值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	13	136
Right-of-use assets	使用權資產	14(a)	154
Other intangible assets	其他無形資產	16	75,862
Trade receivables	貿易應收款項		79,337
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產		38,962
Cash and cash equivalents	現金及現金等價物		2,395
Trade payables	貿易應付款項		(11,553)
Other payables and accruals	其他應付款項及應計費用		(67,583)
Contract liabilities	合約負債		(27,337)
Lease liabilities included in interest-bearing bank and other borrowings – current	計入計息銀行及其他借款的租賃負債—即期	14(b)	(162)
Tax payable	應付稅項		(1,129)
Deferred tax liabilities	遞延稅項負債	30	(18,875)
Total identifiable net assets at fair value	可識別淨資產總額，按公平值		70,207
Non-controlling interests	非控股權益		(34,400)
Goodwill on acquisition	收購帶來的商譽	15	86,483
Satisfied by:	支付：		
Cash consideration	現金代價		45,500
Consideration payable	應付代價		68,950
Contingent consideration	或然代價		7,840
			122,290

35. 業務合併(續)**截至2021年12月31日止年度(續)****民生在線收購事項(續)**

民生在線於收購日期可識別資產及負債的公平值如下：

35. BUSINESS COMBINATIONS (continued)**Year ended 31 December 2021 (continued)****Acquisition of Minsheng Online (continued)**

The Group incurred transaction costs of RMB300,000 for this acquisition. The transaction costs have been included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

As part of the purchase agreement, contingent consideration is payable, which is dependent on the amount of the net profit of Minsheng Online for the three years ended 31 December 2022. The initial amount recognised was RMB7,840,000 as a financial liability at fair value through profit or loss, which was determined using the discounted cash flow model and was within Level 3 fair value measurement.

Significant unobservable valuation inputs for the fair value measurement of contingent consideration are as follows:

Projected 2022 net profit of Minsheng Online	RMB30,437,000
Post-tax discount rate	17%

A significant increase (decrease) in the net profit of Minsheng Online would result in a significant increase (decrease) in the fair value of the contingent consideration liability. A significant increase (decrease) in the discount rate would result in a significant decrease (increase) in the fair value of the contingent consideration liability.

35. 業務合併(續)**截至2021年12月31日止年度(續)****民生在線收購事項(續)**

本集團就是次收購產生交易成本人民幣300,000元。有關交易成本已計入綜合損益及其他全面收益表內的行政開支。

作為購買協議的組成部分，應付或然代價取決於民生在線於截至2022年12月31日止三個年度的淨利潤。初始金額確認為按公平值計入損益的金融負債人民幣7,840,000元，乃使用貼現現金流模型釐定並計入第三級公平值計量。

或然代價公平值計量的重大不可觀察估值輸入數據如下：

民生在線2022年 預計淨利潤	人民幣30,437,000元
稅後貼現率	17%

民生在線淨利潤大幅增加(減少)將導致或然代價負債的公平值大幅增加(減少)。貼現率大幅增加(減少)將導致或然代價負債的公平值大幅減少(增加)。

35. BUSINESS COMBINATIONS (continued)**Year ended 31 December 2021 (continued)****Acquisition of Minsheng Online (continued)**

An analysis of the cash flows in respect of the acquisition of subsidiaries is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	(45,500)
Cash and bank balances acquired	所收購現金及銀行結餘	2,395
Net cash outflow on acquisition included in cash flows from investing activities	計入投資活動所得現金流量的收購現金 流出淨額	(43,105)

Since the acquisition, Minsheng Online contributed RMB28,413,000 to the Group's revenue and RMB12,113,000 to the consolidated profit for the year ended 31 December 2021.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the year would have been RMB2,469,151,000 and RMB620,066,000, respectively.

Acquisition of Umooc Online

On 16 October 2021, Beijing Yierxue, a wholly-owned subsidiary of the Company, entered into a share purchase agreement with Beijing Yidiyou Education Technology Center (Limited Partnership) (北京易地優教育科技中心(有限合夥)), Mr. Gujiang (顧江), Mr. Zhang Xiaoyi (張霄翼), Ms. Li Shengjie (李勝傑), Ms. Zhao Shuli (趙淑莉), Ms. Zhao Yan (趙硯) and Umooc Online, pursuant to which Beijing Yierxue agreed to acquire 100% of the issued share capital of Umooc Online at a cash consideration of RMB37.5 million. UMOOC Online provides education and teaching informatisation construction, online teaching support, mixed teaching applications and other services for undergraduate colleges and vocational colleges. The acquisition was made as part of the Group's strategy to expand its network of online education. The acquisition has been accounted for using the acquisition method. The handover was completed on 23 November 2021. Since then, Umooc Online has become a subsidiary of the Company.

35. 業務合併(續)**截至2021年12月31日止年度(續)****民生在線收購事項(續)**

就收購附屬公司的現金流分析如下：

		RMB'000 人民幣千元
Cash consideration	現金代價	(45,500)
Cash and bank balances acquired	所收購現金及銀行結餘	2,395
Net cash outflow on acquisition included in cash flows from investing activities	計入投資活動所得現金流量的收購現金 流出淨額	(43,105)

自收購事項以來，民生在線為本集團截至2021年12月31日止年度貢獻收益人民幣28,413,000元及綜合利潤人民幣12,113,000元。

倘合併於年初進行，則年內本集團收益及利潤將分別為人民幣2,469,151,000元及人民幣620,066,000元。

優慕課在線收購事項

於2021年10月16日，本公司全資附屬公司北京易而學與北京易地優教育科技中心(有限合夥)、顧江先生、張霄翼先生、李勝傑女士、趙淑莉女士、趙硯女士及優慕課在線訂立股份購買協議，據此，北京易而學同意以現金代價人民幣37,500,000元收購優慕課在線的全部已發行股本。優慕課在線為本科院校及職業院校提供教育教學信息化建設、在線教學支持、混合教學應用等服務。收購事項已成為本集團拓展其在線教育網絡策略的組成部分。收購事項已採用收購法入賬。移交已於2021年11月23日完成。從此優慕課在線成為本公司附屬公司。

