



中匯集團
Edvantage Group

Edvantage Group Holdings Limited

中匯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock code : 0382



2023

ANNUAL REPORT



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Definitions

In this annual report, unless the context otherwise requires, the following expressions shall have the following meanings.

“AGM”	the annual general meeting of the Company to be held on 19 January 2024
“Articles” or “Articles of Association”	the articles of association of the Company adopted on 6 June 2019 with effect from the Listing Date, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board of Directors” or “Board”	the board of directors of the Company
“BVI”	British Virgin Islands
“BVI Holdco”	Debo Education Investments Holdings Limited (德博教育投資控股有限公司), a company incorporated in the BVI with limited liability on 19 March 2018 and a company owned as to 50% and 50% by Mr. Liu and Ms. Chen, respectively
“CG Code”	the Corporate Governance Code as contained in Appendix 14 to the Listing Rules
“China” or “PRC”	the People’s Republic of China, which for the purpose of this annual report, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	Edvantage Group Holdings Limited (中滙集團控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 18 October 2018
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Liu, Ms. Chen and BVI Holdco, a company owned as to 50% and 50% by Mr. Liu and Ms. Chen, respectively
“Director(s)”	the director(s) of the Company
“Edvantage Institute Australia” or “EIA”	Edvantage Institute Australia Pty Ltd, a company incorporated in Victoria, Australia with limited liability on 8 February 2017 and an indirect wholly-owned subsidiary of the Company

<p>“Edvantage Institute (Singapore) or “EIS”</p>	<p>Edvantage Institute (Singapore) Pte. Ltd., a company incorporated in Singapore with limited liability on 5 June 1991 and was acquired by the Group as an indirect wholly-owned subsidiary of the Company in December 2019</p>
<p>“ESG”</p>	<p>Environmental, social and governance</p>
<p>“Global Business College of Australia” or “GBCA”</p>	<p>Global Business College of Australia Pty. Ltd, a company incorporated in Victoria, Australia with limited liability on 26 June 2014 and an indirect wholly-owned subsidiary of the Company</p>
<p>“Global Move”</p>	<p>Global Move Pty. Ltd, a company indirectly owned by Mr. Liu and Ms. Chen as to 50% and 50%, respectively</p>
<p>“Greater Bay Area”</p>	<p>the “Guangdong-Hong Kong-Macau Greater Bay Area”, which refers to the region linking two special administrative regions, namely Hong Kong and Macau Special Administrative Region of the PRC, and the nine cities in Guangdong Province, namely Guangzhou, Shenzhen, Zhuhai, Foshan, Zhongshan, Dongguan, Huizhou, Jiangmen and Zhaoqing and forming an integrated economic and business hub under PRC Government’s scheme</p>
<p>“Group”, “our Group”, “the Group”, “we”, “us”, or “our”</p>	<p>the Company and its subsidiaries</p>
<p>“Guangdong Sun City Industrial”</p>	<p>Guangdong Sun City Industrial Co., Ltd.* (廣東太陽城實業有限公司), a company established in the PRC with limited liability on 8 May 2007</p>
<p>“Guangdong Technical School Project OPCO Group”</p>	<p>Guangdong Technical School Project OPCO, Guangdong Sun City Industrial and Huashang Technical School</p>
<p>“Guangdong Technical School Project Registered Shareholders”</p>	<p>Ms. Lai Liu (賴柳) and Ms. Huang Xiaolan (黃小蘭)</p>
<p>“Guangdong Technical School Project Structured Contracts”</p>	<p>collectively, (i) the Business Cooperation Agreement; (ii) Exclusive Technical Service and Management Consultancy Agreement; (iii) the Exclusive Call Option Agreement; (iv) the Shareholders’ Rights Entrustment Agreement; (v) the Equity Pledge Agreement with the Registered Shareholders; (vi) the Equity Pledge Agreement with the Guangdong Technical School Project OPCO; (vii) the School Sponsor’s and Directors’ Entrustment Agreement; (viii) the School Sponsor’s Powers of Attorney; (ix) the Appointee(s)’ Powers of Attorney; (x) the Registered Shareholder(s)’ Powers of Attorney; and (xi) the Spouse Undertakings, referred to and with details set out in the announcement of the Company dated 14 December 2021 and as revised as set out in the announcement of the Company dated 27 January 2022</p>

Definitions

“Guangzhou Zhiheng Education”	Guangzhou Zhiheng Education Consulting Co., Ltd.* (廣州智衡教育諮詢有限公司) (formerly named as Guangzhou Zhiheng Education Development Co., Ltd.* (廣州智衡教育發展有限公司)), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“HK\$” or “Hong Kong dollars”	Hong Kong dollars and cents, each being the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huagang Enterprise Management”	Guangzhou Huagang Enterprise Management Co., Ltd.* (廣州市華港企業管理有限公司), a company incorporated in the PRC with limited liability on 25 August 2014 and an indirect wholly-owned subsidiary of the Company
“Huajia Renovation”	Guangzhou Huajia Renovation Co., Ltd.* (廣州市華嘉裝飾工程有限公司), a company established in the PRC with limited liability on 6 June 2012 and an indirect wholly-owned subsidiary of the Company
“Huashang College”	Guangzhou Huashang College (廣州華商學院), a private school registered as a private non-enterprise unit under the laws of the PRC on 30 May 2006
“Huashang Technical School”	Guangdong Huashang Technical School (廣東華商技工學校), a private school registered as a private non-enterprise unit under the laws of the PRC, which is wholly-owned by Guangdong Sun City Industrial
“Huashang Vocational College”	Guangzhou Huashang Vocational College (廣州華商職業學院), a private school registered as a private non-enterprise unit under the laws of the PRC on 25 June 2009
“Huawei Education”	Guangzhou Huawei Education Consulting Co., Ltd.* (廣州市華威教育諮詢有限公司), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Company
“Huizhi Property”	student dormitory and teaching buildings at Tangmei Village, Xintang Town, Zengcheng District, Guangzhou, the PRC owned by Guangzhou Huizhi Education Investment Co., Ltd.* (廣州市滙智教育投資有限公司), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Company
“IFRS”	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
“Independent Third Party(ies)”	any entity or person who is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules

“IPO”	the initial public offering of the Company, having become unconditional in all aspects on 16 July 2019
“Jiangmen Property”	student dormitory and teaching buildings at Xiangshan, Shuibei Village, Yamen Town, Xinhui District, Jiangmen, Guangdong Province, the PRC owned by Huashang Vocational College
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	16 July 2019, on which the Shares are listed and on which dealings in the Shares are first permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange that is independent from and operates in parallel with the GEM of the Stock Exchange
“Memorandum”	the memorandum of association of the Company adopted on 6 June 2019 with effect from the Listing Date, as amended from time to time
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules
“Mr. Liu”	Mr. Liu Yung Chau (廖榕就), the founder of the Company, a Controlling Shareholder, an executive Director, the chairman of the Board and the spouse of Ms. Chen
“Ms. Chen”	Ms. Chen Yuan, Rita (陳練瑛), a Controlling Shareholder, an executive Director and the spouse of Mr. Liu
“Nanning Zhuowen Education” or “Sichuan School Project OPCO”	Nanning Zhuowen Education Consulting Services Co., Ltd.* (南寧市卓文教育諮詢服務有限公司), a company established in the PRC with limited liability
“Negative List”	the Special Administrative Measures for Access of Foreign Investment (Negative List) (2021 Edition)
“Nomination Committee”	the nomination committee of the Board
“OPCO Groups”	the Sichuan School Project OPCO Group and the Guangdong Technical School Project OPCO Group, collectively, and each an “OPCO Group”
“OPCOs”	the Sichuan School Project OPCO and the Guangdong Technical School Project OPCO, collectively, and each an “OPCO”

Definitions

“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the content requires, any of them
“Post-IPO Share Option Scheme”	the Post-IPO Share Option Scheme conditionally approved and adopted by our Company on 6 June 2019 which have become effective on the Listing Date
“Prospectus”	the prospectus of the Company dated 4 July 2019
“Registered Shareholders”	the Sichuan School Project Registered Shareholders and/or the Guangdong Technical School Project Registered Shareholders (as the case may be)
“Remuneration Committee”	the remuneration committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of US\$0.01 each in the issued share capital of the Company
“Share Award Scheme”	the share award scheme approved and adopted by the Shareholders on 6 June 2019
“Shareholder(s)”	holder(s) of Share(s)
“Shenzhen Qianhai Zhuochuang” or “Guangdong Technical School Project OPCO”	Shenzhen Qianhai Zhuochuang Education Investment Co., Ltd.* (深圳前海卓創教育投資有限公司), a company established in the PRC with limited liability
“Sichuan New Concept Education”	Sichuan New Concept Education Investment Co., Ltd.* (四川新概念教育投資有限公司), a company established in the PRC with limited liability
“Sichuan School Project OPCO Group”	Sichuan School Project OPCO, Sichuan New Concept Education, Urban Vocational College and Urban Technician College
“Sichuan School Project Registered Shareholders”	Mr. Zhan Jianke (湛建科) and Mr. Wu Zijian (伍梓健), employees of the associated companies of the Group

“Sichuan School Project Structured Contracts”	collectively, (i) the Business Cooperation Agreement; (ii) Exclusive Technical Service and Management Consultancy Agreement; (iii) the Exclusive Call Option Agreement; (iv) the Shareholders’ Rights Entrustment Agreement; (v) the Equity Pledge Agreement with the Registered Shareholders; (vi) the Equity Pledge Agreement with Nanning Zhuowen Education; (vii) the School Sponsors’ and Council Members’ Entrustment Agreement; (viii) the School Sponsors’ Powers of Attorney; (ix) the Council Members’ Powers of Attorney; (x) the Shareholders’ Powers of Attorney; and (xi) the Spouse Undertakings, referred to and with details set out in the announcement of the Company dated 4 December 2020
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Structured Contracts”	the Sichuan School Project Structured Contracts and/or the Guangdong Technical School Project Structured Contracts (as the case may be)
“subsidiary(ies)”	any entity within the meaning of the term “subsidiary” as defined in the Listing Rules and the term “subsidiaries” shall be construed accordingly
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Sun City Development”	Guangzhou Zengcheng Sun City Development Co., Ltd.* (廣州市增城太陽城發展有限公司), a company established in the PRC with limited liability on 9 December 2003 and a subsidiary of the Company
“Sun City Group”	Guangzhou Sun City Group Co., Ltd.* (廣州市太陽城集團有限公司), a company established in the PRC with limited liability on 27 May 2011 and a company indirectly owned by Mr. Liu and Ms. Chen as to 50% and 50% respectively
“Sun City Hotel”	Guangzhou Sun City Hotel Co., Ltd.* (廣州太陽城大酒店有限公司), a company established in the PRC with limited liability on 22 November 1993 and a company indirectly owned by Mr. Liu and Ms. Chen as to 50% and 50%, respectively
“Triple Way”	Triple Way Investments (Australia) Pty. Ltd, a company indirectly owned by Mr. Liu and Ms. Chen as to 50% and 50%, respectively
“United States”, “U.S.” or “US”	the United States of America
“Urban Technician College”	Urban Technician College of Sichuan (四川城市技師學院), a private school registered as a private non-enterprise unit under the laws of the PRC on 22 May 2018
“Urban Vocational College”	Urban Vocational College of Sichuan (四川城市職業學院), a private school registered as a private non-enterprise unit under the laws of the PRC on 29 July 2008

Definitions

“US dollar(s)”, “U.S. dollar(s)”, “US\$”, or “USD”	United States dollars, the lawful currency of the United States
“Weijia Vehicle”	Guangzhou Weijia Vehicle Sales Company Limited (廣州市偉加汽車銷售有限公司), a company owned by Mr. Liu, Ms. Chen, Ms. Ye Runmian (葉潤棉), the spouse of Mr. Liu Yung Kan (廖榕根), Mr. Liu Kong Wai (廖廣偉), the son of Mr. Liu Yung Kan, and Mr. Liu Yung Kwong (廖榕光), the brother of Mr. Liu, as to 22.5%, 22.5%, 28%, 12% and 15%, respectively
“Woguan Education”	Guangzhou Woguan Education Consulting Co., Ltd.* (廣州沃冠教育諮詢有限公司), a company established in the PRC with limited liability on 10 October 2016 and an indirect wholly-owned subsidiary of the Company
“Xinyue Trading”	Guangzhou Xinyue Trading Co., Ltd.* (廣州市欣躍貿易有限公司), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Company
“Yixiang Property Management”	Guangzhou Yixiang Property Management Co., Ltd.* (廣州市毅翔物業管理有限公司), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Company
“Yizhong Travel”	Guangzhou Yizhong Travel Agency Co., Ltd.* (廣州怡眾旅行社有限公司), a company wholly-owned by Sun City Group, which in turn is indirectly owned by Mr. Liu and Ms. Chen as to 50% and 50%, respectively
“Zengcheng Property”	student dormitory and teaching buildings at No. 1, Huashang Road, Zengcheng District, Guangzhou, Guangdong Province, owned by Huashang Vocational College
“Zhaoqing Property”	student dormitory and teaching buildings in Dongcheng Street, Si-hui, Zhaoqing, Guangdong Province, the PRC owned by Huashang College
“%”	per cent

The English translation of Chinese names or words in this annual report, where indicated by “*”, is included for information purpose only, and should not be regarded as the official English translation or transliteration of such Chinese names or words.

BOARD OF DIRECTORS

Executive Directors

Mr. Liu Yung Chau (*Chairman*)
Ms. Chen Yuan, Rita
Ms. Liu Yi Man (*Chief Executive Officer*)

Non-executive Director

Mr. Liu Yung Kan

Independent Non-executive Directors

Mr. Xu Gang
Mr. O'Yang Wiley
Mr. Li Jiatong

COMPANY SECRETARY

Ms. Chan Kit Wai (*HKICPA*)
(*appointed on 14 July 2023*)
Mr. Wong Shing Mun (*FCCA, HKICPA*)
(*resigned on 14 July 2023*)

AUTHORISED REPRESENTATIVES

Mr. Liu Yung Chau
Ms. Chan Kit Wai (*HKICPA*)
(*appointed on 14 July 2023*)
Mr. Wong Shing Mun (*FCCA, HKICPA*)
(*resigned on 14 July 2023*)

AUDIT COMMITTEE

Mr. O'Yang Wiley (*Chairman*)
Mr. Xu Gang
Mr. Li Jiatong

REMUNERATION COMMITTEE

Mr. Xu Gang (*Chairman*)
Mr. O'Yang Wiley
Mr. Li Jiatong

NOMINATION COMMITTEE

Mr. Xu Gang (*Chairman*)
Mr. O'Yang Wiley
Mr. Li Jiatong

REGISTERED OFFICE

Maples Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

HEADQUARTERS IN THE PRC

No. 1 Huashang Road
Licheng Street, Zengcheng
Guangzhou
The PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1115, 11/F, Wing On Plaza
62 Mody Road
Tsim Sha Tsui
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Link Market Services (Hong Kong) Pty Limited
Suite 1601, 16/F., Central Tower
28 Queen's Road Central
Central
Hong Kong

LEGAL ADVISER

Ronald Tong & Co
Room 501, 5/F
Sun Hung Kai Centre
30 Harbour Road
Hong Kong

AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors

STOCK CODE

Stock Code: 0382

COMPANY'S WEBSITE

www.edvantagegroup.com.hk

PRINCIPAL BANKERS

Guangzhou Rural Commercial Bank Co., Ltd.
Gualv Road Sub-branch
29 Gualv Road
Licheng Street, Zengcheng
Guangzhou
The PRC

Bank of Communications Co., Ltd.
Guangzhou Xintang Sub-branch
365 Gangkou Avenue North
Xintang Town
Guangzhou
The PRC

China Construction Bank Corporation Co., Ltd.
Zengcheng Sub-branch
69 Zengcheng Avenue
Licheng Street, Zengcheng
Guangzhou
The PRC

Bank of China Limited
Guangzhou Zengcheng Xintang
Sub-branch
130 North Jiefang Road
Xintang Town, Zengcheng
Guangzhou
The PRC

Financial Highlights

	Note	For the year ended		Percentage increase
		31 August		
		2023	2022	
Revenue (RMB'000)		1,972,982	1,685,972	17.0%
Gross profit (RMB'000)		1,018,393	849,505	19.9%
Profit for the year attributable to owners of the Company (RMB'000)		618,370	567,486	9.0%
Non-IFRSs measure — Adjusted net profit attributable to owners of the Company (RMB'000)	(i)	667,825	579,185	15.3%
Basic earnings per share (RMB cents)		56.19	53.16	5.7%
Number of student enrolments		86,173	77,628	11.0%

The Board has recommended the payment of a Final Dividend of HK9.0 cents per Share for the year ended 31 August 2023, to be payable in cash with a scrip alternative, subject to the approval of the Shareholders at the AGM.

Note:

- (i) Please refer to the Financial Review section for methods of preparing the adjusted net profit attributable to owners of the Company.

Chairman's Statement

Dear Shareholders,

On behalf of the Board of Edvantage Group Holdings Limited, I am pleased to present the annual results of the Group and its subsidiaries for the 12 months ended 31 August 2023 to fellow Shareholders. I would like to express my heartfelt thanks to all Shareholders for their trust and support to the Group.

Our Group has been deeply engaged in higher and vocational education for 20 years. As the largest private higher and vocational education group in the Greater Bay Area, the Group has upheld its mission to cultivate talents that serve the society and contribute to the country, abided by its corporate social responsibility and created values for students, employers, government, staff and teachers, investors and other stakeholders. Adhering to the educational philosophy of “the Group serves the schools, the schools serves teachers and students, and teachers and students empower enterprises”, the Group actively adapted to the new national requirements on the high quality development of higher and vocational education, steadfastly implemented talent strategy and extensively promoted the integration of industry and education, in order to provide employment-oriented high quality vocational education and strive to contribute to the high quality economic and social development of the PRC.

Business Review

In the past year, we accurately invested in strengthening our faculty, teaching and research, internship and training, employment and entrepreneurship, student service, social responsibility and other areas, leading to a gradual increase of brand power and substantially improved educational competence. In terms of formal vocational education, the Group continued to increase the investment in teaching facilities, teaching faculty and discipline settings to enhance teaching quality. During the reporting period, the Group completed the expansion of the new campus of Huashang College and Huashang Vocational College, providing sufficient capacity for future enrolment and injecting strong momentum for the sustainable development of the Group. In terms of informal vocational education, the Group extensively promoted the industry-school integration and school-enterprise cooperation, working with industry leaders to establish industry-education colleges in advantageous disciplines, such as healthcare, digital media and art, e-commerce, automobile and smart manufacturing, etc., so as to develop highly skilled talents with strong hands-on capabilities that match market demand and enhance the students' competitiveness in employment.

Benefiting from the high quality development of the Group over the years, the student enrolments and average tuition fees of the schools under the Group have been steadily increasing. During the reporting period, the Group recorded revenue of approximately RMB1,973.0 million, representing a year-on-year increase of 17.0%. Its gross profit rose by 19.9% year-on-year to approximately RMB1,018.4 million. The profit for the year attributable to owners of the Company was approximately RMB618.4 million, representing a year-on-year growth of 9.0%. The number of full-time student enrolments reached 86,000. In recognition of the Shareholders' long-lasting support, the Board proposed the payment of a final dividend of HK9.0 cents per Share for the year ended 31 August 2023. Together with the interim dividend of HK9.0 cents per Share, the dividends distributed throughout the year amounted to, in total, HK18.0 cents per Share, with a pay-out ratio of 30%.

Outlook

Xi Jinping, the General Secretary, stated in the report to the 20th National Congress of the Communist Party of China (“**CCP**”) that China will organise vocational and higher education, continue educational cooperation and innovation, promote vocational and general education integration, industry-education integration and science-education integration, and optimise the positioning of vocational education, which once again set up the direction for the high quality development of vocational education. With the industry upgrading effort in China, the demand for vocational education talents from advanced manufacturing and modern service industries has been rising. We will firmly focus on high quality connotation and speed up our development to become the pioneer and demonstrator for the high quality development of private education, and cultivate high level application-oriented and innovation-oriented talents in China to serve local economic development.

The development of modern vocational education has a bright future and is an arduous task. I am fully confident with the private higher education and vocational education industry and our own development. Looking forward, the Group will continue to utilise its advantages to invest in education quality, industry-education integration, experiment and training as well as educational environment. This will enable our Group to continuously enhance its education quality, steadily raise the employment quality of our graduates and further improve the experience of students and teachers. Prompted by national policies and the market, our vocational education business reaches a new stage. We will continue to cultivate responsible talents for the society to contribute to national, economic and social development and create further values for Shareholders.

At last, on behalf of the Board, I would like to thank students and parents for their trust in our Group and express my sincere gratitude to the management and all teaching staff for their hard work and dedication. I would also like to thank our Shareholders and various parties in the society for their confidence in and support to the Group over the years.

Liu Yung Chau

Chairman and Executive Director

Hong Kong, 24 November 2023

Profile of Directors and Senior Management

Below are the brief profiles of the current Directors and senior management of the Group.

Directors

The Board currently consists of seven Directors, comprising three executive Directors, one non-executive Director and three independent non-executive Directors. The following table sets forth information regarding the Directors.

Name	Age	Position	Date of appointment as Director/ joining the Company
Executive Directors			
Mr. Liu Yung Chau (廖榕就)	70	Chairman and executive Director	18 October 2018
Ms. Chen Yuan, Rita (陳練瑛)	68	Executive Director	2 January 2019
Ms. Liu Yi Man (廖伊曼)	43	Chief executive officer and executive Director	20 November 2018
Non-executive Director			
Mr. Liu Yung Kan (廖榕根)	63	Non-executive Director	20 November 2018
Independent non-executive Directors			
Mr. Xu Gang (徐剛)	69	Independent non-executive Director	4 July 2019
Mr. O'Yang Wiley (歐陽偉立)	60	Independent non-executive Director	16 February 2022
Mr. Li Jiatong (李加彤)	51	Independent non-executive Director	4 July 2019

Executive Directors

Mr. Liu Yung Chau (廖榕就), aged 70, founded the Group in December 2003 and serves as an executive Director and chairman of the Board.

Mr. Liu has been executive vice-president of the Guangdong Provincial Private Education Association (廣東省民辦教育協會) since June 2009, council member of the Chinese Vocational Education Association (中華職業教育社) since December 2014, vice-president of the Guangdong Association of Management Accountants (廣東省管理會計師協會) since June 2016, and vice-president of the Federation of Hong Kong Guangdong Community Organisations Ltd. (香港廣東社團總會) from July 2017 to July 2023. He was also committee member and standing committee member of the Chinese People's Political Consultative Conference Guangdong Committee (中國人民政治協商會議廣東省委員會), chief president of the Hong Kong Industrial & Commercial Association Limited, standing committee member of the Guangdong Federation of Industry (廣東省工商業聯合會), vice-chairman of the Guangdong City Federation of Industry (廣東市工商業聯合會), vice-chairman of the Guangdong Chamber of Foreign Investors, chairman of the Zengcheng Federation of Industry (增城市工商業聯合會), and vice-president of the Hong Kong Federation of Guangzhou Associations (香港廣州社團總會).

In addition, Mr. Liu was awarded (i) the World Outstanding Chinese Award (世界傑出華人獎) in May 2010 by the World Chinese Business Investment Foundation (世界華商投資基金會), (ii) the Bronze Bauhinia Star by the Hong Kong government in July 2013, and (iii) the Guangdong Contemporary Private Education Educator Special Contribution Award (廣東當代民辦教育舉辦人突出貢獻獎) in September 2015 jointly by the Guangdong Education Association (廣東教育學會), Institute of China Contemporary Private Education (廣東當代民辦教育管理研究院), Guangdong Education Fund (廣東省教育基金) and Guangdong Education Foundation Tripartite Private Education Award Fund (廣東省教育基金會「三村」民辦教育獎勵基金).

Mr. Liu is a director of Sun City Group, which, together with its affiliates, engages in a wide range of business areas including hotel and tourism, textile and apparel, real estate, and financial investments. Mr. Liu is also a director of BVI Holdco.

Mr. Liu served as an independent non-executive director of CT Environmental Group Limited (a company listed on the Stock Exchange with stock code 1363) from June 2011 to October 2018. Mr. Liu received an Honorary Doctorate of Philosophy from Lansbridge University, Canada in May 2010.

Mr. Liu is spouse of Ms. Chen, father of Ms. Liu Yi Man, and brother of Mr. Liu Yung Kan.

Ms. Chen Yuan, Rita (陳練瑛), aged 68, joined our Group in June 2014 and serves as an executive Director.

Ms. Chen is a director of Sun City Group, which, together with its affiliates, engages in a wide range of business areas including hotel and tourism, textile and apparel, real estate, and financial investments. Sun City Group also indirectly held the majority interest in Huashang College and Huashang Vocational College from 2014 to 2017. Ms. Chen has also been a director of GBCA since its inception in June 2014.

Ms. Chen is spouse of Mr. Liu, mother of Ms. Liu Yi Man, and sister-in-law of Mr. Liu Yung Kan.

Ms. Liu Yi Man (廖伊曼), aged 43, joined the Group in July 2006 and serves as an executive Director and the chief executive officer. She became a director of Huashang College in August 2007, a director of Huashang Vocational College in August 2010, a director of GBCA in June 2014, a director of EIA in February 2017 and a director of EIS in December 2019.

Ms. Liu Yi Man has been vice-president of the Federation of Hong Kong Guangdong Community Organisations Ltd. (香港廣東社團總會) since July 2017, the deputy secretary general of The Y. Elites Association (香港菁英會) since July 2018 and the vice-chairman of it since July 2023. She was also committee member of the Chinese People's Political Consultative Conference Guangdong Committee (中國人民政治協商會議廣東省委員會), member of the All-China Youth Federation (中華全國青年聯合會), vice-president of the Hong Kong Federation of Guangzhou Associations (香港廣州社團總會) and founding chairman of Greater Bay Youth Career Development Association.

Ms. Liu Yi Man serves as a director of Guangzhou Zengcheng District Top Talent Kindergarten (廣州市增城區保利東江首府拓慧幼兒園), Guangzhou Haizhu District Tianyue Top Talent Kindergarten (廣州市海珠區天悅拓慧幼兒園). She has also served as the director of Top Talent Education (Australia) Pty. Ltd, which operates two kindergartens, namely Little Sunshine Early Learning and Doncaster Early Learning Child Care.

Profile of Directors and Senior Management

Ms. Liu Yi Man received her bachelor's degree in business administration from The Chinese University of Hong Kong in August 2004, and her master's degree in engineering business management from The University of Warwick, United Kingdom in July 2006.

Ms. Liu Yi Man is daughter of Mr. Liu and Ms. Chen, and niece of Mr. Liu Yung Kan.

Non-executive Director

Mr. Liu Yung Kan (廖榕根), aged 63 and formerly known as Liu Kai Chung (廖啟中), assisted in the development of Huashang College and served as its director from September 2006 to February 2016. He also served as a director of Huashang Vocational College from August 2010 to April 2017, and is a non-executive Director.

Mr. Liu Yung Kan has over 20 years of business experience. He has since August 1998 been a director of Yue Hua Group Company Limited (粵華集團有限公司), since September 2010 been the general manager of Guangzhou Huajiang Enterprise Management Co., Ltd. (廣州市華江企業管理有限公司), and since December 2013 been the general manager of Guangzhou Huahui Investment Co., Ltd. (廣州市華匯投資有限公司), all of which are investment holding companies.

As our non-executive Director, Mr. Liu Yung Kan will participate in the Board meetings to make decisions on important matters of the Group, and he will not be involved in the day-to-day management of the Group.

Mr. Liu Yung Kan is brother of Mr. Liu, brother-in-law of Ms. Chen, and uncle of Ms. Liu Yi Man.

Independent non-executive Directors

Mr. Xu Gang (徐剛), aged 69, serves as an independent non-executive Director, the chairman of the Remuneration Committee and Nomination Committee, and a member of the Audit Committee. Mr. Xu Gang joined the Group in July 2019.

Mr. Xu Gang has over 10 years of experience in numerous leadership positions in state owned enterprises and government organisations, including:

- editor of the China Economic & Trade Herald 《經濟工作通訊》 at the State Economic and Trade Commission (國家經濟貿易委員會);
- director of the economic bureau (經濟局處長) at the United Front Work Department of CPC Central Committee (中共中央統戰部);
- deputy secretary of the party committee and vice president at China Goods Trade Development Co., Ltd. (中國物資貿易發展總公司); and
- vice president and acting general manager at China Tourism International Trust & Investment Co., Ltd (中國旅遊國際信託投資有限公司).

Mr. Xu Gang is a former chairman of Lianxun Securities Co., Ltd. (聯訊證券股份有限公司) (a company listed on the National Equities Exchange and Quotations of the PRC with stock code 830899). He has been a senior economist accredited by the Appraising and Approval Committee for Professional & Technical Competence since December 1994.

Mr. Xu Gang received his bachelor's degree in industrial economics in February 1983 from Renmin University of China and his master's degree in industrial engineering in December 2001 from the Huazhong University of Science and Technology, China.

Mr. O'Yang Wiley (歐陽偉立), aged 60, serves as an independent non-executive Director, chairman of the Audit Committee, and member of the Remuneration Committee and Nomination Committee. Mr. O'Yang Wiley joined the Group in February 2022.

Mr. O'Yang Wiley has capital market relationship network and experience. Mr. O'Yang also has extensive experience in group restructuring and initial public offerings.

Mr. O'Yang Wiley is a managing director of Shanggu Securities Limited. Prior to joining Shanggu Securities Limited, Mr. O'Yang worked for various investment banks, including CMBC International Holdings Limited, a wholly-owned subsidiary of China Minsheng Banking Corporation Limited (Stock code: 1988), Kim Eng Securities (Hong Kong) Limited, a wholly-owned subsidiary of Malayan Banking Berhad, UBS AG, Hong Kong Branch, J.P. Morgan Securities (Asia Pacific) Limited and BNP Paribas Capital (Asia Pacific) Limited and held the positions of managing director and executive director. Mr. O'Yang has also worked as a solicitor in private practice at a number of solicitors' firms and was a partner of Richards Butler (currently known as Reed Smith Richards Butler), an international law firm.

Mr. O'Yang Wiley has served as an independent non-executive director of Hong Kong Economic Times Holdings Limited (Stock Code: 423) since October 2012, Midea Real Estate Holding Limited (Stock Code: 3990) since its listing in October 2018, D&G Technology Holding Company Limited (Stock Code: 1301) since May 2019, AB Builders Group Limited (Stock Code: 1615) since June 2019 and Tianyun International Holdings Limited (Stock Code: 6836) from November 2019 to 12 May 2022 all of which are companies listed on the Stock Exchange.

Mr. O'Yang Wiley received his bachelor's degree in Social Science from The Chinese University of Hong Kong and his Master of Business Administration Degree (Executive MBA Programme) from The Chinese University of Hong Kong. He is also a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Law Society of Hong Kong.

Mr. Li Jiatong (李加彤), aged 51, serves as an independent non-executive Director, and member of the Audit Committee, Remuneration Committee and Nomination Committee. Mr. Li Jiatong joined the Group in July 2019.

Mr. Li Jiatong has been an associate director at Manulife Financial Asia Limited since July 2018. He was previously a site reliability engineer for Criteo Inc. from 2016 to 2018, a software architect for Datapop, Inc. from 2009 to 2016, an engineer for Yahoo! Asia Holdings Limited from 2005 to 2009, and a software engineer and research and development regional expert for Comverse Network Systems from 1997 to 2005. He has experience in cloud computing, software development, computer programming, mobile application development, and web service development.

Profile of Directors and Senior Management

Mr. Li Jiatong received his bachelor's degree in June 1997 and master's degree in September 1999, both in computer science, from Northeastern University, USA.

Senior Management

Ms. Liu Yi Man (廖伊曼) is the chief executive officer of the Company. See the paragraphs headed "Directors — Executive Directors" for her biography.

Ms. Liu Wenqi (劉文琦), aged 51, has been the chief operating officer of the Company since January 2017, having originally joined the Group as the chief financial officer of the Company in April 2010.

Ms. Liu Wenqi has been an accountant accredited by MOF since May 2006, an auditor accredited by the Audit Commission of China (中華人民共和國審計署) since October 2007, a non-practicing member of the Guangdong Certified Tax Advisor Association (廣東省註冊稅務師協會) since March 2010, and a senior accountant with the Human Resources and Social Security Department of Guangzhou (廣州市人力資源和社會保障局) since March 2017.

Ms. Liu Wenqi received her bachelor's degree in accounting from Zhengzhou University, China in June 2012 and her master's degree in CFO leadership from Singapore Management University in May 2017.

Mr. Liu Yuk Tung (廖旭東), aged 60, has been appointed as the chief financial officer of the Company since 14 July 2023.

Prior to joining the Company, he was the chief financial officer and a senior vice president of the business strategy of TCL Communication Technology Holdings Limited (a company whose shares were previously listed on the Main Board of the Stock Exchange during September 2004 to September 2016, then stock code: 2618), the Asia Pacific regional financial controller of Stratus Corporation in the United States of America, sales and marketing director and general manager of Neo-Neon Holdings Limited (a company whose shares are listed on the Main Board of the Stock Exchange, stock code: 1868), with extensive auditing experience from working at Arthur Andersen. He is also a Certified Public Accountant of the Hong Kong Institute of Certified Public Accounts (the "HKICPA"), Chartered Accountant of Institute of Chartered Accountants in England and Wales and fellow of the Association of Chartered Certified Accountants. Mr. Liu holds a bachelor's degree in Economics from the University of Hong Kong, a Master of Business Administration degree from the University of New South Wales, Australia and a master's degree in Accounting from Jinan University, the People's Republic of China.

Mr. Wong Shing Mun (黃成滿), aged 47, was appointed general manager of Huashang Education Group Company Limited in May 2016, and became the chief financial officer of the Company from January 2017 to 14 July 2023.

Prior to joining the Group, Mr. Wong Shing Mun served as a consultant for MCL Financial Group Limited, chief financial officer and assistant company secretary for Foreland Fabrictech Holdings Limited (a company listed on the Singapore stock exchange), financial controller for Fujian Zhenyun Plastics Industry Co. Ltd. (a company listed on the Singapore stock exchange), company secretary for CCID Consulting Co., Ltd. (a company listed on the Stock Exchange), and an accountant for PricewaterhouseCoopers.

Mr. Wong Shing Mun was previously an independent non-executive director of China Shen Zhou Mining & Resources, Inc. (a company listed on the New York Stock Exchange with ticker symbol SHZ) from January 2012 to May 2013. Mr. Wong Shing Mun has been a member since October 2001, and a fellow member since October 2006, of the Association of Chartered Certified Accountants, and a member since February 2002 of the Hong Kong Institute of Certified Public Accountants.

Mr. Wong Shing Mun received his bachelor degree in accounting from The Hong Kong University of Science and Technology in November 1998.

Management Discussion and Analysis

Market Overview

The Group is the largest private business higher and vocational education group in the Greater Bay Area, and an early pioneer in the education sector to pursue international expansion. All of the Group's businesses in the PRC are vocational education strongly supported by the PRC, covering two major areas, namely formal vocational education and non-formal vocational education.

In recent years, the PRC has successively introduced a number of policies to strongly support the development of vocational education. In October 2022, the report to the 20th National Congress of the CCP formulated “in-depth implementation of the strategy of rejuvenating the country through science and education and strengthening the country through talent”, “adhering to the priority development of education”, “accelerating the construction of an educational power”, and “accelerating the construction of a high-quality education system”. In December 2022, the State Council of the PRC issued the “Guideline of the Strategic Plan for Expanding Domestic Demand (2022–2035)”, which clearly proposed “improving the vocational and technical education and training system and enhancing the adaptability of vocational and technical education” and “encouraging social forces to provide diversified educational services, support and standardise the development of private education”. In December of the same year, the General Office of the Central Committee of the CCP and the General Office of the State Council of the PRC issued the “Opinions on Deepening the Reform of the Construction of the Modern Vocational Education System”, which proposed to “place the promotion of high-quality development of modern vocational education in a more prominent position” and formulated specific measures to support vocational education through finance, land, treasury, credit, employment and income distribution related incentive policies. In March 2023, the Government Work Report of the National Two Sessions mentioned “vigorously developing vocational education and promoting innovation in higher education”. In June 2023, eight departments including the National Development and Reform Commission and the Ministry of Education jointly issued the Implementation Plan for the Integration of Vocational Education with Industry and Education (2023–2025), which clarified the action goals, key tasks and safeguard measures in terms of the integration of industry and education in vocational education, so as to tremendously support the integration and development of industry and education in vocational education. In the backdrop of economic and social development and industrial upgrading, which have driven a substantial increase in the demand for skilled talents, a series of vocational education bonus policies will help improve the top-level design of the vocational education system, and encourage the integration of industry and education and school-enterprise cooperation, thereby providing strong support for the training and reserve of skilled talents and indicating that the development of vocational education in China will usher in the strongest trend. The Group's multi-level vocational education business will also shoulder the important task of cultivating high-quality skilled talents in various industries, welcoming broad development prospects.

Since its establishment, the Group has always been adhering to high-quality and high-compliant development strategy; further, focusing on connotation development and guided by the goal of ensuring high quality employment for our students, the Group has been continuously optimising its professional structure and talent cultivation models, as well as strengthening the building of faculty team, and establishing more new majors that align with market demands. With excellent educational conditions, the Group's brand influence keeps rising, and the Group has gained wide recognition from students, parents, and the society at large. After the years of sound operation, the Group is operating nine schools at home and abroad, namely Huashang College, Huashang Vocational College and Huashang Technical School in Guangdong Province, the PRC; Urban Vocational College and Urban Technician College in Sichuan Province, the PRC; GBA Business School Limited (“**GBABS**”) in Hong Kong, the PRC; GBCA and EIA in Melbourne, Australia; as well as EIS in the downtown of Singapore. The Group has been closely complying with national policies, firmly following the path of high-quality development, continuously deepening the integration of industry and education, and comprehensively improving the quality of education and teaching as well as the cultivation of talents, resulting in high-quality and sustainable development of our business operations and steady improvement of business results.

Business Update

Strengthening quality teaching staff and promoting the development of research and teaching

The Group's faculty team is the key to enhancing talent cultivation and the cornerstone for the sustainable development of schools. The Group adhered to the strategies of “governance by renowned principals and teachers”, and was committed to building a high-level faculty team with up-to-date teaching methods. The Group has engaged a number of internationally renowned scholars and industry experts as school leaders or advisors, such as Dr. Albert Sun-Chi Chan, an academician at the Chinese Academy of Sciences and one of the “Top 2% Scientists in the World”, Professor Lehn, a laureate of the Nobel Prize, and Professor Andrew Chan Chi Fai, former Head of Shaw College of The Chinese University of Hong Kong. The Group is also keen to cultivate “double qualifications” talents with solid theoretical knowledge, and at the same time equipped with rich practical experience and the ability to innovate. The establishment of the doctoral workstation of Huashang College will continue to facilitate the gathering of high-end talents in education, which is of great significance in building up the characteristics of the school and empowering the Group's high-quality and sustainable development.

Steady growth in student enrolment and significant benefits of organic growth

In recent years, as the scale of higher and vocational education in China continues to expand, the Group's career-oriented, high-quality programmes have been widely welcomed by students, and the new campuses and campus expansions that have been put into operation have also provided sufficient capacity for growth in scale, with the number of new students and the total number of enrolled students continuing to reach new heights. In the 2023/2024 school year, our new student enrolments exceeded 37,000, representing a year-on-year increase of approximately 23%, and the total number of enrolled students exceeded 95,000, representing a year-on-year increase of approximately 16%. Attributable to the investment in quality education and continuous improvement of connotation construction, the Group's enrolments at all academic levels are sufficient, and the results of the students are outstanding, demonstrating our competitive brand of education.

Focusing on the policies and the urgent needs of people's livelihoods, and creating quality professional constructions

The Group actively responded to national development strategies, closely followed the pace of industrial development in the Greater Bay Area and the Chengdu-Chongqing Economic Circle, set up new professions in response to the requirements of the development of major strategic emerging industries in the region and the construction of a modern economic system, accelerated the adjustment and optimisation of the professional structure, and applied for a number of new professions, for sunrise industries such as 20 new majors including artificial intelligence technology application, intelligent vehicle technology, industrial robot application and maintenance, e-commerce and nursing, etc. which have strong demand for talents in light of national strategies and the urgent need of the people's livelihood. In addition, the Group's schools have also achieved fruitful results in the construction of quality professions, among which, Huashang College has been granted a total of one first class undergraduate profession at national level, a total of six provincial first-class undergraduate professions and nine provincial first-class undergraduate courses. Since its establishment, the Group has always insisted on meeting the needs of the industry and has taken the initiative to set up new professions that are related to short-handed emerging industries, such as artificial intelligence, cloud computing, information technology, health services, intelligent elderly services and modern domestic services, so as to improve the professional layout of vocational education and to satisfy the needs of the market as well as the needs of students with different talents in terms of choices and diversification of their potentials.