35. BUSINESS COMBINATIONS (continued)**Year ended 31 December 2021 (continued)****Acquisition of Umooc Online (continued)**

The fair values of the identifiable assets and liabilities of Umooc Online as at the date of acquisition were as follows:

		Notes 附註	Fair value recognised on acquisition 收購時確認公平值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	13	96
Right-of-use assets	使用權資產	14(a)	4,100
Other intangible assets	其他無形資產	16	17,700
Cash and cash equivalents	現金及現金等價物		11,095
Accounts receivable	應收賬款		3,277
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產		2,573
Trade payables	貿易應付款項		(35)
Contract liabilities	合約負債		(4,378)
Other payables and accruals	其他應付款項及應計費用		(1,331)
Lease liabilities included in interest-bearing bank and other borrowings – current	計入計息銀行及其他借款的租賃負 債－即期	14(b)	(1,551)
Tax payable	應付稅項		(10)
Lease liabilities included in interest-bearing bank and other borrowings – non-current	計入計息銀行及其他借款的租賃負 債－非即期	14(b)	(2,442)
Deferred tax liabilities	遞延稅項負債	30	(299)
Total identifiable net assets at fair value	可識別淨資產總額， 按公平值		28,795
Goodwill on acquisition	收購帶來的商譽	15	8,705
Satisfied by:	支付：		
Cash consideration	現金代價		15,000
Consideration payable	應付代價		22,500
			37,500

35. 業務合併(續)**截至2021年12月31日止年度(續)****優慕課在線收購事項(續)**

優慕課在線於收購日期可識別資產及負債的公平值如下：

	Notes 附註	Fair value recognised on acquisition 收購時確認公平值 RMB'000 人民幣千元
Property, plant and equipment	13	96
Right-of-use assets	14(a)	4,100
Other intangible assets	16	17,700
Cash and cash equivalents		11,095
Accounts receivable		3,277
Prepayments, other receivables and other assets		2,573
Trade payables		(35)
Contract liabilities		(4,378)
Other payables and accruals		(1,331)
Lease liabilities included in interest-bearing bank and other borrowings – current	14(b)	(1,551)
Tax payable		(10)
Lease liabilities included in interest-bearing bank and other borrowings – non-current	14(b)	(2,442)
Deferred tax liabilities	30	(299)
Total identifiable net assets at fair value		28,795
Goodwill on acquisition	15	8,705
Satisfied by:		
Cash consideration		15,000
Consideration payable		22,500
		37,500

35. BUSINESS COMBINATIONS (continued)**Year ended 31 December 2021 (continued)****Acquisition of Umooc Online (continued)**

The Group incurred transaction costs of RMB100,000 for this acquisition. The transaction costs have been included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

An analysis of the cash flows in respect of the acquisition of subsidiaries is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	(15,000)
Cash and bank balances acquired	所收購現金及銀行結餘	11,095
Net outflow on acquisition included in cash flows from investing activities	計入投資活動所得現金流量的收購流出淨額	(3,905)

Since the acquisition, Umooc Online contributed RMB9,169,000 to the Group's revenue and RMB6,230,000 to the consolidated profit for the year ended 31 December 2021.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the year would have been RMB2,411,300,000 and RMB608,570,000, respectively.

35. 業務合併(續)**截至2021年12月31日止年度(續)****優慕課在線收購事項(續)**

本集團就是次收購產生交易成本人民幣100,000元。有關交易成本已計入綜合損益及其他全面收益表內的行政開支。

就收購附屬公司的現金流分析如下：

		RMB'000 人民幣千元
Cash consideration	現金代價	(15,000)
Cash and bank balances acquired	所收購現金及銀行結餘	11,095
Net outflow on acquisition included in cash flows from investing activities	計入投資活動所得現金流量的收購流出淨額	(3,905)

自收購事項以來，優慕課在線為本集團截至2021年12月31日止年度貢獻收益人民幣9,169,000元及綜合利潤人民幣6,230,000元。

倘合併於年初進行，則年內本集團收益及利潤將分別為人民幣2,411,300,000元及人民幣608,570,000元。

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Changes in liabilities arising from financing activities

2022

		Bank and other borrowings	Lease liabilities	Sale and leaseback liabilities	Loans from the ultimate holding company 來自最終 控股公司 的貸款	Dividends payable
		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	RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	1,776,515	52,421	149,991	-	23
Changes from financing cash flows	融資現金流變動	105,969	(29,347)	57,718	-	(90,111)
New leases	新租賃	-	31,941	-	-	-
Acquisition of a subsidiary	附屬公司收購事項	-	123	-	-	-
Interest expense	利息開支	90,876	3,121	21,130	-	-
Disposal of leases	處置租賃	-	(6,813)	-	-	-
Dividends declared	已宣派股息	-	-	-	-	192,516
Effect of foreign exchange rate changes	匯率變動影響	103,841	48	-	-	-
At 31 December 2022	於2022年12月31 日	2,077,201	51,494	228,839	-	102,428

36. 綜合現金流量表附註

(a) 融資活動所產生負債的變動

2022年

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(a) Changes in liabilities arising from financing activities (continued)

2021		Bank and other borrowings	Lease liabilities	Sale and leaseback liabilities	Loans from the ultimate holding company	Dividends payable
		銀行及其他借款	租賃負債	售後回租負債	來自最終控股公司的貸款	應付股息
		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
At 1 January 2021	於2021年1月1日	1,690,466	17,726	55,821	137,236	62,179
Changes from financing cash flows	融資現金流變動					
New leases	新租賃	36,697	(30,137)	86,712	(138,814)	(100,108)
Acquisition of subsidiaries	附屬公司收購事項	-	28,440	-	-	-
Interest expense	利息開支	69,444	1,629	7,458	2,945	-
Dividends declared	已宣派股息	-	-	-	-	37,952
Effect of foreign exchange rate changes	匯率變動影響	(20,092)	-	-	(1,367)	-
At 31 December 2021	於2021年12月31日	1,776,515	52,421	149,991	-	23

(b) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Within financing activities 融資活動內	29,347	30,137

36. 綜合現金流量表附註(續)

(a) 融資活動所產生負債的變動(續)

(b) 租賃之現金流出總額

計入現金流量表的租賃之現金流出總額如下：

37. CONTINGENT LIABILITIES

As at 31 December 2022, the Group did not have any significant contingent liabilities (2021: Nil).

38. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

37. 或然負債

於2022年12月31日，本集團概無任何重大或然負債(2021年：無)。

38. 承擔

本集團於報告期末的資本承擔如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Equipment	設備	43,553	43,503
Buildings	樓宇	358,441	367,018
Acquisition of a private school and companies	收購民辦學校及公司	91,800	91,800
		493,794	502,321

At the end of the reporting period, the Group did not have significant capital commitments that are authorised but not contracted for (2021: Nil).

於報告期末，本集團並無已授權但未訂約的重大資本承擔(2021年：無)。

39. RELATED PARTY TRANSACTIONS**(a) Name and relationship of a related party**

Name 名稱	Relationship 關係
Minsheng Group Company Limited 民生集團有限公司	The ultimate holding company 最終控股公司

(b) The Group had the following transactions with a related party during the year:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Repayments to: Minsheng Group Company Limited	還款予： 民生集團有限公司	—	138,814
Interest expense to: Minsheng Group Company Limited	應付利息開支： 民生集團有限公司	—	2,945

(c) Compensation of key management personnel of the Group:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	18,697	16,980
Equity-settled share option expense	以權益結算的購股權費用	1,668	3,478
Pension scheme contributions	退休金計劃供款	419	250
		20,784	20,708

Further details of directors' emoluments are included in note 8 to the financial statements.

董事酬金的進一步詳情載於財務報表附註8。

40. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2022

Financial assets

40. 金融工具分類

於報告期末，各類金融工具的賬面值如下：

2022年

金融資產

		Financial assets at fair value through profit or loss 按公平值計入損益的金融資產			Total 總計
		Designated as such upon initial recognition 於初步確認時指定	Mandatorily designated as such 強制指定	Financial assets at amortised cost 按攤銷成本計量的金融資產	
		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
Trade receivables	貿易應收款項	—	—	684,137	684,137
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	—	—	496,011	496,011
Financial assets included in other non-current assets	計入其他非流動資產的金融資產	—	—	900	900
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產				
– Equity investment	– 股權投資	—	14,176	—	14,176
– Contingent consideration	– 或然代價	148,300	—	—	148,300
– Wealth management products	– 理財產品	29,455	—	—	29,455
Cash and cash equivalents	現金及現金等價物	—	—	3,477,088	3,477,088
		177,755	14,176	4,658,136	4,850,067

40. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

40. 金融工具分類(續)

2022 (continued)

2022年(續)

Financial liabilities

金融負債

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債 RMB'000 人民幣千元
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	541,615
Trade payables	貿易應付款項	944,220
Dividend payables	應付股息	102,428
Interest-bearing bank and other borrowings	計息銀行及其他借款	2,357,534
Put option liability	認沽期權負債	944,472
		4,890,269

40. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

40. 金融工具分類(續)

2021

2021年

Financial assets

金融資產

Financial assets at fair value
through profit or loss

按公平值計入損益的金融資產

		Designated as such upon initial recognition	Mandatorily designated as such	Financial assets at amortised cost	Total
		於初步 確認時指定	強制指定	按攤銷成本 計量的 金融資產	總計
		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
Trade receivables	貿易應收款項	–	–	606,031	606,031
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其 他應收款項及其 他資產的金融 資產	–	–	123,932	123,932
Financial assets included in other non-current assets	計入其他非流動資 產的金融資產	17,169	–	400,900	418,069
Financial assets at fair value through profit or loss	按公平值計入損益 的金融資產				
– Equity investment	– 股權投資	–	33,139	–	33,139
– Contingent consideration	– 或然代價	63,400	–	–	63,400
– Wealth management product	– 理財產品	204,400	–	–	204,400
Cash and cash equivalents	現金及現金等價物	–	–	2,750,227	2,750,227
Restricted bank deposits	受限制銀行存款	–	–	186,016	186,016
		284,969	33,139	4,067,106	4,385,214

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

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40. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

40. 金融工具分類(續)

2021 (continued)

2021年(續)

Financial liabilities

金融負債

		Financial liability at fair value through profit or loss 按公平值計入 損益的金融負債	Designated as such upon initial recognition 於初步 確認時指定 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤銷成本計量 的金融負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial liability at fair value through profit or loss – contingent consideration	按公平值計入損益的金融負債 – 或然代價		7,840	–	7,840
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債		–	687,417	687,417
Trade payables	貿易應付款項		–	807,138	807,138
Dividend payables	應付股息		–	23	23
Interest-bearing bank and other borrowings	計息銀行及其他借款		–	1,978,927	1,978,927
Payables for compensation fees - non-current	應付補償費用 – 非即期		–	55,116	55,116
Put option liability	認沽期權負債		–	900,742	900,742
			7,840	4,429,363	4,437,203

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

41. 金融工具的公平值及公平值層級

本集團金融工具(賬面值與公平值合理相若者除外)的賬面值及公平值如下：

		2022	2022
		Carrying	Fair values
		賬面值	公平值
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Financial assets	金融資產		
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產		
– Equity investment	– 股權投資	14,176	14,176
– Contingent consideration	– 或然代價	148,300	148,300
– Wealth management products	– 理財產品	29,455	29,455
Financial assets included in other current assets	計入其他流動資產的金融資產	400,000	400,000
Financial assets included in other non-current assets (other than a loan to an associate)	計入其他非流動資產的金融資產(給予聯營公司的貸款除外)	900	900
		592,831	592,831
Financial liabilities	金融負債		
Interest-bearing bank and other borrowings (other than lease liabilities)	計息銀行及其他借款(租賃負債除外)	2,077,201	2,076,257
Put option liability	認沽期權負債	944,472	944,472
		3,021,673	3,020,729