Continuing to deepen the integration of industry and education to nurture application-oriented talents

The integration of industry and education is a direction that the PRC strongly encourages for the development of vocational education. Closely following the development strategies of key industries in the PRC, the Group has established strategic partnerships with a number of renowned enterprises in the industry by combining the disciplines of its strengths, and jointly built industry colleges including colleges for major healthcare, creativity and art, and e-commerce industries. Meanwhile, the Group has further deepened the concept of “collaborative education between schools and enterprises” by working closely with more than 1,000 well-known enterprises and listed companies to launch school-enterprise cooperation, implementing the sharing of talents, technologies and resources between schools and enterprises, and implementing the organic combination of industry demand and deepening of industry-oriented talent cultivation. The continuous deepening of the integration of industry and education will strengthen the foundation for the cultivation of high-quality application-oriented talents of the Group and help cultivate the application-oriented talents who can contribute to society and serve the country.

High-quality internationalised education, strengthening international co-operation and exchanges

During the reporting period, the Group actively responded to the Belt and Road Initiative by further implementing the development strategy of the Greater Bay Area, promoting the international development of vocational education, accelerating the pace of “going out” of vocational education, and enhancing the international influence of vocational education. During the reporting period, the Group established official cooperation with 13 overseas universities in the United Kingdom, Japan and New Zealand to provide internationalised programmes. With the lifting of the epidemic restrictions, the Group organised student study tours for the students and teachers to Australia, Singapore and Hong Kong, the PRC for short-term visits during the reporting period, which served as an effective communication platform for the students and teachers of the Group’s schools to provide them with international quality education in multiple levels and models, to broaden their horizons, and to enhance their international understanding and communication standards. By continuing to promote the synergistic development of its domestic and overseas businesses, the Company’s endogenous growth will be further strengthened to better provide students with quality education services and opportunities for international enhancement.

Management Discussion and Analysis

Number of Student Enrolments

The table below sets out the number of student enrolments in the Group's schools for the years ended 31 August 2023 and 2022:

Number of Student Enrolments (approximately)	For the year ended 31 August	
	2023	2022
Higher Formal Vocational Education		
Huashang College	29,300	27,200
Huashang Vocational College	18,500	17,100
Urban Vocational College	16,900	15,400
Schools outside mainland China ¹	1,800	1,200
Secondary Formal Vocational Education		
Urban Technician College	13,100	11,600
Huashang Technical School	6,500	5,100

Note 1: Schools outside mainland China include GBCA, EIA, EIS and GBABS.

Range of Tuition Fees and Boarding fees

The table below sets forth the range of tuition fees and boarding fees charged by the Group's schools to each student for the 2022/2023 and 2021/2022 school years:

	2022/2023 school year RMB	2021/2022 school year RMB	2022/2023 school year RMB	2021/2022 school year RMB
	Range of tuition fees		Range of boarding fees	
Higher Formal Vocational Education				
Huashang College				
Regular undergraduate programmes	28,000–48,000	28,000–48,000	2,000–4,800	2,000–4,800
Upgrading programmes	28,000–38,000	28,000–37,000	2,000–4,800	2,000–4,800
Huashang Vocational College				
Regular junior college programmes	17,500–30,800	17,000–30,800	1,800–4,980	2,000–4,980
Urban Vocational College				
Regular junior college programmes	9,800–34,000	9,800–34,000	1,200–3,300	1,200–3,300
Overseas Schools¹	AUD3,500–26,000	AUD3,500–26,000	N/A	N/A
Secondary Formal Vocational Education				
Urban Technician College				
Secondary vocational education diploma programmes	9,800	9,800	1,200–2,000	1,200
Huashang Technical School				
Secondary vocational education diploma programmes	8,800–13,000	6,800–12,500	2,000–3,000	1,800–3,000

Note 1: As the Group's overseas schools do not provide accommodation for their students, only the range of tuition fees for the educational services provided by them are presented.

Future Development

National policies have continuously emphasised the priority of development of education, the self-reliance of science and technology, and the driving force of human resources; whereas education, technology and talents are the fundamental and strategic support for the comprehensive construction of a modern socialist country. It can be seen that in order to achieve economic transformation and development, technology is the key, talents are the foundation, and education is the root. As a vocational education provider, the Group fully understands its responsibilities, and with the strong support from the government, the Group will encounter brand-new development opportunities. Looking ahead, with strong policy support, the Group will follow the national policies and market trend to provide high quality employment-oriented vocational education. The Group will continue to promote in-depth construction of disciplines and professions that meet the needs of the new era, actively build a high-standard practical training system, strengthen the integration of industry and education, continuously introduce advanced management concepts and increase investment in infrastructure, continue to create and provide quality higher and vocational education opportunities for more students, and endeavour to cultivate innovative talents, well-rounded talents and application-oriented talents with international visions and social responsibility for our country, thereby making positive contributions to the development of national education, and national economic and social development in China.

Revenue

The Group's revenue mainly represents income derived from tuition fees and boarding fees for the education services provided in the normal course of business at its schools in and outside China, and non-formal vocational education service fees at its schools in the PRC. For the year ended 31 August 2023, the Group's revenue was approximately RMB1,973.0 million, representing an increase of 17.0% as compared with the corresponding period of preceding year, which was mainly attributable to increase in number of students enrolled and average tuition fees from all schools in PRC.

Cost of Revenue

Cost of revenue consists primarily of staff costs, education expenses, depreciation, property management expenses and others. For the year ended 31 August 2023, the Group's cost of revenue amounted to approximately RMB954.6 million, representing an increase of 14.1% as compared with the corresponding period of the preceding year.

Gross Profit and Gross Profit Margin

For the year ended 31 August 2023, the Group recorded a gross profit of approximately RMB1,018.4 million, representing an increase of 19.9% as compared with the corresponding period of the preceding year. The growth was mainly attributable to the increase in number of student enrolments and average tuition fees. For the year ended 31 August 2023, the Group achieved a gross profit margin of 51.6%, up by 1.2 percentage points as compared with the corresponding period of the preceding year.

Other Income

Other income consists primarily of management fee and rental income, government grants, school ancillary, system maintenance and other service income and others. For the year ended 31 August 2023, the Group recorded other income of approximately RMB105.0 million, representing an increase of 26.5% as compared with the corresponding period of last year. It was mainly attributable to the increase in the system maintenance services provided during the year ended 31 August 2023 for approximately RMB17.3 million.

Interest Income

For the year ended 31 August 2023, the Group recorded approximately RMB13.6 million from interest income, representing an increase of 143.1% as compared with the corresponding period of last year. It was mainly attributable to the increase of bank interest income from short-term deposits during the reporting period.

Other Gains and Losses

Other gains and losses consist primarily of fair value change on financial assets at fair value through profit or loss (“**FVTPL**”), impairment loss recognised on trade and other receivables, recovery of trade receivables previously written-off, net foreign exchange gain or loss and fair value change of investment properties. For the year ended 31 August 2023, the Group’s other gains and losses were recorded at net loss of approximately RMB40.0 million, which was mainly attributable to the increase of loss from changes in fair value of investment properties and impairment losses under Expected Credit Loss (“**ECL**”) model.

Selling and Administrative Expenses

The Group’s selling expenses consist of advertising expenses, recruiting expenses and salary expenses. For the year ended 31 August 2023, the Group’s selling expenses amounted to approximately RMB56.2 million, representing about 2.8% of the revenue for the year ended 31 August 2023, representing a decrease as compared to that of 2.9% for the year ended 31 August 2022.

The Group’s administrative expenses primarily consist of administrative payroll, repair, maintenance and property management expenses, professional consulting fees, office expenses, depreciation, business development related expenses, other tax expenses and others. For the year ended 31 August 2023, the Group’s administrative expenses amounted to approximately RMB294.5 million, representing an increase of 25.0% as compared with the corresponding period of the preceding year. It was mainly attributable to the increases in administrative payroll in connection with the engagement of additional administrative staff and senior management personnel at the Group companies, business development related expenses, and depreciation.

Finance Costs

The Group’s finance costs include any costs incurred by interest expenses on bank and other borrowings (after deducting amounts capitalised in the cost of property, plant and equipment). For the year ended 31 August 2023, the Group recorded finance costs of approximately RMB26.3 million, representing an increase of 320.4% as compared with the corresponding period of the preceding year, which was mainly attributable to the increase in the bank borrowings of the Group. The decrease in the interest expenses capitalisation was mainly due to the completion of some campuses constructions.

Profit Before Taxation

For the year ended 31 August 2023, the Group recorded a profit before taxation of approximately RMB720.0 million, representing an increase of 10.3% as compared with the corresponding period of the preceding year.

Taxation

For the year ended 31 August 2023, the Group recorded approximately RMB1.2 million in taxation, representing a decrease of 84.1% as compared with the corresponding period of the preceding year. As of 31 August 2023, the Group did not have any taxation related disputes with any authorities, or any other unresolved taxation issues.

Non-IFRSs measure — Adjusted net profit attributable to owners of the Company

To supplement the Group's consolidated results prepared and presented in accordance with IFRSs, the Group uses adjusted net profit attributable to owners of the Company as an additional financial measure.

Adjusted net profit attributable to owners of the Company is determined by adjusting profit for the year for the effect of net foreign exchange gain or loss, share-based payments, fair value change on investment properties, non-cash impairment loss recognised under ECL model, and profit for the year attributable to non-controlling interests (if any). For the year ended 31 August 2023, the Group's adjusted net profit attributable to owners of the Company amounted to approximately RMB667.8 million, representing an increase of 15.3% as compared with the corresponding period of the preceding year.

	For the year ended 31 August	
	2023	2022
	RMB'000	RMB'000
Profit for the year	718,802	645,180
Adjustments for:		
Fair value change on investment properties	29,131	710
Non-cash impairment loss recognised under ECL model	8,512	1,266
Net foreign exchange loss	5,513	8,854
Share-based payments	6,299	869
	49,455	11,699
Adjusted net profit	768,257	656,879
Less: profit for the year attributable to non-controlling interests	(100,432)	(77,694)
Adjusted net profit attributable to owners of the Company	667,825	579,185

Whilst adjusted net profit attributable to owners of the Company is not required by or presented in accordance with IFRSs, the management of the Company believes that such non-IFRSs financial measure provides useful supplementary information to investors in assessing the results of the Group's core businesses by excluding the impact of certain fair value change on investment properties, non-cash impairment loss recognised under ECL model, foreign exchange loss and share-based payments. However, such unaudited non-IFRSs financial measure should be regarded as supplement to, and not substitute for, the Group's financial results prepared in accordance with IFRSs. In addition, the definition of such non-IFRSs financial measure does not have a standardised meaning prescribed by IFRSs and therefore may not be comparable to similar measures presented by other companies, and may differ from similar terminology used by other companies. Accordingly, the use of such non-IFRSs measure has limitation as an analytical tool, and investors should not consider it in isolation form, or as a substitute for analysis of our results of operations or financial conditions as reported under IFRSs.

Property, Plant and Equipment

As of 31 August 2023, the Group's property, plant and equipment amounted to approximately RMB4,928.7 million, representing an increase of approximately 18.3% as compared with 31 August 2022. Such an increase was mainly attributable to (i) the construction of a new campus for Huashang Vocational College at Xinhui District, Jiangmen City, Guangdong Province, (ii) the construction of teaching facilities of Huashang College at Sihui District, Guangdong Province; and (iii) the construction of campus in Meishan, Sichuan Province.

Teaching and administrative building area to number of students ratio and site area to number of students ratio

Reference is made to the section titled "Regulatory requirements relating to the ratio of school site area/building area to the number of students" in the Prospectus and there has been no substantive update since the position as of February 2019 as disclosed in the Prospectus. The relevant ratios for Huashang College and Huashang Vocational College for the school year 2022/2023 respectively are as below:

	As at 31 August 2023
Teaching and administrative building area to number of students	
Huashang College	13.42
Huashang Vocational College	16.72
Site area to number of students	
Huashang College	27.79
Huashang Vocational College	32.12

None of the Group's schools has received any yellow or red card from, or has been subject to any form of administrative penalty by competent education authorities in relation to its compliance with the teaching and administrative building area to number of students ratio and site area to number of students ratio.

Capital Expenditures

For the year ended 31 August 2023, the Group recorded approximately RMB651.4 million in capital expenditures, representing an increase of 14.4% as compared with the corresponding period of preceding year. The Capital Expenditures were mainly utilised for (i) maintaining and enhancing the existing teaching facilities and construction of new teaching facilities on the Huashang College Sihui Campus and the Zengcheng District Campus, (ii) the construction of the new Xinhui Campuses for Huashang Vocational College and (iii) construction of new teaching facilities on Meishan Campus of Urban Vocational College and enhancement of the existing teaching facilities.

Significant Investments

Financial Assets at FVTPL

As at 31 August 2023, the Group's financial assets at FVTPL amounted to approximately RMB12.4 million (2022: RMB140.0 million), being structured deposits issued by banks in the PRC. The decrease was mainly attributable to the redemption during the reporting period. For the year ended 31 August 2023, the Group recorded a fair value change on financial assets at FVTPL of approximately RMB4.1 million (2022: RMB16.0 million).

For the year ended 31 August 2023, no single investment in such structured deposits of the Group accounted for more than 5% of the total assets of the Group.

Save as disclosed above, there was no significant investment held by the Group during the reporting period.

Bank Balances and Cash

As at 31 August 2023, the Group's bank balances and cash was approximately RMB2,002.8 million, representing an increase of 51.9% as compared with 31 August 2022. Such increase was mainly attributable to the fact that, during the reporting period, (i) the Group's net increase in bank and other borrowings of approximately RMB152.7 million, (ii) increase in contract liabilities of approximately RMB270.5 million and (iii) redemption of the financial assets at FVTPL.

Liquidity, Financial Resources and Gearing Ratio

As at 31 August 2023, the Group had liquid funds (representing bank balances and cash and structured deposits recognised in financial assets at FVTPL) of approximately RMB2,015.2 million (2022: RMB1,458.1 million) and bank and other borrowings of approximately RMB1,815.5 million (2022: RMB1,662.8 million).

As at 31 August 2023, the gearing ratio (calculated based on the total amount of bank and other borrowings divided by the total equity of the Group) was 42.9% (31 August 2022: 46.6%) and the debt to asset ratio (calculated based on the total amount of bank and other borrowings divided by the total assets of the Group) was 21.4% (31 August 2022: 23.0%).

Issue of New Shares

On 27 February 2023 and 30 June 2023, the Company issued 39,256,118 and 19,642,008 ordinary shares respectively under the Share Dividend Scheme (as defined in the Company's circular dated 30 December 2022, "**Circular 2022**") and under the Scrip Dividend Scheme (as defined in the Company's circular dated 30 May 2023, "**Circular 2023**") for the payment of Final Dividend (as defined in the Circular 2022) for the financial year ended 31 August 2022 and for the payment of Interim Dividend (as defined in the Circular 2023) for the six months ended 28 February 2023, respectively. The market value for calculating the number of shares allotted to the Shareholders of the Company pursuant to the Share Dividend Scheme and the Scrip Dividend Scheme was HK2.647 per Share and HK\$2.72 per Share respectively, which are determined with reference to the relevant Average Closing Price (as defined in the Circular 2022 or Circular 2023, as the case may be).

Foreign Exchange Risk Management

For the Group's operation in the PRC, the major revenue and expenses are denominated in RMB, while there are certain monetary assets and monetary liabilities that are denominated in Hong Kong dollars, which would expose the Group to foreign exchange risk. The Group currently does not have a foreign currency hedging policy. However, the management of the Company monitors foreign exchange exposure and will consider hedging significant foreign currency exposure when the need arises. For the Group's operations outside the PRC, the major revenue and expenses are denominated in local currencies.

Material Acquisitions and Disposals

The Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures during the reporting period.

Charges on the Group's Assets

As at 31 August 2023, the Group's bank and other borrowings had been secured by the equity interests of a subsidiary, certain deposits of the Group of approximately RMB14.5 million and the rights to receive the tuition fees and boarding fees of each of Huashang College, Huashang Vocational College and Urban Vocational College; also, details of the Group's secured bank and other borrowings are set out in note 26 to the consolidated financial statements contained herein. Save as disclosed above, there was no other material charge on the Group's assets as at 31 August 2023.

Contingent Liabilities

As at 31 August 2023, the Group had no significant contingent liabilities.

Human Resources

As of 31 August 2023, the Group had approximately 7,800 employees. The Group offers competitive remuneration packages to the employees, which are determined in accordance with the relevant laws and regulations of the local jurisdictions where the Group operates and the individual qualification, experience and performance of the relevant employees, as well as the prevailing salary levels in the market. In addition, the Group provides other comprehensive fringe benefits to the employees, including social insurance and mandatory provident funds in accordance with applicable laws and regulations. For the year ended 31 August 2023, the staff costs (including Directors' remuneration) of the Group were approximately RMB660.5 million.

Moreover, the Company has adopted a share option scheme and a share award scheme (the "**Share Award Scheme**") on 6 June 2019 effective from the listing date as incentives for Directors and eligible employees. Details of the said schemes are set out under the section headed "Post-IPO Share Option Scheme and Share Award Scheme" in the Prospectus and the annual reports of the Company thereafter.

Besides, the Group provides relevant training programs for employees based on their respective personal career developments.

Future Plans on Material Investments or Capital Assets

Save as disclosed in this annual report, the Group does not have any current concrete plan for material investments or capital assets.

Teacher-to-student ratio

Reference is made to the section titled "Regulatory requirements relating to the teacher-to-student ratio" in the Prospectus and there has been no substantive update since the position as of February 2019 as disclosed in the Prospectus. For the year ended 31 August 2023, the teacher-to-student ratios of Huashang College and Huashang Vocational College for the school year 2022/2023 both meet the standard compliance threshold of the basic school operating condition indicators of a higher education institution; and accordingly, none of the Group's schools in China has received any yellow or red card from, or has been subject to any form of administrative penalty by competent education authorities in relation to its compliance with the teacher-to-student ratio.

The Board is pleased to present this corporate governance report in the annual report of the Company for the year ended 31 August 2023.

• **CORPORATE GOVERNANCE PRACTICES**

The Shares have been listed on the Stock Exchange since 16 July 2019. The Group is committed to maintaining high standards of corporate governance to safeguard the interests of Shareholders and to enhance corporate value and accountability. The Company has adopted the CG Code. During the financial year ended 31 August 2023 and up to the date of this annual report, the Company has fully complied with the code provisions set out in Part 2 of the CG Code. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

• **THE BOARD**

(1) Responsibilities

The Board is accountable to Shareholders for the long-term performance of the Company and is responsible for the overall leadership of the Group. The Board oversees the Group's strategic decisions and monitors business and performance of the Group. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established three Board committees including the Audit Committee, the Remuneration Committee and the Nomination Committee. The Board has delegated to the Board committees responsibilities as set out in their respective terms of reference. All Board committees are provided with sufficient resources to perform their duties.

All Directors shall ensure that they perform their duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and the Shareholders at all times.

(2) Directors' and Senior Management's Liability Insurance and Indemnity

The Company has arranged appropriate liability insurance to indemnify the Directors and senior management of the Company for their liabilities arising out of corporate activities. The insurance coverage will be reviewed on an annual basis.

(3) Board Composition

As at the date of this annual report, the Board comprises three executive Directors, one non-executive Director and three independent non-executive Directors.

Executive Directors

Mr. Liu Yung Chau (*Chairman*)

Ms. Chen Yuan, Rita

Ms. Liu Yi Man (*Chief Executive Officer*)

Non-executive Director

Mr. Liu Yung Kan

Independent non-executive Directors

Mr. Xu Gang
Mr. O'Yang Wiley
Mr. Li Jiatong

Mr. Liu and Ms. Chen are spouses, Ms. Liu Yi Man is a daughter of Mr. Liu and Ms. Chan.

Mr. Liu Yung Kan is a brother of Mr. Liu, brother-in-law of Ms. Chen, and uncle of Ms. Liu Yi Man.

Save as disclosed above, there is no other relationship (including financial, business, family or other material/relevant relationship(s)) among the Board members.

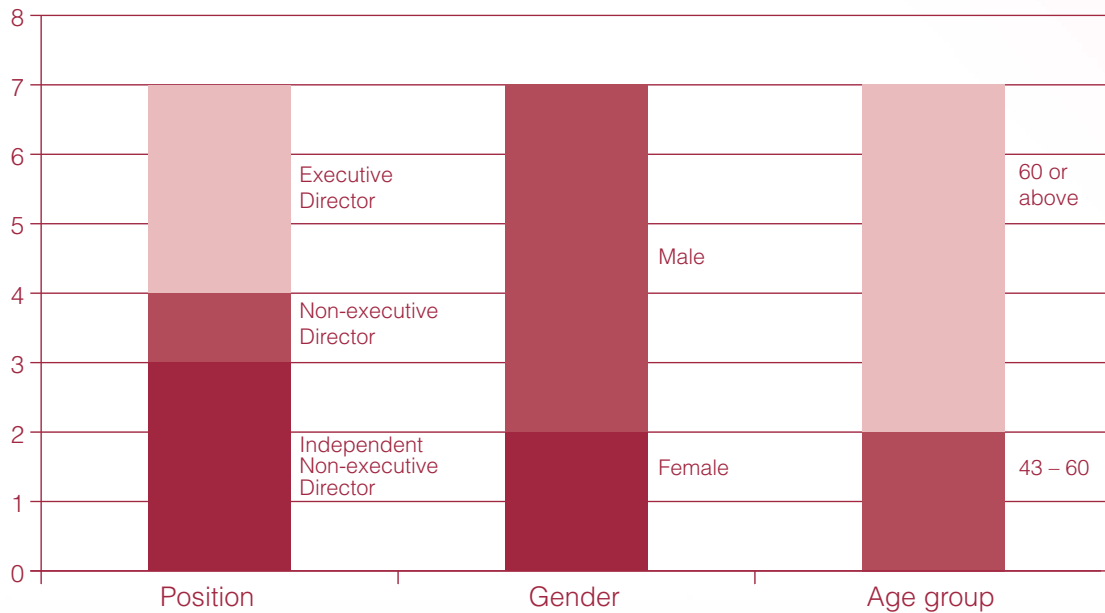
During the financial year ended 31 August 2023 and up to the date of this annual report, the Board at all times met the requirements of Rules 3.10(1), 3.10(2) and 3.10(A) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise and the number of independent non-executive Directors represents at least one-third of the Board. Among the three independent non-executive Directors, Mr. O'Yang Wiley has appropriate professional qualifications or accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

(4) Board Diversity Policy

Pursuant to Rule 13.92 of the Listing Rules, the Nomination Committee (or the Board) shall have a policy concerning diversity of board members, and shall disclose the policy on diversity or a summary of the policy in the corporate governance report. The policy specifies that in designing the composition the Board, Board diversity shall be considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience. The appointment of Directors will be based on meritocracy, and candidates will be evaluated against objective criteria, having due regard for the benefits of diversity of the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, knowledge and skills.

The composition of the Board will be disclosed in the Corporate Governance Report every year and the Nomination Committee will supervise the implementation of this policy. The Nomination Committee will review the effectiveness of this policy, as appropriate, discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

As at the date of this annual report, the diversity of the Board is illustrated as follows. Further details on the biographies and experience of the Directors are set out on pages 14 to 19 of this annual report.



The Nomination Committee has reviewed the membership, structure and composition of the Board, and is of the opinion that the structure of the Board is reasonable, and the experiences and skills of the Directors in various aspects and fields can enable the Company to maintain a high standard of operation. To achieve diversity of Board members, the Company has adopted the “Board Diversity Policy” and the “Nomination Policy” which ensure that any potential successors to the Board will help enhance Board diversity, including but not limited to gender diversification.

(5) Measurable Objectives

The Company aims to maintain an appropriate balance of diverse perspectives that are relevant to the Company’s business growth. The Company is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered. Details on the gender ratio of the Group together with relevant data can be found in the ESG Report of the Company for the year ended 31 August 2023 which will be published in due course. The Nomination Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption. In particular, the Nomination Committee will identify and make recommendations to the Board to implement programmes that will assist in the development of a broader and more diverse pool of skilled and experienced employees that, in time, will prepare them for Board positions. At present, the Board has not set any measurable objectives.

The Company's existing composition of Board and senior management are highly diverse in terms of gender, age, cultural and educational background, knowledge and professional experience. It reflects an appropriate mix of skills and experience that are relevant to the Group's strategy and business.

(6) Confirmation of Independence by the Independent Non-executive Directors

The Company has received written annual confirmation from each independent non-executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Except that Mr. Liu (an executive Director) and Ms. Chen (an executive Director) are spouses, Ms. Liu Yi Man (an executive Director) is a daughter of Mr. Liu and Ms. Chen, and Mr. Liu Yung Kan (a non-executive Director) is a brother of Mr. Liu, brother-in-law of Ms. Chen, and uncle of Ms. Liu Yi Man, none of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship), with any other Director.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee.

As regards the CG Code provision requiring Directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their respective identity of the public companies or organisations and the time involved to the issuer, all of the Directors have agreed to disclose, and already disclosed their commitments to the Company in a timely manner.

(7) Induction and Continuous Professional Development

Pursuant to the code provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

Pursuant to the code provision C.1.1 of the CG Code, each newly appointed Director should receive a comprehensive, formal and tailored induction on appointment, and subsequently he/she should receive any briefing and professional development necessary to ensure that he/she has a proper understanding of the Company's operations and businesses and is fully aware of his/her responsibilities under statute and common law, the Listing Rules, legal and other regulatory requirements and the issuer's business and governance policies. During the financial year ended 31 August 2023 and up to the date of this annual report, the Directors were regularly briefed on the amendments to or updates on the relevant laws, rules and regulations.

The Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities through various Board meetings, resolutions, memoranda and Board papers. According to the records maintained by the Company, the Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the requirement of the Code on continuous professional development during the period from 1 September 2022 to 31 August 2023:

Directors	Read materials	Attend seminars/ briefings
Executive Directors		
Liu Yung Chau	√	√
Chen Yuan, Rita	√	√
Liu Yi Man	√	√
Non-executive Directors		
Liu Yung Kan	√	√
Independent Non-executive Directors		
Xu Gang	√	√
O'Yang Wiley	√	√
Li Jiatong	√	√

(8) Chairman and Chief Executive Officer

Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals. Under the current organisation structure of the Company, Mr. Liu is the chairman of the Board and Ms. Liu Yi Man is the chief executive officer of the Company.

The Board and the senior management, which comprises experienced and high calibre individuals, can ensure balance of power and authority. As at the date of this annual report, the Board comprises three executive Directors, one non-executive Director and three independent non-executive Directors.

(9) Appointment and Re-Election of Directors

Mr. Liu Yung Kan, being the non-executive Director, has entered into a service contract with the Company for an initial term of three years commencing from the date of his appointment as a non-executive Director. The initial term of his service contract shall commence from the date of his appointment as a non-executive Director and continue for a period of three years or until the third annual general meeting of the Company since the Listing Date, whichever is earlier, and shall be automatically renewed for successive periods of three years (subject always to re-election as and when required under the Articles of Association), until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than three months' prior notice in writing.

Each of Mr. Xu Gang and Mr. Li Jiatong, being the independent non-executive Directors, has entered into a letter of appointment with the Company for an initial term of three years commencing from the date of their appointment as the independent non-executive Directors or until the third annual general meeting of the Company since the Listing Date, whichever is sooner, and Mr. O'Yang Wiley, being an independent non-executive Director, has entered into a letter of appointment with the Company for an initial term of three years commencing from the date of his appointment as an independent non-executive Director (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing.

Save as disclosed above, none of the Directors has or is proposed to have entered into any service agreement or letter of appointment with any member of the Group (excluding agreements expiring or determinable by any member of the Group within one year without payment of compensation other than statutory compensation).

In accordance with the Articles of Association, all Directors are subject to retirement by rotation at least once every three years and any new Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition, monitoring and making recommendations to the Board on the appointment, re-election and succession planning of Directors, in particular the chairman of the Board and the chief executive officer of the Company.

(10) Board Meetings and Committee Meetings

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Both the Nomination Committee and the Remuneration Committee shall meet at least once every year and the Audit Committee shall meet at least twice a year. Notices of not less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. For other Board and committee meetings, reasonable notice is generally given. The agenda and accompanying Board papers are dispatched to the Directors or committee members at least three days before the intended date of the meeting to ensure that they have sufficient time to review the papers and be adequately prepared for the meeting. When Directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the chairman of the Board or the committee members prior to the meeting. Minutes of meetings are kept by the Company Secretary with copies circulated to relevant Board or committee for comments and records.

Minutes of the Board meetings and committee meetings are recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Board or committee members and dissenting views expressed. Draft minutes of each Board meeting and committee meeting are sent to the relevant Board or committee members for comments within a reasonable time after the date on which the meeting is held. The minutes of the Board meetings are open for inspection by Directors.

The chairman of the Board also held a meeting on 24 November 2023 with all independent non-executive Directors without the presence of other Directors.

Corporate Governance Report

During the year ended 31 August 2023, the Board held four regular meetings at about quarterly intervals. As regards general meetings, the Company held an annual general meeting on 27 January 2023. A table summarising the Directors' participation at the various Board meetings and committee meetings and the Company's general meetings is set out below:

Meetings held during the year ended 31 August 2023

	Regular Board Meetings	Audit Committee Meetings	Remuneration Committee Meetings	Nomination Committee Meetings	General Meetings
Executive Directors					
Liu Yung Chau	4/4	N/A	N/A	N/A	1/1
Chen Yuan, Rita	4/4	N/A	N/A	N/A	1/1
Liu Yi Man	4/4	N/A	N/A	N/A	1/1
Non-Executive Directors					
Liu Yung Kan	3/4	N/A	N/A	N/A	1/1
Independent non-executive Directors					
Xu Gang	4/4	2/2	1/1	1/1	1/1
Li Jiatong	4/4	2/2	1/1	1/1	1/1
O'Yang Wiley	4/4	2/2	1/1	1/1	1/1

The Board and each Director, upon reasonable request, have access to independent professional advice to assist them in performing their duties to the Company, at the Company's expense. When needed and upon making request to the Board, Directors may obtain independent professional advice at the Company's expense in carrying out their duties.

According to the current Board practice, any transaction, which involves a conflict of interests between a substantial Shareholder or a Director and the Company, will be considered and dealt with by the Board at a duly convened Board meeting with the presence of the independent non-executive Directors who have no material interest in the said transaction. Directors will be required to abstain from voting and will not be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

The Company has maintained appropriate insurance cover in respect of legal action against its Directors and officers arising out of corporate activities.

After the reporting period, a Board meeting was held on 24 November 2023 and the attendance record of the Board members is set out in the table below:

Directors	Attended/Eligible to attend
Mr. Liu Yung Chau	1/1
Ms. Chen Yuan, Rita	1/1
Ms. Liu Yi Man	1/1
Mr. Liu Yung Kan	1/1
Mr. Xu Gang	1/1
Mr. O'Yang Wiley	1/1
Mr. Li Jiatong	1/1

(11) Model Code for Securities Transactions

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Specific enquiry has been made of all the Directors and each of the Directors has confirmed that he/she has complied with the Model Code during the financial year ended 31 August 2023 and up to the date of this annual report.

(12) Delegation by the Board

All major matters of the Company are required to be considered and (if thought fit) approved by the Board, including approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors may seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board to ensure that they remain appropriate to the Company's needs. Approval has to be obtained from the Board prior to any significant transactions entered into by the management on the Company's behalf.

(13) Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of Directors and has delegated the corporate governance duties to the Audit Committee which include:

- (a) to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management of the Group;
- (c) to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors of the Group; and
- (e) to review the Group's compliance with the CG Code from time to time adopted by the Group and the disclosure in the Corporate Governance Report to be contained in the Company's annual reports.

• BOARD COMMITTEES

(1) Nomination Committee

As at the date of this annual report, the Nomination Committee comprises three members, all of whom are independent non-executive Directors, namely Mr. Xu Gang, Mr. O'Yang Wiley and Mr. Li Jiatong. Mr. Xu Gang is the chairman of the Nomination Committee.

The principal duties of the Nomination Committee include the followings:

- To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- To develop the criteria for identifying and assessing the qualification of and evaluating candidates for directorship;
- To identify individuals who are suitably qualified to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
- To assess the independence of independent non-executive Directors;
- To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive of the Company; and
- To develop a policy concerning diversity of Board members, and disclose the policy or a summary of the policy in the corporate governance report.

The Nomination Committee will assess the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision.

Their written terms of reference are available on the respective websites of the Stock Exchange and the Company.

The Nomination Committee held one meeting during the year ended 31 August 2023. Individual attendance records of each member of the Nomination Committee are set out in the table on page 40 of this annual report.

After the reporting period, one meeting of the Nomination Committee was held on 24 November 2023 and the attendance record of the Nomination Committee members is set out in the table below:

Directors	Attended/ Eligible to attend
Mr. Xu Gang (<i>Chairman</i>)	1/1
Mr. O'Yang Wiley	1/1
Mr. Li Jiatong	1/1

In the meeting, the Nomination Committee reviewed and discussed the policy, procedure and criteria for nomination of the Directors, reviewed and discussed the Board diversity policy and discussed all measurable objectives set for implementing the Board diversity policy and the progress made towards meeting the measurable objective in the policy, assessed the independence of independent non-executive Directors, considered the re-appointment of the retiring Directors, reviewed the time commitment required from the non-executive Director and fulfilled duties as aforesaid required.

(2) Nomination Policy

The appointment of a Director is made on the recommendations of the Nomination Committee and by approval of the Board or by the Shareholders at a general meeting either to fill a casual vacancy or as an addition to the Board.

In assessing potential candidates for the Board, the Nomination Committee considers a basket of factors, including but not limited to gender, age, cultural and educational background, professional qualifications and skills (including knowledge and experience), reputation for integrity, potential commitment in respect of available time and relevant interest, independence, Director succession plan, Board diversity policy and any measurable objectives for achieving diversity on the Board. The recommendations of the Nomination Committee are then put to the entire Board for decision. For the details of Board diversity policy and the measurable objectives, please refer to the paragraph headed “THE BOARD — (4) Board Diversity Policy and (5) Measurable Objectives” above.

(3) Remuneration Committee

As at the date of this annual report, the Remuneration Committee comprises three members, all of whom are independent non-executive Directors, namely Mr. Xu Gang, Mr. O’Yang Wiley and Mr. Li Jiatong. Mr. Xu Gang is the chairman of the Remuneration Committee.

The Remuneration Committee has adopted the second model described in paragraph E.1.2(c) under Appendix 14 to the Listing Rules (i.e. make recommendation to the Board on the remuneration packages of individual executive Director and senior management member).

The principal duties of the Remuneration Committee include the followings:

- To make recommendations to the Board on the Company’s policy and structure for the remuneration of all the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
- To review and approve the management’s remuneration proposals with reference to the corporate goals and objectives resolved by the Board from time to time;
- To make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and approve the individual executive Directors’ service contracts;
- To assess the performance of executive Directors;
- To make recommendations to the Board on the remuneration of non-executive Directors;
- To consider factors such as the level of remuneration paid by comparable companies, the time commitment and responsibilities of Directors and senior management, and the employment conditions of the Company and its subsidiaries;
- To consider the level of remuneration required to attract and retain Directors to manage the Company successfully;

- To ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration. For the avoidance of doubt, members of the Remuneration Committee must not be involved in deciding his/her own remuneration;
- To review and approve compensation payable to Directors and senior management for any loss or termination of office or appointment and compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that it is consistent with contractual terms, is otherwise fair and not excessive, reasonable and appropriate; and
- To advise Shareholders on how to vote in respect of any service contracts of Directors that requires Shareholders' approval in accordance with the Listing Rules.

The terms of reference of the Remuneration Committee are available on the respective websites of the Stock Exchange and the Company.

The Remuneration Committee held one meeting during the year ended 31 August 2023. Individual attendance records of each member of the Remuneration Committee are set out in the table on page 40 of this annual report.

After the reporting period, one meeting of the Remuneration Committee was held on 24 November 2023 and the attendance record of the Remuneration Committee members is set out in the table below:

Directors	Attended/ Eligible to attend
Mr. Xu Gang (<i>Chairman</i>)	1/1
Mr. O'Yang Wiley	1/1
Mr. Li Jiatong	1/1

In the meeting, the Remuneration Committee discussed and reviewed the remuneration policy for Directors and senior management of the Company, assessed performance of executive Directors, made recommendations to the Board on the remuneration packages of individual executive Directors and senior management and fulfilled duties as aforesaid required.

Details of the Directors' remuneration for the year ended 31 August 2023 are set out in the note 12 to the consolidated financial statements.

Details of the remuneration by band of the members of the senior management (excluding three Directors) of the Company for the year ended 31 August 2023 are set out below:

Remuneration band	Number of individual
HK\$1,000,001 to HK\$1,500,000	1
HK\$1,500,001 to HK\$2,000,000	1

(4) Audit Committee

As at the date of this annual report, the Audit Committee comprises three members, all of whom are independent non-executive Directors, namely Mr. O'Yang Wiley, Mr. Xu Gang and Mr. Li Jiatong. Mr. O'Yang Wiley is the chairman of the Audit Committee.

The main duties of the Audit Committee include the following:

- To be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- To develop and implement policies on engaging an external auditor to supply non-audit services. For this purpose, an "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;
- To monitor the integrity of the Company's financial statements, annual reports, accounts, half-yearly reports and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Audit Committee should focus particularly on:
 - (a) any changes in accounting policies and practices;
 - (b) major judgmental areas;
 - (c) significant adjustments resulting from the audit;
 - (d) the going concern assumptions and any qualifications;
 - (e) compliance with accounting standards; and
 - (f) compliance with the Listing Rules and legal requirements in relation to financial reporting;

Regarding the above paragraph:

1. members of the Audit Committee should liaise with the Board and senior management and the Committee must meet, at least twice a year, with the Company's auditor; and

2. the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, and the Audit Committee should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditor;

- To review the Company's financial controls, risk management and internal control systems;
- To discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting function;
- To consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- Where an internal audit function exists, to ensure co-ordination between the internal and external auditor, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;
- To review the Company and its subsidiaries' financial and accounting policies and practices;
- To review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;
- To ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- To report to the Board on the matters in the CG Code;
- To review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters and to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- To act as the key representative body for overseeing the Company's relations with the external auditor;
- To review continuing connected transactions of the Company and ensure compliance with terms approved by Shareholders; and
- To perform the Company's corporate governance functions with details set out in the paragraph headed "THE BOARD — (13) Corporate Governance Function" above.

The Audit Committee held two meetings during the year ended 31 August 2023. Individual attendance records of each member of the Audit Committee are set out in the table on page 40 of this annual report.

After the reporting period, one meeting of the Audit Committee was held on 24 November 2023 and the attendance record of the Audit Committee members is set out in the table below:

Directors	Attended/ Eligible to attend
Mr. O'Yang Wiley (<i>Chairman</i>)	1/1
Mr. Xu Gang	1/1
Mr. Li Jiatong	1/1

In the meeting, the Audit Committee reviewed the Group's policies on corporate governance and discussed the same with the Board, reviewed the financial reporting system, compliance procedures, internal control and risk management systems (including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions) and associated processes and the reappointment of the external auditor and fulfilled duties as required aforesaid. The Board had not deviated from any recommendation given by the Audit Committee on the selection, appointment, resignation or dismissal of external auditor.

The Audit Committee also reviewed the annual results of the Company and its subsidiaries for the year ended 31 August 2023 as well as the audit report prepared by the external auditor relating to accounting issues and major findings in course of audit.

There are proper arrangements for employees, in confidence, to raise concerns about possible improprieties in financial reporting, internal control and other matters. The Audit Committee's written terms of reference are available on the respective websites of the Company and the Stock Exchange.

• **DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS**

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Company for the year ended 31 August 2023 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on Company's performance, positions and prospects.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the external auditor of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report in this annual report.

• RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for overseeing and maintaining proper and effective risk management and internal control systems and reviewing their effectiveness on an ongoing basis. Such systems are designed to identify, evaluate and manage risk exposures that may impact the efficiency and effectiveness of the Group's operations and provide reasonable assurance but not a guarantee about whether they are free from material misstatement, rather than to eliminate the risk of failure to achieve business objectives.

The management is primarily in charge of designing, implementing and monitoring the risk management and internal control systems. The Board has the overall responsibilities for evaluating and determining the nature and extent of the risks (including ESG related risks) it is willing to take in achieving the Company's strategic objectives, and overseeing the management in the design, implementation and monitoring of the risk management and internal control systems. Such duties have been carried out and performed with the assistance of the management and the Audit Committee.

The Company has engaged an independent internal control advisor to perform annual independent review of the adequacy and effectiveness of the internal control systems, including reviewing guidelines and policies which are implemented throughout our operation, and risk management practices with an aim to, among other matters, improve our Group's corporate governance; provide and report practical recommendations to the Audit Committee to enhance the Group's overall internal control system as appropriate. The Board, through the Audit Committee, has conducted a review of the effectiveness of the internal control system of the Group covering all material controls, including financial, operational and compliance as well as risk management. The Board considered the internal control and risk management systems effective and adequate and was of the opinion that there were no significant areas of concern that might affect the Company's Shareholders for the year ended 31 August 2023.

During the year ended 31 August 2023, the Group established an internal audit function. The Group will continue conducting regular internal control reviews and risk assessments to identify potential improvement opportunities to enhance its governance, risk management and control practices.

In terms of management of liquidity risk, the Board monitors and maintains levels of cash and cash equivalents deemed adequate to finance the Group's operations with the assistance of the Group's management. In order to minimise the credit risk on receivables, the Board has adopted credit risk management policies and procedures by making periodic collective as well as individual assessments on the recoverability of receivables based on historical settlement records and past experience. Besides, the Board manages to formulate conservative strategies for mitigating other financial risks of the Group, which include overseeing the interest rate risk and currency risk.

The Group has established internal control procedures which provide the Board and employees with guidelines on assessing, reporting and disseminating inside information. In addition, inside information is disseminated to relevant personnel on a need-to-know basis, and the Group will review the existing policy and practice from time to time to ensure full compliance with the regulatory requirements.

Whistleblowing Policy

The Group is committed to high probity standards and encourages reporting of concerns and actual or suspected misconduct or malpractice by employees and external parties in any matter related to the Company. A comprehensive whistleblowing mechanism has been established to encourage employees and external parties to report any actual or suspected misconduct related to the Company.

The Audit Committee has designated the Head of the Human Resources Department and the Internal Control Director to receive any such reports on behalf, oversee subsequent investigations, and provide information, including recommendations arising from any inquiry, for consideration by the Audit Committee.

Unless legal or regulatory requirements require disclosure, the Group will make every effort to keep all information received and the identities of the Whistleblowers confidential.

Anti-corruption Policy

The Group has zero tolerance towards any form of bribery and corruption. An anti-corruption policy has been established to provide clear guidelines on ethical behaviours and the penalties imposed on any violation of the requirements set out in this policy. Penalties include verbal warnings, demerits, demotions, and termination of labor contracts based on the severity of employees' violations of laws and regulations.

• AUDITOR'S REMUNERATION

For the year ended 31 August 2023, professional fees paid or payable to Messrs. Deloitte Touche Tohmatsu, the Company's external auditor, for audit and non-audit services provided to the Group are as follows:

Services	Fees charged RMB'000
Audit services	4,000
Non-audit services	300
Total	4,300

• COMPANY SECRETARY

During the year ended 31 August 2023, the company secretary of the Company has complied with the relevant training requirement under Rule 3.29 of the Listing Rules.

• GENERAL MEETING

During the year ended 31 August 2023, the Company held an annual general meeting on 27 January 2023.

• COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and understanding of the Shareholders and potential investors on 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.

The AGM provides opportunity for Shareholders to communicate directly with the Directors. The chairman of the Board, and the chairmen of the Board committees will attend the AGM to answer Shareholders' questions. The external auditor of the Company will also attend the AGM to answer questions about the conduct of the audit, the preparation and content of the auditor's report 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 such as arranging press conferences, investor and analyst briefings, roadshows and media interviews, which our Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and investor relations team provide briefing on the operating results and development of the Group and address to the queries of the Shareholders, investors and analysts; and maintains a website at <http://www.edvantagegroup.com.hk>, 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. The Board has reviewed its prevailing Shareholders' Communication Policy during the year, including the multiple communication channels for Shareholders in place and the steps taken to handle shareholders' enquiries, and considered that the Shareholders' communication policy has been properly implemented and effective; Shareholders can refer to the "Shareholders' Communication Policy" posted on the Group's websites for more details.

• SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution will be proposed by the chairman of that meeting for each substantially different issue at Shareholder meetings, including nomination and election of individual directors.

All resolutions put forward at Shareholder meetings will be voted on 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 Shareholder meeting in accordance with the Listing Rules.

(1) Procedures for Shareholders to convene an extraordinary general meeting

In accordance with Article 12.3 of the Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or,

in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

(2) Procedures for putting forward proposals at general meeting

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Companies Act of the Cayman Islands. However, Shareholders who wish to propose resolutions may follow Article 12.3 of the Articles of Association for requisitioning an extraordinary general meeting and including a resolution at such meeting. The requirements and procedures of Article 12.3 are set out above.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

(3) Enquiries to the Board

Shareholders and investors may send written enquiries or requests to the company secretary of the Company as follows:

Address: Room 1115, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong
Tel: +852 3168 6668
Fax: +852 3168 6678

Enquiries will be dealt with in a timely and informative manner.

• CHANGE IN CONSTITUTIONAL DOCUMENTS

During the year ended 31 August 2023, in view of the amendments of Appendix 3 to the Listing Rules, and to give the Board more flexibility in implementing scrip dividend schemes, the Board resolved to amend the Memorandum and Articles and put forward the proposed general amendments and proposed specific amendments for consideration and approval by the Shareholders at the annual general meeting of the Company held on 27 January 2023.

The current Memorandum and Articles, which incorporated the proposed general amendments and proposed specific amendments, were approved by the Shareholders at the annual general meeting of the Company held on 27 January 2023 and adopted with effect from 27 January 2023.

The proposed general amendments were mainly made to (i) bring the Memorandum and Articles in line with the relevant requirements of the Listing Rules as well as the applicable laws of Cayman Islands; and (ii) provide flexibility to the Company in relation to the conduct of general meetings. Other housekeeping and consequential amendments to the Memorandum and Articles were also proposed, including making consequential amendments in connection with the above amendments to the Memorandum and Articles and for clarity and consistency with the other provisions of the Memorandum and Articles where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands.

The proposed specific amendments were mainly made to give the Board more flexibility in implementing share dividend schemes by (i) allowing the Board to, in the case of declaration of dividend which is not subject to Shareholders' approval, resolve that a dividend may be satisfied wholly or in part in the form of an allotment of Shares credited as fully paid without offering any right to members to elect to receive such dividend (or such part of the dividend) in cash in lieu of such allotment; and (ii) allowing the Company to, upon the recommendation of the Board, by ordinary resolution in a general meeting resolve a dividend may be satisfied wholly or in part in the form of an allotment of Shares credited as fully paid without offering any right to members to elect to receive such dividend (or such part of the dividend) in cash in lieu of such allotment.

For details, please refer to the circular of the Company dated 30 December 2022 and the poll results announcement of the Company dated 27 January 2023.

Save as disclosed above, there was no change to the Company's constitutional documents in the year ended 31 August 2023.

Directors' Report

The Board is pleased to present this annual report together with the audited consolidated financial statements of the Group for the year ended 31 August 2023.

GLOBAL OFFERING

The Company was incorporated in the Cayman Islands on 18 October 2018 as an exempted company with limited liability under the Companies Act of the Cayman Islands. The Company's ordinary shares were listed on the Stock Exchange on 16 July 2019.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are mainly engaged in the operation of private higher and vocational education institutions in the PRC and overseas.

The activities and particulars of the Company's principal subsidiaries are shown under note 40 to the consolidated financial statements.

BUSINESS REVIEW

A review of the Group's business during reporting period, which includes a discussion of the principal risks and uncertainties faced by the Group, an analysis of the Group's performance using financial key performance indicators and an indication of likely future developments in the Group's business, could be found in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Corporate Governance Report" in this annual report. In addition, a discussion on relationships with its key stakeholders is included in the section headed "Management Discussion and Analysis". The review and discussion form part of this Directors' report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is highly aware of the importance of environment protection and has not noted any material incompliance with relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group has implemented environmental protection measures and has also encouraged staff to be environmentally friendly at work by consuming electricity and paper according to actual needs, so as to reduce energy consumption and minimize unnecessary waste. Further details of the Group's environmental policies and performance will be disclosed in the ESG report of the Company for the year ended 31 August 2023 to be published in due course.

ANNUAL GENERAL MEETING

The forthcoming AGM will be held on 19 January 2024. Notice of the AGM will be published and issued to the Shareholders in due course.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 August 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 129 of this annual report.

SCRIP DIVIDEND SCHEME IN RELATION TO THE FINAL DIVIDEND

The Board has resolved to recommend payment of a final dividend in respect of the year ended 31 August 2023 (“**Final Dividend**”) of HK9.0 cents per Share, to Shareholders whose names appear on the register of members of the Company at the close of business on 28 March 2024 (the “**Record Date**”), whereas the Final Dividend will be payable in cash with a scrip dividend alternative which allows eligible Shareholders (“**Eligible Shareholders**”) to elect to receive the Final Dividend wholly in new shares or partly in new shares and partly in cash or wholly in cash (the “**Scrip Dividend Scheme**”).

For the purpose of calculating the number of new shares to be allotted and issued under the Scrip Dividend Scheme, the issue price of the new shares will be HK\$2.547 per Share, which is determined with reference to the average closing price per Share as stated in the daily quotation sheet of the Stock Exchange for the three consecutive trading days commencing from 21 November 2023, Tuesday to 23 November 2023, Thursday.

The Scrip Dividend Scheme is conditional upon (i) the passing of the ordinary resolutions approving the Final Dividend and the Scrip Dividend Scheme by the Shareholders at the AGM; (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the scrip shares to be issued under the Scrip Dividend Scheme; and (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Cayman Islands and the articles of association of the Company to effect the Scrip Dividend Scheme.

A circular in respect of the AGM which (among others) gives full details of the Scrip Dividend Scheme including the expected timetable will be sent to the Shareholders on or around 28 December 2023, Thursday. Subject to the fulfilment of all conditions of the Scrip Dividend Scheme, it is expected that the Final Dividend cheques and certificates for the new shares (in case the Eligible Shareholders have elected to receive part or all of their Final Dividend in the form of new shares) will be despatched to the Eligible Shareholders on or around 31 May 2024, Friday.

CLOSURE OF REGISTER OF MEMBERS

Entitlement to attend and vote at the AGM

The register of members of the Company will be closed during the period from 16 January 2024, Tuesday to 19 January 2024, Friday, both days inclusive and during which period no share transfer will be effected, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Central, Hong Kong, not later than 4:30 p.m. on 15 January 2024, Monday.

Entitlement to the proposed Final Dividend

The proposed Final Dividend is subject to the approval of the Shareholders at the AGM. The register of members of the Company will be closed from 26 March 2024, Tuesday to 28 March 2024, Thursday, both days inclusive, during which period no transfers of shares will be registered, for the purpose of ascertaining Shareholders' entitlement to the proposed Final Dividend. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Central, Hong Kong not later than 4:30 p.m. on 25 March 2024, Monday.

DIVIDEND POLICY

The Company has adopted a dividend policy (the "**Dividend Policy**"), details of which are disclosed as follows:

1. PURPOSE

The Dividend Policy aims to set out the principles and guidelines that Board intends to apply in relation to the declaration, payment and distribution of dividends to the Shareholders.

2. PRINCIPLES AND GUIDELINES

- 2.1 Subject to the Cayman Islands Companies Act and the Articles of Association, the Board has absolute discretion on whether to declare and distribute dividends.
- 2.2 In addition, the Shareholders in general meeting may declare 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 that are 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 and earnings, capital requirements, statutory fund reserve requirements, cash flows, general financial condition, contractual restrictions and other factors that the Board considers relevant.
- 2.3 Any future dividend payments to the Shareholders will also depend upon the availability of dividends received from the subsidiaries of the Company. Regulations in China may restrict the ability of the Company's Chinese subsidiaries to pay dividends to the Company.
- 2.4 The Board currently intends to recommend an annual dividend of approximately 30% of the Company's profits available for distribution generated in each financial year.
- 2.5 If the Company pays any dividends on the Shares, unless and to the extent that the rights attached to the Shares or the terms of issue thereof otherwise provide: (i) all dividends will be declared and paid according to the amounts paid up on the Shares in respect of which the dividend is paid, but no amount paid up on Shares in advance of calls may for this purpose be treated as paid up on the Shares; and (ii) all dividends will be apportioned and paid pro rata according to the amounts paid up on the Shares during any portion or portions of the period in respect of which the dividend is paid. The Board may deduct from any dividend or other monies payable to any of the Shareholders all sums of money (if any) presently payable by such Shareholders to the Company on account of calls, instalments or otherwise.

3. REVIEW OF THE POLICY

The Dividend Policy reflects the Board's current views on the Company's financial and cash flow position. The Board will continue to review the Dividend Policy 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.

FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years is set out on page 238 of this report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 August 2023 are set out in note 15 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year ended 31 August 2023 are set out in note 29 to the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

Details of the movements in the reserves of the Company during the year ended 31 August 2023 are set out in note 41 to the consolidated financial statements.

As at 31 August 2023, the Company's reserves available for distribution to the Shareholders consisted of share premium of approximately RMB819.6 million and retained profits of approximately RMB23.3 million. Under the Companies Act of the Cayman Islands and subject to compliance with the Articles of Association, the share premium account may be applied by the Company for paying distributions or dividend if, after such distributions or dividend is paid, the Company will be able to pay off its debts as they fall due in the ordinary course of business.

BORROWINGS

As at 31 August 2023, the Group had outstanding bank and other borrowings of approximately RMB1,815.5 million. Details of the borrowings are set out in note 26 to the consolidated financial statements.

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

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 August 2023.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association, or the laws of Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to its existing Shareholders.

DIRECTORS

The Board currently consists of the following seven Directors:

Executive Directors

Mr. Liu Yung Chau (*Chairman*)
Ms. Chen Yuan, Rita
Ms. Liu Yi Man (*Chief Executive Officer*)

Non-executive Director

Mr. Liu Yung Kan

Independent non-executive Directors

Mr. Xu Gang
Mr. O'Yang Wiley
Mr. Li Jiatong

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND THE SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group as at the date of this annual report are set out on pages 14 to 19 in the section headed "Profile of Directors and Senior Management" to this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Liu Yung Chau, Ms. Chen Yuan, Rita, Ms. Liu Yi Man and Mr. Liu Yung Kan has entered into a service contract with the Company on 6 June 2019. The initial term of their service contract shall commence from the date of their appointment as an executive or a non-executive Director (as the case may be) and continue for a period of three years or until the third annual general meeting of the Company since the Listing Date, whichever is earlier, and shall be automatically renewed for successive periods of three years (subject always to re-election as and when required under the Articles of Association), until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than three months' prior notice in writing.

Each of Mr. Xu Gang, Mr. Li Jiatong and Mr. O'Yang Wiley, the independent non-executive Directors, has entered into an appointment letter with the Company on 6 June 2019 (for Mr. Xu Gang and Mr. Li Jiatong) and 15 February 2022 (for Mr. O'Yang Wiley) respectively. The initial term for the appointment letters of Mr. Xu Gang and Mr. Li Jiatong shall be three years from the date of their appointment as the independent non-executive Directors or until the third annual general meeting of the Company since the Listing Date, whichever is sooner and the initial term of appointment of Mr. O'Yang Wiley is 3 years from 16 February 2022 (subject always to re-election as and when required under the Articles of Association), until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing. Under the respective appointment letters, each of the independent non-executive Directors is entitled to a fixed Director's fee.

The appointment of the Directors is subject to the provisions of retirement and rotation of Directors under the Articles of Association.

None of the Directors has entered into any service contract with the Company or any of its subsidiaries (excluding contracts expiring or determinable by the Company within one year without payment of compensation, other than statutory compensation).

CONTRACT WITH CONTROLLING SHAREHOLDERS

Save as disclosed in the sections headed "Connected Transactions", "Related Party Transactions" and note 39 to the consolidated financial statements contained in this annual report, no contract of significance was entered into between the Company or any of its subsidiaries and the Controlling Shareholders or any of its subsidiaries during the year ended 31 August 2023 or subsisted at the end of the year and no contract of significance for the provision of services to the Company or any of its subsidiaries by a Controlling Shareholder or any of its subsidiaries was entered into during the year ended 31 August 2023 or subsisted at the end of the year.

DIRECTOR'S INTEREST IN TRANSACTIONS, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Save as disclosed in the sections headed "Connected Transactions", "Related Party Transactions" and note 39 to the consolidated financial statements contained in this annual report, no transaction, arrangement or contract of significance to the business of the Group which the Company or any of its subsidiaries was a party, and in which a Director or any entity connected with such a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 August 2023.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The emoluments of the Directors and senior management of the Group are decided by the Board with reference to the recommendation given by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

Details of the Directors' emoluments and emoluments of the five highest paid individuals in the Group are set out in note 12 to the consolidated financial statements.

For the year ended 31 August 2023, no emoluments were paid by the Group to any Director or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. Except for one Director (Mr. Liu Yung Chau) who waived emoluments of approximately HK\$840,000, none of the Directors has waived or agreed to waive any emoluments for the year ended 31 August 2023.

The Company has also adopted the Post-IPO Share Option Scheme and Share Award Scheme as incentive for Directors and eligible employees. Details of the said schemes are set out under the section headed "Post-IPO Share Option Scheme and Share Award Scheme" in this annual report.

Save as disclosed above, no other payments have been made or are payable, for the year ended 31 August 2023, by the Group to or on behalf of any of the Directors.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 August 2023, none of the Directors or their respective close associates (as defined in the Listing Rules) had any interest in a business that competed or was likely to compete, either directly or indirectly, with the business of the Group, other than being a Director of the Company and/or its subsidiaries.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this annual report, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

NON-COMPETITION UNDERTAKING

Mr. Liu, Ms. Chen and BVI Holdco, our Controlling Shareholders, have entered into a non-competition undertaking (the "**Non-competition Undertaking**") dated 24 June 2019 in favour of our Company. Pursuant to the Non-competition Undertaking, our Controlling Shareholders have undertaken to our Company that they shall not, and shall procure that none of their respective close associates (other than any members of our Group) shall, during the Restricted Period (as defined in the Prospectus), directly or indirectly, either on their own account or in conjunction with or on behalf of any person or company, carry on, participate or be interested or engaged in or acquire or hold (in each case whether as a Shareholder, partner, agent or otherwise) any business which is or is likely to be in competition with the businesses of our Group, which are higher education in the PRC and higher education and vocational training outside of the PRC. Details of the Non-competition Undertaking are set out in the section headed "Relationship with our Controlling Shareholders — Non-competition Undertaking" in the Prospectus.

The Controlling Shareholders confirmed that they have complied with the Non-competition Undertaking for the year ended 31 August 2023. The independent non-executive Directors have conducted such review for the year ended 31 August 2023 and also reviewed the relevant undertakings and are satisfied that the Non-competition Undertaking has been fully complied with.

MANAGEMENT CONTRACTS

Other than the Directors' service contracts and appointment letters as disclosed in the section headed "Directors' service contracts" in this annual report, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or in existence as at the end of the year or at any time during the year ended 31 August 2023.

MATERIAL LEGAL PROCEEDINGS

The Group was not involved in any material legal proceeding during the year ended 31 August 2023.

LOAN AND GUARANTEE

Save as disclosed in note 26 to the consolidated financial statements in this annual report, during the year ended 31 August 2023, the Group had not made any loan or provided any guarantee for loan, directly or indirectly, to the Directors, senior management of the Company, the Controlling Shareholders or their respective associates (as defined in the Listing Rules).

POST-IPO SHARE OPTION SCHEME AND SHARE AWARD SCHEME

Post-IPO Share Option Scheme

The Company conditionally approved and adopted the Post-IPO Share Option Scheme pursuant to the resolutions of the Shareholders passed on 6 June 2019.

(a) Purpose

The purpose of the Post-IPO Share Option Scheme is to provide Eligible Persons (defined below) with the opportunity to acquire proprietary interests in our Company and to encourage the Eligible Person to work towards enhancing the value of our Company and our Shares for the benefit of our Company and Shareholders as a whole. The Post-IPO Share Option Scheme will provide our Company with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to Eligible Persons.

(b) Eligible Persons

Any individual, being an employee, Director, officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of our Group or any of our Group's affiliates who the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to our Group is entitled to be offered and granted options ("**Eligible Person(s)**").

However, no individual who is resident in a place where the grant, acceptance, vesting or exercise of options pursuant to the Post-IPO Share Option Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, is eligible to be offered or granted options.

(c) Maximum number of Shares

The total number of Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other schemes is 100,000,000, being no more than 10% of the Shares in issue on the date the Shares commence trading on the Stock Exchange (the “**Option Scheme Mandate Limit**”), which represented approximately 8.76% of the Shares in issue as at the date of this annual report. Options which have lapsed in accordance with the terms of the rules of the Post-IPO Share Option Scheme (or any other share option schemes of our Company) shall not be counted for the purpose of calculating the Option Scheme Mandate Limit.

The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Post-IPO Share Option Scheme and any other share option schemes of our Company at any time (and to which the provisions of Chapter 17 of the Listing Rules are applicable) must not exceed 30% of the Shares in issue from time to time (the “**Option Scheme Limit**”). No options may be granted under any schemes of our Company (or its subsidiaries) if this will result in the Option Scheme Limit being exceeded.

The Option Scheme Mandate Limit may be refreshed at any time subject to prior approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time. However, the Option Scheme Mandate Limit as refreshed cannot exceed 10% of the Shares in issue as at the date of such approval. Options previously granted under the Post-IPO Share Option Scheme and any other share option schemes of our Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, cancelled or lapsed in accordance with its terms or exercised), shall not be counted for the purpose of calculating the refreshed Option Scheme Mandate Limit.

Our Company may also seek separate approval of the Shareholders in general meeting for granting options beyond the Option Scheme Mandate Limit, provided such grant is to Eligible Person specifically identified by our Company before the aforesaid Shareholders' meeting where such approval is sought.

(d) Maximum entitlement of a grantee

Unless approved by the Shareholders, the total number of Shares issued and to be issued upon exercise of the options granted and to be granted under the Post-IPO Share Option Scheme and any other share option scheme(s) of our Company to each Eligible Person (including both exercised and outstanding options) in any 12 month period shall not exceed 1% of the total number of Shares in issue (the “**Individual Limit**”). Any further grant of options to an Eligible Person which would result in the aggregate number of 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 exceeding the Individual Limit shall be subject to separate approval of the Shareholders in general meeting with Eligible Persons and his associates abstaining from voting.

(e) Performance target

The Post-IPO Share Option Scheme does not set out any performance targets that must be achieved before the options may be exercised. However, the Board or its delegate(s) may at their sole discretion specify, as part of the terms and conditions of any option, such performance conditions that must be satisfied before the option can be exercised.

(f) Subscription price

The price per Share at which a grantee may subscribe for Shares on the exercise of an option (the "**Subscription Price**") shall be such price determined by the Board in its absolute discretion and shall be no less than the higher of:

- (i) the closing price of a Share as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant;
- (ii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share on the date of grant.

(g) Rights are personal to grantee

An option is personal to the grantee and shall not be transferable or assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any interest in favour of or enter into any agreement with any other person over or in relation to any option, except for the transmission of an option on the death of the grantee to his personal representative(s) on the terms of the Post-IPO Share Option Scheme.

(h) Options granted to Directors or substantial Shareholders of our Company

Each grant of options to any Director of our Company, the chief executive (as defined in the Listing Rules) or substantial Shareholder of our Company (or any of their respective associates) shall be subject to the prior approval of the independent non-executive Directors of our Company (excluding any independent non-executive Director who is a proposed recipient of the grant of options).

Where any grant of options to a substantial Shareholder or an independent non-executive Director of our Company (or any of their respective associates) would result in the number of Shares 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:

- (i) representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of the Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, in excess of HK\$5 million (or such other higher amount as may from time to time be specified by the Stock Exchange),

such further grant of options must also be subject to the prior approval of the Shareholders (voting by way of poll) in general meeting. Our Company shall send a circular to the Shareholders in accordance with and containing such information as is required under the Listing Rules. All connected persons of our Company shall abstain from voting at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular to be sent to the Shareholders in connection therewith.

(i) Grant offer letter and notification of grant of options

An offer shall be made to Eligible Persons by a letter in duplicate which specifies the terms on which the option is to be granted. Such terms may include any minimum period(s) for which an option must be held and/or any minimum performance target(s) that must be achieved, before the option can be exercised in whole or in part, and may include at the discretion of the Board or its delegate(s) such other terms either on a case-by-case basis or generally.

An offer shall be deemed to have been accepted and the option to which the offer relates shall be deemed to have been granted and to have taken effect when the duplicate of the offer letter comprising acceptance of the offer duly signed by the grantee with the number of Shares in respect of which the offer is accepted clearly stated therein, together with a remittance in favour of our Company of HK\$1.00 by way of consideration for the grant thereof, is received by our Company within 20 business days from the date on which the letter containing the offer is delivered to the Eligible Person.

Any offer may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot for dealing in Shares or a multiple thereof. To the extent that the offer is not accepted within 20 business days from the date on which the letter containing the offer is delivered to that Eligible Person, it shall be deemed to have been irrevocably declined.

(j) Restriction of grant of options

No offer shall be made and no option shall be granted to any Eligible Person in circumstances prohibited by the Listing Rules or at a time when the Eligible Person would or might be prohibited from dealing in the Shares by the Listing Rules or by any applicable rules, regulations or law. No offer shall be made and no option shall be granted to any Eligible Person where the Company or such persons are in possession of any unpublished inside information in relation to our Company until such inside information has been published in an announcement in accordance with the Listing Rules. Furthermore, no offer shall be made and no option shall be granted:

- (i) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (ii) during the period of 30 days immediately preceding the publication date of the half-year results or, if shorter, the period from the end of the relevant half-year period up to the publication date of the results.

Such period will also cover any period of delay in the publication of any results announcement.

(k) Time of exercise of an option

An option may, subject to the rules of the Post-IPO Share Option Scheme and the terms and conditions upon which such option is granted, be exercised in whole or in part by the grantee giving notice in writing to our Company in such form as our Board may from time to time determine stating that the option is thereby exercised and the number of Shares in respect of which it is exercised.

(l) Cancellation of options granted

Any breaches of the rules of the Post-IPO Share Option Scheme by a grantee may result in the options granted to such grantee being cancelled by our Company. Any options granted but not exercised may be cancelled if the grantee so agrees. Issuance of new options to the same grantee may only be made if there are unissued options available under the Post-IPO Share Option Scheme (excluding the cancelled options) and in compliance with the terms of the Post-IPO Share Option Scheme.

(m) Lapse of an option

Without prejudice to the additional situations provided by our Board or its delegates(s), an option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (i) the expiry of the period within which an option may be exercised, which is to be determined and notified by the Board to each grantee at the time of making an offer, and shall not expire later than 10 years from the date of grant (the "**Option Period**");
- (ii) the expiry of any of the periods for exercising the option as referred to in the paragraphs headed "(o) Retirement, death or permanent physical or mental disability of an Eligible Person", "(p) Termination of employment of an Eligible Person", "(q) Rights on takeover and schemes of compromise or arrangement" and "(r) Rights on a voluntary winding up" below; and
- (iii) the date on which the grantee commits a breach of the rules detailed under the heading "(g) Rights are personal to grantee" above.

(n) Effects of alterations in the capital structure of our Company

In the event of an alteration in the capital structure of our Company whilst any option remains exercisable by way of capitalisation of profits or reserves, rights issue, subdivision or consolidation of shares, or reduction of the share capital of our Company in accordance with legal requirements and requirements of the Stock Exchange (other than any alteration in the capital structure of our Company as a result of an issue of Shares as consideration in a transaction to which our Company is a party), such corresponding alterations (if any) shall be made to:

- (i) the number or nominal amount of Shares comprised in each option so far as unexercised;
- (ii) the Subscription Price;
- (iii) the method of exercise of the option; or
- (iv) any combination thereof,

as the auditor or a financial adviser engaged by our Company for such purpose shall, at the request of our Company, certify in writing, either generally or as regards any particular grantee, to be in their opinion fair and reasonable, provided always that any such adjustments should give each grantee the same proportion of the equity capital of our Company (or as nearly as possible but not greater than the same proportion of the equity capital of our Company) as that to which that grantee was previously entitled prior to such adjustments, and no adjustments shall be made which will enable a Share to be issued at less than its nominal value. The capacity of the auditor or financial adviser (as the case may be) is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on our Company and the grantees. The costs of the auditor or financial adviser (as the case may be) shall be borne by our Company.

(o) Retirement, death or permanent physical or mental disability of an Eligible Person

If a grantee ceases to be an Eligible Person by reason of (i) death of the grantee, (ii) termination of the grantee's employment or contractual engagement with our Group or our Group's affiliate by reason of his/her permanent physical or mental disablement, or (iii) retirement of the grantee, the option may be exercised within the Option Period, or such other period as the Board or its delegate(s) may decide in their sole discretion.

In the case of death of a grantee, the option may be exercised within that period by the personal representatives of the grantee. In the case where a grantee no longer has any legal capacity to exercise the option, the option may be exercised within that period by the persons charged with the duty of representing the grantee under the relevant laws in Hong Kong.

If the option is not exercised within the times mentioned above, the option shall lapse.

(p) Termination of employment of an Eligible Person

If a grantee, being an employee whose employment is terminated by our Group or its affiliate by reason of the employer terminating the contract of employment without notice or payment in lieu of notice, or the grantee having been convicted of any criminal offence involving his integrity or honesty, the option shall immediately lapse.

If a grantee is declared bankrupt or becomes insolvent or makes any arrangements or composition with his/her creditors generally, the option shall immediately lapse.

If a grantee being an employee ceases to be an Eligible Person due to termination of his/her employment or contractual engagement with our Group by reason of redundancy, the option may be exercised within three months of such cessation or within the Option Period, whichever is the shorter, or such other period as the Board or its delegate(s) may decide in their sole discretion.

If a grantee ceases to be an Eligible Person other than in any of the circumstances described above, unless otherwise provided in the letter containing the offer, a grantee may exercise his/her option within three months of such cessation or within the Option Period, whichever is the shorter, or such other period as the Board or its delegate(s) may decide in their sole discretion.

(q) Rights on takeover and schemes of compromise or arrangement

If a general offer by way of takeover or otherwise (other than by way of scheme of arrangement) is made to all our Shareholders (other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant option, our Company shall forthwith give notice thereof to the grantee and the grantee shall be entitled to exercise the option to its full extent or, if our Company shall give the relevant notification, to the extent notified by our Company, at any time within such period as shall be notified by our Company.

If a general offer for Shares by way of scheme of arrangement is made to all our Shareholders and has been approved by the necessary number of Shareholders at the requisite meetings, our Company shall forthwith give notice thereof to the grantee and the grantee may at any time thereafter (but before such time as shall be notified by our Company) exercise the option to its full extent or, if our Company shall give the relevant notification, to the extent notified by our Company.

If a compromise or arrangement between our Company and our members or creditors is proposed, our Company shall give notice to the grantee on the same date as we despatch the notice to each member or creditor of our Company summoning the meeting to consider such a compromise or arrangement, and thereupon the grantee (or his personal representatives) may until the expiry of the period commencing with such date and ending with the earlier of the date 2 calendar months thereafter or the date on which such compromise or arrangement is sanctioned by the court exercise any of his options (to the extent not already exercised) whether in full or in part, but the exercise of an option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the court and becoming effective, and upon such compromise or arrangement becoming effective, all options shall lapse except insofar as previously exercised under the Post-IPO Share Option Scheme. Our Company may require the grantee to transfer or otherwise deal with the Shares issued as a result of the exercise of options in these circumstances so as to place the grantee in the same position, as nearly as possible, as would have been the case had such Shares been subject to such compromise or arrangement. If the option is not exercised within the time specified, the option shall lapse.

(r) Rights on a voluntary winding up

In the event a notice is given by our 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 our Company, our Company shall on the same date as or soon after it despatches such notice to each member of our Company give notice thereof to all grantees (together with a notice of the existence of the provisions of this rule) and thereupon, each grantee (or his personal representatives) shall be entitled to exercise all or any of his options (to the extent not already exercised) at any time not later than 2 business days prior to the proposed general meeting of our Company by giving notice in writing to our 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 our Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the grantee credited as fully paid. If the option is not exercised within the time specified, the option shall lapse.

(s) Ranking of Shares

The Shares to be allotted and issued upon the exercise of an option shall be identical to the existing issued shares of our Company and subject to all the provisions of the Memorandum and Articles of Association and will rank *pari passu* with fully paid Shares in issue on the date the name of the grantee is registered on the register of members of our Company or if that date falls on a day when the register of members of our Company is closed, the first day of the re-opening of the register of members, save that the grantee shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of our Company) declared or recommended or resolved to be paid to the Shareholders on the register on a date prior to such registration.

(t) Duration

The Post-IPO Share Option Scheme shall be valid and effective for a period of ten years commencing on the Listing Date, i.e. until 15 July 2029, (after which, no further options shall be offered or granted), but in all other respects the provisions of the Post-IPO Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the rules of the Post-IPO Share Option Scheme.

(u) Alteration of the Post-IPO Share Option Scheme

The Board may amend or vary any of the provisions of the Post-IPO Share Option Scheme (including without limitation amendments in order to comply with changes in legal or regulatory requirements and amendments in order to waive any restrictions, imposed by the provisions of the Post-IPO Share Option Scheme, which are not found in Chapter 17 of the Listing Rules) at any time (but not so as to affect adversely any rights which have accrued to any grantee at that date).

Those specific provisions of the Post-IPO Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Eligible Person, and no changes to the authority of the administrator of the Post-IPO Share Option Scheme in relation to any alteration of the terms of the Post-IPO Share Option Scheme shall be made, without the prior approval of Shareholders in general meeting. Any alterations to the terms of the Post-IPO Share Option Scheme which are of a material nature, or any change to the terms and conditions of Options granted, must also, to be effective, be approved by the Shareholders in general meeting and the Stock Exchange, except where the alterations take effect automatically under the existing terms of the Post-IPO Share Option Scheme. The options and the Post-IPO Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules. Any change to the authority of the Directors or scheme administrators in relation to any alteration to the terms of the Post-IPO Share Option Scheme must be approved by Shareholders of our Company in general meeting.

Notwithstanding any provisions to the contrary in the Post-IPO Share Option Scheme, if on the relevant date of exercise there are restrictions or conditions imposed by the relevant laws and regulations to which the grantee is subject and the grantee has not obtained approval, exemption or waiver from the relevant regulatory authorities for the subscription of and dealing in the Shares, the grantee may sell the options to such transferee, subject to the approval by the Board, which shall not unreasonably withhold or delay such approval. In the event that the options are transferred to a connected person of our Company, no Shares shall be allotted and issued upon the exercise of the options by a connected person of our Company unless the Board is satisfied that the allotment and issue of Shares will not result in any breach of the Listing Rules, the Articles of Association, the Companies Act of the Cayman Islands or the Takeovers Code.

(v) Termination

The Shareholders by ordinary resolution in general meeting or the Board may at any time resolve to terminate the operation of the Post-IPO Share Option Scheme prior to the expiry of the Post-IPO Share Option Scheme and in such event no further options will be offered or granted but the provisions of the Post-IPO Share Option Scheme shall remain in full force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Post-IPO Share Option Scheme. Options complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the Post-IPO Share Option Scheme and remain unexercised and unexpired immediately prior to the termination of the operation of the Post-IPO Share Option Scheme shall continue to be valid and exercisable in accordance with their terms of issue after the termination of the Post-IPO Share Option Scheme.

The Directors who have been granted options under the Post-IPO Share Option Scheme, have undertaken to the Company that they will not exercise the options granted to them under the Post-IPO Share Option Scheme if as a result of which the Company would not be able to comply with the public float requirements of the Listing Rules.

A summary of the terms (including the terms of the scheme, the calculation method of the exercise price and vesting periods and conditions) of the Post-IPO Share Option Scheme has been set out in the section headed "D. Post-IPO Share Option Scheme and Share Award Scheme" in Appendix V of the Prospectus.

As at 1 September 2022, the number of shares of the Company that could be issued upon exercise of all share options that could be granted under the then available scheme mandate was 82,243,587.

As at 31 August 2023, the number of shares of the Company that could be issued upon exercise of all share options that could be granted under the then available scheme mandate was 82,460,603.