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)**41. 金融工具的公平值及公平值層級(續)**

		2021 Carrying amounts 賬面值 RMB'000 人民幣千元	2021 Fair values 公平值 RMB'000 人民幣千元
Financial assets	金融資產		
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產		
– Equity investment	– 股權投資	33,139	33,139
– Contingent consideration	– 或然代價	63,400	63,400
– Wealth management product	– 理財產品	204,400	204,400
Loan to an associate included in other non-current assets	計入其他非流動資產的給予聯營公司的貸款	17,169	17,169
Financial assets included in other non-current assets (other than a loan to an associate)	計入其他非流動資產的金融資產(給予聯營公司的貸款除外)	400,900	400,900
		719,008	719,008
Financial liabilities	金融負債		
Financial liability at fair value through profit or loss -contingent consideration	按公平值計入損益的金融負債 – 或然代價	7,840	7,840
Interest-bearing bank and other borrowings (other than lease liabilities)	計息銀行及其他借款(租賃負債除外)	1,926,506	1,796,760
Payables for compensation fees – non-current	應付補償費用 – 非即期	55,116	55,116
Put option liability	認沽期權負債	900,742	900,742
		2,890,204	2,760,458

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Management has assessed that the fair values of cash and cash equivalents, restricted bank deposits, financial assets included in prepayments, other receivables and other assets, trade receivables, trade payables, dividend payables and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of financial assets included other non-current assets except for a loan to an associate, which have been measured at fair value, financial liabilities included in interest-bearing bank and other borrowings and loans from the ultimate holding company have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank and other borrowings as at 31 December 2021 and 2022 were assessed to be insignificant.

The fair value of the put option liability has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

41. 金融工具的公平值及公平值層級(續)

管理層已評估現金及現金等價物、受限制銀行存款、計入預付款項、其他應收款項及其他資產的金融資產、貿易應收款項、貿易應付款項、應付股息以及計入其他應付款項及應計費用的金融負債的公平值，與其賬面值相若，主要是由於該等工具短期內到期。

金融資產及負債的公平值以自願交易方(非強迫或清盤出售)當前交易中該工具的可交易金額入賬。以下方法及假設用作估計彼等的公平值：

計入其他非流動資產且按公平值計量的金融資產(給予聯營公司的貸款除外)、計入計息銀行及其他借款的金融負債及來自最終控股公司的貸款的公平值乃透過採用具類似條款、信貸風險及餘下到期日的工具現時可用利率貼現預期未來現金流量計算。因本集團於2021年及2022年12月31日就計息銀行及其他借款的本身不履約風險而導致的公平值變動乃評估為並不重大。

認沽期權負債的公平值透過採用具類似條款、信貸風險及餘下到期日的工具現時可用利率貼現預期未來現金流量計算。

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair values of listed equity investments are based on quoted market prices.

The fair value of the loan to an associate included in other non-current assets has been estimated using the discounted cash flow valuation model based on assumptions that were not supported by observable market prices or rates. The valuation required the directors to make estimates about the expected future cash flows including expected future interest return on maturity of the loan to an associate. The directors believe that the estimated fair value resulting from the valuation technique, which is recorded in the consolidated statement of financial position, is reasonable, and that it is the most appropriate value at the end of the reporting period.

The fair value of the contingent consideration has been estimated using the discounted cash flow method.

Set out below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis at the end of the reporting period:

31 December 2022

	Valuation technique 估值方法	Significant unobservable input 重大不可觀察參數	Range 幅度	Sensitivity of fair value to the input 公平值對參數的敏感度
Contingent consideration	Discounted cash flow method	Discount rate	17.0%	0.5% increase/(decrease) in discount rate would result in (decrease)/ increase in fair value by RMB600,000/ RMB400,000
或然代價	貼現現金流方法	貼現率	17.0%	貼現率上升/(下跌)0.5%將導致公平值(減少)/增加人民幣 600,000元/人民幣 400,000元

41. 金融工具的公平值及公平值層級(續)

上市股權投資的公平值按市場報價計算。

計入其他非流動資產的給予聯營公司的貸款的公平值，乃採用貼現現金流估值模式估計，當中的假設並無取得可觀察市價或比率支持。有關估值須董事就預期未來現金流(包括給予聯營公司的貸款到期時的預期未來利息回報)作出估計。董事相信，按此估值方法得出的估計公平值(於綜合財務狀況表入賬)乃屬合理，並為報告期末最恰當的估值。

或然代價的公平值乃採用貼現現金流方法估計。

金融工具估值於報告期末的重大不可觀察參數及量化敏感度分析的概要載列如下：

2022年12月31日

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

31 December 2021

	Valuation technique 估值方法	Significant unobservable input 重大不可觀察參數	Range 幅度	Sensitivity of fair value to the input 公平值對參數的敏感度
Loan to an associate included in other non-current assets	Discounted cash flow method	Discount rate	3.0%	0.5% increase/(decrease) in discount rate would result in (decrease)/increase in fair value by RMB2,198,000/RMB2,540,000
計入其他非流動資產的給予聯營公司的貸款	貼現現金流方法	貼現率	3.0%	貼現率上升/(下跌)0.5%將導致公平值(減少)/增加人民幣2,198,000元/人民幣2,540,000元
Contingent consideration	Discounted cash flow method	Discount rate	17.0%	0.5% increase/(decrease) in discount rate would result in (decrease)/increase in fair value by RMB950,000/RMB1,250,000
或然代價	貼現現金流方法	貼現率	17.0%	貼現率上升/(下跌)0.5%將導致公平值(減少)/增加人民幣950,000元/人民幣1,250,000元
		Revenue volatility	22.0%	0.5% increase/(decrease) in revenue volatility would result in increase/(decrease) in fair value by RMB500,000/RMB500,000
		收入波幅	22.0%	收入波幅上升/(下跌)0.5%將導致公平值增加/(減少)人民幣500,000元/人民幣500,000元

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41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)**Fair value hierarchy**

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value**As at 31 December 2022****41. 金融工具的公平值及公平值層級(續)****公平值層級**

下表闡明本集團金融工具的公平值計量層級：

按公平值計量的資產**於2022年12月31日**

		Fair value measurement using 公平值計量使用			
		Quoted prices in active markets 於活躍市場 的報價 (Level 1) (第一級) RMB'000 人民幣千元	Significant observable inputs 重大 可觀察參數 (Level 2) (第二級) RMB'000 人民幣千元	Significant unobservable inputs 重大 不可觀察參數 (Level 3) (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損 益的金融資產				
– Equity investment	– 股權投資	14,176	–	–	14,176
– Contingent consideration	– 或然代價	–	–	148,300	148,300
– Wealth management products	– 理財產品	–	29,455	–	29,455
		14,176	29,455	148,300	191,931

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Assets measured at fair value (continued)

As at 31 December 2021

41. 金融工具的公平值及公平值層級(續)

公平值層級(續)

按公平值計量的資產(續)

於2021年12月31日

		Fair value measurement using			
		公平值計量使用			
		Quoted prices in active markets 於活躍市場 的報價 (Level 1) (第一級) RMB'000 人民幣千元	Significant observable inputs 重大可 觀察參數 (Level 2) (第二級) RMB'000 人民幣千元	Significant unobservable inputs 重大不可 觀察參數 (Level 3) (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益 的金融資產				
– Equity investment	– 股權投資	33,139	–	–	33,139
– Contingent consideration	– 或然代價	–	–	63,400	63,400
– Wealth management product	– 理財產品	–	204,400	–	204,400
Loan to an associate included in other non-current assets	計入其他非流動 資產的給予 聯營公司的貸 款	–	–	17,169	17,169
		33,139	204,400	80,569	318,108

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Liability measured at fair value

As at 31 December 2021

41. 金融工具的公平值及公平值層級(續)

公平值層級(續)

按公平值計量的負債

於2021年12月31日

	Fair value measurement using			Total
	Quoted prices in active markets 於活躍市場的報價 (Level 1) (第一級) RMB'000 人民幣千元	Significant observable inputs 重大可觀察參數 (Level 2) (第二級) RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察參數 (Level 3) (第三級) RMB'000 人民幣千元	
Financial liability at fair value through profit or loss				
– Contingent consideration	–	–	7,840	7,840

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)**Fair value hierarchy (continued)****Liability measured at fair value (continued)**

As at 31 December 2021 (continued)

The movements in fair value measurements within Level 3 during the year are as follows:

41. 金融工具的公平值及公平值層級(續)**公平值層級(續)****按公平值計量的負債(續)**

於2021年12月31日(續)

年內第三級內公平值計量的變動如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Loan to an associate included in other non-current assets	計入其他非流動資產的給予聯營公司的貸款		
At 1 January	於1月1日	17,169	27,942
Total losses recognised in profit or loss included in other expenses	計入其他開支於損益確認的虧損總額	(17,986)	(10,133)
Effect of foreign exchange rate changes	匯率變動影響	817	(640)
At 31 December	於12月31日	-	17,169
Financial assets at fair value through profit or loss -Contingent consideration	按公平值計入損益的金融資產 - 或然代價		
At 1 January	於1月1日	63,400	58,560
Acquisition of subsidiaries	收購附屬公司	-	7,200
Consideration paid	已付代價	13,430	-
Fair value change	公平值變動	71,470	(2,360)
At 31 December	於12月31日	148,300	63,400
Financial liability at fair value through profit or loss -Contingent consideration	按公平值計入損益的金融負債 - 或然代價		
At 1 January	於1月1日	7,840	74,652
Acquisition of subsidiaries	收購附屬公司	-	7,840
Consideration to be paid	將付代價	(22,225)	(125,346)
Fair value change	公平值變動	14,385	50,694
At 31 December	於12月31日	-	7,840

During the years ended 31 December 2021 and 2022, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

於截至2021年及2022年12月31日止年度，就金融資產及金融負債而言，第一級及第二級之間概無公平值計量轉撥，而第三級亦無轉入或轉出。

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41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)**Fair value hierarchy (continued)****Liabilities for which fair values are disclosed****As at 31 December 2022****41. 金融工具的公平值及公平值層級(續)****公平值層級(續)****披露公平值的負債****於2022年12月31日**

		Fair value measurement using 公平值計量使用			Total
		Quoted prices in active markets 於活躍市場 的報價 (Level 1) (第一級) RMB'000 人民幣千元	Significant observable inputs 重大可 觀察參數 (Level 2) (第二級) RMB'000 人民幣千元	Significant unobservable inputs 重大不可 觀察參數 (Level 3) (第三級) RMB'000 人民幣千元	RMB'000 人民幣千元
Interest-bearing bank and other loans (other than lease liabilities)	計息銀行及其他 貸款(租賃 負債除外)	—	2,077,201	—	2,077,201
Put option liability	認沽期權負債	—	944,472	—	944,472
		—	3,021,673	—	3,021,673

As at 31 December 2021

於2021年12月31日

		Fair value measurement using 公平值計量使用			Total
		Quoted prices in active markets 於活躍市場 的報價 (Level 1) (第一級) RMB'000 人民幣千元	Significant observable inputs 重大可 觀察參數 (Level 2) (第二級) RMB'000 人民幣千元	Significant unobservable inputs 重大不可 觀察參數 (Level 3) (第三級) RMB'000 人民幣千元	RMB'000 人民幣千元
Interest-bearing bank and other loans (other than lease liabilities)	計息銀行及其他 貸款(租賃 負債除外)	—	1,796,760	—	1,796,760
Payables for compensation fees - non-current	應付補償費用 —非即期	—	55,116	—	55,116
Put option liability	認沽期權負債	—	900,742	—	900,742
		—	2,752,618	—	2,752,618

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank loans, other interest-bearing loans and cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, other receivables, trade payables and other payables and accruals, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank loans with floating interest rates. It is the Group's policy to keep certain borrowings at floating rates of interest so as to minimise the fair value interest rate risk. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the directors of the Company will consider hedging significant interest rate risk should the need arise.