The following tables disclose movements in the Company's share options under the Post-IPO Share Option Scheme during the reporting period:

Option type	Date of grant	Exercise price HK\$	Exercise period (Note 1)	Outstanding at 1 September 2022	Granted during the year	Forfeited/ cancelled during the year (Note 4)	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2023
Directors									
Mr. Liu	21 January 2020	4.954	10 December 2020 – 30 January 2026	449,178	—	—	—	—	449,178
	21 January 2020	4.954	29 March 2021 – 30 January 2026	449,178	—	—	—	—	449,178
	21 January 2020	4.954	10 December 2021 – 30 January 2026	449,178	—	—	—	—	449,178
	15 July 2022	2.394	23 August 2022 – 24 September 2027	449,188	—	—	—	—	449,188
	15 July 2022	2.394	8 December 2022 – 24 September 2027	449,188	—	—	—	—	449,188
	15 July 2022	2.394	28 March 2023 – 24 September 2027	449,192	—	—	—	—	449,192

Option type	Date of grant	Exercise price HK\$	Exercise period (Note 1)	Outstanding at 1 September 2022	Granted during the year	Forfeited/ cancelled during the year (Note 4)	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2023
Directors (Continued)									
Ms. Chen	21 January 2020	4.954	10 December 2020 – 30 January 2026	89,835	—	—	—	—	89,835
	21 January 2020	4.954	29 March 2021 – 30 January 2026	89,835	—	—	—	—	89,835
	21 January 2020	4.954	10 December 2021 – 30 January 2026	89,835	—	—	—	—	89,835
	15 July 2022	2.394	23 August 2022 – 24 September 2027	89,845	—	—	—	—	89,845
	15 July 2022	2.394	8 December 2022 – 24 September 2027	89,845	—	—	—	—	89,845
	15 July 2022	2.394	28 March 2023 – 24 September 2027	89,849	—	—	—	—	89,849
Ms. Liu	21 January 2020	4.954	10 December 2020 – 30 January 2026	269,507	—	—	—	—	269,507
	21 January 2020	4.954	29 March 2021 – 30 January 2026	269,507	—	—	—	—	269,507
	21 January 2020	4.954	10 December 2021 – 30 January 2026	269,507	—	—	—	—	269,507
	22 February 2021	9.288	10 December 2021 – 29 January 2027	84,541	—	—	—	—	84,541
	15 July 2022	2.394	23 August 2022 – 24 September 2027	354,058	—	—	—	—	354,058
	15 July 2022	2.394	8 December 2022 – 24 September 2027	354,058	—	—	—	—	354,058
	15 July 2022	2.394	28 March 2023 – 24 September 2027	354,059	—	—	—	—	354,059
	15 July 2022	2.394	7 December 2023 – 24 September 2027	84,551	—	—	—	—	84,551
	15 July 2022	2.394	26 March 2024 – 24 September 2027	84,551	—	—	—	—	84,551

Directors' Report

Option type	Date of grant	Exercise price HK\$	Exercise period (Note 1)	Outstanding at 1 September 2022	Granted during the year	Forfeited/ cancelled during the year (Note 4)	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2023
Directors (Continued)									
Mr. Liu Yung Kan	21 January 2020	4.954	10 December 2020 – 30 January 2026	62,885	—	—	—	—	62,885
	21 January 2020	4.954	29 March 2021 – 30 January 2026	62,885	—	—	—	—	62,885
	21 January 2020	4.954	10 December 2021 – 30 January 2026	62,885	—	—	—	—	62,885
	15 July 2022	2.394	23 August 2022 – 24 September 2027	62,895	—	—	—	—	62,895
	15 July 2022	2.394	8 December 2022 – 24 September 2027	62,895	—	—	—	—	62,895
	15 July 2022	2.394	28 March 2023 – 24 September 2027	62,895	—	—	—	—	62,895
Mr. Xu Gang	21 January 2020	4.954	10 December 2020 – 30 January 2026	17,967	—	—	—	—	17,967
	21 January 2020	4.954	29 March 2021 – 30 January 2026	17,967	—	—	—	—	17,967
	21 January 2020	4.954	10 December 2021 – 30 January 2026	17,967	—	—	—	—	17,967
	15 July 2022	2.394	23 August 2022 – 24 September 2027	17,977	—	—	—	—	17,977
	15 July 2022	2.394	8 December 2022 – 24 September 2027	17,977	—	—	—	—	17,977
	15 July 2022	2.394	28 March 2023 – 24 September 2027	17,978	—	—	—	—	17,978

Option type	Date of grant	Exercise price HK\$	Exercise period (Note 1)	Outstanding at 1 September 2022	Granted during the year	Forfeited/ cancelled during the year (Note 4)	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2023
Directors (Continued)									
Mr. Li Jiatong	21 January 2020	4.954	10 December 2020 – 30 January 2026	17,967	—	—	—	—	17,967
	21 January 2020	4.954	29 March 2021 – 30 January 2026	17,967	—	—	—	—	17,967
	21 January 2020	4.954	10 December 2021 – 30 January 2026	17,967	—	—	—	—	17,967
	15 July 2022	2.394	23 August 2022 – 24 September 2027	17,977	—	—	—	—	17,977
	15 July 2022	2.394	8 December 2022 – 24 September 2027	17,977	—	—	—	—	17,977
	15 July 2022	2.394	28 March 2023 – 24 September 2027	17,978	—	—	—	—	17,978
Directors in aggregate				5,951,491	—	—	—	—	5,951,491
Associates of Directors and substantial Shareholders (Note 2)									
Mr. Liu Yung Kwong (brother of Mr. Liu and Mr. Liu Yung Kan)	21 January 2020	4.954	10 December 2020 – 30 January 2026	26,950	—	—	—	—	26,950
	21 January 2020	4.954	29 March 2021 – 30 January 2026	26,950	—	—	—	—	26,950
	21 January 2020	4.954	10 December 2021 – 30 January 2026	26,950	—	—	—	—	26,950
	15 July 2022	2.394	23 August 2022 – 24 September 2027	26,960	—	—	—	—	26,960
	15 July 2022	2.394	8 December 2022 – 24 September 2027	26,960	—	—	—	—	26,960
	15 July 2022	2.394	28 March 2023 – 24 September 2027	26,964	—	—	—	—	26,964

Directors' Report

Option type	Date of grant	Exercise price HK\$	Exercise period (Note 1)	Outstanding at 1 September 2022	Granted during the year	Forfeited/ cancelled during the year (Note 4)	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2023
Associates of Directors and substantial Shareholders (note 2) (Continued)									
Mr. Liu Chi Hin (son of Mr. Liu and Ms. Chen)	21 January 2020	4.954	10 December 2020 – 30 January 2026	89,835	—	—	—	—	89,835
	21 January 2020	4.954	29 March 2021 – 30 January 2026	89,835	—	—	—	—	89,835
	21 January 2020	4.954	10 December 2021 – 30 January 2026	89,835	—	—	—	—	89,835
	22 February 2021	9.288	10 December 2021 – 29 January 2027	42,270	—	—	—	—	42,270
	15 July 2022	2.394	23 August 2022 – 24 September 2027	132,115	—	—	—	—	132,115
	15 July 2022	2.394	8 December 2022 – 24 September 2027	132,115	—	—	—	—	132,115
	15 July 2022	2.394	28 March 2023 – 24 September 2027	132,119	—	—	—	—	132,119
	15 July 2022	2.394	7 December 2023 – 24 September 2027	42,280	—	—	—	—	42,280
	15 July 2022	2.394	26 March 2024 – 24 September 2027	42,283	—	—	—	—	42,283
Mr. Liu Chi Wai (son of Mr. Liu and Ms. Chen)	21 January 2020	4.954	10 December 2020 – 30 January 2026	71,868	—	—	—	—	71,868
	21 January 2020	4.954	29 March 2021 – 30 January 2026	71,868	—	—	—	—	71,868
	21 January 2020	4.954	10 December 2021 – 30 January 2026	71,868	—	—	—	—	71,868
	15 July 2022	2.394	23 August 2022 – 24 September 2027	71,878	—	—	—	—	71,878
	15 July 2022	2.394	8 December 2022 – 24 September 2027	71,878	—	—	—	—	71,878
	15 July 2022	2.394	28 March 2023 – 24 September 2027	71,881	—	—	—	—	71,881
Associates of Directors and substantial Shareholders in aggregate				<u>1,385,662</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>1,385,662</u>

Option type	Date of grant	Exercise price HK\$	Exercise period (Note 1)	Outstanding at 1 September 2022	Granted during the year	Forfeited/ cancelled during the year (Note 4)	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2023
Employees (non-connected persons) (Note 3)	21 January 2020	4.954	10 December 2020 – 30 January 2026	601,897	—	—	—	—	601,897
	21 January 2020	4.954	29 March 2021 – 30 January 2026	601,897	—	—	—	—	601,897
	21 January 2020	4.954	10 December 2021 – 30 January 2026	601,897	—	—	—	—	601,897
	22 February 2021	9.288	10 December 2021 – 29 January 2027	595,167	—	(1,944)	—	—	593,223
	29 April 2021	8.592	10 December 2021 – 30 April 2027	293,690	—	—	—	—	293,690
	15 July 2022	2.394	23 August 2022 – 24 September 2027	1,817,451	—	—	—	(1,954)	1,815,497
	15 July 2022	2.394	8 December 2022 – 24 September 2027	1,623,597	—	—	—	(1,954)	1,621,643
	15 July 2022	2.394	28 March 2023 – 24 September 2027	1,751,478	—	(13,197)	—	—	1,738,281
	15 July 2022	2.394	7 December 2023 – 24 September 2027	1,083,540	—	(107,535)	—	—	976,005
	15 July 2022	2.394	26 March 2024 – 24 September 2027	1,211,415	—	(54,747)	—	—	1,156,668
	15 July 2022	2.394	14 December 2024 – 24 September 2027	39,593	—	(39,593)	—	—	—
Employees (non-connected persons) in aggregate				10,221,622	—	(217,016)	—	(3,908)	10,000,698
Total				17,558,775	—	(217,016)	—	(3,908)	17,337,851
Weighted average closing price immediately before the dates on which the options were exercised									HK\$2.990
Exercisable at the end of the year									14,951,513

Notes:

- (1) The vesting period commences on the date of grant and up to the share options becoming exercisable.
- (2) Mr. Liu Yung Kwong, Mr. Liu Chi Hin and Mr. Liu Chi Wai are employees of the Group.
- (3) Included in employees (non-connected persons), Mr. Chan Kai Tung, being the son of Ms. Chen's brother (i.e. nephew of Ms. Chen), falls under the scope of "relative" under Rule 14A.21(1)(a) of the Listing Rules who, depending on the opinion of the Stock Exchange, may be deemed to be a connected person of the Company.
- (4) All share options which are categorised as "forfeited/cancelled during the year" in the above table represent the share options which lapsed upon termination of employment of the relevant grantees in accordance with the rules governing the Post-IPO Share Option Scheme. Such lapsed share options are categorised as "forfeited during the year" in accordance with applicable accounting and/or financial reporting standards. For the avoidance of doubt, no share options were cancelled according to the rules governing the Post-IPO Share Option Scheme during the reporting year.

During the year ended 31 August 2023, no share options had been granted.

During the year ended 31 August 2022, share options carrying right to subscribe for 11,449,440 Shares were granted on 15 July 2022. The estimated fair value of the share options granted on the date was HK\$8,453,000.

The closing price of the Company's shares immediately before the grant of share options on 15 July 2022 was HK\$2.210 per Share.

Save as disclosed above, no share options had been granted, exercised, lapsed or cancelled under the Share Option Scheme during the reporting period.

Share Award Scheme

On 6 June 2019, the Company adopted the Share Award Scheme effective from the Listing Date.

(a) Purpose

The purpose of the Share Award Scheme is to align the interests of Eligible Persons with those of our Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and retain Eligible Persons to make contributions to the long-term growth and profits of our Group.

(b) Eligible Persons

Any individual, being an employee, Director, officer, consultant, adviser, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of our Group or any affiliate (including nominees and/or trustees of any employee benefit trust established for them) who the Board or its delegate(s) considers, in its sole discretion, to have contributed or will contribute to our Group is eligible to receive an Award (as defined below). However, no individual who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Share Award Scheme.

(c) Awards

An Award gives a selected participant a conditional right, when the Shares vest, to obtain the Shares or, if in the absolute discretion of the Board or its delegate(s), it is not practicable for the selected participant to receive the Award in Shares, the cash equivalent from the sale of the Shares. An Award includes all cash income from dividends in respect of those Shares from the date the Award is granted ("**Grant Date**") to the date the Award vests ("**Vesting Date**"). For the avoidance of doubt, the Board at its discretion may from time to time determine that any dividends declared and paid by our Company in relation to the Shares be paid to the selected participant even though the Shares have not yet vested.

(d) Grant of Award

The Board or the committee of the Board or person(s) to which the Board has delegated its authority may, from time to time, at their absolute discretion, grant an Award to a selected participant (in the case of the Board & delegate(s), to any selected participant other than a Director or an officer of our Company) by way of an award letter ("**Award Letter**"). The Award Letter will specify the Grant Date, the number of Shares underlying the Award, the vesting criteria and conditions, the Vesting Date and such other details as the Board or its delegate(s) may consider necessary.

Each grant of an Award to any Director or the chief executive officer shall be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the grant of an Award). Our Company will comply with the relevant requirements under Chapter 14A of the Listing Rules for any grant of shares to connected persons of our Company.

The Board and its delegate(s) may not grant any Shares to any selected participant in certain circumstances, including the following:

- (i) where any applicable approval from any applicable regulatory authorities has not been granted;
- (ii) where any member of our Group will be required under applicable securities laws, rules or regulations to issue a prospectus or other offer documents in respect of such Award or the Share Award Scheme, unless the Board determines otherwise;
- (iii) where such Award would result in a breach by any member of our Group or its Directors of any applicable securities laws, rules or regulations in any jurisdiction;
- (iv) where such grant of Award would result in a breach of the Share Award Scheme Limit (as defined below) or would otherwise cause our Company to issue Shares in excess of the permitted amount in the mandate approved by the Shareholders;
- (v) where any Director is in possession of unpublished inside information in relation to our Company or where dealings by Directors are prohibited under any code or requirement of the Listing Rules and all applicable laws, rules or regulations, from time to time;
- (vi) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (vii) during the period of 30 days immediately preceding the publication date of the half-year results or, if shorter, the period from the end of the relevant half-year period up to the publication date of the results.

(e) Maximum number of Shares to be granted

The maximum aggregate number of Shares underlying all grants made pursuant to the Share Award Scheme (excluding Shares which have been forfeited in accordance with the Share Award Scheme) will not exceed 20,000,000 Shares (representing approximately 2% of the total issued Shares immediately after completion of the Global Offering, assuming the Over-allotment Option and options granted under the Post-IPO Share Option Scheme are not exercised and no Shares are granted under the Share Award Scheme, and representing approximately 1.75% of the total issued Shares as at the date of this Annual Report) without further Shareholders' approval (the "**Share Award Scheme Limit**").

Under the current Share Award Scheme Limit, new Shares (up to 20,000,000 Shares) may be issued by our Company within ten years of the Listing Date (the "**Award Period**").

Save as otherwise restricted by the Share Award Scheme Limit or the Listing Rules, there shall be no limit on the total number of non-vested Shares that may be granted to a selected participant under the Scheme.

(f) Scheme Mandate

To the extent that the Share Award Scheme Limit is subsequently increased by way of alteration of the Share Award Scheme and our Company is required to issue and allot new shares to satisfy any Award in excess of any amount previously approved by our Shareholders (as the case may be), our Company shall at a general meeting propose, and the Shareholders shall consider and, if thought fit, pass an ordinary resolution approving a mandate specifying:

- (i) the maximum number of new Shares that may be issued for this purpose;
- (ii) that the Board has the power to issue, allot, procure the transfer of and otherwise deal with the Shares in connection with the Share Award Scheme; and
- (iii) the mandate will remain in effect during the period from the passing of the ordinary resolution granting the mandate until the variation or revocation of such mandate by an ordinary resolution of the Shareholders in a general meeting.

(g) Rights attached to the Award

Save that the Board at its discretion may from time to time determine that any dividends declared and paid by our Company in relation to the Shares be paid to the selected participants even though the Shares have not yet vested, the selected participant only has a contingent interest in the Shares underlying an Award unless and until such Shares are actually transferred to the selected participant, nor does he/she have any rights to any cash or non-cash income until the Shares and related income vest.

(h) Rights attached to the Shares

Any Shares transferred to a selected participant in respect of any Award will be subject to all the provisions of the Memorandum and Articles of Association and will form a single class with the fully paid Shares in issue on the relevant date.

(i) Assignment of Awards

Any Shares granted under the Share Award Scheme but not yet vested are personal to the selected participants to whom they are granted and cannot be assigned or transferred. A selected participant shall not in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Award, or enter into any agreement to do so.

(j) Vesting of Awards

The Board or its delegate(s) may from time to time while the Share Award Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the Award to be vested.

If there is an event of change in control of our Company by way of a merger, a privatisation of our Company by way of a scheme or by way of an offer, the Board or the committee of the Board or person(s) to which the Board has delegated its authority shall at their sole discretion determine whether the Vesting Dates of any Award will be accelerated to an earlier date.

(k) Consolidation, subdivision, bonus issue and other distribution

In the event our Company undertakes a subdivision or consolidation of the Shares, corresponding changes will be made to the number of outstanding Shares that have been granted provided that the adjustments shall be made in such manner as the Board or its delegate(s) determines to be fair and reasonable in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Share Award Scheme for the selected participants. All fractional shares (if any) arising out of such consolidation or sub-division in respect of the Shares of a selected participant shall be deemed as returned shares ("**Returned Shares**") and shall not be transferred to the relevant selected participant on the relevant Vesting Date.

In the event of any non-cash distribution or other events not referred to above by reason of which the Board or its delegate(s) considers an adjustment to an outstanding Award to be fair and reasonable, an adjustment shall be made to the number of outstanding Shares of each selected participant as the Board or its delegate(s) shall consider as fair and reasonable, in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Share Award Scheme for the selected participants.

(l) Retirement, death or permanent physical or mental disability of an Eligible Person

If a selected participant ceases to be an Eligible Person by reason of retirement of the selected participant, any outstanding Shares and related income not yet vested shall continue to vest in accordance with the Vesting Dates set out in the Award Letter, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a selected participant ceases to be an Eligible Person by reason of (i) death of the selected participant; (ii) termination of the selected participant's employment or contractual engagement with our Group or an affiliate by reason of his/her permanent physical or mental disablement; or (iii) termination of the selected participant's employment or contractual engagement with our Group by reason of redundancy, any outstanding Shares and related income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a selected participant, being an employee whose employment is terminated by our Group or an affiliate by reason of the employer terminating the contract of employment without notice or payment in lieu of notice, or the selected participant having been convicted of any criminal offence involving his or her integrity or honesty, any outstanding Shares and related income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

(m) Grant of Shares under the Share Award Scheme

As of the date of this annual report, 3,245,565 Shares have been granted or agreed to be granted under the Share Award Scheme.

Application has been made to the Listing Committee for the listing of, and permission to deal in, the Shares which may be issued pursuant to the Share Award Scheme.

(n) Duration and termination

The Share Award Scheme shall be valid and effective for the Award Period (after which no Awards will be granted), and thereafter for so long as there are any non-vested Shares granted prior to the expiration of the Share Award Scheme, in order to give effect to the vesting of such Shares or otherwise as may be required in accordance with the rules of the Share Award Scheme. Subject to the foregoing, the Share Award Scheme shall terminate on the earlier of:

- (i) the end of the Award Period except in respect of any non-vested Shares granted prior to the expiration of the Share Award Scheme, for the purpose of giving effect to the vesting of such Shares or otherwise as may be required in accordance with the provisions of the Share Award Scheme; and
- (ii) such date of early termination as determined by our Board provided that such termination shall not affect any subsisting rights in respect of the Shares granted to a selected participant under the Share Award scheme.

(o) Administration by trustee

Without prejudice to the Board's general power of administration, to the extent not prohibited by applicable laws and regulations, the Board or the committee of the Board or persons to which the Board has delegated its authority may from time to time appoint one or more trustees in respect of granting administration or vesting of any Shares under the Share Award Scheme.

Subject to the rules of the Share Award Scheme:

- (i) our Company shall, as soon as reasonably practicable and no later than 30 business days from the Grant Date, for the purposes of satisfying the grant of awards, issue and allot Shares to the trustee and/or transfer to the trust the necessary funds and instruct the trustee to acquire Shares through on-market transactions at the prevailing market price; and
- (ii) our Company shall instruct the trustee whether or not to apply any Returned Shares to satisfy any grant of Awards made, and if the Returned Shares, as specified by our Company, are not sufficient to satisfy the Awards granted, our Company shall as soon as reasonably practicable and no later than 30 business days from the Grant Date, for purposes of satisfying the Awards granted, issue and allot further Shares to the trustee and/or transfer to the trust the necessary funds and instruct the trustee to acquire further Shares through on-market transactions at the prevailing market price.

Where the trustee has received instructions from our Company to acquire shares through on-market transactions, the trustee shall acquire such number of Shares as instructed by our Company on-market at the prevailing market price as soon as reasonably practicable after receiving the necessary funds from our Company. The trustee shall only be obliged to transfer Shares granted (and the related income derived from such Shares) to selected participants on vesting to the extent that Shares granted (and the related income derived from such Shares) are comprised in the trust.

A summary of the terms of the Share Award Scheme has been set out in the section headed "D. Post-IPO Share Option Scheme and Share Award Scheme" in Appendix V of the Prospectus.

At 31 August 2023, the Company may further grant 16,791,383 shares under the Share Award Scheme, whereas at 1 September 2022 the Company may further grant 16,754,435 shares under the Share Award Scheme.

Directors' Report

The following tables disclose movements in the Company's share awards under the Share Award Scheme during the reporting period:

	Date of grant	Vesting date	Number of share awards outstanding at 1 September 2022	Granted during the year	Vested during the year	Forfeited/ cancelled during the year (Note 3)	Lapsed during the year	Number of share awards outstanding at 31 August 2023
Directors								
Mr. Liu	21 January 2020	9 December 2022	77,002	—	(77,002)	—	—	—
	21 January 2020	29 March 2023	77,002	—	(77,002)	—	—	—
Ms. Chen	21 January 2020	9 December 2022	15,400	—	(15,400)	—	—	—
	21 January 2020	29 March 2023	15,402	—	(15,402)	—	—	—
Ms. Liu	21 January 2020	9 December 2022	46,201	—	(46,201)	—	—	—
	21 January 2020	29 March 2023	46,202	—	(46,202)	—	—	—
	22 February 2021	9 December 2022	16,304	—	(16,304)	—	—	—
	22 February 2021	29 March 2023	16,304	—	(16,304)	—	—	—
	22 February 2021	8 December 2023	16,304	—	—	—	—	16,304
	22 February 2021	27 March 2024	16,306	—	—	—	—	16,306
Mr. Liu Yung Kan	21 January 2020	9 December 2022	10,780	—	(10,780)	—	—	—
	21 January 2020	29 March 2023	10,782	—	(10,782)	—	—	—
Mr. Xu Gang	21 January 2020	9 December 2022	3,080	—	(2,941)	(139)	—	—
	21 January 2020	29 March 2023	3,080	—	(2,946)	(134)	—	—
Mr. Li Jiatong	21 January 2020	9 December 2022	3,080	—	(3,080)	—	—	—
	21 January 2020	29 March 2023	3,080	—	(3,080)	—	—	—
Directors in aggregate			376,309	—	(343,426)	(273)	—	32,610

	Date of grant	Vesting date	Number of share awards outstanding at 1 September 2022	Granted during the year	Vested during the year	Forfeited/ cancelled during the year (Note 3)	Lapsed during the year	Number of share awards outstanding at 31 August 2023
Associates of Directors and substantial Shareholders (Note 1)								
Mr. Liu Yung Kwong (brother of Mr. Liu and Mr. Liu Yung Kan)	21 January 2020	9 December 2022	4,620	—	(4,412)	(208)	—	—
	21 January 2020	29 March 2023	4,621	—	(4,420)	(201)	—	—
Mr. Liu Chi Hin (son of Mr. Liu and Ms. Chen)	21 January 2020	9 December 2022	15,400	—	(15,400)	—	—	—
	21 January 2020	29 March 2023	15,402	—	(15,402)	—	—	—
	22 February 2021	9 December 2022	8,152	—	(8,152)	—	—	—
	22 February 2021	29 March 2023	8,152	—	(8,152)	—	—	—
	22 February 2021	8 December 2023	8,152	—	—	—	—	8,152
	22 February 2021	27 March 2024	8,153	—	—	—	—	8,153
Mr. Liu Chi Wai (son of Mr. Liu and Ms. Chen)	21 January 2020	9 December 2022	12,320	—	(12,320)	—	—	—
	21 January 2020	29 March 2023	12,322	—	(12,322)	—	—	—
Associates of Directors and substantial Shareholders in aggregate			97,294	—	(80,580)	(409)	—	16,305

Directors' Report

	Date of grant	Vesting date	Number of share awards outstanding at 1 September 2022	Granted during the year	Vested during the year	Forfeited/ cancelled during the year (Note 3)	Lapsed during the year	Number of share awards outstanding at 31 August 2023
Employees	21 January 2020	9 December 2022	103,180	—	(85,477)	(17,703)	—	—
(non-connected persons)	21 January 2020	29 March 2023	103,197	—	(94,975)	(8,222)	—	—
<i>(Note 2)</i>	22 February 2021	9 December 2022	114,781	—	(96,495)	(18,286)	—	—
	22 February 2021	29 March 2023	161,737	—	(137,478)	(24,259)	—	—
	22 February 2021	8 December 2023	114,781	—	—	(375)	—	114,406
	22 February 2021	27 March 2024	161,748	—	—	(375)	—	161,373
	29 April 2021	9 December 2022	59,123	—	(48,847)	(10,276)	—	—
	29 April 2021	29 March 2023	47,544	—	(43,464)	(4,080)	—	—
	29 April 2021	8 December 2023	70,527	—	—	—	—	70,527
	29 April 2021	27 March 2024	58,947	—	—	—	—	58,947
	15 July 2022	8 December 2022	18,100	—	(18,100)	—	—	—
	15 July 2022	28 March 2023	9,050	—	(6,788)	(2,262)	—	—
	15 July 2022	7 December 2023	18,100	—	—	(18,100)	—	—
	15 July 2022	26 March 2024	9,050	—	—	(9,050)	—	—
	15 July 2022	14 December 2024	6,786	—	—	(6,786)	—	—
Employees (non-connected persons) in aggregate			1,056,651	—	(531,624)	(119,774)	—	405,253
Total			1,530,254	—	(955,630)	(120,456)	—	454,168

Notes:

- Mr. Liu Yung Kwong, Mr. Liu Chi Hin and Mr. Liu Chi Wai are employees of the Group.
- Included in employees (non-connected persons), Mr. Chan Kai Tung, being the son of Ms. Chen's brother (i.e. nephew of Ms. Chen), falls under the scope of "relative" under Rule 14A.21(1)(a) of the Listing Rules who, depending on the opinion of the Stock Exchange, may be deemed to be a connected person of the Company.
- Except for 36,948 shares forfeited due to the termination of employment contract pursuant to the provisions of the scheme rules governing the Share Award Scheme, the number of award shares set out under the column "Forfeited/ cancelled during the year" represents the number of award shares granted to the relevant grantee which were deducted to reimburse the Company for withholding tax paid or payable by the Company on behalf of the relevant grantees upon vesting. Pursuant to the rules governing the Share Award Scheme, award Shares forfeited in accordance with the Share Award Scheme are excluded in calculating the scheme limit (i.e. such further Shares underlying all further grant of awards that may be made under the Share Award Scheme).
- The purchase price of all the above share awards granted is HK\$0.

The closing price of the Company's shares immediately before the grant of share awards on 15 July 2022 was HK\$2.210 per Share.

Save as disclosed above, no share awards had been granted, lapsed or cancelled under the Share Award Scheme during the reporting period.

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

As at 31 August 2023, the interests or short positions of the Directors and chief executive of the Company in the Shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) 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 were as follows:

Name of Director	Capacity/Nature of interest			Number of shares held under equity derivatives (Note 4)	Total number of Shares interested	Approximate percentage of the Company's issued share capital (Note 5)
	Personal Interest	Family Interest/ Corporate interests	Other Interest (Note 3)			
Mr. Liu	786,855	804,927,407 (Note 1)	—	2,695,102	808,409,364	70.83%
Ms. Chen	95,194	807,775,126 (Note 2)	—	539,044	808,409,364	70.83%
Ms. Liu Yi Man	1,061,380	—	32,610	2,124,339	3,218,329	0.28%
Mr. Liu Yung Kan	68,298	—	—	377,340	445,638	0.04%
Mr. Xu Gang	18,378	—	—	107,833	126,211	0.01%
Mr. Li Jiatong	19,038	—	—	107,833	126,871	0.01%

Notes:

- For the purpose of the SFO, as at 31 August 2023, other than the personal interests and the other interests as stated in the above table, Mr. Liu was deemed to be interested in (i) 804,293,169 Shares held by BVI Holdco which was owned as to 50% by Mr. Liu and 50% by Ms. Chen (who is spouse to Mr. Liu) and (ii) 634,238 Shares beneficially interested by Ms. Chen.
- For the purpose of the SFO, as at 31 August 2023, other than the personal interests and the other interests as stated in the above table, Ms. Chen was deemed to be interested in (i) 804,293,169 Shares held by BVI Holdco which was owned as to 50% by Mr. Liu (who is spouse to Ms. Chen) and 50% by Ms. Chen and (ii) 3,481,957 Shares beneficially interested by Mr. Liu.
- These other interests are the interest in the award shares granted to the relevant Directors under the Share Award Scheme adopted by the Company on 6 June 2019 which remained unvested and held by the trustee as at 31 August 2023. The details of such award shares are disclosed in note 32(b) to the consolidated financial statements in this annual report.
- As at 31 August 2023, these equity derivatives were outstanding share options granted to the relevant Directors under the Post-IPO Share Option Scheme adopted by the Company on 6 June 2019 in accordance with Chapter 17 of the Listing Rules, the details of which are disclosed in note 32(a) to the consolidated financial statements in this annual report.
- Such percentage was calculated based on the total number of Shares and underlying Shares in which each of the Directors was interested as recorded in the register required to be kept by the Company pursuant to Part XV of the SFO and disclosed on the website of the Stock Exchange against the number of issued Shares of the Company as at 31 August 2023, being 1,141,304,113 Shares.

Save as disclosed above and to the best knowledge of the Directors, as at 31 August 2023, none of the Directors or the chief executive of the Company has any interests and/or short positions in the Shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

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

As at 31 August 2023, the interests and short positions of the persons, other than a Director or chief executive of the Company, in the Shares and underlying Shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Name	Capacity/ Nature of interest	Number of Shares interested⁽¹⁾	Approximate percentage of the Company's issued share capital⁽²⁾
BVI Holdco	Beneficial owner	804,293,169 (L)	70.47% (L)

Notes:

(1) The letter "L" denotes the person's long position in the Shares.

(2) The calculation is based on the total number of 1,141,304,113 Shares in issue as at 31 August 2023.

Save as disclosed above and to the best knowledge of the Directors, as at 31 August 2023, no person (other than the Directors or chief executives of the Company) had registered an interest or a short position in the Shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the Post-IPO Share Option Scheme and the Share Award Scheme as disclosed under the section headed "Post-IPO Share Option Scheme and Share Award Scheme" in this annual report, at no time during the year under review was the Company, its holding company, or any of its subsidiaries, a party to any arrangement to enable the Directors or their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of Shares in, or debt securities including debentures of, the Company or any other body corporate.

MAJOR SUPPLIERS AND CUSTOMERS

Our customers are primarily our students. For the year ended 31 August 2023, the goods and services (as the case may be) provided by our Group to our five largest customers accounted for less than 30% of our revenue.

Our suppliers primarily comprise Guangdong University of Finance and Economics, suppliers of textbooks, consumables and teaching materials and equipment, and construction companies for the maintenance and repair of campus facilities. For the year ended 31 August 2023, the purchases of goods and services (as the case may be) from our five largest suppliers accounted for less than 30% of our cost of revenue.

None of the Directors or any of their respective close associates (as defined under the Listing Rules) or any Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) has any beneficial interest in the Group's five largest suppliers or the Group's five largest customers.

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to the Shareholders of the Company by reason of their respective holding of the Company's securities.

HUMAN RESOURCES

As at 31 August 2023, the Group had approximately 7,800 employees. The Group offers competitive remuneration packages to the employees, which are determined in accordance with the relevant laws and regulations of the local jurisdictions where the Group operates and the individual qualification, experience and performance of the relevant employees, as well as the prevailing salary levels in the market. In addition, the Group provides other comprehensive fringe benefits to the employees, including social insurance and mandatory provident funds, complying with the applicable laws and regulations. For the year ended 31 August 2023, the staff costs (including Directors' remuneration) of the Group were approximately RMB660.5 million.

Moreover, the Post-IPO Share Option Scheme and Share Award Scheme were adopted as incentive for Directors and eligible employees. Details of the said schemes and grant of share options and share award under the said schemes are set out under the section headed "Post-IPO Share Option Scheme and Share Award Scheme" in this annual report.

Besides, the Group provides relevant training programs for the employees based on their respective personal career development.

RETIREMENT BENEFIT SCHEMES

Employees located in China are covered by the mandatory social security schemes required by local practice and regulations of the PRC, which are essentially defined contribution schemes. The Group is required by the PRC laws to contribute a certain percentage of the average salaries of the employees to various schemes in accordance with the respective regulatory requirements of each city. The PRC Government is directly responsible for the payment of the benefits to these employees.

In Hong Kong, the Group participates in a mandatory provident fund scheme established under the Mandatory Provident Fund Schemes Ordinance. The Group and its employees are each required to contribute 5.0% of the employees' relevant income to the mandatory provident fund scheme.

In Australia, the Group pays superannuation contributions to a number of Australian superannuation funds under relevant rules and regulations in Australian. The Group's Australian subsidiaries are required to contribute a minimum of 9.5% to 11.0% of the employee's ordinary time earnings for all qualifying employees in Australia to any complying super funds of employees' own choice.

In Singapore, the Group fulfils the Central Provident Fund obligations and contributes 7.5% to 17.0% of the ordinary wages for all qualifying employees in Singapore to set aside funds for retirement and address healthcare, home ownership, family protection, and asset enhancement.

In the PRC, Hong Kong, Australia and Singapore, no forfeited contributions (by employers on behalf of employees who leave the scheme prior to vesting fully in such contributions) were used to reduce both years' level of contributions and no forfeited contribution was available at 31 August 2023 and 2022 to reduce future years' contributions.

EQUITY-LINKED AGREEMENTS

During the year ended 31 August 2023, other than the Post-IPO Share Option Scheme and the Share Award Scheme as set out in the section under "Post-IPO Share Option Scheme and Share Award Scheme", the Company has not entered into any equity-linked agreement.

CONNECTED TRANSACTIONS

Below is a summary of the partially-exempt continuing connected transactions entered into by the Group with its connected person (whose relationship with the Group is set out in note 39 to the consolidated financial statements contained herein) and subsisting during the year under review:

1. Lease of GBCA school premises

The Australia Lease (2019) Framework Agreement (as renewed)

During the years ended 31 August 2023 and 2022, GBCA leased certain properties in Australia for its school campus from Global Move and Triple Way. On 24 June 2019, GBCA, Global Move and Triple Way entered into the Australia Lease (2019) Framework Agreement, pursuant to which Global Move and Triple Way agreed to enter into leases with GBCA in respect of properties in the central business district in Melbourne, Australia (the “**Australian Properties**”) for a term commencing on the Listing Date and expiring on 31 August 2021. Pursuant to the Australia Lease (2019) Framework Agreement, if GBCA does not give notice of a contrary intention and subject to compliance with any regulatory requirements (including the Listing Rules), the term shall be automatically renewed for a further term of three years upon expiry of its current term on 31 August 2021.

Pursuant to the written confirmation dated 30 August 2021 entered into among GBCA, Global Move and Triple Way and subject to compliance with any regulatory requirements (including the Listing Rules), the term of the Australia Lease (2019) Framework Agreement shall be automatically renewed upon the expiry of its then current term on 31 August 2021 for a further term of three years commencing from 1 September 2021 and expiring on 31 August 2024.

The Australian Properties leased to the Group pursuant to the Australia Lease (2019) Framework Agreement so automatically renewed are:

(a) *338 Queen Street, Melbourne*

Lessee:	GBCA
Lessor:	Global Move
Property:	part of the ground floor and level 1 to level 3 of 338 Queen Street, Melbourne, VIC 3000, Australia
GFA:	722 sq.m.
Use:	GBCA's school campus
Term:	From 1 September 2021 to 31 August 2024

(b) *337–339 La Trobe Street, Melbourne*

Lessee:	GBCA
Lessor:	Triple Way
Property:	part of the ground floor and level 1 and level 2 of 337–339 La Trobe Street (including the exterior of the building), Melbourne, VIC 3000, Australia
GFA:	508 sq.m.
Use:	GBCA's school campus
Term:	From 1 September 2021 to 31 August 2024

Reasons for the transactions

GBCA has occupied the Australian Properties since the school was established in 2015. These leases enable GBCA to continue to secure suitable premises at a fair market price. The continuation of these arrangements will avoid unnecessary disruptions to our students and our business, and avoid the costs associated with identifying other suitable premises, relocating our school, and re-complying with regulatory requirements on educational establishments for the new premises.

Historical amount, annual cap, and basis for annual cap

For the year ended 31 August 2023, the annual cap for the Australia Lease (2019) Framework Agreement is determined to be AUD493,000. The actual amount of the rent under the Australia Lease Framework Agreement for the year ended 31 August 2023 was approximately RMB2,093,000 (equivalent to approximately AUD446,000).

When determining the annual caps, our Directors have considered:

- (i) the rental expenses incurred prior to our Listing under the existing rental arrangement for the Australian Properties leased to the Group; and
- (ii) the rental expenses to be incurred after our Listing under the Australia Lease (2019) Framework Agreement with reference to the opinion given by our independent property valuer.

Pricing policy

The rents under the Australia Lease (2019) Framework Agreement are determined based on arm's length negotiations between the parties with reference to the prevailing market rental quotations of similar properties in the same vicinity from Independent Third Parties.

Listing Rules implications

The transactions under the Australian Lease Framework Agreement are entered into on normal commercial terms or better that are fair and reasonable, and one or more of the applicable percentage ratios (other than the profits ratio) with reference to the respective annual caps in respect of such transactions under Chapter 14A of the Listing Rules exceeds 0.1% but all are lower than 5%. Pursuant to Rule 14A.76(2)(a) of the Listing Rules, these transactions are exempt from the circular and shareholders' approval requirements under Chapter 14A of the Listing Rules, but are subject to the reporting, annual review, and announcement requirements.

2. Lease of premises for Huashang Vocational College and office units for administrative uses

The PRC Lease (2021 Renewal) Framework Agreement

During the years ended 31 August 2023 and 2022, our Group leased certain properties in China from Mr. Liu, Ms. Chen, Mr. Liu Yung Kan and their respective associates. On 24 June 2019, our Company (for itself and on behalf of our subsidiaries) and Mr. Liu, Ms. Chen and Mr. Liu Yung Kan (for themselves and on behalf of their respective associates) (the "**Lessors**") entered into the PRC Lease (2019) Framework Agreement, pursuant to which the Lessors agreed to lease land, buildings and ancillary facilities in the PRC (the "**PRC Properties**") to our Group for a term commencing on the Listing Date and expiring on 31 August 2021. On 30 August 2021, the Group and the PRC Lessors enter into the PRC Lease (2021 Renewal) Framework Agreement for a term of three years commencing from 1 September 2021 and expiring on 31 August 2024, the terms of which are substantially the same as the PRC Lease (2019) Framework Agreement, save and except that (i) the scope of the PRC Properties to be leased under the PRC Lease (2021 Renewal) Framework Agreement has been extended so as to include those land in the PRC and the premises and buildings thereon that the PRC Lessors legally own or have the right to lease or grant licence thereto from time to time, including but not limited to those PRC Properties as specified in the PRC Lease (2021 Renewal) Framework Agreement instead of only covering those PRC Properties set out in the previous PRC Lease (2019) Framework Agreement (i.e. leases paragraphs (a) to (e) below); (ii) the scope is made clear to cover licensing and making available/sharing the right to use the PRC Properties in addition to renting and leasing the PRC Properties under the previous PRC Lease (2019) Framework Agreement; and (iii) the term will no longer be automatically renewed for a further term of three years upon expiry. The current PRC Properties leased to the Group are:

(a) 151 Guangshen Road and 86 Weishan North 2nd Road

Lessee: Huashang Vocational College

Lessor: Sun City Hotel

Property: No. 151, Guangshen Road, Xintang Town, Zengcheng District, Guangzhou, China and No. 86, Weishan North 2nd Road, Xintang Town, Zengcheng District, Guangzhou, China

GFA: Shared spaces and common areas of 9,638 sq.m.

Use: Facilities of Huashang Hospitality Management School, used for trainings and internships as scheduled from time to time

(b) Unit 418 at Sun City Hotel

Lessee: Woguan Education

Lessor: Sun City Hotel

Property: Unit 418, Sun City Hotel, No. 151 Guangshen Avenue, Xintang Town, Zengcheng District, Guangzhou, China

GFA: 40 sq.m.

Use: Office space

(c) Unit 409 at Sun City Hotel

Lessee: Guangzhou Zhiheng Education

Lessor: Sun City Hotel

Property: Unit 409, Sun City Hotel, No. 151 Guangshen Avenue, Xintang Town, Zengcheng District, Guangzhou, China

GFA: 40 sq.m.

Use: Office space

(d) Unit 408 at Sun City Hotel

Lessee: Huajia Renovation

Lessor: Sun City Hotel

Property: Unit 408, Sun City Hotel, No. 151 Guangshen Road, Xintang Town, Zengcheng District, Guangzhou, China

GFA: 20 sq.m.

Use: Office space

(e) *Administrative office, 3rd Floor of Sun City Hotel*

Lessee: Sun City Development

Lessor: Sun City Hotel

Property: Administrative office, 3rd Floor, Sun City Hotel, No. 151 Guangshen Road, Xintang Town, Zengcheng District, Guangzhou, China

GFA: 30 sq.m.

Use: Office space

(f) *Unit 414 at Sun City Hotel*

Lessee: Huangang Enterprise Management

Lessor: Sun City Hotel

Property: Unit 414, Sun City Hotel, No. 151 Guangshen Road, Xintang Town, Zengcheng District, Guangzhou, PRC

GFA: 20 sq.m.

Use: Office space

(g) *Unit 411 at Sun City Hotel*

Lessee: Xinyue Trading

Lessor: Sun City Hotel

Property: Unit 411, Sun City Hotel, No. 151 Guangshen Road, Xintang Town, Zengcheng District, Guangzhou, PRC

GFA: 20 sq.m.

Use: Office space

(h) Unit 1, 2nd Floor, No. 153 Guangshen Middle Road

Lessee: Guangzhou Medical Aesthetic Science and Technology Development Co., Ltd

Lessor: Sun City Hotel

Property: Unit 1, 2nd Floor, No. 153 Guangshen Middle Road, Xintang Town, Zengcheng District, Guangzhou, PRC

GFA: 400 sq.m.

Use: Office space

(i) Unit 2, 3rd Floor, No.153 Guangshen Middle Road

Lessee: Huawei Education

Lessor: Sun City Hotel

Property: Unit 2, 3rd Floor, No.153 Guangshen Middle Road, Xintang Town, Zengcheng District, Guangzhou, PRC

GFA: 400 sq.m.

Use: Office space

(j) Unit 1, 3rd Floor, No.153 Guangshen Middle Road

Lessee: Guangzhou Zhonghui Digital Technology Co., Ltd.

Lessor: Sun City Hotel

Property: Unit 1, 3rd Floor, No.153 Guangshen Middle Road, Xintang Town, Zengcheng District, Guangzhou, PRC

GFA: 400 sq.m.

Use: Office space

(k) No.153 Guangshen Middle Road

Lessee: Huashang Technical School

Lessor: Sun City Hotel

Property: No.153 Guangshen Middle Road, Xintang Town, Zengcheng District, Guangzhou, PRC

GFA: 8,589.55 sq.m.

Use: Office space

Reasons for the transactions

Huashang Hospitality Management School, the school within Huashang Vocational College, and our certain subsidiaries occupied the PRC Properties during the years ended 31 August 2023 and 2022. The premises described in paragraphs (a) above form part of the learning facilities of Huashang Hospitality Management School, providing space for trainings, internships or accommodation. The premises described in paragraphs (b) to (k) above were office units used by certain of our subsidiaries for administrative purposes.

The lease of these premises allows us to secure suitable premises at a fair market value. The continuation of these lease arrangements will avoid unnecessary disruptions to our students and our business, and avoid the costs associated with identifying other suitable premises and relocating certain facilities of our schools.