The sensitivity analysis below has been determined based on the exposure to interest rates for variable rate bank borrowings at the end of years 2021 and 2022 and assumed that the amounts of liabilities outstanding at the end of years 2021 and 2022 were outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

42. 金融風險管理目標及政策

本集團的主要金融工具包括銀行貸款、其他計息貸款以及現金及銀行結餘。該等金融工具的主要目的乃為本集團的業務經營籌集資金。本集團有多種直接因營運產生的其他金融資產及負債，如貿易應收款項、其他應收款項、貿易應付款項以及其他應付款項及應計費用。

本集團金融工具所產生的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會審閱並協定管理各有關風險的政策，有關政策的概要如下。

利率風險

本集團就市場利率變動承擔的風險主要與其浮息銀行貸款相關。本集團的政策為保持若干浮息借貸，以盡量降低公平值利率風險。本集團現時並無利用任何衍生合約對沖其利率風險。然而，本公司董事將於必要時考慮對沖重大利率風險。

以下敏感度分析乃根據於2021年及2022年年末浮息銀行借貸的利率風險釐定，並假設於2021年及2022年年末的尚未償還負債金額於整個年度仍未償還。向主要管理人員內部匯報利率風險時，均以50個基點增減為準，此乃管理層對利率合理可能變動的評估。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Interest rate risk (continued)**

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profits for the years ended 31 December 2021 and 2022 would decrease/increase by RMB8,033,000 and RMB8,656,000, respectively. This is mainly attributable to the Group's exposure to variable interest rates on its bank loans.

Foreign currency risk

All of the Group's turnover and substantially all of the Group's operating expenses are denominated in RMB, which is not a freely convertible currency. The PRC Government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of Mainland China. Shortages in the availability of foreign currencies may restrict the ability of the Group's PRC subsidiaries to remit sufficient foreign currencies to pay dividends or other amounts to the Group.

The following table demonstrates the sensitivity as at the end of the reporting period to a reasonably possible change in the US\$ exchange rate, with all other variables held constant, of the Group's profit before tax and the Group's equity (arising from US\$ denominated financial instruments).

Effect on profit before tax and equity

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Increase in the US\$ rate by 3%	美元匯率增加3%	(14,236)	(9,282)
Decrease in the US\$ rate by 3%	美元匯率下跌3%	14,236	9,282

42. 金融風險管理目標及政策(續)**利率風險(續)**

倘利率上升/下跌50個基點及所有其他可變因素維持不變，本集團截至2021年及2022年12月31日止年度的稅後溢利將分別減少/增加人民幣8,033,000元及人民幣8,656,000元。這主要由於本集團銀行貸款的浮動利率風險所致。

外幣風險

本集團全部營業額及幾乎全部營運開支乃按人民幣計值，而人民幣並非可自由兌換貨幣。中國政府控制人民幣與外幣的兌換，並在若干情況下控制貨幣匯出中國大陸。外幣短缺或會限制本集團中國附屬公司匯兌足夠外幣向本集團支付股息或其他款項的能力。

下表載列於報告期間末，在所有其他可變因素維持不變的情況下，本集團的稅前溢利及股本(自以美元計值的金融工具產生)對美元匯率合理可能變動的敏感度。

對除稅前溢利及股本的影響

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The credit risk of the Group's financial assets, which comprise bank balances, trade receivables and deposits and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Cash and cash equivalents

Most of the bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default. The expected credit loss is approximately zero.

Trade receivables

On-campus education

The Group's trade receivables are due from a number of individual students. The credit quality of each student is assessed and outstanding receivables are regularly monitored. An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on financial situation and historical payment records for groupings of various student segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off after one year of graduation of the specific students and are not subject to enforcement activity.

42. 金融風險管理目標及政策(續)

信貸風險

本集團金融資產(包括銀行結餘、貿易應收款項以及按金及其他應收款項)的信貸風險來自對手方違約，最高風險相當於該等工具的賬面值。

現金及現金等價物

大部分銀行結餘及已抵押存款乃存於近期並無違約記錄且具信譽的銀行。預期信貸虧損約為零。

貿易應收款項

校園教育

本集團的貿易應收款項為應收若干個別學生的款項。本集團評估每名學生的信貸質素，並定期監控尚未償還應收款項。於各報告日期採用撥備矩陣進行減值分析以計量預期信貸虧損。撥備率乃根據具有類似虧損模式的各學生分部組別的財務狀況及過往支付記錄釐定。有關計算反映概率加權結果、貨幣時間價值及於報告日期可取得有關過往事件、現狀及未來經濟狀況預測的合理可靠資料。一般而言，貿易應收款項於相關學生畢業一年後予以撇銷，並無強制執行付款。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Trade receivables (continued)

Online education

The Group assessed the expected loss on trade receivables from cooperative universities grouped based on the ageing of the trade receivables, considering the historical default experience and forward-looking information, as appropriate. The Group uses debtors' ageing to assess the impairment for cooperative universities in relation to distance education because these customers consist of numbers of cooperative universities with common risk characteristics that are representative of the cooperative universities' abilities to pay all amounts due in accordance with the contractual terms.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 21 to the financial statements. The Group does not hold collateral as security.

Other receivables

As disclosed in note 22 to the financial statements, except for default receivables, other receivables were categorised in stage 1 for measurement of expected credit losses at the end of the reporting period. In calculating the expected credit loss rate, the Group considers the historical loss rate and adjusts for forward-looking macroeconomic data. During the current year, except for the default receivables, the Group estimated the expected loss rate for the other receivables is minimal.