Historical amount, annual cap, and basis for annual cap

For the year ended 31 August 2023, the annual cap for the PRC Lease (2021 Renewal) Framework Agreement is determined to be RMB2,046,000. The actual amount of the rent under the PRC Lease Framework Agreement for the year ended 31 August 2023 was approximately RMB2,003,000.

When determining the annual caps, our Directors have considered the rental expenses incurred prior to our Listing under the existing rental arrangement for the PRC Properties leased to the Group and the rental expenses to be incurred after our Listing under the PRC Lease (2021 Renewal) Framework Agreement with reference to the opinion given by our independent property valuer.

Pricing policy

The rents under the PRC Lease (2021 Renewal) Framework Agreement are determined based on arm's length negotiations between the parties with reference to the prevailing market rental quotations of similar properties with reference to the above arrangements in the same vicinity from Independent Third Parties.

Listing Rules implications

The transactions under the PRC Lease (2021 Renewal) Framework Agreement are entered into on normal commercial terms or better that are fair and reasonable, and one or more of the applicable percentage ratios (other than the profits ratio) with reference to the respective annual caps in respect of such transactions under Chapter 14A of the Listing Rules exceeds 0.1% but all are lower than 5%. Pursuant to Rule 14A.76(2)(a) of the Listing Rules, these transactions are exempt from the circular and shareholders' approval requirements under Chapter 14A of the Listing Rules, but are subject to the reporting, annual review, and announcement requirements.

3. Procurement of hotel services

The Hotel Service (2021 Renewal) Framework Agreement

On 24 June 2019, our Company (for itself and on behalf of its subsidiaries) and Sun City Hotel entered into the Hotel Service (2019) Framework Agreement, pursuant to which Sun City Hotel will (i) provide to our Group various hotel services, which are accommodation, catering, and meeting and conference services and (ii) provide course materials to Huashang Hospitality Management School (the “**Hotel Services**”) for a term commencing on the Listing Date and expiring on 31 August 2021. On 30 August 2021, the Company (for itself and on behalf of its subsidiaries) and Sun City Hotel entered into the Hotel Service (2021 Renewal) Framework Agreement for a term commencing on 1 September 2021 and expiring on 31 August 2024, the terms of which are substantially the same as the Hotel Service (2019) Framework Agreement.

Reasons for the transactions

During the years ended 31 August 2023 and 2022, Sun City Hotel had provided the Hotel Services for our students, staff and guests participating in our schools' activities (including school celebrations and academic conferences) and for the teaching operations of Huashang Hospitality Management School. In view of the reliability of the Hotel Services provided by Sun City Hotel, the proximity of Sun City Hotel to our schools and the resulting convenience for our guests, students and teaching staff, the procurement of the Hotel Services is in line with the business and economic interests of our Group.

Historical amount, annual cap, and basis for annual cap

For the year ended 31 August 2023, the annual cap for the Hotel Service (2021 Renewal) Framework Agreement is determined to be RMB6,644,000. The actual amount of the total cost of the Hotel Services for the year ended 31 August 2023 was approximately RMB2,670,000.

When determining the annual caps, our Directors have considered:

- (i) the aforementioned historical amounts;
- (ii) the expected volume of our students, staff and guests participating in, and the number and scale of, our schools' activities (including school celebrations and academic conferences) in the relevant years; and
- (iii) the expected amount of course materials Huashang Hospitality Management School will need for its teaching operations in the relevant years.

Pricing policy

The fees for the Hotel Services shall be determined after arm's length negotiations between the parties with reference to the type of hotel services required and the estimated number of guests involved in a particular event. The service fees and calculation method shall be agreed between the parties based on the specific type of services provided in each transaction. In all instances, the fees for the Hotel Services shall be based on comparable market rates charged by Independent Third Parties for similar hotel services with comparable proximity. The terms shall be no less favourable to us than those which our Group could obtain from Independent Third Parties with comparable proximity.

Listing Rules implications

The transactions under the Hotel Service (2021 Renewal) Framework Agreement are entered into on normal commercial terms or better that are fair and reasonable, and one or more of the applicable percentage ratios (other than the profits ratio) with reference to the respective annual caps in respect of such transactions under Chapter 14A of the Listing Rules exceeds 0.1% but all are lower than 5%. Pursuant to Rule 14A.76(2)(a) of the Listing Rules, these transactions are exempt from the circular and shareholders' approval requirements under Chapter 14A of the Listing Rules, but are subject to the reporting, annual review, and announcement requirements.

4. Purchase, repair, and servicing of our vehicles***The Vehicle Service (2021 Renewal) Framework Agreement***

On 24 June 2019, our Company (for itself and on behalf of its subsidiaries) and Weijia Vehicle entered into the Vehicle Service (2019) Framework Agreement, pursuant to which Weijia Vehicle will provide maintenance and repair services for the vehicles owned by our two schools and assist in our procurement of new vehicles (the "**Vehicle Services**") for a term commencing on the Listing Date and expiring on 31 August 2021. On 30 August 2021, the Company (for itself and on behalf of its subsidiaries) and Weijia Vehicle entered into the Vehicle Service (2021 Renewal) Framework Agreement for a term commencing on 1 September 2021 and expiring on 31 August 2024, the terms of which are substantially the same as the Vehicle Service (2019) Framework Agreement.

Reasons for the transactions

During the year ended 31 August 2022, Weijia Vehicle had provided the Vehicle Services to our Group. In view of the reliability of the Vehicle Services provided by Weijia Vehicle and its proximity to our schools, the procurement of the Vehicle Services is in line with the business and economic interests of our Group.

Historical amount, annual cap, and basis for annual cap

For the year ended 31 August 2023, the annual cap for the Vehicle Service (2021 Renewal) Framework Agreement is determined to be RMB768,000. No costs related to Vehicle Services were incurred for the year ended 31 August 2023.

When determining the annual caps, our Directors have considered:

- (i) the aforementioned historical amounts; and
- (ii) our anticipated needs for the Vehicle Services in the relevant years with reference to the age of our vehicles and our anticipated replacement schedule.

Pricing policy

The fees for the Vehicle Services shall be determined after arm's length negotiations between the parties with reference to the nature of the services and type of vehicles involved. The service fees and calculation method shall be agreed between the parties based on the specific type of services provided in each transaction. In all instances, the fees for the Vehicle Services shall be based on comparable market rates available to us from Independent Third Parties for similar services. The terms shall be no less favourable to us than those which our Group could reasonably obtain from Independent Third Parties.

5. Procurement of travel agent services

The Travel (2021 Renewal) Framework Agreement

On 24 June 2019, our Company (for itself and on behalf of its subsidiaries) and Yizhong Travel entered into the Travel (2019) Framework Agreement, pursuant to which Yizhong Travel, as our travel agent, would assist us in making travel arrangements such as flights, ground transport and hotel reservations (the "**Booking Services**") for the staff and teachers of our schools when they travel for work purposes for a term commencing on the Listing Date and expiring on 31 August 2021. On 30 August 2021, the Company (for itself and on behalf of its subsidiaries) and Yizhong Travel entered into the Travel (2021 Renewal) Framework Agreement, for a term commencing on 1 September 2021 and expiring on 31 August 2024, the terms of which are substantially the same as the Travel (2019) Framework Agreement.

Reasons for the transactions

During the years ended 31 August 2023 and 2022, Yizhong Travel had provided the Booking Services to our Group. In view of its reliability and understanding of our business needs acquired through years of cooperation, the procurement of the Booking Services is in line with the business and economic interests of our Group.

Historical amount, annual cap, and basis for annual cap

For the year ended 31 August 2023, the annual cap for the Travel (2021 Renewal) Framework Agreement is determined to be RMB819,000. The actual amount of the total cost of the Booking Services of the Travel (2021 Renewal) Framework Agreement for the year ended 31 August 2023 was approximately RMB269,000.

6. Technical School Arrangements

A. *Technical School Trademark (2021 Renewal) Agreement*

On 30 August 2021, Sun City Development and Mr. Liu Yung Kwong (for himself and on behalf of his associates) entered into the Technical School Trademark (2021 Renewal) Agreement, pursuant to which Sun City Development granted Mr. Liu Yung Kwong and his associates (which include Huashang Technical School) rights to use the '®' trademark (the "**Huashang Trademark**") for the sole purpose of vocational training in consideration for an annual licensing fee of 2% of operating profits of Huashang Technical School, subject to the annual cap of RMB16,664,000, RMB25,445,000 and RMB36,359,000 for the year ended 31 August 2022 and the years ending 31 August 2023 and 31 August 2024, respectively, in respect of the transactions contemplated under the Technical School Trademark (2021 Renewal) Agreement, Technical School Lease (2021 Renewal) Framework Agreement and Property Management (2021 Renewal) Framework Agreement, for a term commencing on 1 September 2021 and expiring on 31 August 2024, the terms of which are substantially the same as the Technical School Trademark (2019) Agreement, save and except that (i) the counterparty of the Technical School Trademark (2021 Renewal) Agreement has been changed from Huashang Technical School to Mr. Liu Yung Kwong, who is the ultimate controlling and majority shareholder of Huashang Technical School before the Group's completion of acquisition, and (ii) the trade mark licensees (i.e. persons whom are granted the right to use the Huashang Trademark) has been expanded from Huashang Technical School to Mr. Liu Yung Kwong and his associates from time to time.

B. *Technical School Lease (2021 Renewal) Framework Agreement*

On 30 August 2021, the Company (for itself and on behalf of its subsidiaries) and Mr. Liu Yung Kwong (for himself and on behalf of his associates) entered into the Technical School Lease (2021 Renewal) Framework Agreement, pursuant to which Huashang College and Huashang Vocational College will lease the following property (collectively "**Technical School Premises**") to Mr. Liu Yung Kwong and his associates from time to time, the terms of which are substantially the same as the Technical School Lease (2019) Agreement, save and except that (i) the scope of the Technical School Premises to be leased under the Technical School Lease (2021 Renewal) Framework Agreement has been extended so as to include those land in the PRC and the premises, properties and facilities thereon that the Group legally owns or has the right to lease or grant licence thereto from time to time, including but not limited to those Technical School Premises as specified in the Technical School Lease (2021 Renewal) Framework Agreement (including two new leases in respect of the Jiangmen Property and Zhaoqing Property) instead of only covering Zengcheng Property set out in the previous Technical School Lease (2019) Agreement; (ii) the scope is made clear to cover licensing and making available/sharing the right to use the Technical School Premises in addition to renting and leasing the Technical School Premises under the previous Technical School Lease (2019) Agreement; (iii) the counterparty of the Technical School Lease (2021 Renewal) Framework Agreement has been changed from Huashang Technical School to Mr. Liu Yung Kwong, who is the ultimate controlling and majority shareholder of Huashang Technical School before the Group's completion of acquisition; and (iv) the scope of lessees has been expanded from Huashang Technical School to Mr. Liu Yung Kwong and his associates from time to time. Further details of the Technical School Premises contemplated to be leased as specified in the Technical School Lease (2021 Renewal) Framework Agreement are as follows:

I) Zengcheng Property

Lessor: Huashang Vocational College

Term: 1 September 2021 and expiring on 31 August 2024

Property: Zengcheng Property

GFA: 21,095 sq.m.

Use: Huashang Technical School's campus

II) Jiangmen Property

Lessor: Huashang Vocational College

Term: 1 September 2021 and expiring on 31 August 2024

Property: Jiangmen Property

GFA: 17,037 to 84,368 sq.m.

Use: Huashang Technical School's campus

III) Zhaoqing Property

Lessor: Huashang College

Term: 1 September 2021 and expiring on 31 August 2024

Property: Zhaoqing Property

GFA: 21,623 to 52,052 sq.m.

Use: Huashang Technical School's campus

C. *Property Management (2021 Renewal) Framework Agreement*

On 30 August 2021, Yixiang Property Management, and Mr. Liu Yung Kwong (for himself and on behalf of his associates) entered into the Property Management (2021 Renewal) Framework Agreement, pursuant to which Yixiang Property Management will provide property management services to Mr. Liu Yung Kwong and his associates from time to time in respect of the certain premises (described below), the terms of which are substantially the same as the Property Management (2019) Agreement, save and except that (i) the scope of the premises in respect of which the property management services are to be provided under the Property Management (2021 Renewal) Framework Agreement has been extended to include those land in the PRC and the premises, properties and facilities thereon that Mr. Liu Yung Kwong and his associates from time to time legally own or have the right to use from time to time, including but not limited to those premises as specified in the Property Management (2021 Renewal) Framework Agreement (namely Zengcheng Property, Huizhi Property, Jiangmen Property and Zhaoqing Property) instead of only covering Zengcheng Property set out in the Property Management (2019) Agreement; (ii) the counterparty of the Property Management (2021 Renewal) Framework Agreement has been changed from Huashang Technical School to Mr. Liu Yung Kwong, who is the ultimate controlling and majority shareholder of Huashang Technical School, and (iii) the scope of service recipients has been expanded from Huashang Technical School to Mr. Liu Yung Kwong and his associates from time to time. Further details of services contemplated to be provided in respect of those premises as specified in the Property Management (2021 Renewal) Framework Agreement are as follows:

(I) *Zengcheng Property*

Term: 1 September 2021 and expiring on 31 August 2024

Property: Zengcheng Property

GFA: 21,095 sq.m.

Service: Include apartment management, cleaning services, maintenance of plant, replacement and repair of furniture and facilities and security service

(II) *Jiangmen Property*

Term: 1 September 2021 and expiring on 31 August 2024

Property: Jiangmen Property

GFA: 17,037 to 84,368 sq.m.

Service: Include apartment management, cleaning services, maintenance of plant, replacement and repair of furniture and facilities and security service

(III) Zhaoqing Property

Term:	1 September 2021 and expiring on 31 August 2024
Property:	Zhaoqing Property
GFA:	21,623 to 52,052 sq.m.
Service:	Include apartment management, cleaning services, maintenance of plant, replacement and repair of furniture and facilities and security service

(IV) Huizhi Property

Term:	1 September 2021 and expiring on 31 August 2024
Property:	Huizhi Property
GFA:	78,344 sq.m.
Service:	Include apartment management, cleaning services, maintenance of plant, replacement and repair of furniture and facilities and security service

Reasons for the transactions

To meet its growing business needs, Huashang Technical School would like to increase the use of the Jiangmen Property and Zhaoqing Property.

The Directors (including the independent non-executive Directors) believe that the transactions contemplated under the Technical School Trademark (2021 Renewal) Agreement, Technical School Lease (2021 Renewal) Framework Agreement and Property Management (2021 Renewal) Framework Agreement are in the interest of the Group, as they will generate a steady stream of income at a fair market rate by (i) monetising the Huashang Trademark in the education sector, (ii) facilitating the transition subsequent to the disposal and (iii) recovering part of our fixed cost of property management services.

Historical amount, annual cap, and basis for annual cap

For the year ended 31 August 2023, the annual cap for the Technical School Trademark (2021 Renewal) Agreement, Technical School Lease (2021 Renewal) Framework Agreement and Property Management (2021 Renewal) Framework Agreement are determined to be RMB25,445,000. The actual amount of the total rental income of the Technical School Lease (2021 Renewal) Framework Agreement was nil for the year and the actual amount of the total management fee of the Property Management (2021 Renewal) Framework Agreement was approximately RMB1,209,000.

When determining the annual caps, our Directors considered:

- (i) in respect of the Technical School Trademark (2021 Renewal) Agreement, the historical amounts under the Technical School Trademark (2019) Agreement and the historical and the expected annual gross revenue of Huashang Technical School, the expected primary user of the Huashang Trademark;
- (ii) in respect of the Technical School Lease (2021 Renewal) Framework Agreement and Property Management (2021 Renewal) Framework Agreement, the expanded scope under the Technical School Lease (2021 Renewal) Framework Agreement and Property Management (2021 Renewal) Framework Agreement in respect of the addition of the Jiangmen Property, Zhaoqing Property and Huizhi Property, the fee arrangements contemplated under such agreements, and the estimated annual maximum amount of total value of right-of-use asset in respect of the properties contemplated to be leased under the Technical School Lease (2021 Renewal) Framework Agreement with reference to the relevant information from an independent property valuer.

Pricing policy

The licensing fee payable for the Huashang Trademark is determined following arm's length negotiations between the parties with reference to the historical and the expected annual gross revenues of Huashang Technical School, the primary user of the Huashang Trademark.

The aggregate fees under the Technical School Lease (2021 Renewal) Framework Agreement and Property Management (2021 Renewal) Framework Agreement were determined based on arm's length negotiations between the parties with reference to (i) the prevailing market rates of rent for similar premises in the same vicinity used for similar purposes and (ii) the prevailing market rates of various property management services for premises in the same vicinity used for similar purposes, on terms no less favourable from the perspective of the Group than those offered to Independent Third Parties.

Listing Rules implications

The transactions under the framework agreements under "6. Technical School Arrangements" are entered into on normal commercial terms or better that are fair and reasonable, and one or more of the applicable percentage ratios (other than the profits ratio) with reference to the respective annual caps in respect of such transactions under Chapter 14A of the Listing Rules exceeds 0.1% but all are lower than 5%. Pursuant to Rule 14A.76(2)(a) of the Listing Rules, these transactions are exempt from the circular and shareholders' approval requirements under Chapter 14A of the Listing Rules, but are subject to the reporting, annual review, and announcement requirements.

APPLICATION FOR WAIVERS

We have applied for, and the Stock Exchange has granted us, waivers from strict compliance with the announcement requirements under the Listing Rules in respect of the partially-exempt continuing connected transactions described above.

Save for the requirements relating to continuing connected transactions for which a written waiver by the Stock Exchange has been granted, our Company has complied with the relevant requirements pursuant to Chapter 14A of the Listing Rules.

For details of the aforesaid continuing connected transactions and the waiver, please refer to the Prospectus.

STRUCTURED CONTRACTS

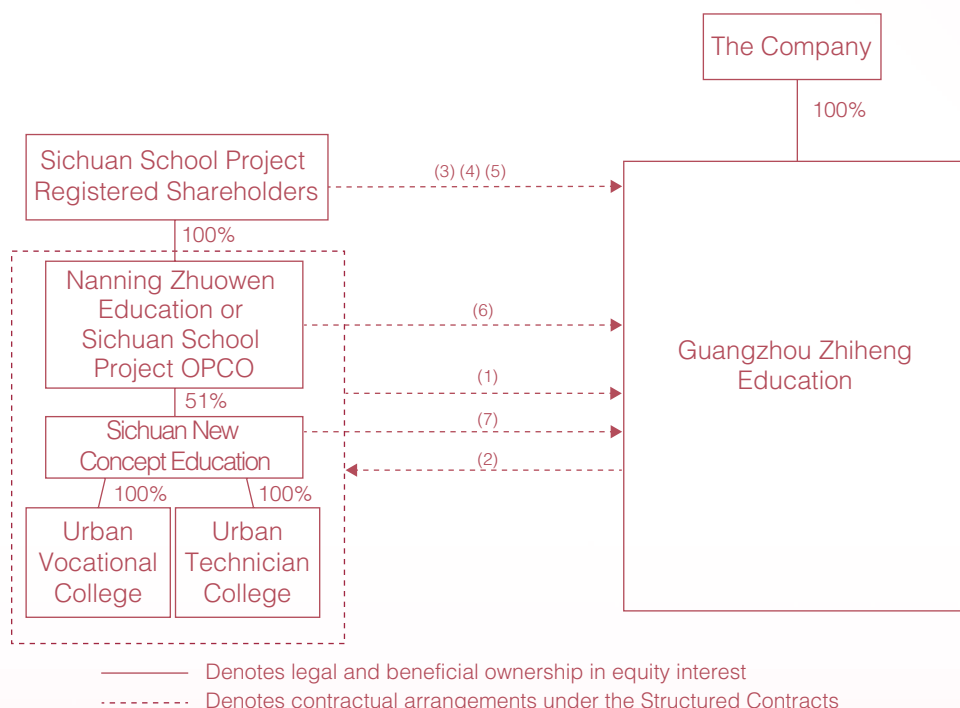
A. Background and overview

The Group has entered into a series of agreements with, among others, the Sichuan School Project OPCO Group and Guangdong Technical School Project OPCO Group that constitute the Structured Contracts, through which the Group will have effective control over each of the OPCO Groups, and will enjoy the economic benefits generated by each of the OPCO Groups. The following summarised generally the status of the Structured Contracts adopted by the Group given the PRC legal restriction imposed on the shareholding structure over the business the Group is engaging. For further details of the Structured Contracts, please refer to the announcements of the Company dated (in respect of the Sichuan School Project OPCO Group) 4 December 2020, 18 December 2020, 30 December 2020, 14 January 2021, 20 May 2021, and (in respect of the Guangdong Technical School Project OPCO Group) 14 December 2021, 27 January 2022 and 14 February 2022 ("**Structured Contracts Announcements**").

The Sichuan School Project OPCO Group and the Guangdong Technical School Project OPCO Group are education providers in the PRC. The PRC laws and regulations generally restrict foreign ownership in the private education industry in the PRC and currently restrict the operation of higher education institutions to sino-foreign ownership, in addition to imposing a qualification requirement on the foreign owners. In order to maintain the OPCO Groups' business operations while complying with the PRC laws and regulations mentioned above, Guangzhou Zhiheng Education, the Registered Shareholders and each of the members of the respective OPCO Groups have entered into the Structured Contracts to enable the economic benefits of the business of each of the OPCO Groups to flow into Guangzhou Zhiheng Education, to enable the consolidation of the financial results of each of the OPCO Groups in the Group's consolidated accounts, and to enable Guangzhou Zhiheng Education to gain effective control over each of the OPCO Groups.

The following simplified diagram illustrates the flow of economic benefits from Sichuan School Project OPCO Group and Guangdong Technical School Project OPCO Group to the Group stipulated under the Structured Contracts:

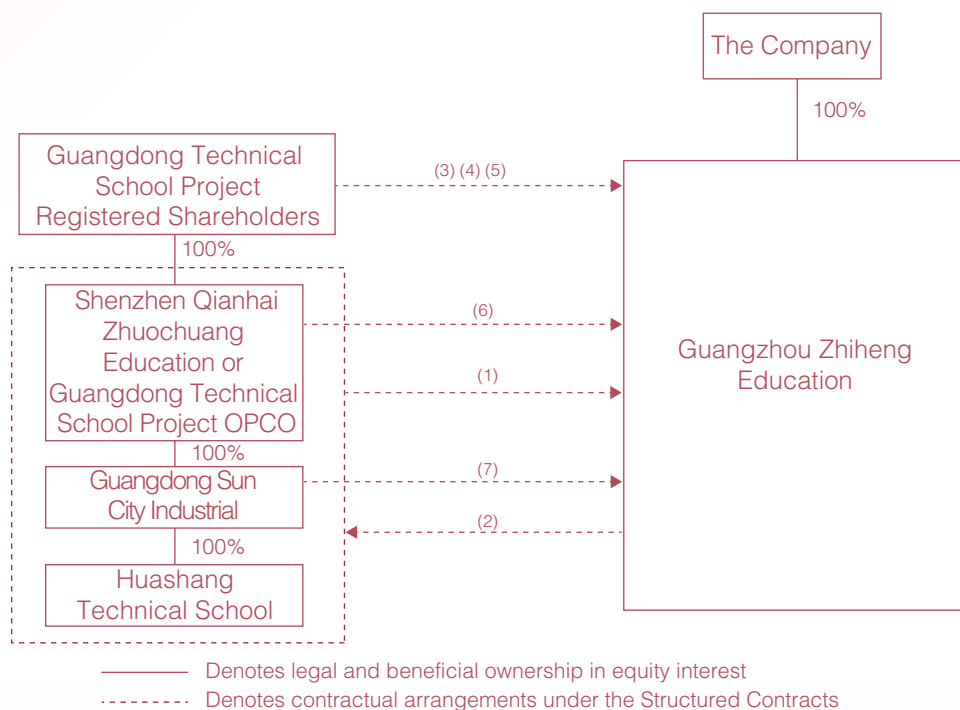
Sichuan School Project OPCO Group:



Notes:

1. Payment of service fees
2. Provision of exclusive technical and management consultancy services
3. Exclusive call option to purchase all or part of the direct and/or indirect equity interest and/or school sponsor's interest in the Sichuan School Project OPCO Group
4. Entrustment of shareholders' rights including shareholders' power of attorney
5. Pledge of equity interest by the Sichuan School Project Registered Shareholders of their interest in the Sichuan School Project OPCO
6. Pledge of equity interest by the Sichuan School Project OPCO of its interest in Sichuan New Concept Education
7. Entrustment of school sponsors' rights and council members' rights in Urban Technician College and Urban Vocational College including school sponsors' power of attorney and council members' power of attorney
8. According to PRC laws and regulations, entities and individuals who establish private schools are commonly referred to as "school sponsors" instead of "owners" or "shareholders"

Guangdong Technical School Project OPCO Group:



Notes:

1. Payment of service fees
2. Provision of exclusive technical and management consultancy services
3. Exclusive call option to purchase all or part of the direct and/or indirect equity interest and/or school sponsor's interest in the Guangdong Technical School Project OPCO Group
4. Entrustment of shareholders' rights including shareholders' power of attorney
5. Pledge of equity interest by the Guangdong Technical School Project Registered Shareholders of their interest in the Guangdong Technical School Project OPCO
6. Pledge of equity interest by the Guangdong Technical School Project OPCO of its interest in Guangdong Sun City Industrial
7. Entrustment of school sponsors' rights and directors' rights in Huashang Technical School including school sponsors' power of attorney and directors' power of attorney
8. According to PRC laws and regulations, entities and individuals who establish private schools are commonly referred to as "school sponsors" instead of "owners" or "shareholders".

B. Summary of material terms of the Structured Contracts

The Group has entered into a set of structured contracts in respect of each of the Sichuan School Project OPCO Group and Guangdong Technical School Project OPCO Group, on terms that are substantially similar, save that the parties to the Sichuan School Project Structured Contracts and the Guangdong Technical School Project Structured Contracts are different (as illustrated by the respective diagrams above). A summary of the materials terms of the Structured Contracts is set out below:

(1) Business Cooperation Agreement

Pursuant to the respective Business Cooperation Agreement, Guangzhou Zhiheng Education shall provide, among others, technical services, management support services and consulting services necessary for conducting the private education business, and in return, the OPCO Groups shall agree to make payments accordingly (for the avoidance of doubt, the Sichuan School Project OPCO Group and the Guangdong Technical School Project OPCO Group are governed by two separate sets of Structured Contracts with substantially similar terms and the below summary shall, to the extent applicable, refer to the relevant agreement and parties under the relevant set of Structured Contracts).

To ensure the due performance of the Structured Contracts, among others, the OPCO Groups shall comply and procure any of its subsidiaries to comply with the obligations as prescribed under the respective Business Cooperation Agreement.

Further, the Registered Shareholders and the OPCO Groups shall undertake that, without the prior written consent of Guangzhou Zhiheng Education or its designated party, the Registered Shareholders and the OPCO Groups shall not conduct or cause to conduct any activity or transaction which may have any actual impact (i) on the assets, business, staff, obligations, rights or operations of the relevant OPCO Group or (ii) on the ability of the Registered Shareholders and the relevant OPCO Groups to perform the obligations under the relevant Structured Contracts.

Furthermore, each of the Registered Shareholders under the respective Business Cooperation Agreement shall undertake to Guangzhou Zhiheng Education that, unless with the prior written consent of Guangzhou Zhiheng Education, the Registered Shareholders (severally or jointly) shall not (i) directly or indirectly engage, participate in, conduct, acquire or hold any business or activities which compete or may potentially compete with any of the relevant OPCO Group and its subsidiaries (the “**Competing Business**”), (ii) use information obtained from the relevant OPCO Groups or its subsidiaries for the Competing Business, and (iii) obtain any benefit from any Competing Business. The Registered Shareholders further consents and agrees that, in the event that the Registered Shareholders (severally or jointly) directly or indirectly engage, participate in or conduct any Competing Business, Guangzhou Zhiheng Education and/or other entities as designated by the Company shall be granted an option to require the entity engaging in the Competing Business to enter into an arrangement similar to that of the Structured Contracts. If Guangzhou Zhiheng Education does not exercise such option, the Registered Shareholders shall cease the operation of the Competing Business within a reasonable time.

(2) Exclusive Technical Service and Management Consultancy Agreement

Pursuant to the respective Exclusive Technical Service and Management Consultancy Agreement, Guangzhou Zhiheng Education shall provide exclusive technical services and exclusive management consultancy services to each of the OPCO Groups.

In consideration of the technical and management consultancy services provided by Guangzhou Zhiheng Education, members of the OPCO Groups shall pay Guangzhou Zhiheng Education a service fee equal to all of their respective amounts of surplus from operations (after deducting all costs, expenses, taxes, losses from the previous year (if required by the law), the legally compulsory development fund of the respective school (if required by the law), and other statutory fees (if required by law)) and (for the Sichuan School Project OPCO Group, multiplied by the proportion of the direct and/or indirect interest of the Sichuan School Project Registered Shareholders in the Sichuan School Project OPCO Group; for the Guangdong Technical School Project OPCO Group, multiplied by the proportion of the direct and/or indirect interest of the Guangdong Technical School Project Registered Shareholders in the Guangdong Technical School Project OPCO Group) in accordance with the terms of the respective Exclusive Technical Service and Management Consultancy Agreement.

(3) Exclusive Call Option Agreement

Under the respective Exclusive Call Option Agreement, the Registered Shareholders shall irrevocably grant Guangzhou Zhiheng Education or its designated purchaser the exclusive right to purchase all or part of the direct and/or indirect equity interest and/or school sponsor's interest in the relevant OPCO Group (the **"Equity Call Option"**). The purchase price payable by Guangzhou Zhiheng Education or its designated purchaser in respect of the transfer of such school sponsor's interest or equity interest upon exercise of the Equity Call Option shall be the lowest price permitted under the PRC laws and regulations. Guangzhou Zhiheng Education or its designated purchaser shall have the right to purchase such proportion of the school sponsor's interest and/or equity interest in the relevant OPCO Group as it decides.

In the event that the PRC laws and regulations allow Guangzhou Zhiheng Education or other foreign-owned entities designated by the Company to directly hold all or part of the school sponsor's interest and/or the equity interest in the relevant OPCO Group and operate private education business in the PRC, Guangzhou Zhiheng Education shall issue the notice of exercise of the Equity Call Option as soon as practicable, and the percentage of school sponsor's interest and/or equity interest purchased upon exercise of the Equity Call Option shall not be lower than the maximum percentage then allowed to be held by Guangzhou Zhiheng Education or other foreign-owned entities designated by the Company under the PRC laws and regulations.

(4) Shareholders' Rights Entrustment Agreement

Under the respective Shareholders' Rights Entrustment Agreement, the relevant Registered Shareholders shall irrevocably authorize and entrust Guangzhou Zhiheng Education to exercise all of their rights as a shareholder of Sichuan School Project OPCO or Guangdong Technical School Project OPCO (as the case may be), and the Sichuan School Project OPCO or Guangdong Technical School Project OPCO (as the case may be) shall irrevocably authorise and entrust Guangzhou Zhiheng Education to exercise all of its rights as a shareholder of the relevant target company to the extent permitted by the PRC laws. Please refer to the Structured Contracts Announcements for details of the rights.

In addition, the Registered Shareholders and the OPCOs shall irrevocably agree that (i) Guangzhou Zhiheng Education may delegate its rights under the Shareholders' Rights Entrustment Agreement to the directors of Guangzhou Zhiheng Education and its successor or its designated person, without prior notice to or consent from the relevant Registered Shareholders or the relevant OPCO; and (ii) any person as successor of civil rights of Guangzhou Zhiheng Education or liquidator by reason of subdivision, merger or liquidation of Guangzhou Zhiheng Education or other circumstances shall have authority to replace Guangzhou Zhiheng Education to exercise all rights under the respective Shareholders' Rights Entrustment Agreement.

(5) Equity Pledge Agreement with the Registered Shareholders

Under the respective Equity Pledge Agreement with the respective Registered Shareholders, the relevant Registered Shareholders shall unconditionally and irrevocably pledge and grant first priority security interests over all of their respective equity interest in the relevant OPCO, accordingly, together with all related rights thereto to Guangzhou Zhiheng Education as security for performance of the Structured Contracts and all direct, indirect or consequential damages and foreseeable loss of interest incurred by Guangzhou Zhiheng Education as a result of any event of default on the part of the Registered Shareholders and the relevant OPCO Group and all expenses incurred by Guangzhou Zhiheng Education as a result of enforcement of the obligations of the relevant Registered Shareholders and the relevant OPCO Group under the relevant Structured Contracts (the "**Secured Indebtedness A**").

In addition, without the prior written consent of Guangzhou Zhiheng Education, the Registered Shareholders shall not transfer the equity interest or create further pledge or encumbrance over the pledged equity interest.

And upon occurrence of any events of default as stated in the respective Equity Pledge Agreement with the respective Registered Shareholders, Guangzhou Zhiheng Education shall have the right to enforce the relevant Equity Pledge Agreement with the relevant Registered Shareholders by written notice to the relevant Registered Shareholders in one or more of the following ways:

- (i) to the extent permitted under the PRC laws and regulations, Guangzhou Zhiheng Education can request the relevant Registered Shareholders to transfer all or part of their equity interest in the relevant OPCO to any entity or individual designated by Guangzhou Zhiheng Education at the lowest consideration permissible under the PRC laws and regulations, while the relevant Registered Shareholders shall irrevocably undertake that in the event that the consideration paid by Guangzhou Zhiheng Education or its designated purchaser for the transfer of all or part of the equity interest in the relevant OPCO exceeds RMB0, the relevant Registered Shareholders shall jointly pay such excess amount to Guangzhou Zhiheng Education or its designated purchaser;
- (ii) sell the pledged equity interest by way of auction or at a discount and have priority in the entitlement to the sales proceeds; and/or
- (iii) dispose of the pledged equity interest in other manner to be agreed between the relevant Registered Shareholders and Guangzhou Zhiheng Education subject to applicable laws and regulations.

(6) Equity Pledge Agreement with OPCOs

Under the respective Equity Pledge Agreement with the respective OPCO, the OPCOs shall unconditionally and irrevocably pledge and grant first priority security interests over all of its equity interest in the relevant target company (i.e. the company directly held by the OPCO which in turn holds the relevant schools), accordingly, together with all related rights thereto to Guangzhou Zhiheng Education as security for performance of the relevant Structured Contracts and all direct, indirect or consequential damages and foreseeable loss of interest incurred by Guangzhou Zhiheng Education as a result of any event of default on the part of the relevant OPCO Group and all expenses incurred by Guangzhou Zhiheng Education as a result of enforcement of the obligations of the relevant OPCO Group under the relevant Structured Contracts (the "**Secured Indebtedness B**").

In addition, without the prior written consent of Guangzhou Zhiheng Education, the OPCOs shall not transfer the equity interest or create further pledge or encumbrance over the pledged equity interest.

And upon occurrence of any events of default as stated in the respective Equity Pledge Agreement with OPCO, Guangzhou Zhiheng Education shall have the right to enforce the respective Equity Pledge Agreement with the relevant OPCO by written notice to the relevant OPCO in one or more of the following ways:

- (i) to the extent permitted under the PRC laws and regulations, Guangzhou Zhiheng Education can request the relevant OPCO to transfer all or part of its equity interest in the relevant target company to any entity or individual designated by Guangzhou Zhiheng Education at the lowest consideration permissible under the PRC laws and regulations, while the relevant OPCO shall irrevocably undertake that in the event that the consideration paid by Guangzhou Zhiheng Education or its designated purchaser for the transfer of all or part of the equity interest in the relevant target company exceeds RMB0, OPCO shall pay such excess amount to Guangzhou Zhiheng Education or its designated purchaser;
- (ii) sell the pledged equity interest by way of auction or at a discount and have priority in the entitlement to the sales proceeds; and/or
- (iii) dispose of the pledged equity interest in other manner subject to applicable laws and regulations.

(7) School Sponsors' and Council Members' Entrustment Agreement/School Sponsor's and Directors' Entrustment Agreement

Under the School Sponsors' and Council Members' Entrustment Agreement/School Sponsor's and Directors' Entrustment Agreement, the relevant target company shall irrevocably authorize and entrust Guangzhou Zhiheng Education to exercise all its rights as school sponsor of the relevant schools to the extent permitted by the PRC laws.

In addition, the relevant target company and the relevant appointees irrevocably agrees that (i) Guangzhou Zhiheng Education has the right to delegate its right under the School Sponsors' and Council Members' Entrustment Agreement/School Sponsor's and Directors' Entrustment Agreement to the directors of Guangzhou Zhiheng Education or its designated person, without prior notice to or consent from the relevant target company and the relevant appointees; and (ii) any person as successor of civil rights of Guangzhou Zhiheng Education or liquidator by reason of subdivision, merger or liquidation of Guangzhou Zhiheng Education or other circumstances shall have authority to replace Guangzhou Zhiheng Education to exercise all rights under the School Sponsors' and Council Members' Entrustment Agreement/School Sponsor's and Directors' Entrustment Agreement.

(8) School Sponsors' Powers of Attorney

The relevant target company shall authorize and appoint Guangzhou Zhiheng Education, as its agent to act on its behalf to exercise or delegate the exercise of all its rights as school sponsor of the relevant schools.

Guangzhou Zhiheng Education shall have the right to further delegate the rights so delegated to the directors of Guangzhou Zhiheng Education or its designated person. The relevant target company shall irrevocably agree that the authorization and appointment in the School Sponsors' Powers of Attorney shall not be invalidated, prejudiced or otherwise adversely affected by reason of the relevant target company's subdivision, merger, bankruptcy, reorganisation and dissolution or other similar events. The School Sponsors' Powers of Attorney shall constitute a part of and incorporate terms of the School Sponsors' and Council Members' Entrustment Agreement/School Sponsor's and Directors' Entrustment Agreement.

(9) Council Members' Powers of Attorney/Appointee(s)' Powers of Attorney

Each of the Appointees shall authorize and appoint Guangzhou Zhiheng Education, as his/her agent to act on his/her behalf to exercise or delegate the exercise of all his/her rights as a council member of the relevant schools.

Guangzhou Zhiheng Education shall have the right to further delegate the rights so delegated to the directors of Guangzhou Zhiheng Education or its designated person. The relevant appointees shall irrevocably agree that the authorization and appointment provided in the Council Members' Powers of Attorney/Appointee(s)' Powers of Attorney shall not be invalidated, prejudiced or otherwise adversely affected by reason of his/her loss of or restriction on capacity, death or similar events. The Council Members' Powers of Attorney/Appointee(s)' Powers of Attorney shall constitute a part of and incorporate terms of the School Sponsors' and Council Members' Entrustment Agreement/School Sponsor's and Directors' Entrustment Agreement.

(10) Shareholders' Powers of Attorney

Each of the Registered Shareholders shall authorize and appoint Guangzhou Zhiheng Education as his or their agent to act on his or their behalf to exercise or delegate the exercise of all his or their rights as shareholders of the relevant OPCO, and the relevant OPCO shall irrevocably authorise and appoint Guangzhou Zhiheng Education as its agent to act on its behalf to exercise or delegate the exercise of all its rights as shareholder of the relevant target company.

Guangzhou Zhiheng Education shall have the right to further delegate the rights so delegated to the directors of Guangzhou Zhiheng Education or its designated person. Each of the Registered Shareholders and the relevant OPCO shall irrevocably agree that the authorization and appointment provided in the Shareholders' Powers of Attorney shall not be invalidated, prejudiced or otherwise adversely affected by reason of the loss of or restriction on capacity, death or other similar events of the relevant Registered Shareholders and/or subdivision, merger, winding up or other similar events of the relevant OPCO. The Shareholders' Powers of Attorney shall constitute a part of and incorporate terms of the Shareholders' Rights Entrustment Agreement.

(11) Spouse Undertakings

The spouse of each of the Registered Shareholders who is a married natural person shall execute a spouse undertaking to undertake that, among others:

- (i) the relevant spouse has full knowledge of and has consented to the entering into of the relevant Structured Contracts by the relevant Registered Shareholders, and in particular, the arrangement as set out in the relevant Structured Contracts in relation to the restrictions imposed on the direct or indirect equity interest and/or school sponsors' interest in the relevant OPCO Group, pledge or transfer the direct or indirect equity interest in and/or school sponsors' interest in the relevant OPCO Group, or the disposal of the direct or indirect equity interest in and/or school sponsors' interest in the relevant OPCO Group in any other forms;
- (ii) the relevant spouse acknowledges that the direct and/or indirect equity interest in the relevant OPCO Group and the rights attached thereon shall belong to the relevant Registered Shareholders and shall not constitute common assets with the spouse of the relevant Registered Shareholders. The relevant spouse shall not have interest in the relevant OPCO Group and shall not have any claim over those interest in the future;
- (iii) the relevant spouse has not participated, is not participating and shall not, in the capacity of the spouse of the relevant Registered Shareholders, participate in the operation, management, liquidation, dissolution and other matters in relation to the relevant OPCO Group for whatever reasons (including the death or bankruptcy of the relevant Registered Shareholders or in case of divorce); and
- (iv) any undertaking, confirmation, consent and authorization under the Spouse Undertakings shall not be revoked, prejudiced, invalidated or otherwise adversely affected by death, loss of or restriction on capacity of the relevant spouse, divorce or other similar events.

For details of the Structured Contracts, please refer to the Structured Contracts Announcements.

C. Business activities of both OPCO Groups and their significance and financial contributions to the Group

The principal business activities of both the Sichuan School Project OPCO Group and the Guangdong Technical School Project OPCO Group are the provision of higher education and secondary vocational education services in the PRC.

Pursuant to the Structured Contracts, the Group obtains effective control over and derives the economic benefits from the OPCO Groups. The financial contributions of the OPCO Groups to the Group, in terms of revenue and total assets for the year ended/as at 31 August 2023 and 2022, which are consolidated into the Group's financial statements pursuant to the Structured Contracts, stated in note 2.1 to the consolidated financial statements contained in this annual report.

D. Regulatory framework

The Group currently operates the Urban Vocational College and Urban Technician College under the Sichuan School Project Structured Contracts and Huashang Technical School under the Guangdong Technical School Project Structured Contracts in the PRC 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. The Group does not hold any equity interest in any of Urban Vocational College, Urban Technician College and Huashang Technical School. The Sichuan School Project Structured Contracts and Guangdong Technical School Project Structured Contracts, through which the Group obtains control over and derive the economic benefits from the OPCO Groups, have been narrowly tailored to achieve the Group's business purpose and minimize the potential conflict with relevant PRC laws and regulations.

(1) Higher education

According to the Negative List, higher education is restricted for foreign investors, and foreign investors are only allowed to invest in higher education through cooperation with a domestic party who shall play a dominant role in the Sino-foreign cooperation, meaning that (a) the principal or other chief executive officer of the schools shall be a PRC national; and (b) the representatives of the domestic party shall account for no less than half of the total members of the board of directors, the executive council or the joint administration committee of the Sino-foreign cooperative educational institution (the "**Foreign Control Restriction**"). The Group had fully complied with the Foreign Control Restriction in respect of each of Urban Vocational College, Urban Technician College and Huashang Technical School on the basis that (a) the principal of each of Urban Vocational College, Urban Technician College and Huashang Technical School is a PRC national; and (b) all the members of the board of directors are PRC nationals.

In relation to the interpretation of “Sino-foreign cooperation”, pursuant to the Sino Foreign Regulation (《中華人民共和國中外合作辦學條例》) and its Implementation Regulations (《中華人民共和國中外合作辦學條例實施辦法》), the foreign investor in a Sino-foreign joint venture private school which provides higher education mainly for PRC students (a “**Sino-Foreign Joint Venture Private School**”) must be a foreign educational institution with relevant qualification that provides high quality education (the “**Private School Qualification Requirements**”). Furthermore, pursuant to the Implementation Opinions of the Ministry of Education of the PRC on Encouraging and Guiding the Entry of Private Capital in the Field of Education and Promoting the Healthy Development of Private Education (《教育部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》) (the “**Implementation Opinions**”), the foreign portion of the total investment in a Sino-Foreign Joint Venture Private School should be below 50% and the establishment of these schools is subject to the approval of education authorities at the provincial or national level.

Pursuant to the Sino-foreign Vocational Skills Training Measures (《中外合作職業技能培訓辦學管理辦法》), the foreign investor in a Sino-foreign technical school (a “**Sino-Foreign Technical School**”) shall be a foreign education institution or a foreign vocational skills training institution with relevant qualification and high quality (the “**Technical School Qualification Requirements**”, together with the “**Private School Qualification Requirements**”, the “**Qualification Requirements**”).

The PRC legal advisers of the Company have advised that as at the date of this annual report, there are no implementation measures or specific guidance promulgated on the Qualification Requirements in accordance with the existing PRC laws. Therefore, it is currently uncertain as to what specific criteria must be met by a foreign investor (such as length of experience and form and extent of ownership in the foreign jurisdiction) in order to demonstrate to the relevant educational or human resources and social security authority that it meets the Qualification Requirements. Accordingly, due to the lack of implementing measures or specific guidance on the Sino-Foreign Regulation and its Implementation Regulations, including the Qualification Requirements, it is not practicable for the Group to seek to apply to reorganize education institutions of the OPCO Groups as a Sino-Foreign Joint Venture Private School and a Sino-Foreign Technical School.

(2) Updates on plan to comply with the Qualification Requirements

As disclosed in the circular of the Company dated 26 May 2021 and the announcement of the Company dated 14 December 2021, the Company has adopted a specific plan and has taken the following concrete steps which it reasonably believes are meaningful endeavors to demonstrate compliance with the Qualification Requirements. According to the interviews with the Education Department of Sichuan Province (四川省教育廳) and the Department of Human Resources and Social Security of Sichuan Province (四川省人力資源和社會保障廳) conducted in December 2020 and interviews with the Human Resources and Social Security Department of Guangdong Province (廣東省人力資源和社會保障廳) conducted in November 2021 (the “**Interviews**”), there are no implementing measures or specific guidance on the Qualification Requirements and therefore the relevant authorities is unlikely to approve the application to convert the any of Urban Vocational College, Urban Technician College and Huashang Technical School to be a Sino-Foreign Joint Venture Private School or a Sino-Foreign Technical School at this stage. Subject to the discretion of the competent authorities, the Company's PRC legal advisers consider that the following steps taken by the Company to demonstrate compliance with the Qualification Requirements are reasonable and appropriate.

As of the date of this annual report, the Group operates three private higher and vocational education institutions overseas, two in Melbourne, Australia and one in Singapore, respectively.

(i) Melbourne, Australia

- (a) In June 2014, the Company incorporated GBCA in Melbourne. Apart from appointing appropriate personnel for the applications to all relevant regulatory authorities including the Education Authority in Melbourne, the Company provides the necessary strategic and financial support to GBCA. In September 2015, GBCA was successfully registered as a Registered Training Organisation authorized by Australian Skills Quality Authority, the regulatory body for the vocational education and training sector in Australia, and began to provide vocational education training programmes to both local Australian students and international students since June 2016. Its programme offerings include both diploma-granting and certification-granting education programmes.
- (b) In February 2017, the Company incorporated EIA (formerly known as Global Higher Education Australia Pty Ltd) in Melbourne. Apart from appointing appropriate personnel for the applications to all relevant regulatory authorities including the Education Authority in Melbourne, the Company provides the necessary strategic and financial support to EIA. In the first half of 2020, EIA was successfully registered with the Tertiary Education Quality and Standards Agency of Australia, the Education Services for Overseas Students regulatory agency for providers of higher education courses, to allow the provision of higher education programmes (including undergraduate degree programmes and master degree programmes).

(ii) *Singapore*

In December 2019, the Group acquired the entire equity interest of EIS (formerly known as NYU Language School). It is a private vocational education institution with EduTrust Certificate awarded by the Committee for Private Education of Singapore. Subsequent to the completion of the acquisition, the Group has been involved in the management and operation of EIS and works on broadening the range and number of the course offerings of the Group. The Group has also expanded the customer base of EIS and has collaborated with other education institutions in China.

In the opinion of the Company's PRC legal advisers, taking into consideration of the Interviews and the fact that the Company has been operating higher and vocational education institutions overseas, if the Foreign Ownership Restriction is removed but the Qualification Requirements remain and assuming the said schools (that is, GBCA, EIA and EIS) operated by the Group overseas or another foreign educational institution established by the Company gains a level of foreign experience sufficient to demonstrate compliance with the Qualification Requirements and obtains the approval of the relevant education or human resources and social security authorities for the establishment of a Sino-Foreign Joint Venture Private School or Sino Foreign Technical School in the future (provided that the then PRC laws and regulations do not impose new requirements, restrictions, or prohibitions in relation to the establishment of such schools), the Group may be able to operate the Urban Vocational College, Urban Technician College and Huashang Technical School in the PRC directly through the schools operated by the Group overseas or such other foreign educational institution established by the Group subject to the approval from, and the discretion of, the competent education or human resources and social security authorities.

(3) Foreign Investment Law

On 1 January 2020, the Foreign Investment Law passed by the second session of the thirteenth National People's Congress took effect. The Foreign Investment Law has replaced the Law of the People's Republic of China on Chinese-Foreign Equity Joint Ventures (《中華人民共和國中外合資經營企業法》), the Law of the People's Republic of China on Chinese-Foreign Contractual Joint Ventures (《中華人民共和國中外合作經營企業法》) and the Law of the People's Republic of China on Wholly Foreign-Owned Enterprises (《中華人民共和國外資企業法》) to become the legal foundation for foreign investment in the PRC. The Implementation Regulations for the Foreign Investment Law of the People's Republic of China (《中華人民共和國外商投資法實施條例》) (the "**Implementation Regulations for the Foreign Investment Law**") was passed by the 74th Executive Session of the State Council on 12 December 2019 and was implemented with effect from 1 January 2020.

Conducting operations through structured contracts has been adopted by many PRC-based companies, including the Group, to obtain and maintain necessary licenses and permits in the industries that are currently subject to foreign investment restrictions or prohibitions in the PRC. The Foreign Investment Law does not explicitly stipulate contractual arrangements as a form of foreign investment. As advised by the Company's PRC legal advisers, since contractual arrangements are not specified as foreign investment under the Foreign Investment Law, and if the future PRC laws, regulations and rules do not incorporate or recognize contractual arrangements as a form of foreign investment, the Structured Contracts as a whole and each of the agreements comprising the Structured Contracts will not be affected and will continue to be legal, valid and binding on the parties with an exception that an arbitral body has no power to grant injunctive relief and may not directly issue a provisional or final winding-up order for the purpose of protecting the assets of or equity interests in the OPCO Groups in case of disputes, and that interim remedies or enforcement orders granted by overseas courts such as the courts of Hong Kong and the Cayman Islands may not be recognizable or enforceable in the PRC.

For the details of risks relating to the Foreign Investment Law, please refer to the section headed "Risk Factors in relation to the Structured Contracts — Substantial uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law and how it may impact the viability of the current corporate structure, corporate governance and business operations" in the circular of the Company dated 26 May 2021 and the announcement of the Company dated on 14 December 2021.

If the operation of higher education institutions is no longer in the Negative List and the Group can legally operate the education business under PRC Laws, Guangzhou Zhiheng Education will exercise the Equity Call Option under the respective Exclusive Call Option Agreement to acquire the school sponsors' interests in the relevant schools and equity interest in the relevant target company and unwind the respective Structured Contracts subject to re-approval by the relevant authorities.

If the operation of higher education is in the Negative List, the Structured Contracts may be viewed as restricted foreign investment. Although contractual arrangements currently are not specified as foreign investment under the Foreign Investment Law, the Structured Contracts may be regarded as invalid and illegal if the future laws, administrative regulations or provisions prescribed by the State Council define structured contracts as a form of foreign investment while the operation of higher education is still in the Negative List. As a result, the Group would not be able to operate both the OPCO Groups through the respective Structured Contracts and the Group would lose its rights to receive the economic benefits of both the OPCO Groups. In such case the financial results of both the OPCO Groups would no longer be consolidated into the Group's financial results and the Group would have to derecognize their assets and liabilities according to the relevant accounting standards. An investment loss would be recognized as a result of such derecognition.

Nevertheless, considering that a number of existing conglomerates are operating under contractual arrangements and some of which have obtained listing status abroad, the Directors are of the view that it is unlikely that the relevant regulations will take retrospective effect to require the relevant enterprises to remove the contractual arrangements.

(4) The Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies

On 17 February 2023, the CSRC released the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Overseas Listing Trial Measures**”) and five supporting guidelines, which came into effect on 31 March 2023. The Overseas Listing Trial Measures will regulate both direct and indirect overseas offering and listing of PRC domestic companies' securities by adopting a filing-based regulatory regime. On the same day, the CSRC also held a press conference for the release of the Overseas Listing Trial Measures and issued the Notice on Administration for the Filing of Overseas Offering and Listing by Domestic Companies (《關於境內企業境外發行上市備案管理安排的通知》), which, among others, clarified that the domestic companies that have already been listed overseas on or before the effective date of the Overseas Listing Trial Measures (i.e. 31 March 2023) shall be deemed as existing applicants (存量企業), or the Existing Applicants. Existing Applicants are not required to complete the filling procedures immediately, and they shall be required to file with the CSRC when subsequent matters such as refinancing are involved. The Overseas Listing Trial Measures also requires subsequent reports to be filed with the CSRC on material events, such as change of control or voluntary or forced delisting of the issuer(s) who have completed overseas offerings and listings.

As at the date of this annual report, the Company's operations have not been affected by the Overseas Listing Trial Measures.

E. Risks associated with the Structured Contracts and actions taken to mitigate the risks

For risks associated with the Structured Contracts, please refer to the section headed “Risk factors in relation to the Structured Contracts” in the circular of the Company dated 26 May 2021 and announcements of the Company dated 4 December 2020 and 14 December 2021 for details.

The Group has adopted the following measures to ensure the effective operation of the Group with the implementation of the Structured Contracts and compliance with the Structured Contracts:

- (a) major issues arising from the implementation and compliance with the Structured Contracts or any regulatory enquiries from government authorities will be submitted to the Board, if necessary, for review and discussion on an occurrence basis;
- (b) the Board will review the overall performance of and compliance with the Structured Contracts at least once a year;
- (c) the Company will disclose the overall performance and compliance with the Structured Contracts in its annual reports to update the Shareholders and potential investors;

- (d) the Company and the Directors undertake to provide periodic updates in the Company's annual and interim reports regarding the Qualification Requirements and our status of compliance with the foreign investment law and its accompanying explanatory notes and the latest development of the foreign investment law and its accompanying explanatory notes, including the latest relevant regulatory development as well as the Group's plan and progress in acquiring the relevant experience to meet the Qualification Requirements; and
- (e) the Company will engage external legal advisors or other professional advisors, if necessary, to assist the Board to review the implementation of the Structured Contracts, review the legal compliance of Guangzhou Zhiheng Education and both OPCO Groups to deal with specific issues or matters arising from the Structured Contracts.

The Group will continue to implement such measures before the Structured Contracts are unwound, with an aim to further enhance its control over the OPCO Groups. The Company is not aware of any non-performance of the Structured Contracts or non-compliance with such aforementioned measures as at the date of this annual report.

F. Material changes

During the year ended 31 August 2023, there is no material change in the Structured Contracts and/or the circumstances under which they were adopted.

G. Unwinding of the Structured Contracts

As at the date of this annual report, there has not been any unwinding of any of the Structured Contracts, nor has there been any failure to unwind any of the Structured Contracts when the restrictions that led to the adoption of the Structured Contracts are removed. In the event that the PRC regulatory environment changes and all of the Qualification Requirements, 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), Guangzhou Zhiheng Education will exercise the respective Equity Call Option under the Exclusive Call Option Agreement to acquire the school sponsors' interests in the relevant schools and equity interest in the relevant target company and unwind the Structured Contracts accordingly as permitted by the applicable PRC laws and regulations at the relevant time.

ANNUAL REVIEW OF CONTINUING CONNECTED TRANSACTIONS AND STRUCTURED CONTRACTS

The independent non-executive Directors have confirmed that the partially exempt continuing connected transactions and the Structured Contracts were entered into: (i) in the ordinary and usual course of the Group's business; (ii) in accordance with the terms of the respective agreements governing such transactions on terms that were fair and reasonable and in the interests of the Shareholders of the Company as a whole; and (iii) either on normal commercial terms or on terms no less favourable to the Group than those available to or from Independent Third Parties.

The independent non-executive Directors have reviewed the Structured Contracts and confirmed for the year ended 31 August 2023 that (i) the transactions carried out during the year ended 31 August 2023 have been entered into in accordance with the relevant provisions of the Structured Contracts and that the profit generated by the OPCO Groups has been substantially retained by the Group; (ii) no dividends or other distributions have been made by the OPCO Groups to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group; and (iii) any new contracts entered into, renewed or reproduced between the Group and the OPCO Groups during the year ended 31 August 2023 are fair and reasonable, or advantageous to the Shareholders, so far as the Group is concerned and in the interests of the Shareholders as a whole.

The Company's independent auditor was engaged to report on the above continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The independent auditor has issued an unqualified report containing its findings and conclusions in respect of the above continuing connected transactions (including the Structured Contracts) and confirmed that nothing has come to their attention in relation to the above continuing connected transactions (including the Structured Contracts) with regard to the matters set out in rule 14A.56 of the Listing Rules.

The Company's independent auditor has confirmed that, during the financial year ended 31 August 2023, the transactions carried out pursuant to the Structured Contracts have received the approval of the Directors, have been entered into in accordance with the relevant Structured Contracts and that no dividends or other distributions have been made by the OPCO Groups to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group.

Save as disclosed above, during the year ended 31 August 2023, the Group has not entered into or carried out any connected transaction or continuing connected transaction which should be disclosed pursuant to the requirements of Rule 14A.71 of the Listing Rules.

Save as disclosed under the section headed "Related Party Disclosures" stated in note 39 to the consolidated financial statements contained in this annual report, no transaction, arrangement or contract of significance in relation to the Group's business to which the Group was a party and in which a Director had a material interest, whether directly or indirectly, subsisted during the year ended 31 August 2023.

RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group for the year ended 31 August 2023 are set out in note 39 to the consolidated financial statements contained herein.

Other than the transactions set out in the section headed "CONNECTED TRANSACTIONS" in the Directors' Report, no related party transactions of the Company constitute connected transactions of the Company.

With regard to the related party transactions which constitute connected transactions or continuing connected transactions, the Company has complied with the annual review and disclosure requirements in accordance with Chapter 14A of the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its code of conduct regarding dealings in the securities of the Company by the Directors and the Group's senior management who, because of his/her office or employment, is likely to possess inside information in relation to the Group or the Company's securities.

Upon specific enquiry, all Directors confirmed that they have complied with the Model Code during the period from the Listing Date and up to the date of this annual report. In addition, the Company is not aware of any non-compliance of the Model Code by the senior management of the Group during the period from the Listing Date and up to the date of this annual report.

EVENT AFTER REPORTING PERIOD

So far as the Directors are aware, there are no important events after 31 August 2023 and up to the date of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Board, as at the date of this annual report, the Company has maintained the public float as required under the Listing Rules.

INDEMNITY OF DIRECTORS

A permitted indemnity provision (as defined in the Companies Ordinance) in relation to the Director's and officer's liability insurance is currently in force and was in force during the year ended 31 August 2023.

CORPORATE GOVERNANCE

The Company recognises the importance of good corporate governance for enhancing the management of the Company as well as preserving the interests of the Shareholders as a whole. The Company has adopted the code provisions set out in the CG Code as its own code to govern its corporate governance practices.

In the opinion of the Directors, the Company has complied with the relevant code provisions contained in the CG Code during the period from the Listing Date and up to the date of this annual report.

The Board will continue to review and monitor the practices of the Company with an aim to maintaining a high standard of corporate governance.

Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 33 to 53 of this annual report.

DONATIONS

During the year ended 31 August 2023, the Group made charitable donations of approximately RMB612,000 (2022: RMB1,293,000).

AUDITOR

The consolidated financial statements for the year ended 31 August 2023 have been audited by Deloitte Touche Tohmatsu, Certified Public Accountants, who is proposed for reappointment at the forthcoming AGM.

COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended 31 August 2023, the Company was not aware of material non-compliance with the relevant laws and regulations that have a significant impact on the business and operations of the Group.

On behalf of the Board

Liu Yung Chau

Chairman

Hong Kong, 24 November 2023

Deloitte.

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TO THE SHAREHOLDERS OF EDVANTAGE GROUP HOLDINGS LIMITED
中滙集團控股有限公司
(incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Edvantage Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 129 to 237, which comprise the consolidated statement of financial position as at 31 August 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 August 2023, 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 and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

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 the matters that, in our professional judgment, 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.

Key Audit Matters (Continued)**Key audit matter****How our audit addressed the key audit matter****Revenue recognition and contract liabilities related to tuition fees**

We identified the revenue recognition and contract liabilities related to tuition fees as a key audit matter due to the significance of the balances to the consolidated financial statements as a whole, combined with the high inherent risk of the occurrence of the Group's revenue for the large volume of tuition fees processed.

Revenue mainly represents service income from tuition fees. For the year ended 31 August 2023, revenue related to tuition fees amounted to RMB1,735,902,000, the details of which are included in note 6 to the consolidated financial statements. At 31 August 2023, contract liabilities related to tuition fees amounted to RMB1,380,936,000 as disclosed in note 23 to the consolidated financial statements.

Our procedures in relation to revenue recognition and contract liabilities related to tuition fees included:

- understanding the key controls of the Group over the admission of students and collection of tuition fees;
- checking the student payment records and tracing to payment remittance receipts of tuition fees, on a sample basis;
- checking whether the revenue of tuition fees are recognised in accordance with IFRSs;
- performing substantive analytical procedures to test the accuracy and reasonableness of the amount of revenue recognised for tuition fees during the year; and
- performing data analytics on tuition data as applicable, following up exceptions by: (i) inquiring management for the reasons and (ii) scrutinising the underlying supporting documents including payment remittance receipts of tuition fees and student registration records, on a sample basis.

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include 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 Directors and Those Charged with Governance 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 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 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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism 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.
- 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.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

We communicate with those charged with governance 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 those charged with governance 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.

From the matters communicated with those charged with governance, 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 the independent auditor's report is Zhu Chen.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
24 November 2023

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 August 2023

	NOTES	2023 RMB'000	2022 RMB'000
Revenue	6	1,972,982	1,685,972
Cost of revenue		(954,589)	(836,467)
Gross profit		1,018,393	849,505
Other income	7a	104,993	83,005
Interest income	7b	13,582	5,586
Other gains and losses	8	(40,003)	4,803
Selling expenses		(56,154)	(48,153)
Administrative expenses		(294,488)	(235,575)
Finance costs	9	(26,289)	(6,254)
Profit before taxation		720,034	652,917
Taxation	10	(1,232)	(7,737)
Profit for the year	11	718,802	645,180
Other comprehensive income			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		1,782	1,496
Total comprehensive income for the year		720,584	646,676
Profit for the year attributable to			
— owners of the Company		618,370	567,486
— non-controlling interest		100,432	77,694
		718,802	645,180
Total comprehensive income for the year attributable to			
— owners of the Company		620,152	568,982
— non-controlling interest		100,432	77,694
		720,584	646,676
Earnings per share	14		
Basic (RMB cents)		56.19	53.16
Diluted (RMB cents)		56.14	53.11

Consolidated Statement of Financial Position

At 31 August 2023

	NOTES	2023 RMB'000	2022 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	15	4,928,748	4,166,360
Right-of-use assets	16	774,019	787,167
Investment properties	17	146,200	147,200
Goodwill	18	135,517	135,382
Intangible assets	18	196,166	195,504
Amount due from a non-controlling shareholder	39	57,663	65,127
Deposits and other receivables	21	74,492	71,492
Deposits paid for acquisition of property, plant and equipment		33,704	57,983
Deferred tax assets	30	24,489	16,776
		6,370,998	5,642,991
CURRENT ASSETS			
Inventories		9,859	9,421
Trade receivables, deposits, prepayments and other receivables	21	99,235	107,584
Financial assets at fair value through profit or loss ("FVTPL")	20	12,422	140,048
Bank balances, deposits and cash	22	2,002,779	1,318,052
		2,124,295	1,575,105
CURRENT LIABILITIES			
Contract liabilities	23	1,526,497	1,255,979
Trade payables	24	53,299	26,136
Other payables and accrued expenses	25	374,606	267,784
Amounts due to related parties	39	2,638	2,991
Income tax payable		97,932	88,788
Bank and other borrowings	26	478,034	492,078
Deferred income	27	33,464	30,496
Lease liabilities	28	5,985	6,663
		2,572,455	2,170,915
NET CURRENT LIABILITIES		(448,160)	(595,810)
TOTAL ASSETS LESS CURRENT LIABILITIES		5,922,838	5,047,181

Consolidated Statement of Financial Position

At 31 August 2023

	NOTES	2023 RMB'000	2022 RMB'000
NON-CURRENT LIABILITIES			
Other payable	25	116,142	66,000
Bank and other borrowings	26	1,337,481	1,170,707
Deferred income	27	74,116	76,814
Lease liabilities	28	6,743	12,067
Deferred tax liabilities	30	153,028	153,988
		1,687,510	1,479,576
		4,235,328	3,567,605
CAPITAL AND RESERVES			
Share capital	29	78,347	74,195
Reserves		3,464,106	2,900,967
Equity attributable to owners of the Company		3,542,453	2,975,162
Non-controlling interests		692,875	592,443
		4,235,328	3,567,605

The consolidated financial statements on pages 129 to 237 were approved and authorised for issue by the board of directors on 24 November 2023 and are signed on its behalf by:

Mr. Liu Yung Chau
DIRECTOR

Ms. Chen Yuan, Rita
DIRECTOR

Consolidated Statement of Changes in Equity

For the year ended 31 August 2023

	Attributable to owners of the Company												
	Share capital RMB'000	Share premium RMB'000	Other reserve RMB'000 (Note i)	Property revaluation reserve RMB'000 (Note ii)	Shares held under share award scheme RMB'000 (Note iii)	Share award reserve RMB'000	Share option reserve RMB'000	Translation reserve RMB'000	Statutory surplus reserve RMB'000 (Note iv)	Retained profits RMB'000	Sub-total RMB'000	Non-controlling interests RMB'000	Total RMB'000
At 1 September 2021	73,488	938,528	194,428	4,467	(40,118)	6,303	19,887	(1,865)	398,446	939,817	2,533,381	512,574	3,045,955
Profit for the year	—	—	—	—	—	—	—	—	—	567,486	567,486	77,694	645,180
Other comprehensive income for the year	—	—	—	—	—	—	—	1,496	—	—	1,496	—	1,496
Total comprehensive income for the year	—	—	—	—	—	—	—	1,496	—	567,486	568,982	77,694	646,676
Dividends recognised as distribution (note 13)	—	(54,893)	—	—	—	—	—	—	—	(73,177)	(128,070)	—	(128,070)
Issue of shares (note 29)	707	(707)	—	—	—	—	—	—	—	—	—	—	—
Recognition of equity-settled share-based payments	—	—	—	—	—	6,024	5,033	—	—	—	11,057	—	11,057
Share awards vested	—	—	—	—	5,562	(5,240)	—	—	—	(322)	—	—	—
Share awards forfeited	—	—	—	—	—	(375)	—	—	—	375	—	—	—
Share options forfeited/cancelled	—	—	—	—	—	—	(10,188)	—	—	—	(10,188)	—	(10,188)
Transfer	—	—	—	—	—	—	—	—	70,676	(70,676)	—	—	—
Non-controlling interests arising from incorporation of subsidiaries	—	—	—	—	—	—	—	—	—	—	—	2,175	2,175
At 31 August 2022	74,195	882,928	194,428	4,467	(34,556)	6,712	14,732	(369)	469,122	1,363,503	2,975,162	592,443	3,567,605
Profit for the year	—	—	—	—	—	—	—	—	—	618,370	618,370	100,432	718,802
Other comprehensive income for the year	—	—	—	—	—	—	—	1,782	—	—	1,782	—	1,782
Total comprehensive income for the year	—	—	—	—	—	—	—	1,782	—	618,370	620,152	100,432	720,584
Dividends recognised as distribution (note 13)	—	(59,168)	—	—	—	—	—	—	—	—	(59,168)	—	(59,168)
Issue of shares (note 29)	4,151	(4,151)	—	—	—	—	—	—	—	—	—	—	—
Purchase of shares under share award scheme	—	—	—	—	—	—	—	—	—	—	—	—	—
Recognition of equity-settled share-based payments	—	—	—	—	—	2,545	3,754	—	—	—	6,299	—	6,299
Share awards vested	—	—	—	—	5,766	(5,510)	—	—	—	(256)	—	—	—
Share awards forfeited	—	—	—	—	—	(635)	—	—	—	635	—	—	—
Issue of shares upon exercise of share options (note 29)	1	10	—	—	—	—	(3)	—	—	—	8	—	8
Share options forfeited	—	—	—	—	—	—	(105)	—	—	105	—	—	—
Transfer	—	—	—	—	—	—	—	—	80,173	(80,173)	—	—	—
At 31 August 2023	78,347	819,619	194,428	4,467	(28,790)	3,112	18,378	1,413	549,295	1,902,184	3,542,453	692,875	4,235,328

Consolidated Statement of Changes in Equity

For the year ended 31 August 2023

Notes:

- i. The other reserve represents the transactions arising from the reorganisation prior to the listing of the Company, including (i) the deemed distribution to controlling shareholders which represents the difference between the fair value of the lower-than-market interest rate advances to 廣州市太陽城集團有限公司 (Guangzhou Sun City Group Co., Ltd.) and the principal amount of the advances at initial recognition; (ii) the deemed contribution from controlling shareholders which represents the differences between the nominal value and fair value of the lower-than-market interest rate advances on the inception date; (iii) the difference between the principal amounts of consideration paid/received and the relevant share of carrying value of the subsidiaries' net assets acquired from/disposed to the non-controlling interests; (iv) the deemed distribution to the controlling shareholders arising from financial guarantee provided to 廣州太陽城大酒店有限公司 (Guangzhou Sun City Hotel Co., Ltd.); and (v) the adjustments to non-controlling interests in respect of change in equity interests in a subsidiary.
- ii. The property revaluation reserve of the Group represents the gain on revaluation of certain properties for own use of the Group as a result of transfers of those properties from properties, plant and equipment to investment properties.
- iii. Shares held under share award scheme comprises the consideration paid for the treasury shares held for the share award scheme, including any attributable incremental costs for the purchase of shares under the share award scheme. As at 31 August 2023, approximately 4,735,000 shares were held by trustee pursuant to the share award scheme (2022: 5,691,000 shares).
- iv. Pursuant to the relevant laws in the People's Republic of China (the "PRC"), the Company's subsidiaries in the PRC shall make appropriations from after-tax profit to non-distributable reserve funds as determined by the board of directors of the relevant PRC subsidiaries. These reserves include (i) general reserve of the limited liabilities companies and (ii) the development fund of schools.
 - (i) For PRC subsidiaries with limited liability, they are required to make annual appropriations to general reserve of 10% of after-tax profits as determined under the PRC laws and regulations at each year-end until the balance reaches 50% of the relevant PRC entity's registered capital.
 - (ii) According to the relevant PRC laws and regulations, for private school that does not require for reasonable return, it is required to appropriate to development fund of not less than 10% of the net income of the relevant schools as determined in accordance with generally accepted accounting principles in the PRC. The development fund shall be used for the construction or maintenance of the schools or procurement or upgrading of educational equipment.

Consolidated Statement of Cash Flows

For the year ended 31 August 2023

	2023 RMB'000	2022 RMB'000
OPERATING ACTIVITIES		
Profit for the year	718,802	645,180
Adjustments for:		
Taxation	1,232	7,737
Depreciation of property, plant and equipment	164,825	139,191
Depreciation of right-of-use assets	25,973	25,385
Fair value change on financial assets at FVTPL	(4,085)	(15,974)
Finance costs	26,289	6,254
Foreign exchange loss, net	5,513	8,854
Loss from changes in fair value of investment properties	29,131	710
Loss on disposal of property, plant and equipment	2	3
Impairment losses under ECL model, net of reversal	8,512	1,266
Recovery of trade receivables previously written-off	(343)	—
Interest income from banks	(13,582)	(5,586)
Government grants	(13,700)	(10,731)
Recognition of share-based payments	6,299	869
Operating cash flows before movements in working capital	954,868	803,158
Increase in inventories	(438)	(6,896)
Decrease in trade receivables, deposits, prepayments and other receivables	5,901	4,126
Decrease in amounts due from related parties	—	745
Increase in contract liabilities	270,518	88,207
Increase in trade payables	27,160	9,705
Increase in other payables and accrued expenses	82,683	45,703
(Decrease) increase in amounts due to related parties	(353)	1,248
Increase in deferred government grants	7,909	—
Cash generated from operations	1,348,248	945,996
Income tax paid	(761)	(1,535)
NET CASH FROM OPERATING ACTIVITIES	1,347,487	944,461

Consolidated Statement of Cash Flows

For the year ended 31 August 2023

	NOTE	2023 RMB'000	2022 RMB'000
INVESTING ACTIVITIES			
Purchase of financial assets at FVTPL		(1,591,131)	(3,107,601)
Payments for acquisition of property, plant and equipment		(640,198)	(562,272)
Addition of investment properties		(28,131)	—
Upfront payments for right-of-use assets		(11,184)	(7,226)
Deposits paid for acquisition of property, plant and equipment		(132,368)	(82,527)
Acquisition of a business	35	—	(136,630)
Payments for rental deposits		(33)	(1,583)
Redemption of financial assets at FVTPL		1,722,842	3,350,512
Interest income from banks		12,448	5,440
Government grants received for construction of property, plant and equipment		6,061	26,276
Placement of restricted bank deposits		(19,922)	—
NET CASH USED IN INVESTING ACTIVITIES		(681,616)	(515,611)
FINANCING ACTIVITIES			
Repayment of bank and other borrowings		(621,982)	(527,378)
Dividend paid		(59,168)	(128,070)
Interest paid on bank and other borrowings		(81,706)	(83,275)
Repayment of lease liabilities		(7,971)	(8,199)
Interest paid on lease liabilities		(758)	(1,001)
New bank and other borrowings raised		763,490	839,956
Capital contribution from non-controlling interests		—	2,175
Proceeds from issue of shares upon exercise of share options		8	—
NET CASH (USED IN) FROM FINANCING ACTIVITIES		(8,087)	94,208
NET INCREASE IN CASH AND CASH EQUIVALENTS		657,784	523,058
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR		1,318,052	795,344
EFFECT OF FOREIGN EXCHANGE RATE CHANGES		7,021	(350)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, REPRESENTING BANK BALANCES AND CASH		1,982,857	1,318,052

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

1. GENERAL INFORMATION

Edvantage Group Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands and registered as an exempted company with limited liability under the Companies Act (As Revised), Chapter 22 of the Cayman Islands on 18 October 2018. Its immediate and ultimate holding company is Debo Education Investments Holdings Limited (德博教育投資控股有限公司) (“**BVI Holdco**”). The ultimate controlling shareholders of the Company and together with its subsidiaries (the “**Group**”) are Mr. Liu Yung Chau (“**Mr. Liu**”) and Ms. Chen Yuan, Rita (“**Ms. Chen**”), the spouse of Mr. Liu (“**Controlling Shareholders**”). Mr. Liu is the chairman and an executive director of the Company, and Ms. Chen is an executive director of the Company. The shares of the Company had been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 16 July 2019. The addresses of the Company’s registered office and the principal place of business are PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and Room 1115, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong, respectively.

The Company is an investment holding company. The principal activities of its subsidiaries are mainly engaged in the operation of private higher education and vocational education institutions in the PRC and overseas.

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

2. BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (“**IASB**”). For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) and by the Hong Kong Companies Ordinance.

2. BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2.1 Contractual arrangements

Due to regulatory restrictions on foreign ownership in the operation of education institutions that provides higher education and secondary vocational education services in the PRC, the Group conducts a substantial portion of the business through i) Sichuan New Concept Education, Urban Vocational College of Sichuan and Urban Technician College of Sichuan (as defined in note 40) (“**Sichuan New Concept Group**”) and ii) Guangdong Sun City Industrial and Guangdong Huashang Technical School (as defined in notes 35 and 40) (“**Guangdong Sun City Group**”) (together with Sichuan New Concept Group, the “**Consolidated Affiliates Entities**”). Guangzhou Zhiheng Education, an indirect wholly-owned subsidiary of the Company, Nanning Zhuowen Education, a subsidiary of the Company, Sichuan New Concept Education and the shareholders of Nanning Zhuowen Education entered into a series of contractual agreements, and Guangzhou Zhiheng Education, Shenzhen Zhuochuang Education (as defined in note 40), a subsidiary of the Company, Guangdong Sun City Industrial and the shareholders of Shenzhen Zhuochuang Education entered into a series of contractual agreements (collectively the “**Contractual Arrangements**”), respectively, which enable Guangzhou Zhiheng Education and the Group to:

- exercise effective financial and operational control over the Consolidated Affiliated Entities;
- exercise equity holders’ voting rights of the Consolidated Affiliated Entities;
- receive substantially all of the economic benefits generated by the Consolidated Affiliated Entities in consideration for the technical services, management support service and consulting services necessary for private education business provided by Guangzhou Zhiheng Education;
- obtain an exclusive option to purchase all or part of the equity interests in the Consolidated Affiliated Entities directly and indirectly held by the shareholders of Nanning Zhuowen Education and Shenzhen Zhuochuang Education for the minimum amount of consideration permitted by the applicable PRC laws and regulations, under circumstances in which Guangzhou Zhiheng Education or its designated third party is permitted under PRC laws and regulations to own all or part of the equity interests of the Consolidated Affiliated Entities. In addition, the Consolidated Affiliated Entities are not allowed to, among others, distribute any reasonable return or other interest or benefit to the shareholders of Nanning Zhuowen Education and Shenzhen Zhuochuang Education without Guangzhou Zhiheng Education’s prior written consent; and
- the shareholders of Nanning Zhuowen Education and Shenzhen Zhuochuang Education unconditionally and irrevocably pledged all of their equity interests in Sichuan New Concept Education and Guangdong Sun City Industrial, respectively, to Guangzhou Zhiheng Education to guarantee the performance of, among others, the obligations of Sichuan New Concept Education and Guangdong Sun City Industrial, the shareholders of Nanning Zhuowen Education and Shenzhen Zhuochuang Education and the Consolidated Affiliated Entities under the Contractual Arrangements.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

2. BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2.1 Contractual arrangements (Continued)

The Company does not have any equity interest in the Consolidated Affiliated Entities. However, as a result of the Contractual Arrangements, the Company has power over the Consolidated Affiliated Entities, has rights to variable returns from its involvement with the Consolidated Affiliated Entities and has the ability to affect those returns through its power over the Consolidated Affiliated Entities and is therefore considered to have control over the Consolidated Affiliated Entities. Consequently, the Company regards the Consolidated Affiliated Entities as indirect subsidiaries pursuant to the Contractual Arrangements. The Group has consolidated the financial position and results of Sichuan New Concept Education and Guangdong Sun City Industrial in the consolidated financial statements for the years ended 31 August 2023 and 2022.

The following balances and amounts of the Consolidated Affiliated Entities were included in the consolidated financial statements:

	2023 RMB'000	2022 <i>RMB'000</i>
Revenue	591,502	484,190

	2023 RMB'000	2022 <i>RMB'000</i>
Non-current assets	2,111,246	1,858,562
Current assets	486,819	318,038

2.2 Going concern assessment

The Group had net current liabilities of RMB448,160,000 as at 31 August 2023. The directors of the Company have reviewed the Group's cash flow projections prepared by the management of the Group. The cash flow projections cover a period not less than twelve months from the end of the reporting period. The directors of the Company are of the opinion that the Group will have sufficient working capital to meet its financial obligations as and when they fall due for the next twelve months from the end of the reporting period after taking consideration that as at 31 August 2023, included in the current liabilities of the Group was contract liabilities of approximately RMB1,526,497,000 representing the prepayments of tuition and boarding fees received by the Group before commencement of school terms which would be recognised as revenue over the remaining contract terms. Such contract liabilities shall not in itself result in any material cash outflow for the Group. In addition, the Group could generate sufficient operating cash inflow to meet its future obligations.

2. BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2.2 Going concern assessment (Continued)

Taking into account the above-mentioned considerations, these consolidated financial statements have been prepared on a going concern basis.

The consolidated financial statements have been prepared on the historical cost basis except for certain investment properties and financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with IFRS 16 *Leases* ("**IFRS 16**"), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equal the transaction prices.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for asset or liability.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

3. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the IASB for the first time, which are mandatorily effective for the Group's annual periods beginning on or after 1 September 2022 for the preparation of the consolidated financial statements:

Amendments to IFRS 3	Reference to the Conceptual Framework
Amendments to IAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to IFRSs	Annual Improvements to IFRSs 2018–2020

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

New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17	Insurance Contracts ¹
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to IFRS 16	Lease Liabilities in a Sales and Leaseback ⁴
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ⁴
Amendments to IAS 1	Non-current Liabilities with Covenants ⁴
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to IAS 7 and IFRS7	Supplier Finance Arrangements ⁴
Amendments to IAS 8	Definition of Accounting Estimates ¹
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
Amendments to IAS 12	International Tax Reform — Pillar Two Model Rules ²
Amendments to IAS 21	Lack of Exchangeability ⁵

¹ Effective for annual periods beginning on or after 1 January 2023

² Effective for annual periods beginning on or after 1 January 2023 (except for IAS 12 paragraphs 4A and 88A which are immediately effective upon issue of the amendments)

³ Effective for annual periods beginning on or after a date to be determined

⁴ Effective for annual periods beginning on or after 1 January 2024

⁵ Effective for annual periods beginning on or after 1 January 2025

Except for amendments to IFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

New and amendments to IFRSs in issue but not yet effective (Continued)

Amendments to IAS 1 Classification of Liabilities as Current or Non-current

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date.
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 Financial Instruments: Presentation.

3. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

New and amendments to IFRSs in issue but not yet effective (Continued)

Amendments to IAS 1 Non-current Liabilities with Covenants (“the 2022 Amendments”)

The 2022 Amendments modify the requirements introduced by the amendments to IAS 1 issued in 2020, Classification of Liabilities as Current or Non-current (“**the 2020 Amendment**”) on how an entity classifies debt and other financial liabilities with covenants as current or non-current. The amendments specify that only covenants with which the entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

The amendments also specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classify liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The amendments also defer the effective date of the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group’s outstanding liabilities as at 31 August 2023, the application of the amendments will not result in reclassification of the Group’s liabilities.

Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of IAS 12 Income Taxes so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

As disclosed in note 4 to the consolidated financial statements, for leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 requirements to the relevant assets and liabilities as a whole. Temporary differences relating to relevant assets and liabilities are assessed on a net basis.

3. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

New and amendments to IFRSs in issue but not yet effective (Continued)

Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Continued)

Upon the application of the amendments, the Group will recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities.

The amendments are effective for the Group's annual reporting periods beginning on or after 1 September 2023, with early application permitted. As at 31 August 2023, the carrying amounts of right-of-use assets and lease liabilities which are subject to the amendments amounted to RMB11,251,000 and RMB12,728,000 respectively. The application of the amendments is not expected to have significant impact on the Group's consolidated financial statements.

4. SIGNIFICANT ACCOUNTING POLICIES

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- (i) has power over the investee;
- (ii) is exposed, or has rights, to variable returns from its involvement with the investee; and
- (iii) has the ability to use its power to affect its returns.

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 listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Optional concentration test

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred 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. Acquisition-related costs are generally recognised in profit or loss as incurred.

For business combinations in which the acquisition date is on or after 1 September 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework for Financial Reporting issued by International Accounting Standards Board in March 2018 (the "**Conceptual Framework**") except for transactions and events within the scope of IAS 37 or IFRIC 21, in which the Group applies IAS 37 or IFRIC 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

At the acquisition date, the identifiable assets acquired and liabilities assumed are recognised at their fair values, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* ("**IAS 12**") and IAS 19 *Employee Benefits* respectively; and

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill (Continued)

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation representing tuition and boarding are transferred to the customers.

A performance obligation represents a goods on service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or service.

A contract liability represents the Group’s obligation to transfer goods or services to the customers for which the Group has received consideration (or an amount of consideration is due) from the customer.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group’s performance in transferring control of services.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation (Continued)

Output method (Continued)

The Group's major revenue-generating operations, representing tuition, boarding, other vocational education service and university cooperation programme (each being single performance obligation) are recognised under output methods. Output method is used when determining progress towards complete satisfaction of the performance obligation of the courses and programs, which is to recognise revenue on the basis of direct measurements of the value of services transferred to the customers to date relative to the remaining services promised under the contract, that best depict the Group's performance in transferring control of services.

The Group's other income including management fee income, non-regular training fee income and school ancillary, system maintenance and service income (each being single performance obligation) are recognised under output method. Output method is used when determining progress towards complete satisfaction of the performance obligation of the courses and progress and system maintenance service, which is to recognise revenue on the basis of direct measurements of the value of services transferred to the customers to date relative to the remaining services promised under the contract, that best depict the Group's performance in transferring control of services.

Leases

Definition of 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.

For contracts entered into or modified on or after the date of initial application of IFRS 16, or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, unless such allocation cannot be made reliably.

The Group applies practical expedient, not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Short-term leases

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 Financial Instruments (“**IFRS 9**”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Refundable rental deposits

Refundable rental deposits received are accounted for under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. RMB), using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plan (state-managed retirement benefit scheme, Mandatory Provident Fund Scheme (“**MPF Scheme**”) and defined contribution superannuation plans) are recognised as expenses when employees have rendered services entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments

Equity-settled share-based payment transactions

Share options granted to employees under share option scheme

The Group operates a share option scheme which allows it to grant share options to selected employees. Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessments of all relevant non-marketing vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

Shares granted to employees under share award scheme

The Group operates share award scheme which allows it to grant shares to selected employees. For the shares granted to the employees, the fair value of the employee services received in exchange for the grant of the shares is recognised as an expense over the vesting period. The total amount to be expensed over the vesting period is determined by reference to the fair value of the shares granted.

At the end of each reporting period, the Group revises its estimate of the number of award shares that are expected to vest. The impact of the revision of original estimates, if any, is recognised in profit or loss, such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share award reserve.

At the time when the award shares are vested, the amount previously recognised in shares held under share award scheme and the amount of the share award reserve will be transferred to retained profits.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments is only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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 profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale, except for freehold land, which is always presumed to be recovered entirely through sale.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

Property, plant and equipment

Property, plant and equipment including buildings and leasehold land and buildings that are held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item (including the relevant leasehold land classified as right-of-use assets) at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

For a transfer from investment property to owner-occupied property or inventory, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment other than properties under construction less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair values, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

Impairment on property, plant and equipment, right-of-use assets, and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment on property, plant and equipment, right-of-use assets, and intangible assets other than goodwill (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Bank balances, deposits and cash

Bank balances, deposits and cash presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, bank balances, deposits and cash consist of cash and cash equivalents as defined above.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Cost necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15 *Revenue from Contracts with Customers* (“**IFRS 15**”). Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“**FVTOCI**”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of the reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

Impairment of financial assets subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss (“**ECL**”) model on financial assets (including trade receivables, deposits and other receivables, amount due from a non-controlling shareholder, bank balances and restricted bank deposits) which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at the reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables arising from revenue from contracts with customers.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 (Continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, 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. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initially recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default; ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of “investment grade” as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group also considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower’s financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, or in the case of trade receivables from students, when the students are dropped out from schools, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 (Continued)

(v) Measurement and recognition of ECL (Continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified either as financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities including trade and other payables, amounts due to related parties and bank and other borrowings are subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key source of estimation uncertainty

The following are the key source of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Income taxes

Significant judgement is required in interpreting the relevant tax rules and regulations so as to determine whether the Group is subject to PRC Enterprise Income Tax ("EIT"). This assessment relies on judgements and assumptions about future events including those related executions and local practices of the relevant provisions of the Law for Promoting Private Education and the relevant implementation rules ("Rules"). The Group has considered all relevant facts and circumstances, including the executions and local practices of the relevant provisions of the Rules issued from time to time; the plans for election, progress and results of the application of Rules by individual schools of the Group within the PRC, as well as other relevant tax rules and regulations, when assessing the effect of the estimation uncertainty by using the most likely amounts. New information may become available that causes the Group to change its judgement regarding the adequacy of the tax liabilities and applicability of preferential tax treatment as detailed in note 10. Should there be any changes in the estimation, this may cause an increase in the tax expenses in the future.

Impairment assessment of goodwill and intangible assets with indefinite useful lives

Determining whether goodwill and intangible assets with indefinite useful lives are impaired requires an estimation of the recoverable amount of cash-generating unit ("CGU") to which goodwill and intangible assets have been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU containing goodwill and intangible assets and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or there is a change in facts and circumstances which results in a downward revision of future cash flows, a material impairment loss may arise. As at 31 August 2023, the carrying amounts of goodwill and intangible assets were RMB135,517,000 and RMB196,166,000 (31 August 2022: RMB135,382,000 and RMB195,504,000), respectively. Details of the determination of recoverable amounts are disclosed in note 19.

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6. REVENUE AND SEGMENT INFORMATION

Revenue from contracts with customers

The following is an analysis of the Group's revenue from contracts with customers by major service lines:

	For the year ended 31 August 2023		
	PRC higher education and vocational education RMB'000	Overseas higher education and vocational education RMB'000	Consolidated RMB'000
Tuition fees recognised overtime	1,710,722	25,180	1,735,902
Boarding fees recognised overtime	171,612	—	171,612
Other vocational education service fees recognised overtime	65,250	218	65,468
	1,947,584	25,398	1,972,982
	For the year ended 31 August 2022		
	PRC higher education and vocational education RMB'000	Overseas higher education and vocational education RMB'000	Consolidated RMB'000
Tuition fees recognised overtime	1,468,901	10,390	1,479,291
Boarding fees recognised overtime	136,245	—	136,245
Other vocational education service fees recognised overtime	69,060	240	69,300
Fees from university cooperation programme recognised overtime	—	1,136	1,136
	1,674,206	11,766	1,685,972

The revenue of the Group comprises of the tuition fees and boarding fees from the Group's higher education and vocational education programmes and fees from university cooperation programme. The Group's contracts with students for higher education and vocational education programmes in the PRC are normally with a duration of 1 year and renewed up to total duration of 2–4 years depending on the education programmes, while those for boarding fees are normally with a duration of 1 year. The Group's contracts with students for higher education and vocational education programmes in overseas (including diploma/advanced diploma/certificate) are normally with a duration of 12–76 weeks (2022: 12–76 weeks) while those contracts for university cooperation programme for bachelor's degree programmes are normally with a duration of 1 year and renewed up to a total duration of 3 years. Tuition and boarding fees and fees from university cooperation programme are charged at pre-determined fixed consideration.

6. REVENUE AND SEGMENT INFORMATION (Continued)

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

The contracts for tuition courses, boarding, other vocational education services and university cooperation programme are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Segment information

The Group is mainly engaged in the provision of private higher education and vocational education institution services in the PRC and overseas. Operating segments have been identified on the basis of internal management reports and prepared in accordance with the relevant accounting principles and financial regulations which conform with IFRSs, that are regularly reviewed by the chief operating decision makers (“**CODM**”), Mr. Liu, Ms. Liu and Ms. Chen, executive directors of the Company, for the purposes of resource allocation and assessment of segment performance focusing on types of services provided.

For education operation in the PRC, the information reported to the CODM is further categorised into different locations within the PRC, each of which is considered as a separate operating segment by the CODM. For segment reporting, these individual operating segments have been aggregated into a single reportable segment as they are located in the same country and under similar environment.

For education operation in Australia and Singapore, they are considered as a separate operating segment by the CODM. None of these segments met the quantitative thresholds for the reportable segments in both current and prior year. Accordingly, these segments were grouped in “Overseas higher education and vocational education”.

Specifically, the Group’s reportable segments under IFRS 8 *Operating Segments* are as follows:

1. PRC higher education and vocational education — operation of higher, secondary and vocational education institutions in the PRC; and
2. Overseas higher education and vocational education — operation of higher and vocational education institutions in the regions other than the PRC.

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6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments from continuing operations:

For the year ended 31 August 2023

	PRC higher education and vocational education RMB'000	Overseas higher education and vocational education RMB'000	Total RMB'000
Revenue			
External sales and segment revenue	<u>1,947,584</u>	<u>25,398</u>	<u>1,972,982</u>
Segment profit	<u>755,034</u>	<u>1,093</u>	<u>756,127</u>
Unallocated corporate expenses			(32,771)
Unallocated corporate income			2,191
Unallocated other gains and losses			<u>(5,513)</u>
Profit before taxation			<u>720,034</u>

For the year ended 31 August 2022

	PRC higher education and vocational education RMB'000	Overseas higher education and vocational education RMB'000	Total RMB'000
Revenue			
External sales and segment revenue	<u>1,674,206</u>	<u>11,766</u>	<u>1,685,972</u>
Segment profit	<u>691,436</u>	<u>83</u>	<u>691,519</u>
Unallocated corporate expenses			(31,025)
Unallocated corporate income			1,277
Unallocated other gains and losses			<u>(8,854)</u>
Profit before taxation			<u>652,917</u>

6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment profit represents the profit earned by each segment without allocation of certain administrative expenses, certain selling expenses, certain other income, certain interest income and certain other gains and losses. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

The CODM makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

Geographical information

The Group operates in the PRC, Australia and Singapore.

Information about the Group's revenue from customers is presented based on the location of the operations and the Group's non-current assets is presented based on the geographical location of the assets.

	Revenue from customers		Non-current assets	
	31 August		31 August	
	2023	2022	2023	2022
	RMB'000	RMB'000	RMB'000	RMB'000
Australia	25,114	11,339	3,888	8,720
Singapore	284	427	11,497	13,998
The PRC	1,947,584	1,674,206	6,273,461	5,523,870
	1,972,982	1,685,972	6,288,846	5,546,588

Note: Non-current assets excluded deferred tax assets, pledged deposits and amount due from a non-controlling shareholder.

Information about major customers

No single customer contributes over 10% or more of total revenue of the Group for both years.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

7a. OTHER INCOME

	2023 RMB'000	2022 RMB'000
Management fee and rental income	17,124	14,123
Government grants (<i>Note</i>)	15,153	12,161
School ancillary, system maintenance and service income	71,860	54,564
Others	856	2,157
	104,993	83,005

Note: Government grants mainly represent subsidies from the government for (i) conducting educational programmes, which are recognised upon usage of the funds in research projects and (ii) subsidising the campus construction and development which will be recognised to profit or loss on a systematic basis over the estimated useful life of the property, plant and equipment that are related to the purpose of those government grants and (iii) the Covid-19 related subsidy under local employment support scheme.

Further details of (i) and (ii) are set out in note 27.

7b. INTEREST INCOME

	2023 RMB'000	2022 RMB'000
Interest income from banks	13,582	5,586

8. OTHER GAINS AND LOSSES

	2023 RMB'000	2022 RMB'000
Fair value change on financial assets at FVTPL	4,085	15,974
Loss from changes in fair value of investment properties (<i>note 17</i>)	(29,131)	(710)
Recovery of trade receivables previously written-off	343	—
Net foreign exchange loss	(5,513)	(8,854)
Impairment losses under ECL model, net of reversal	(8,512)	(1,266)
Others	(1,275)	(341)
	(40,003)	4,803

9. FINANCE COSTS

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Interest expenses on bank and other borrowings	86,405	83,275
Interest on lease liabilities	758	1,001
Less: amounts capitalised in the cost of property, plant and equipment under construction	(60,874)	(78,022)
	26,289	6,254

Borrowing costs capitalised during the year arose from both specific borrowing and general borrowing pool. Borrowing costs capitalised from general borrowing pool are calculated by applying a capitalisation rate of 4.94% (2022: 6.64%) per annum, to expenditure on construction in progress included in property, plant and equipment.

10. TAXATION

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Current tax		
— Hong Kong Profits Tax	155	159
— PRC EIT	18,988	22,753
	19,143	22,912
Overprovision in prior years		
— PRC EIT	(9,238)	(7,655)
— Hong Kong Profits Tax	—	(603)
	(9,238)	(8,258)
Deferred tax (<i>note 30</i>)	(8,673)	(6,917)
	1,232	7,737

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

10. TAXATION (Continued)

The income tax expense can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2023 RMB'000	2022 RMB'000
Profit before taxation	720,034	652,917
Tax at PRC EIT rate of 25%	180,009	163,230
Tax effect of income not taxable for tax purposes	(471,922)	(400,254)
Tax effect of expenses not deductible for tax purposes	290,379	244,339
Tax effect of tax losses not recognised	15,444	9,904
Utilisation of tax losses previously not recognised	(2,683)	(111)
Overprovision in prior years	(9,238)	(8,258)
Effect of tax charged at a predetermined tax rate on turnover entitled by certain subsidiaries operating in the PRC	37	94
Effect of different tax rates of subsidiaries operating in other jurisdictions	(794)	(1,207)
Tax charge for the year	1,232	7,737

Under the two-tiered profits tax rates regime of Hong Kong Profits tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Under the EIT Law, withholding tax is imposed on dividends declared and payable to investors that are non-PRC tax resident enterprises in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Therefore, dividends distributed from the PRC subsidiaries in respect of profits earned from 1 January 2008 onwards to non-PRC tax resident group entities shall be subject to the withholding income tax at 10% or a lower tax rate, if applicable.

10. TAXATION (Continued)

According to the Implementation Regulations of the EIT Law, private schools for which the school sponsors do not require reasonable returns are eligible to enjoy the same preferential tax treatment as public schools. As a result, private schools, which are providing academic qualification education, are eligible to enjoy income tax exemption treatment if the school sponsors of such schools do not require reasonable returns. Certain private higher education and vocational education institutions have been granted enterprise income tax exemption for the tuition related income from relevant local tax authorities. During the year ended 31 August 2023, the non-taxable tuition related income amounted to RMB1,887,688,000 (2022: RMB1,601,016,000), and the related non-deductible expenses amounted to RMB1,161,516,000 (2022: RMB977,356,000).

11. PROFIT FOR THE YEAR

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Profit for the year has been arrived at after charging:		
Staff costs, including directors' remuneration		
— salaries and other allowances	596,164	513,518
— retirement benefit scheme contributions	58,078	45,348
— share-based payments	6,299	869
Total staff costs	660,541	559,735
Depreciation of property, plant and equipment	164,825	139,191
Depreciation of right-of-use assets	25,973	25,385
Auditor's remuneration		
— audit and audit-related services	4,000	4,000
— non-audit service	300	—

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

Directors' and chief executive's emoluments

Details of the emoluments paid or payable by the entities comprising the Group to the directors and chief executive of the Company are as follows:

	Directors' fee RMB'000	Salaries and other allowances RMB'000	Discretionary share-based payments RMB'000	Retirement benefit scheme contribution RMB'000	Total RMB'000
For the year ended 31 August 2023					
Executive directors:					
Mr. Liu	—	1,505	516	—	2,021
Ms. Liu Yi Man ("Ms. Liu") (Note)	—	1,986	620	30	2,636
Ms. Chen	—	1,185	103	—	1,288
Non-executive director:					
Mr. Liu Yung Kan	90	—	72	—	162
Independent non-executive directors:					
Mr. Xu Gang	90	—	19	—	109
Mr. Li Jiatong	90	—	21	—	111
Mr. O'Yang Wiley	215	—	—	—	215
	485	4,676	1,351	30	6,542

For the year ended 31 August 2022

Executive directors:					
Mr. Liu	—	1,224	(378)	—	846
Ms. Liu	—	1,861	(58)	28	1,831
Ms. Chen	—	1,118	(76)	—	1,042
Non-executive director:					
Mr. Liu Yung Kan	83	—	(53)	—	30
Independent non-executive directors:					
Mr. Xu Gang	83	—	(16)	—	67
Mr. Lo Chi Chiu (resigned on 16 February 2022)	46	—	—	—	46
Mr. Li Jiatong	83	—	(15)	—	68
Mr. O'Yang Wiley (appointed on 16 February 2022)	108	—	—	—	108
	403	4,203	(596)	28	4,038

12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(Continued)

Directors' and chief executive's emoluments (Continued)

The executive directors' emoluments shown above were paid for their services in connection with the management of affairs of the Company and the Group. The non-executive director's and independent non-executive directors' emoluments shown above were for their services as directors of the Company.

Note: Ms. Liu is also the chief executive officer of the Company and her emoluments disclosed above included those for services rendered by her as an employee of the Group.

Except for one director who waived emoluments of approximately HK\$840,000 (2022: HK\$1,050,000), no other directors waived any emoluments in the year ended 31 August 2023.

Five individuals with the highest emoluments

The five highest paid individuals of the Group included three directors for the year ended 31 August 2023 (2022: two directors) whose emoluments are included in the disclosures above. The emoluments of the remaining two individuals for the year ended 31 August 2023 (2022: three individuals) are as follows:

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Salaries, allowances and other benefits	2,052	2,899
Discretionary share-based payments	619	689
Retirement benefit scheme contributions	59	170
	2,730	3,758

The number of the five highest paid individuals whose emoluments fell within the following bands is as follows:

	2023	2022
HK\$1,000,001 to HK\$1,500,000	2	2
HK\$1,500,001 to HK\$2,000,000	1	2
HK\$2,000,001 to HK\$2,500,000	—	1
HK\$2,500,001 to HK\$3,000,000	1	—
HK\$3,000,001 to HK\$3,500,000	1	—

No emoluments were paid by the Group to the directors of the Company or the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office for both years.

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13. DIVIDENDS

During the reporting period, the Company recognised the following dividend as distribution:

	2023 RMB'000	2022 RMB'000
Final dividend for the preceding financial year ended 31 August 2022 of HK9.60 cents and a special dividend for the financial year ended 31 August 2022 of HK1.60 cents (Final dividend for preceding financial year ended 31 August 2021: HK8.40 cents) (<i>Note (i)</i>)	107,466	73,177
Interim dividend for the six months ended 28 February 2023 of HK9.00 cents with a scrip alternative to settle with ordinary shares or paid with cash (six months ended 28 February 2022: HK8.40 cents) (<i>Note (ii)</i>)	93,074	75,250
	200,540	148,427

Notes:

- (i) The final dividend in respect of the year ended 31 August 2022 totalling RMB92,114,000 was paid in new shares of the Company. The number of ordinary shares settled and issued as scrip dividends was 39,256,118. The special dividend which amounted to RMB15,352,000 was paid in cash.
- (ii) The interim dividend in respect of the period ended 28 February 2023 totalling RMB93,074,000 (2022: RMB75,250,000) has been paid partly in new shares of the Company and partly in cash. The number of ordinary shares settled and issued as scrip dividends was 19,642,008 (2022: 10,542,441) and the total amount of dividend paid as scrip dividends was RMB49,258,000 (2022: RMB20,357,000) while cash dividend amounted to RMB43,816,000 (2022: RMB54,893,000).

Subsequent to the end of the reporting period, the Board has proposed, and subject to approval by the shareholders of the Company at the forthcoming annual general meeting, that a final dividend of HK9.0 cents per ordinary share for the year ended 31 August 2023 (year ended 31 August 2022: HK9.60 cents), in an aggregate amount of approximately HK\$102,717,000 (year ended 31 August 2022: HK\$103,911,000) which is calculated based on the number of issued shares of the Company at the end of the reporting period (i.e. 31 August 2023), be declared to eligible shareholders of the Company whose names appear on the register of members of the Company on 28 March 2024, and that the proposed final dividend will be payable in cash with a scrip alternative, allowing Eligible Shareholders to elect to receive such final dividend wholly in new shares of the Company, or partly in new shares of the Company and partly in cash, or wholly in cash.

14. EARNINGS PER SHARE

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

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Earnings:		
Profit for the year attributable to owners of the Company for the purpose of calculating basic and diluted earnings per share	618,370	567,486
	2023	2022
Number of shares:		
Weighted average number of ordinary shares for the purpose of basic earnings per share	1,100,557,683	1,067,559,968
Effect of dilutive potential ordinary shares:		
Share options	330,510	—
Unvested and treasury shares held under share award scheme	628,285	964,596
Weighted average number of ordinary shares for the purpose of diluted earnings per share	1,101,516,478	1,068,524,564

The computation of diluted earnings per share does not assume the exercise of certain share options (2022: did not assume the exercise of share options) of the Company because those share options were anti-dilutive during the years ended 31 August 2023 and 2022.

The weighted average number of ordinary shares shown above has been arrived at after deducting shares held by share award scheme trust.

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15. PROPERTY, PLANT AND EQUIPMENT

	Owned properties RMB'000	Leasehold land and buildings RMB'000	Leasehold improvements RMB'000	Motor vehicles RMB'000	Furniture, fixtures and equipment RMB'000	Construction in progress RMB'000	Total RMB'000
COST							
At 1 September 2021	2,477,745	19,843	127,059	14,326	503,236	1,104,955	4,247,164
Additions	25,916	—	18,955	182	116,626	597,242	758,921
Acquisition of a business (note 35)	—	—	—	13	7,463	8,730	16,206
Transfer	394,344	—	21,303	—	—	(415,647)	—
Disposal	—	—	—	—	(8)	—	(8)
Transfer from investment properties	47,400	—	—	—	—	—	47,400
Transfer to investment properties	(109,951)	—	—	—	—	—	(109,951)
Exchange realignment	—	—	54	—	20	—	74
At 31 August 2022	2,835,454	19,843	167,371	14,521	627,337	1,295,280	4,959,806
Additions	8,986	—	25,385	1,221	170,204	721,402	927,198
Transfer	1,239,352	—	1,111	—	—	(1,240,463)	—
Disposal	—	—	(1,539)	—	(312)	—	(1,851)
Exchange realignment	—	—	104	—	24	—	128
At 31 August 2023	4,083,792	19,843	192,432	15,742	797,253	776,219	5,885,281
DEPRECIATION							
At 1 September 2021	268,512	888	74,040	10,055	300,723	—	654,218
Provided for the year	57,080	193	10,457	971	70,490	—	139,191
Eliminated on disposal	—	—	—	—	(5)	—	(5)
Exchange realignment	—	—	25	—	17	—	42
At 31 August 2022	325,592	1,081	84,522	11,026	371,225	—	793,446
Provided for the year	75,453	387	12,986	903	75,096	—	164,825
Eliminated on disposal	—	—	(1,539)	—	(310)	—	(1,849)
Exchange realignment	—	—	88	—	23	—	111
At 31 August 2023	401,045	1,468	96,057	11,929	446,034	—	956,533
CARRYING VALUES							
At 31 August 2023	3,682,747	18,375	96,375	3,813	351,219	776,219	4,928,748
At 31 August 2022	2,509,862	18,762	82,849	3,495	256,112	1,295,280	4,166,360

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment, other than construction in progress, after taking into account their estimated residual values, are depreciated on a straight-line basis at the following useful life:

Owned properties	Over the shorter of 20–50 years or the terms of the leases of leasehold land
Leasehold land and buildings	Over the shorter of 50 years or the terms of the leases
Leasehold improvements	Over the shorter of 2–10 years or the terms of the leases
Motor vehicles	4–5 years
Furniture, fixtures and equipment	4–5 years

16. RIGHT-OF-USE ASSETS

	Leasehold lands <i>RMB'000</i>	School premises and offices <i>RMB'000</i>	Total <i>RMB'000</i>
As at 1 September 2022			
Carrying amount	739,015	48,152	787,167
As at 31 August 2023			
Carrying amount	731,751	42,268	774,019
For the year ended 31 August 2022			
Depreciation charge	17,806	7,579	25,385
For the year ended 31 August 2023			
Depreciation charge	18,448	7,525	25,973
		Year ended 31 August 2023 <i>RMB'000</i>	Year ended 31 August 2022 <i>RMB'000</i>
Expense relating to short-term leases		1,708	322
Total cash outflow for leases		21,621	16,748
Additions to right-of-use assets		16,282	14,428

During the year ended 31 August 2022, a total amount of RMB43,192,000 right-of-use assets was acquired through acquisition of a business and eliminated on consolidation level as set out in note 35 to the consolidated financial statements.

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For the year ended 31 August 2023

16. RIGHT-OF-USE ASSETS (Continued)

For both years, the Group leases various school premises and offices for its operations. Lease contracts are entered into for fixed term of 2 to 20 years, but may have extension and termination options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases for temporary offices. As at 31 August 2023 and 2022, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

The Group has extension options in a number of leases for school premises. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension options held are exercisable only by the Group and not by the respective lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. In addition, the Group reassesses whether it is reasonably certain to exercise an extension option upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the years ended 31 August 2023 and 2022, there is no such triggering event.

Restrictions or covenants on leases

In addition, lease liabilities of RMB12,728,000 are recognised with related right-of-use assets of RMB11,251,000 as at 31 August 2023 (2022: lease liabilities of RMB18,730,000 and related right-of-use assets of RMB16,782,000). The lease agreement does not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

17. INVESTMENT PROPERTIES

The Group leases out certain of its properties under operating leases with rental payable monthly. The leases typically run for an initial period of three years.

The Group is not exposed to foreign currency risk as a result of the lease arrangement, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

	<i>RMB'000</i>
FAIR VALUE	
At 1 September 2021	78,900
Transfer from property, plant and equipment	109,951
Transfer from right-of use assets	6,459
Transfer to property, plant and equipment upon acquisition of a subsidiary	(47,400)
Loss from changes in fair value recognised in profit or loss (<i>note 8</i>)	(710)
At 31 August 2022	147,200
Addition	28,131
Loss from changes in fair value recognised in profit or loss (<i>note 8</i>)	(29,131)
At 31 August 2023	146,200

In determining the fair value of the relevant properties, the Group engages third party qualified valuers to perform the valuation. The chief financial officer works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The chief financial officer reports to the board of directors of the Company regularly to explain the cause of fluctuations in the fair value of the investment properties.

The fair values of the Group's investment properties as at 31 August 2023 and 2022 have been arrived at on the basis of a valuation carried out on the respective date by an independent qualified professional valuers not connected to the Group.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

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For the year ended 31 August 2023

17. INVESTMENT PROPERTIES (Continued)

Details of the Group's investment properties and information about the fair value hierarchy as at 31 August 2023 and 2022 are as follows:

Nature	Valuation Technique	Significant unobservable inputs	Sensitivity
School premises located in the PRC — completed properties	Income capitalisation	Capitalisation rate of 5.5% to 6.5% (2022: 5.5% to 6.5%) and market rentals, taking into account the net rental income rates of the properties derived from existing lease and/or achievable in the existing market, i.e. RMB15 per m ² per month to RMB26 per m ² per month (2022: RMB17 per m ² per month to RMB26 per m ² per month).	A significant increase in the market rentals used would result in a significant increase in fair value, vice versa. A significant increase in capitalisation rate would result in a significant decrease in fair value, vice versa.
		2023	2022
		Carrying amount RMB'000	Fair value at Level 3 hierarchy RMB'000
		Carrying amount RMB'000	Fair value at Level 3 hierarchy RMB'000
School premises		146,200	146,200
		147,200	147,200

There were no transfers into or out of Level 3 during the year.

18. GOODWILL AND INTANGIBLE ASSETS

	Goodwill RMB'000 (Note i)	Intangible assets			Total RMB'000
		Brand name RMB'000 (Note ii)	Licenses RMB'000 (Note ii)	Accreditations RMB'000 (Note ii)	
COST AND CARRYING VALUE					
At 1 September 2021	105,530	2,385	69,100	4,880	76,365
Acquisition of a business (note 35)	29,811	—	118,938	—	118,938
Exchange realignment	41	66	—	135	201
At 31 August 2022	135,382	2,451	188,038	5,015	195,504
Exchange realignment	135	217	—	445	662
At 31 August 2023	135,517	2,668	188,038	5,460	196,166

Notes:

- i. Particulars regarding impairment testing on goodwill are disclosed in note 19.
- ii. Brand name, licenses and accreditations are considered by the management of the Group as having an indefinite useful life because they are expected to contribute to net cash inflows indefinitely. The brand name, licenses and accreditations will not be amortised until their useful lives are determined to be finite. Instead, they will be tested for impairment annually and whenever there is an indication that they may be impaired. Particulars of the impairment testing are disclosed in note 19.

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19. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES

For the purposes of impairment testing, goodwill and intangible assets with indefinite useful lives set out in note 18 have been allocated to three CGUs representing the business of vocational education operation in Singapore, Chengdu and Guangdong. The carrying amounts of goodwill and intangible assets (net of accumulated impairment losses, if any) as at 31 August 2023 and 2022 are as follows:

	Goodwill		Intangible assets	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Singapore operation	1,655	1,520	8,128	7,466
Chengdu operation	104,051	104,051	69,100	69,100
Guangdong operation	29,811	29,811	118,938	118,938
	135,517	135,382	196,166	195,504

The management of the Group determines that there is no impairment of CGU which contains goodwill and intangible assets with indefinite useful lives for both years.

The basis of the recoverable amounts of its CGU and its major underlying assumptions are summarised below:

Singapore operation

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management covering a 5-year period, and discount rate of 15.50% (2022: 14.52%). The CGU's cash flows beyond the 5-year period are extrapolated using a steady 1.5% (2022: 2.4%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include salary costs of teachers, growth rate of student number and growth rate of tuition fee, such estimation is based on the unit's past performance and the management's expectations for the market development. Management believes that any reasonable change in any of these assumptions would not cause the carrying amount of the CGU to exceed its recoverable amount.

19. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES (Continued)

Chengdu operation

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management covering a 5-year period, and discount rate of 12.29% (2022: 14.19%). The CGU's cash flows beyond the 5-year period are extrapolated using a steady 2.2% (2022: 2.3%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include salary costs of teachers, growth rate of student number and growth rate of tuition fee, such estimation is based on the unit's past performance and the management's expectations for the market development. Management believes that any reasonable change in any of these assumptions would not cause the carrying amount of the CGU to exceed its recoverable amount.

Guangdong operation

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management covering a 5-year period, and discount rate of 12.69% (2022: 13.64%). The CGU's cash flows beyond the 5-year period are extrapolated using a steady 2.2% (2022: 2.5%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include salary costs of teachers, growth rate of student number and growth rate of tuition fee, such estimation is based on the unit's past performance and the management's expectations for the market development. As at year ended 31 August 2023, the recoverable amount of this unit exceeds its carrying amount by RMB3,831,000. If the discount rate was changed to 13.69%, while other parameters remain constant, the recoverable amount would be reduced by RMB15,410,000.

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

At 31 August 2023 and 2022, the financial assets at FVTPL represented the financial products issued by banks in the PRC.

The financial products are with expected rates of return (not guaranteed), depending on the market price of underlying financial instruments, including listed shares, bonds, debentures and other financial assets, as follow:

	2023	2022
Financial products	2.17% to 2.46%	1.35% to 6.87%

At 31 August 2023, the Group has the rights to redeem the investments at any time with prior notice (31 August 2022: 13 to 86 days after the end of the reporting period).

The management of the Group considers the fair values of the investments are, by reference to the discounted cash flow, based on the estimated return and discounted rate as disclosed in note 34(c) at 31 August 2023 and 2022.

Notes to the Consolidated Financial Statements

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21. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2023 RMB'000	2022 RMB'000
Trade receivables (<i>Note i</i>)	5,025	1,496
Less: allowance for credit losses	(1,048)	(438)
	3,977	1,058
Receivables from education departments	2,562	—
Staff advances	2,494	1,620
Other receivables	40,166	14,859
Interest income receivables	1,359	225
Deposits (<i>Note ii</i>)	2,111	24,467
Prepayments (<i>Note iii</i>)	63,029	78,922
Advances to government (<i>Note iv</i>)	56,992	56,992
Other tax recoverable	1,037	933
	173,727	179,076
Less: Amounts due within one year shown under current assets	(99,235)	(107,584)
	74,492	71,492

As at 1 September 2021, trade receivables from contracts with customers amounted to RMB8,332,000.

Notes:

- i. The students are required to pay tuition fees, university cooperation programme fees and boarding fees in advance for the upcoming school years before the commencements of the courses. The outstanding receivables represent amounts related to students who have applied for the delayed payment of tuition fees, university cooperation programme fees and boarding fees. There is no fixed term for delayed payments. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of individual 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.
- ii. As at 31 August 2023, no deposit (2022: deposit of RMB22,630,000) was pledged against bank and other borrowings.
- iii. Included in prepayments, these are prepaid education related expenses amounting to RMB35,000,000 as at 31 August 2023 (2022: RMB52,500,000).
- iv. The amounts represent refundable advances to the municipal government to finance their expenses borne on revamp of the land which the Group plans to acquire in the future. The refundable advances are interest-free and the management of the Group expected that the amount would be repayable more than one year from the end of the reporting period.

21. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

The following is an analysis of trade receivables net of allowance for credit losses, by age, presented based on debit note.

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
0–30 days	1,263	307
31–90 days	883	—
91–180 days	—	751
181–365 days	1,831	—
Total	3,977	1,058

As at 31 August 2023, the Group's entire trade receivables with aggregate carrying amount of RMB3,977,000 (31 August 2022: RMB1,058,000) are all past due for which the Group has not provided for impairment loss. The Group considered the trade receivables overdue over 90 days for students that are not dropped out from schools are not default as the tuition fees, university cooperation programme fees and boarding fees are usually fully received upon the graduation of the students by reference to past experience.

Details of impairment assessments on trade receivables from students are set out in note 34(b).

22. BANK BALANCES, DEPOSITS AND CASH

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Bank balances and cash	1,982,857	1,318,052
Restricted bank deposits	19,922	—
	2,002,779	1,318,052

Bank balances, deposits and cash comprise cash and short-term deposits held by the Group with an original maturity of three months or less. As at 31 August 2023, the Group's bank deposits carried weighted-average interest rates of 0.30% (2022: 0.30%) per annum.

Bank deposits amounting to RMB14,500,000 (2022: nil) have been pledged to secure the Group's short-term borrowings and are therefore classified as current assets.

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23. CONTRACT LIABILITIES

The Group has recognised the following revenue-related contract liabilities:

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Tuition fees	1,380,936	1,134,593
Boarding fees	145,561	121,386
	1,526,497	1,255,979

As at 1 September 2021, contract liabilities amounted to RMB1,140,908,000.

The following table shows how much of the revenue recognised in the current year related to contract liabilities previously recorded:

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Revenue recognised that was included in the contract liabilities at the beginning of the year		
Tuition fees	1,134,593	1,048,050
Boarding fees	121,386	92,858
	1,255,979	1,140,908

No revenue recognised during the year related to performance obligations that were satisfied in respective prior periods.

Typical payment terms which impact on the amount of contract liabilities recognised related to tuition fee, boarding fees and university cooperation programme fees are as follows:

When the Group receives the prepayments before the commencement of school terms, tuition courses or boardings, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the prepayments. The Group typically receives the amounts in full before the relevant services commence.

24. TRADE PAYABLES

The credit period granted by suppliers on purchase of consumables and provision of services ranged from 30 days to 60 days.

The following is an aged analysis of trade payables presented based on invoice date at 31 August 2023 and 2022.

	2023 RMB'000	2022 RMB'000
0–60 days	26,278	14,988
61–180 days	21,424	9,304
181–365 days	1,187	563
Over 365 days	4,410	1,281
	53,299	26,136

25. OTHER PAYABLES AND ACCRUED EXPENSES

	2023 RMB'000	2022 RMB'000
Discretionary government subsidies receipt in advance (Note)	110,007	36,746
Receipt on behalf of ancillary services providers	111,541	105,764
Deposits received	28,605	25,155
Accrued staff benefits and payroll	43,641	30,352
Payable for construction of properties	147,473	77,994
Other payables and accruals	47,217	54,428
Other tax payables	2,264	3,345
	490,748	333,784
Less: Amounts due within one year shown under current liabilities	(374,606)	(267,784)
Amounts shown under non-current liabilities	116,142	66,000

Note: The amounts mainly represent scholarships and subsidies received from the government to be distributed to students of the university and vocational school.

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26. BANK AND OTHER BORROWINGS

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Bank borrowings	1,691,515	1,351,065
Other borrowings	124,000	311,720
Total bank and other borrowings	1,815,515	1,662,785
Analysed as:		
— Secured	1,781,515	1,628,785
— Unsecured	34,000	34,000
	1,815,515	1,662,785
— Fixed rate	302,910	143,220
— Variable rate	1,512,605	1,519,565
	1,815,515	1,662,785
The carrying amounts of the above borrowings are repayable*:		
On demand or within one year	478,034	492,078
Within a period of more than one year but not exceeding two years	361,039	217,594
Within a period of more than two years but not exceeding five years	900,139	697,229
With a period of more than five years	76,303	255,884
	1,815,515	1,662,785
Less: Amounts due within one year shown under current liabilities	(478,034)	(492,078)
Amounts shown under non-current liabilities	1,337,481	1,170,707

* The amounts due are based on scheduled repayment dates, set out in the loan agreements.

26. BANK AND OTHER BORROWINGS (Continued)

Notes:

- i. The Group has variable-rate borrowings which carry interest with reference to the Benchmark Borrowing Rate of The People's Bank of China and Hong Kong Interbank Offered Rate. The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

	2023	2022
Effective interest rate:		
Variable-rate borrowings	2.50% – 8.00%	1.52% – 8.00%
Fixed-rate borrowings	1.20% – 8.00%	1.20% – 8.00%

- ii. Except for bank borrowings of carrying amount of RMB283,767,800 as at 31 August 2023 (2022: RMB118,513,800) which is denominated at Hong Kong dollars, all of the bank and other borrowings are denominated in RMB which is the same as the functional currency of the relevant group entities.
- iii. As at 31 August 2023, certain bank borrowings of the Group were secured by certain bank deposits and the rights to receive the tuition fees and boarding fees of 廣州華商職業學院 (Guangzhou Huashang Vocational College) ("**Huashang Vocational College**"), 廣州華商學院 (Guangzhou Huashang College) ("**Huashang College**") and Urban Vocational College of Sichuan (四川城市職業學院) (2022: secured by certain deposits and the rights to receive the tuition fees and boarding fees). Details of assets that have been pledged as collateral to secure borrowings are set out in note 38 to the consolidated financial statements.