42. 金融風險管理目標及政策(續)

信貸風險(續)

貿易應收款項(續)

在線教育

本集團評估來自合作院校的貿易應收款項的預期虧損時，乃根據貿易應收款項的賬齡進行分組，並考慮過往違約記錄及前瞻性資料(如適用)。本集團使用債務人賬齡來評估遠程教育合作院校的減值，因該等客戶包括多所具共同風險特徵的合作院校，代表着合作院校根據合約條款支付所有到期款項的能力。

於報告日期的最高信貸風險為財務報表附註21所披露各類金融資產的賬面值。本集團並無持有抵押品作為抵押。

其他應收款項

誠如財務報表附註22所披露，除拖欠應收款項外，其他應收款項歸類為報告期末計量預期信貸虧損的第1階段。於計算預期信貸虧損率時，本集團考慮過往虧損率，並就前瞻性宏觀經濟數據作出調整。於本年度，除拖欠應收款項外，本集團估計其他應收款項的預期虧損率不大。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)***Credit risk (continued)*****Other receivables (continued)**

The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Long ageing balances are reviewed regularly by senior management. In view of the fact that the Group's deposits and other receivables relate to a large number of diversified counterparties, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its deposits and other receivable balances. Deposits and other receivables were mainly loans to employees, loans to third parties and other receivables.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of internally generated cash flows from operations and other borrowings. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

42. 金融風險管理目標及政策(續)***信貸風險(續)*****其他應收款項(續)**

本集團致力維持對其未支付應收款項的嚴格控制，以減輕信貸風險。賬齡較長的結欠由高級管理層定期審閱。鑒於本集團的按金及其他應收款項涉及人數龐大而分散的對手方，故並無重大信貸風險集中。本集團並無就其按金及其他應收款項結餘持有任何抵押品或其他信用增級。按金及其他應收款項主要為給予僱員的貸款、給予第三方的貸款及其他應收款項。

流動資金風險

本集團的目標為通過使用經營內部產生之現金流量及其他借款維持資金持續供應與靈活性之間的平衡。本集團定期檢討主要資金狀況以確保有足夠財務資源履行財務責任。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Liquidity risk (continued)**

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

42. 金融風險管理目標及政策(續)**流動資金風險(續)**

本集團金融負債於報告期末基於合約未貼現付款的到期情況如下：

		As at 31 December 2022					
		於2022年12月31日					
		On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total
		按要求	三個月以內	三至十二個月以內	一至五年	超過五年	總計
		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
Trade payables	貿易應付款項	-	-	944,220	-	-	944,220
Dividend payables	應付股息	-	-	102,428	-	-	102,428
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	424,390	-	117,225	-	-	541,615
Lease liabilities	租賃負債	-	6,519	20,815	31,822	-	59,156
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行及其他借款(不包括租賃負債)	-	69,679	581,808	1,746,364	105,558	2,503,409
Put option liability	認沽期權負債	-	-	981,500	-	-	981,500
		424,390	76,198	2,747,996	1,778,186	105,558	5,132,328

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

42. 金融風險管理目標及政策(續)

Liquidity risk (continued)

流動資金風險(續)

As at 31 December 2021

於2021年12月31日

	On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total
	按要求	三個月以內	三至十二個月以內	一至五年	超過五年	總計
	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
Financial liability at fair value through profit or loss	–	–	–	7,840	–	7,840
Trade payables	–	–	807,138	–	–	807,138
Dividend payables	–	23	–	–	–	23
Financial liabilities included in other payables and accruals	471,202	–	216,215	–	–	687,417
Lease liabilities	–	5,241	10,768	41,905	–	57,914
Interest-bearing bank and other borrowings (excluding lease liabilities)	–	56,726	269,686	1,528,216	224,962	2,079,590
Payables for compensation fees – non-current	–	–	–	60,000	–	60,000
Put option liability	–	–	–	981,500	–	981,500
	471,202	61,990	1,303,807	2,619,461	224,962	4,681,422

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Interest rate benchmark reform**

As at 31 December 2022, the Group had certain interest-bearing bank borrowings denominated in US\$. The interest rates of these instruments are based on the LIBOR with a tenor of six months or twelve months, which will cease to be published after 30 June 2023. Replacement of the benchmark rates of these instruments from LIBOR to an RFR has yet to commence but it is expected that there will be renegotiations of terms in the future. During the transition, the Group is exposed to the following risks:

- Parties to the contract may not reach agreement in a timely manner as any changes to the contractual terms require the agreement of all parties to the contract
- Additional time may be needed for the parties to the contract to reach agreement as they may renegotiate terms which are not part of the interest rate benchmark reform (e.g., changing the credit spread of the bank borrowings due to changes in credit risk of the Group)
- The existing fallback clause included in the instruments may not be adequate to facilitate a transition to a suitable RFR

The Group will continue to monitor the development of the reform and take proactive measures for a smooth transition.

42. 金融風險管理目標及政策(續)**利率基準改革**

本集團於2022年12月31日持有以美元計值的若干計息銀行借貸。該等工具的利率按六個月或十二個月期限的倫敦銀行同業拆息計算，該等利率於2023年6月30日後將不再公佈。將該等工具的基準利率由倫敦銀行同業拆息改為無風險利率的替換尚未開始，但條款預計將於日後重新磋商。於過渡期間內，本集團面臨下列風險：

- 由於合約條款的任何更改須經合約所有各方同意，合約各方可能無法及時達成一致
- 由於合約各方可能重新磋商並非利率基準改革內容的條款(例如因本集團信貸風險的變動而更改銀行借貸的信貸息差)，合約各方達成一致可能需要更多時間
- 該等工具所載現行後備方案條款可能不足以促成向適當無風險利率的過渡

本集團將繼續關注改革的進展情況並採取主動措施以便順暢過渡。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Interest rate benchmark reform (continued)**

The information about financial instruments based on an interbank offered rate that has yet to transition to an alternative benchmark rate is as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Non-derivative financial liabilities – carrying amount	非衍生金融負債 — 賬面值		
Interest-bearing bank borrowings - US\$ LIBOR	計息銀行借貸 — 美元倫敦銀行同業拆息	632,822	603,651

Capital management

The Group's policy is to maintain a strong capital base so as to maintain creditor and market confidence and to sustain future development of business.

The directors review the capital structure on a continuous basis taking into account the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through raising new debts as well as redemption of existing debts. The Group's overall strategy remained unchanged during the reporting period.

42. 金融風險管理目標及政策(續)**利率基準改革(續)**

基於銀行同業拆息並有待過渡至其他基準利率的金融工具相關資料如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Non-derivative financial liabilities – carrying amount	非衍生金融負債 — 賬面值		
Interest-bearing bank borrowings - US\$ LIBOR	計息銀行借貸 — 美元倫敦銀行同業拆息	632,822	603,651

資本管理

本集團的政策為維持穩健資本基礎，以保持債權人與市場的信心，同時維持未來業務發展。

董事不斷檢討資本架構，考慮資本成本及與各類資本相關的風險。根據董事的推薦建議，本集團會透過籌集新債及贖回現有債務平衡整體資本架構。本集團的整體策略於報告期間維持不變。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Capital management (continued)**

The Group monitors capital using a debt-to-asset ratio which is total liabilities divided by total assets. Capital represents equity attributable to owners of the parent. The debt-to-asset ratios as at the end of the reporting periods are as follows:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total liabilities	負債總額	6,919,465	6,648,759
Total assets	資產總額	11,956,581	11,437,794
Debt-to-asset ratios	資產負債率	58%	58%

43. EVENTS AFTER THE REPORTING PERIOD**Dividend**

Subsequent to the end of the reporting period, the board of directors recommended the payment of a final dividend of RMB3.76 cents per share totalling RMB158.7 million for the year ended 31 December 2022. The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

42. 金融風險管理目標及政策(續)**資本管理(續)**

本集團採用資產負債率監測資金，資產負債率指負債總額除以資產總值。資本指母公司擁有人應佔股權。於報告期末的資產負債比率如下：

43. 報告期後之事項**股息**

報告期間結束後，董事會建議就截至2022年12月31日止年度派發末期股息每股人民幣3.76分，合共人民幣158.7百萬元。本年度的擬派末期股息須待本公司股東於應屆股東週年大會上批准後方可作實。

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

44. 本公司之財務狀況表

於報告期末，本公司財務狀況表之資料如下所示：

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
NON-CURRENT ASSETS	非流動資產		
Investments in subsidiaries	於附屬公司的投資	789	789
Right-of-use assets	使用權資產	550	1,316
Other non-current assets	其他非流動資產	562	2,548
Total non-current assets	非流動資產總值	1,901	4,653
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	1,946,512	1,768,737
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	2,994	2,922
Cash and bank balances	現金及銀行結餘	64,205	295,507
Total current assets	流動資產總值	2,013,711	2,067,166
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計費用	7,370	2,120
Dividend payables	應付股息	102,428	23
Interest-bearing bank and other borrowings	計息銀行及其他借款	90,725	64,132
Due to subsidiaries	應付附屬公司款項	287,712	274,712
Tax payable	應付稅項	818	615
Total current liabilities	流動負債總額	489,053	341,602
NET CURRENT ASSETS	流動資產淨值	1,524,658	1,725,564
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	1,526,559	1,730,217
NON-CURRENT LIABILITIES	非流動負債		
Interest-bearing bank and other borrowings	計息銀行及其他借款	719,803	749,572
Total non-current liabilities	非流動負債總額	719,803	749,572
Net assets	淨資產	806,756	980,645
EQUITY	權益		
Share capital	股本	322	322
Reserves (note)	儲備(附註)	806,434	980,323
Total equity	總權益	806,756	980,645

NOTES TO FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

31 December 2022 2022年12月31日

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

		Capital reserve	Share option reserve	Accumulated losses	Exchange fluctuation reserve	Total reserves
		資本儲備	購股權儲備	累計虧損	外匯波動儲備	儲備總額
		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
At 1 January 2021	於2021年1月1日	1,327,173	38,235	(219,136)	(67,350)	1,078,922
Loss for the year	年度虧損	-	-	(42,557)	-	(42,557)
Other comprehensive loss for the year:	年內其他全面虧損：					
Exchange differences on translation of financial statements	換算財務報表之匯兌差額	-	-	-	(23,231)	(23,231)
Total comprehensive loss for the year	年度全面虧損總額	-	-	(42,557)	(23,231)	(65,788)
Final 2020 dividend declared	已宣派2020年末期股息	(37,952)	-	-	-	(37,952)
Recognition of share-based payment expenses	確認以股份為基礎之付款的費用	-	5,141	-	-	5,141
At 31 December 2021	於2021年12月31日	1,289,221	43,376	(261,693)	(90,581)	980,323
Loss for the year	年度虧損	-	-	(65,640)	-	(65,640)
Other comprehensive income for the year:	年內其他全面收益：					
Exchange differences on translation of financial statements	換算財務報表之匯兌差額	-	-	-	71,426	71,426
Total comprehensive income for the year	年度全面收益總額	-	-	(65,640)	71,426	5,786
Final 2021 dividend declared	已宣派2021年末期股息	(182,257)	-	-	-	(182,257)
Recognition of share-based payment expenses	確認以股份為基礎之付款的費用	-	2,582	-	-	2,582
At 31 December 2022	於2022年12月31日	1,106,964	45,958	(327,333)	(19,155)	806,434

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the capital reserve account when the related options are exercised, or be transferred to retained profits should the related options expire.

附註：

本公司儲備之概要如下所示：

購股權儲備包括已授出尚未行使購股權的公平值，於財務報表附註2.4以股份為基礎的付款會計政策內詳述。該數額於相關購股權獲行使時轉入資本儲備賬或當相關購股權過期時轉入留存溢利。

45. APPROVAL OF THE FINANCIAL STATEMENTS

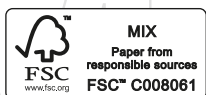
The financial statements were approved and authorised for issue by the board of directors on 28 March 2023.

45. 批准財務報表

該等財務報表已於2023年3月28日由董事會批准並授權發佈。



民生教育集团有限公司
Minsheng Education Group Company Limited



Minsheng