27. DEFERRED INCOME

Deferred income mainly represents subsidies from the government for (i) conducting educational programmes, which are recognised upon usage of the funds in research projects and (ii) subsidising the campus construction and development which will be recognised to profit or loss on a systematic basis over the estimated useful life of the property, plant and equipment that are related to the purpose of those government grants. The following table discloses the movement of deferred income:

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
At 1 September	107,310	91,765
Additions	13,970	26,276
Release to profit or loss during the year (<i>note 7a</i>)	(13,700)	(10,731)
At 31 August	107,580	107,310
Analysed as:		
Current	33,464	30,496
Non-current	74,116	76,814
	107,580	107,310

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28. LEASE LIABILITIES

	2023 RMB'000	2022 RMB'000
Lease liabilities payable:		
Within one year	5,985	6,663
Within a period of more than one year but not more than two years	2,346	4,779
Within a period of more than two years but not more than five years	1,261	3,712
Within a period of more than five years	3,136	3,576
	12,728	18,730
Less: Amount due for settlement with 12 months shown under current liabilities	(5,985)	(6,663)
Amount due for settlement after 12 months shown under non-current liabilities	6,743	12,067

29. SHARE CAPITAL

	Number of shares	Amount US\$	Shown in the consolidated financial statements RMB'000
Ordinary share of US\$0.01 each			
Authorised			
At 1 September 2021, 31 August 2022 and 2023	1,500,000,000	15,000,000	
Issued and fully paid:			
At 1 September 2021	1,071,859,638	10,718,596	73,488
Issue of shares (Note i)	10,542,441	105,424	707
At 31 August 2022	1,082,402,079	10,824,020	74,195
Issue of shares upon exercise of share options	3,908	39	1
Issue of shares (Note ii)	58,898,126	588,981	4,151
At 31 August 2023	1,141,304,113	11,413,040	78,347

29. SHARE CAPITAL (Continued)

Notes:

- i. On 30 June 2022, the Company issued 10,542,441 ordinary shares of par value US\$0.01 in respect of the scrip dividend scheme in relation to the interim dividend for the six months ended 28 February 2022.
- ii. On 27 February 2023, the Company issued 39,256,118 ordinary shares of par value US\$0.01 in respect of the scrip dividend scheme in relation to the final dividend for the period ended 31 August 2022. On 30 June 2023, the Company issued 19,642,008 ordinary shares of par value US\$0.01 in respect of the scrip dividend scheme in relation to the interim dividend for the six months ended 28 February 2023.

30. DEFERRED TAX ASSETS/LIABILITIES

	2023 RMB'000	2022 RMB'000
Deferred tax assets	(24,489)	(16,776)
Deferred tax liabilities	153,028	153,988
	128,539	137,212

The following are the deferred tax (assets) liabilities recognised and movement thereon during the current and prior years:

	Accelerated tax depreciation RMB'000	Fair value adjustments on investment properties RMB'000	Undistributed profit of subsidiaries RMB'000	Unrealised profit on property, plant and equipment RMB'000	Others RMB'000	Total RMB'000
At 1 September 2021	151,563	2,544	396	(4,383)	(5,991)	144,129
(Credit)/charge to profit or loss	(443)	(177)	105	(1,082)	(5,320)	(6,917)
At 31 August 2022	151,120	2,367	501	(5,465)	(11,311)	137,212
(Credit)/charge to profit or loss	(363)	(8,033)	—	218	(495)	(8,673)
At 31 August 2023	150,757	(5,666)	501	(5,247)	(11,806)	128,539

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by subsidiaries established in the PRC from 1 January 2008.

At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised was approximately RMB3,655,314,000 (2022: RMB2,853,586,000). No deferred tax liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences, and it is probable that such differences will not reverse in the foreseeable future.

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30. DEFERRED TAX ASSETS/LIABILITIES (Continued)

At the end of the reporting period, the Group has unused tax losses of RMB188,403,000 (31 August 2022: RMB137,360,000), available for offset against future profits. No deferred tax asset has been recognised in respect of the entire tax losses due to the unpredictability of future profit streams. Included in the unrecognised tax losses at 31 August 2023 are losses of RMB54,713,000 (31 August 2022: RMB31,690,000), that will expire in 5 years. Other losses may be carried forward indefinitely.

	2023 RMB'000	2022 RMB'000
2025	3,129	3,129
2026	7,762	7,762
2027	20,799	20,799
2028	23,023	—
	54,713	31,690

31. RETIREMENT BENEFIT PLANS

Hong Kong

The Group participates in the MPF Scheme established under the Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group and its employees are each required to contribute 5.0% of the employees' relevant income to the mandatory provident fund scheme. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee. During the year ended 31 August 2023, the retirement benefit scheme contributions arising from the MPF Scheme charged to profit or loss were approximately RMB254,000 (2022: RMB277,000).

The PRC

In accordance with the relevant rules and regulations of the PRC, the Group's PRC subsidiaries are required to make contributions to the retirement fund administered by the PRC government ranging from 10% to 22% of the total monthly basic salaries of the current employees. In addition, the Group's PRC subsidiaries are required by law to contribute 2% to 15% of basic salaries of the employees for social insurance in relating to staff welfare, housing, medical and education benefits. During the year ended 31 August 2023, the costs charged under such arrangements for the Group's PRC subsidiaries amounted to approximately RMB56,112,000 (2022: RMB43,707,000).

31. RETIREMENT BENEFIT PLANS (Continued)

Australia

In accordance with the relevant rules and regulations in Australia, the Group's Australian subsidiaries are required to contribute a minimum of 9.5% of the employee's ordinary time earnings for all qualifying employees in Australia to any complying superannuation funds of the employees' own choice. During the year ended 31 August 2023, the Group has made contributions to a number of defined contribution superannuation plans with the amount recognised as an expense for the year of approximately RMB1,628,000 (2022: RMB1,284,000).

Singapore

In accordance with the relevant rules and regulations in Singapore, the Group's Singapore subsidiaries are required to fulfil the Central Provident Fund obligations and contribute 7.5% to 17% of the ordinary wages for all qualifying employees in Singapore to set aside funds for retirement and address healthcare, home ownership, family protection, and asset enhancement. During the year ended 31 August 2023, the costs charged under such arrangements for the Group's Singapore subsidiaries amounted to approximately RMB84,000 (2022: RMB80,000).

32. SHARE-BASED PAYMENTS

(a) Share Option Scheme

The Company's share option scheme (the "**Share Option Scheme**") was adopted pursuant to a shareholders' resolution passed on 6 June 2019 for the primary purpose of providing incentives to employee, director, officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group or any affiliate who the Board consider, in its sole discretion, to have contributed or will contribute to the Group. The Share Option Scheme will expire no later than 10 years from the date of listing. Under the Share Option Scheme, the total number of ordinary shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes is 100,000,000, being no more than 10% of the ordinary shares in issue on the date of listing. The overall limit on the number of ordinary 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 share option schemes of the Company at any time must not exceed 30% of the ordinary shares in issue from time to time (the "**Option Scheme Limit**"). The Option Scheme Limit may be refreshed at any time by obtaining prior approval of the shareholders of the Company in general meeting. However, the Option Scheme Limit cannot exceed 10% of the ordinary shares in issue as at the date of such approval.

32. SHARE-BASED PAYMENTS (Continued)

(a) Share Option Scheme (Continued)

Unless approved by the shareholders of the Company, the total number of ordinary shares issued and to be issued upon exercise of the options granted and to be granted under the Share Option Scheme and any other share option scheme(s) of the Company to each selected participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of ordinary shares in issue (the “**Individual Limit**”). Any further grant of options to a selected participant which would result in the aggregate number of ordinary shares issued and to be issued upon exercise of all options granted and to be granted to such selected participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to separate approval of shareholders of the Company.

Where any grant of options to a substantial shareholder or independent non-executive directors of the Company (or any of their respective associates) would result in the number of ordinary shares 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: (i) representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of the ordinary shares in issue; and (ii) having an aggregate value, based on the closing price of the ordinary shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, in excess of HK\$5 million (or such other higher amount as may from time to time be specified by the Stock Exchange), such further grant of options must also be first approved by the shareholders of the Company in a general meeting. The grantee, his/her associates and all core connected persons (within the meaning as ascribed to it under the Listing Rules) of the Company must abstain from voting in favour of such grant at such general meeting.

An offer shall be deemed to have been accepted and the option to which the offer relates shall be deemed to have been granted and to have taken effect when the duplicate of the offer letter comprising acceptance of the offer duly signed by the grantee with the number of ordinary shares in respect of which the offer is accepted clearly stated therein, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company within 20 business days from the date on which the letter containing the offer is delivered to the eligible person.

Any offer may be accepted in respect of less than the number of ordinary shares for which it is offered provided that it is accepted in respect of a board lot for dealing in ordinary shares or a multiple thereof. To the extent that the offer is not accepted within 20 business days from the date on which the letter containing the offer is delivered to that eligible person, it shall be deemed to have been irrevocably declined.

32. SHARE-BASED PAYMENTS (Continued)

(a) Share Option Scheme (Continued)

The Share Option Scheme does not set out any performance targets that must be achieved before the options may be exercised. However, the board of directors of the Company may at its sole discretion specify, as part of the terms and conditions of any option, such performance conditions that must be satisfied before the option can be exercised.

For the share options granted during the years ended 31 August 2021 and 2022, the board of directors of the Company specified performance conditions that must be satisfied before the option can be exercised. These conditions include group financial performance targets and individual key performance indicators.

The period during which an option may be exercised is determined and notified by the board of directors of the Company to each grantee at the time of making an offer for the grant of the option and such period shall not expire later than ten years from the date of grant of the option.

The exercise price shall be determined by the board of directors of the Company, but shall be not less than the highest of (i) the closing price of an ordinary share as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant; (ii) the average closing price of the ordinary shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of an ordinary share on the date of grant.

At 31 August 2023, the number of shares that could be issued upon the exercise of all share options that had been granted and remained outstanding under the Share Option Scheme was 17,337,851(31 August 2022: 17,558,775), representing 1.52% (31 August 2022: 1.62%) of the ordinary shares of the Company in issue at that date; whereas the Company may grant further share options under the Share Option Scheme to subscribe for a maximum of 82,460,603 shares, representing approximately 7.23% of the ordinary shares of the Company in issue as at 31 August 2023.

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For the year ended 31 August 2023

32. SHARE-BASED PAYMENTS (Continued)

(a) Share Option Scheme (Continued)

The following tables disclose movements in the Company's share options under the Share Option Scheme during the reporting period:

For the year ended 31 August 2023

Option type	Date of grant	Exercise price HK\$	Exercise period (Note i)	Outstanding at 1 September 2022	Granted during the year	Forfeited/ cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2023
Directors									
Mr. Liu	21 January 2020	4.954	10 December 2020 – 30 January 2026	449,178	—	—	—	—	449,178
	21 January 2020	4.954	29 March 2021 – 30 January 2026	449,178	—	—	—	—	449,178
	21 January 2020	4.954	10 December 2021 – 30 January 2026	449,178	—	—	—	—	449,178
	15 July 2022	2.394	23 August 2022 – 24 September 2027	449,188	—	—	—	—	449,188
	15 July 2022	2.394	8 December 2022 – 24 September 2027	449,188	—	—	—	—	449,188
	15 July 2022	2.394	28 March 2023 – 24 September 2027	449,192	—	—	—	—	449,192
Ms. Chen	21 January 2020	4.954	10 December 2020 – 30 January 2026	89,835	—	—	—	—	89,835
	21 January 2020	4.954	29 March 2021 – 30 January 2026	89,835	—	—	—	—	89,835
	21 January 2020	4.954	10 December 2021 – 30 January 2026	89,835	—	—	—	—	89,835
	15 July 2022	2.394	23 August 2022 – 24 September 2027	89,845	—	—	—	—	89,845
	15 July 2022	2.394	8 December 2022 – 24 September 2027	89,845	—	—	—	—	89,845
	15 July 2022	2.394	28 March 2023 – 24 September 2027	89,849	—	—	—	—	89,849
Ms. Liu	21 January 2020	4.954	10 December 2020 – 30 January 2026	269,507	—	—	—	—	269,507
	21 January 2020	4.954	29 March 2021 – 30 January 2026	269,507	—	—	—	—	269,507
	21 January 2020	4.954	10 December 2021 – 30 January 2026	269,507	—	—	—	—	269,507
	22 February 2021	9.288	10 December 2021 – 29 January 2027	84,541	—	—	—	—	84,541
	15 July 2022	2.394	23 August 2022 – 24 September 2027	354,058	—	—	—	—	354,058
	15 July 2022	2.394	8 December 2022 – 24 September 2027	354,058	—	—	—	—	354,058
	15 July 2022	2.394	28 March 2023 – 24 September 2027	354,059	—	—	—	—	354,059
	15 July 2022	2.394	7 December 2023 – 24 September 2027	84,551	—	—	—	—	84,551
	15 July 2022	2.394	26 March 2024 – 24 September 2027	84,551	—	—	—	—	84,551

32. SHARE-BASED PAYMENTS (Continued)**(a) Share Option Scheme** (Continued)

Option type	Date of grant	Exercise price HK\$	Exercise period (Note i)	Outstanding at 1 September 2022	Granted during the year	Forfeited/ cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2023
Directors (continued)									
Mr. Liu Yung Kan	21 January 2020	4.954	10 December 2020 – 30 January 2026	62,885	—	—	—	—	62,885
	21 January 2020	4.954	29 March 2021 – 30 January 2026	62,885	—	—	—	—	62,885
	21 January 2020	4.954	10 December 2021 – 30 January 2026	62,885	—	—	—	—	62,885
	15 July 2022	2.394	23 August 2022 – 24 September 2027	62,895	—	—	—	—	62,895
	15 July 2022	2.394	8 December 2022 – 24 September 2027	62,895	—	—	—	—	62,895
	15 July 2022	2.394	28 March 2023 – 24 September 2027	62,895	—	—	—	—	62,895
Mr. Xu Gang	21 January 2020	4.954	10 December 2020 – 30 January 2026	17,967	—	—	—	—	17,967
	21 January 2020	4.954	29 March 2021 – 30 January 2026	17,967	—	—	—	—	17,967
	21 January 2020	4.954	10 December 2021 – 30 January 2026	17,967	—	—	—	—	17,967
	15 July 2022	2.394	23 August 2022 – 24 September 2027	17,977	—	—	—	—	17,977
	15 July 2022	2.394	8 December 2022 – 24 September 2027	17,977	—	—	—	—	17,977
	15 July 2022	2.394	28 March 2023 – 24 September 2027	17,978	—	—	—	—	17,978
Mr. Li Jiatong	21 January 2020	4.954	10 December 2020 – 30 January 2026	17,967	—	—	—	—	17,967
	21 January 2020	4.954	29 March 2021 – 30 January 2026	17,967	—	—	—	—	17,967
	21 January 2020	4.954	10 December 2021 – 30 January 2026	17,967	—	—	—	—	17,967
	15 July 2022	2.394	23 August 2022 – 24 September 2027	17,977	—	—	—	—	17,977
	15 July 2022	2.394	8 December 2022 – 24 September 2027	17,977	—	—	—	—	17,977
	15 July 2022	2.394	28 March 2023 – 24 September 2027	17,978	—	—	—	—	17,978
Directors in aggregate				5,951,491	—	—	—	—	5,951,491

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32. SHARE-BASED PAYMENTS (Continued)

(a) Share Option Scheme (Continued)

Option type	Date of grant	Exercise price HK\$	Exercise period (Note i)	Outstanding at 1 September 2022	Granted during the year	Forfeited/ cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2023
Associates of directors and substantial shareholders (Note ii)									
Mr. Liu Yung	21 January 2020	4.954	10 December 2020 – 30 January 2026	26,950	—	—	—	—	26,950
Kwong (brother of Mr. Liu and Mr. Liu Yung Kan)	21 January 2020	4.954	29 March 2021 – 30 January 2026	26,950	—	—	—	—	26,950
	21 January 2020	4.954	10 December 2021 – 30 January 2026	26,950	—	—	—	—	26,950
	15 July 2022	2.394	23 August 2022 – 24 September 2027	26,960	—	—	—	—	26,960
	15 July 2022	2.394	8 December 2022 – 24 September 2027	26,960	—	—	—	—	26,960
	15 July 2022	2.394	28 March 2023 – 24 September 2027	26,964	—	—	—	—	26,964
Mr. Liu Chi Hin (son of Mr. Liu and Ms. Chen)	21 January 2020	4.954	10 December 2020 – 30 January 2026	89,835	—	—	—	—	89,835
	21 January 2020	4.954	29 March 2021 – 30 January 2026	89,835	—	—	—	—	89,835
	21 January 2020	4.954	10 December 2021 – 30 January 2026	89,835	—	—	—	—	89,835
	22 February 2021	9.288	10 December 2021 – 29 January 2027	42,270	—	—	—	—	42,270
	15 July 2022	2.394	23 August 2022 – 24 September 2027	132,115	—	—	—	—	132,115
	15 July 2022	2.394	8 December 2022 – 24 September 2027	132,115	—	—	—	—	132,115
	15 July 2022	2.394	28 March 2023 – 24 September 2027	132,119	—	—	—	—	132,119
	15 July 2022	2.394	7 December 2023 – 24 September 2027	42,280	—	—	—	—	42,280
	15 July 2022	2.394	26 March 2024 – 24 September 2027	42,283	—	—	—	—	42,283
Mr. Liu Chi Wai (son of Mr. Liu and Ms. Chen)	21 January 2020	4.954	10 December 2020 – 30 January 2026	71,868	—	—	—	—	71,868
	21 January 2020	4.954	29 March 2021 – 30 January 2026	71,868	—	—	—	—	71,868
	21 January 2020	4.954	10 December 2021 – 30 January 2026	71,868	—	—	—	—	71,868
	15 July 2022	2.394	23 August 2022 – 24 September 2027	71,878	—	—	—	—	71,878
	15 July 2022	2.394	8 December 2022 – 24 September 2027	71,878	—	—	—	—	71,878
	15 July 2022	2.394	28 March 2023 – 24 September 2027	71,881	—	—	—	—	71,881
Associates of directors and substantial shareholders in aggregate				1,385,662	—	—	—	—	1,385,662

32. SHARE-BASED PAYMENTS (Continued)**(a) Share Option Scheme** (Continued)

Option type	Date of grant	Exercise price HK\$	Exercise period (Note i)	Outstanding at 1 September 2022	Granted during the year	Forfeited/ cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2023	
Employees (non- connected persons) (Note iii)	21 January 2020	4.954	10 December 2020 – 30 January 2026	601,897	—	—	—	—	601,897	
	21 January 2020	4.954	29 March 2021 – 30 January 2026	601,897	—	—	—	—	601,897	
	21 January 2020	4.954	10 December 2021 – 30 January 2026	601,897	—	—	—	—	601,897	
	22 February 2021	9.288	10 December 2021 – 29 January 2027	595,167	—	(1,944)	—	—	593,223	
	29 April 2021	8.592	10 December 2021 – 30 April 2027	293,690	—	—	—	—	293,690	
	15 July 2022	2.394	23 August 2022 – 24 September 2027	1,817,451	—	—	—	(1,954)	1,815,497	
	15 July 2022	2.394	8 December 2022 – 24 September 2027	1,623,597	—	—	—	(1,954)	1,621,643	
	15 July 2022	2.394	28 March 2023 – 24 September 2027	1,751,478	—	(13,197)	—	—	1,738,281	
	15 July 2022	2.394	7 December 2023 – 24 September 2027	1,083,540	—	(107,535)	—	—	976,005	
	15 July 2022	2.394	26 March 2024 – 24 September 2027	1,211,415	—	(54,747)	—	—	1,156,668	
	15 July 2022	2.394	14 December 2024 – 24 September 2027	39,593	—	(39,593)	—	—	—	
	Employees (non-connected persons) in aggregate				10,221,622	—	(217,016)	—	(3,908)	10,000,698
	Total				17,558,775	—	(217,016)	—	(3,908)	17,337,851
Weighted average exercise price				HK\$3.524	—	HK\$2.456	—	HK\$2.394	HK\$3.537	
Exercisable at the end of the year									14,951,513	

Notes:

- i. The vesting period commences on the date of grant and up to the share options become exercisable.
- ii. Mr. Liu Yung Kwong, Mr. Liu Chi Hin and Mr. Liu Chi Wai are employees of the Group.
- iii. Included in employees (non-connected persons), Mr. Chan Kai Tung, being the son of Ms. Chen's brother (i.e. nephew of Ms. Chen), falls under the scope of "relative" under Rule 14A.21(1)(a) of the Listing Rules who, depending on the opinion of the Stock Exchange, may be deemed to be a connected person of the Company.

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32. SHARE-BASED PAYMENTS (Continued)

(a) Share Option Scheme (Continued)

For the year ended 31 August 2022

Option type	Date of grant	Exercise price HK\$	Exercise period (Note i)	Outstanding at 1 September 2021	Granted during the year	Forfeited/ cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2022
Directors									
Mr. Liu	21 January 2020	4.954	10 December 2020 – 30 January 2026	449,178	—	—	—	—	449,178
	21 January 2020	4.954	29 March 2021 – 30 January 2026	449,178	—	—	—	—	449,178
	21 January 2020	4.954	10 December 2021 – 30 January 2026	449,178	—	—	—	—	449,178
	21 January 2020	4.954	29 March 2022 – 30 January 2026	449,178	—	(449,178)	—	—	—
	21 January 2020	4.954	9 December 2022 – 30 January 2026	449,178	—	(449,178)	—	—	—
	21 January 2020	4.954	29 March 2023 – 30 January 2026	449,182	—	(449,182)	—	—	—
	15 July 2022	2.394	23 August 2022 – 24 September 2027	—	449,188	—	—	—	449,188
	15 July 2022	2.394	8 December 2022 – 24 September 2027	—	449,188	—	—	—	449,188
	15 July 2022	2.394	28 March 2023 – 24 September 2027	—	449,192	—	—	—	449,192
	Ms. Chen	21 January 2020	4.954	10 December 2020 – 30 January 2026	89,835	—	—	—	—
21 January 2020		4.954	29 March 2021 – 30 January 2026	89,835	—	—	—	—	89,835
21 January 2020		4.954	10 December 2021 – 30 January 2026	89,835	—	—	—	—	89,835
21 January 2020		4.954	29 March 2022 – 30 January 2026	89,835	—	(89,835)	—	—	—
21 January 2020		4.954	9 December 2022 – 30 January 2026	89,835	—	(89,835)	—	—	—
21 January 2020		4.954	29 March 2023 – 30 January 2026	89,839	—	(89,839)	—	—	—
15 July 2022		2.394	23 August 2022 – 24 September 2027	—	89,845	—	—	—	89,845
15 July 2022		2.394	8 December 2022 – 24 September 2027	—	89,845	—	—	—	89,845
15 July 2022		2.394	28 March 2023 – 24 September 2027	—	89,849	—	—	—	89,849

32. SHARE-BASED PAYMENTS (Continued)**(a) Share Option Scheme** (Continued)

Option type	Date of grant	Exercise price HK\$	Exercise period (Note i)	Outstanding at 1 September 2021	Granted during the year	Forfeited/ cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2022
Directors (continued)									
Ms. Liu	21 January 2020	4.954	10 December 2020 – 30 January 2026	269,507	—	—	—	—	269,507
	21 January 2020	4.954	29 March 2021 – 30 January 2026	269,507	—	—	—	—	269,507
	21 January 2020	4.954	10 December 2021 – 30 January 2026	269,507	—	—	—	—	269,507
	21 January 2020	4.954	29 March 2022 – 30 January 2026	269,507	—	(269,507)	—	—	—
	21 January 2020	4.954	9 December 2022 – 30 January 2026	269,507	—	(269,507)	—	—	—
	21 January 2020	4.954	29 March 2023 – 30 January 2026	269,508	—	(269,508)	—	—	—
	22 February 2021	9.288	10 December 2021 – 29 January 2027	84,541	—	—	—	—	84,541
	22 February 2021	9.288	29 March 2022 – 29 January 2027	84,541	—	(84,541)	—	—	—
	22 February 2021	9.288	9 December 2022 – 29 January 2027	84,541	—	(84,541)	—	—	—
	22 February 2021	9.288	29 March 2023 – 29 January 2027	84,541	—	(84,541)	—	—	—
	22 February 2021	9.288	8 December 2023 – 29 January 2027	84,541	—	(84,541)	—	—	—
	22 February 2021	9.288	27 March 2024 – 29 January 2027	84,541	—	(84,541)	—	—	—
	15 July 2022	2.394	23 August 2022 – 24 September 2027	—	354,058	—	—	—	354,058
	15 July 2022	2.394	8 December 2022 – 24 September 2027	—	354,058	—	—	—	354,058
	15 July 2022	2.394	28 March 2023 – 24 September 2027	—	354,059	—	—	—	354,059
	15 July 2022	2.394	7 December 2023 – 24 September 2027	—	84,551	—	—	—	84,551
	15 July 2022	2.394	26 March 2024 – 24 September 2027	—	84,551	—	—	—	84,551
Mr. Liu Yung Kan	21 January 2020	4.954	10 December 2020 – 30 January 2026	62,885	—	—	—	—	62,885
	21 January 2020	4.954	29 March 2021 – 30 January 2026	62,885	—	—	—	—	62,885
	21 January 2020	4.954	10 December 2021 – 30 January 2026	62,885	—	—	—	—	62,885
	21 January 2020	4.954	29 March 2022 – 30 January 2026	62,885	—	(62,885)	—	—	—
	21 January 2020	4.954	9 December 2022 – 30 January 2026	62,885	—	(62,885)	—	—	—
	21 January 2020	4.954	29 March 2023 – 30 January 2026	62,885	—	(62,885)	—	—	—
	15 July 2022	2.394	23 August 2022 – 24 September 2027	—	62,895	—	—	—	62,895
	15 July 2022	2.394	8 December 2022 – 24 September 2027	—	62,895	—	—	—	62,895
	15 July 2022	2.394	28 March 2023 – 24 September 2027	—	62,895	—	—	—	62,895

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32. SHARE-BASED PAYMENTS (Continued)

(a) Share Option Scheme (Continued)

Option type	Date of grant	Exercise price HK\$	Exercise period (Note i)	Outstanding at 1 September 2021	Granted during the year	Forfeited/ cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2022
Directors (continued)									
Mr. Xu Gang	21 January 2020	4.954	10 December 2020 – 30 January 2026	17,967	—	—	—	—	17,967
	21 January 2020	4.954	29 March 2021 – 30 January 2026	17,967	—	—	—	—	17,967
	21 January 2020	4.954	10 December 2021 – 30 January 2026	17,967	—	—	—	—	17,967
	21 January 2020	4.954	29 March 2022 – 30 January 2026	17,967	—	(17,967)	—	—	—
	21 January 2020	4.954	9 December 2022 – 30 January 2026	17,967	—	(17,967)	—	—	—
	21 January 2020	4.954	29 March 2023 – 30 January 2026	17,968	—	(17,968)	—	—	—
	15 July 2022	2.394	23 August 2022 – 24 September 2027	—	17,977	—	—	—	17,977
	15 July 2022	2.394	8 December 2022 – 24 September 2027	—	17,977	—	—	—	17,977
	15 July 2022	2.394	28 March 2023 – 24 September 2027	—	17,978	—	—	—	17,978
	Mr. Li Jiatong	21 January 2020	4.954	10 December 2020 – 30 January 2026	17,967	—	—	—	—
21 January 2020		4.954	29 March 2021 – 30 January 2026	17,967	—	—	—	—	17,967
21 January 2020		4.954	10 December 2021 – 30 January 2026	17,967	—	—	—	—	17,967
21 January 2020		4.954	29 March 2022 – 30 January 2026	17,967	—	(17,967)	—	—	—
21 January 2020		4.954	9 December 2022 – 30 January 2026	17,967	—	(17,967)	—	—	—
21 January 2020		4.954	29 March 2023 – 30 January 2026	17,968	—	(17,968)	—	—	—
15 July 2022		2.394	23 August 2022 – 24 September 2027	—	17,977	—	—	—	17,977
15 July 2022		2.394	8 December 2022 – 24 September 2027	—	17,977	—	—	—	17,977
15 July 2022		2.394	28 March 2023 – 24 September 2027	—	17,978	—	—	—	17,978
Directors in aggregate					5,951,291	3,144,933	(3,144,733)	—	—

32. SHARE-BASED PAYMENTS (Continued)**(a) Share Option Scheme** (Continued)

Option type	Date of grant	Exercise price HK\$	Exercise period (Note i)	Outstanding at 1 September 2021	Granted during the year	Forfeited/ cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2022
Associates of directors and substantial shareholders (Note ii)									
Mr. Liu Yung Kwong (brother of Mr. Liu and Mr. Liu Yung Kan)	21 January 2020	4.954	10 December 2020 – 30 January 2026	26,950	—	—	—	—	26,950
	21 January 2020	4.954	29 March 2021 – 30 January 2026	26,950	—	—	—	—	26,950
	21 January 2020	4.954	10 December 2021 – 30 January 2026	26,950	—	—	—	—	26,950
	21 January 2020	4.954	29 March 2022 – 30 January 2026	26,950	—	(26,950)	—	—	—
	21 January 2020	4.954	9 December 2022 – 30 January 2026	26,950	—	(26,950)	—	—	—
	21 January 2020	4.954	29 March 2023 – 30 January 2026	26,954	—	(26,954)	—	—	—
	15 July 2022	2.394	23 August 2022 – 24 September 2027	—	26,960	—	—	—	26,960
	15 July 2022	2.394	8 December 2022 – 24 September 2027	—	26,960	—	—	—	26,960
	15 July 2022	2.394	28 March 2023 – 24 September 2027	—	26,964	—	—	—	26,964
Mr. Liu Chi Hin (son of Mr. Liu and Ms. Chen)	21 January 2020	4.954	10 December 2020 – 30 January 2026	89,835	—	—	—	—	89,835
	21 January 2020	4.954	29 March 2021 – 30 January 2026	89,835	—	—	—	—	89,835
	21 January 2020	4.954	10 December 2021 – 30 January 2026	89,835	—	—	—	—	89,835
	21 January 2020	4.954	29 March 2022 – 30 January 2026	89,835	—	(89,835)	—	—	—
	21 January 2020	4.954	9 December 2022 – 30 January 2026	89,835	—	(89,835)	—	—	—
	21 January 2020	4.954	29 March 2023 – 30 January 2026	89,839	—	(89,839)	—	—	—
	22 February 2021	9.288	10 December 2021 – 29 January 2027	42,270	—	—	—	—	42,270
	22 February 2021	9.288	29 March 2022 – 29 January 2027	42,270	—	(42,270)	—	—	—
	22 February 2021	9.288	9 December 2022 – 29 January 2027	42,270	—	(42,270)	—	—	—
	22 February 2021	9.288	29 March 2023 – 29 January 2027	42,270	—	(42,270)	—	—	—
	22 February 2021	9.288	8 December 2023 – 29 January 2027	42,270	—	(42,270)	—	—	—
	22 February 2021	9.288	27 March 2024 – 29 January 2027	42,273	—	(42,273)	—	—	—
	15 July 2022	2.394	23 August 2022 – 24 September 2027	—	132,115	—	—	—	132,115
	15 July 2022	2.394	8 December 2022 – 24 September 2027	—	132,115	—	—	—	132,115
	15 July 2022	2.394	28 March 2023 – 24 September 2027	—	132,119	—	—	—	132,119
	15 July 2022	2.394	7 December 2023 – 24 September 2027	—	42,280	—	—	—	42,280
	15 July 2022	2.394	26 March 2024 – 24 September 2027	—	42,283	—	—	—	42,283

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

32. SHARE-BASED PAYMENTS (Continued)

(a) Share Option Scheme (Continued)

Option type	Date of grant	Exercise price HK\$	Exercise period (Note i)	Outstanding at 1 September 2021	Granted during the year	Forfeited/ cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2022
Associates of directors and substantial shareholders (Note ii) (continued)									
Mr. Liu Chi Wai (son of Mr. Liu and Ms. Chen)	21 January 2020	4.954	10 December 2020 – 30 January 2026	71,868	—	—	—	—	71,868
	21 January 2020	4.954	29 March 2021 – 30 January 2026	71,868	—	—	—	—	71,868
	21 January 2020	4.954	10 December 2021 – 30 January 2026	71,868	—	—	—	—	71,868
	21 January 2020	4.954	29 March 2022 – 30 January 2026	71,868	—	(71,868)	—	—	—
	21 January 2020	4.954	9 December 2022 – 30 January 2026	71,868	—	(71,868)	—	—	—
	21 January 2020	4.954	29 March 2023 – 30 January 2026	71,871	—	(71,871)	—	—	—
	15 July 2022	2.394	23 August 2022 – 24 September 2027	—	71,878	—	—	—	71,878
	15 July 2022	2.394	8 December 2022 – 24 September 2027	—	71,878	—	—	—	71,878
	15 July 2022	2.394	28 March 2023 – 24 September 2027	—	71,881	—	—	—	71,881
Associates of directors and substantial shareholders in aggregate				1,385,552	777,433	(777,323)	—	—	1,385,662

32. SHARE-BASED PAYMENTS (Continued)**(a) Share Option Scheme** (Continued)

Option type	Date of grant	Exercise price HK\$	Exercise period (Note i)	Outstanding at 1 September 2021	Granted during the year	Forfeited/ cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31 August 2022	
Employees (non-connected persons) (Note iii)	21 January 2020	4.954	10 December 2020 – 30 January 2026	601,897	—	—	—	—	601,897	
	21 January 2020	4.954	29 March 2021 – 30 January 2026	601,897	—	—	—	—	601,897	
	21 January 2020	4.954	10 December 2021 – 30 January 2026	601,897	—	—	—	—	601,897	
	21 January 2020	4.954	29 March 2022 – 30 January 2026	601,897	—	(601,897)	—	—	—	
	21 January 2020	4.954	9 December 2022 – 30 January 2026	601,897	—	(601,897)	—	—	—	
	21 January 2020	4.954	29 March 2023 – 30 January 2026	601,912	—	(601,912)	—	—	—	
	22 February 2021	9.288	10 December 2021 – 29 January 2027	595,167	—	—	—	—	595,167	
	22 February 2021	9.288	29 March 2022 – 29 January 2027	838,645	—	(838,645)	—	—	—	
	22 February 2021	9.288	9 December 2022 – 29 January 2027	595,167	—	(595,167)	—	—	—	
	22 February 2021	9.288	29 March 2023 – 29 January 2027	838,645	—	(838,645)	—	—	—	
	22 February 2021	9.288	8 December 2023 – 29 January 2027	595,167	—	(595,167)	—	—	—	
	22 February 2021	9.288	27 March 2024 – 29 January 2027	838,659	—	(838,659)	—	—	—	
	29 April 2021	8.592	10 December 2021 – 30 April 2027	293,690	—	—	—	—	293,690	
	29 April 2021	8.592	29 March 2022 – 30 April 2027	257,991	—	(257,991)	—	—	—	
	29 April 2021	8.592	9 December 2022 – 30 April 2027	320,822	—	(320,822)	—	—	—	
	29 April 2021	8.592	29 March 2023 – 30 April 2027	257,991	—	(257,991)	—	—	—	
	29 April 2021	8.592	8 December 2023 – 30 April 2027	382,702	—	(382,702)	—	—	—	
	29 April 2021	8.592	27 March 2024 – 30 April 2027	319,866	—	(319,866)	—	—	—	
	15 July 2022	2.394	23 August 2022 – 24 September 2027	—	1,817,451	—	—	—	—	1,817,451
	15 July 2022	2.394	8 December 2022 – 24 September 2027	—	1,623,597	—	—	—	—	1,623,597
15 July 2022	2.394	28 March 2023 – 24 September 2027	—	1,751,478	—	—	—	—	1,751,478	
15 July 2022	2.394	7 December 2023 – 24 September 2027	—	1,083,540	—	—	—	—	1,083,540	
15 July 2022	2.394	26 March 2024 – 24 September 2027	—	1,211,415	—	—	—	—	1,211,415	
15 July 2022	2.394	14 December 2024 – 24 September 2027	—	39,593	—	—	—	—	39,593	
Employees (non-connected persons) in aggregate				9,745,909	7,527,074	(7,051,361)	—	—	10,221,622	
Total				17,082,752	11,449,440	(10,973,417)	—	—	17,558,775	
Weighted average exercise price				HK\$6.629	HK\$2.394	HK\$7.179	—	—	HK\$3.524	
Exercisable at the end of the year									9,149,679	

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

32. SHARE-BASED PAYMENTS (Continued)

(a) Share Option Scheme (Continued)

Notes:

- i. The vesting period commences on the date of grant and up to the share options become exercisable.
- ii. Mr. Liu Yung Kwong, Mr. Liu Chi Hin and Mr. Liu Chi Wai are employees of the Group.
- iii. Included in employees (non-connected persons), Mr. Chan Kai Tung, being the son of Ms. Chen's brother (i.e. nephew of Ms. Chen), falls under the scope of "relative" under Rule 14A.21(1)(a) of the Listing Rules who, depending on the opinion of the Stock Exchange, may be deemed to be a connected person of the Company.

During the year ended 31 August 2022, share options carrying right to subscribe for 11,449,440 shares were granted on 15 July 2022. The estimated fair value of the share options granted on the date was HK\$8,453,000.

The closing price of the Company's shares immediately before the grant of share options on 15 July 2022 was HK\$2.210 per share.

Save as disclosed above, no share options had been granted, exercised, lapsed or cancelled under the Share Option Scheme during the year.

The following assumptions were used to calculate the fair value of share options:

	15 July 2022
Weighted average share price	HK\$2.210
Exercise price	HK\$2.394
Expected volatility	49.30%
Expected life	5.20 years
Risk-free rate	2.49%
Expected dividend yield	3.38%

Expected volatility was determined by using quoted prices of comparable companies in active markets. The expected life used in the model has been adjusted, based on the management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate change in variables and assumptions may result in change in the fair value of the options.

32. SHARE-BASED PAYMENTS (Continued)

(b) Share Award Scheme

The Company's share award scheme (the "**Share Award Scheme**") was adopted pursuant to a shareholders' resolution passed on 6 June 2019. The objective of the Share Award Scheme is for the primary purpose of providing incentives to employee, director, officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group or any affiliate who the board of directors of the Company considers, in its sole discretion, to have contributed or will contribute to the Group. The Share Option Scheme will expire no later than 10 years from the date of the listing.

A share award includes all cash income from dividends in respect of those ordinary shares from the date the share award is granted to the date the share award is vested. The board of directors of the Company at its discretion may from time to time determine that any dividends declared and paid by the Company in relation to the ordinary shares be paid to the selected participant even though the ordinary shares have not yet vested.

Save that the board of directors of the Company at its discretion may from time to time determine that any dividends declared and paid by the Company in relation to the ordinary shares be paid to the selected participants even though the ordinary shares have not yet vested, the selected participant only has a contingent interest in the ordinary shares underlying an award unless and until such ordinary shares are actually transferred to the selected participant.

The maximum aggregate number of ordinary shares underlying all grants made pursuant to the Share Award Scheme (excluding ordinary shares which have been forfeited in accordance with the Share Award Scheme) will not exceed 20,000,000, being 2% of issued shares of the Company as of the date of the listing (i.e. 2% of 1,000,000,000 Shares), assuming the over-allotment option and options granted under the Share Option Scheme are not exercised and no ordinary shares are granted under the Share Award Scheme, without further shareholders' approval (the "**Share Award Scheme Limit**").

The board of directors of the Company may from time to time determine such vesting criteria and conditions or periods for the awards to be vested under the Share Award Scheme.

Save as otherwise restricted by the Share Award Scheme Limit or the Listing Rules, there shall be no limit on the total number of non-vested ordinary shares that may be granted to a selected participant under the Share Award Scheme.

Each grant of an award to any director of the Company or the chief executive officer shall be subject to the prior approval of the independent non-executive directors (excluding any independent non-executive directors who is a proposed recipient of the grant of share award). The Company will comply with the relevant requirements under Chapter 14A of the Listing Rules for any grant of shares to connected persons of the Company.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

32. SHARE-BASED PAYMENTS (Continued)

(b) Share Award Scheme (Continued)

During the years ended 31 August 2023 and 2022, the Company did not acquire any of its ordinary shares for the purpose of the Share Award Scheme.

The following tables disclose movements in the Company's share awards under the Share Award Scheme during the reporting period:

For the year ended 31 August 2023

	Date of grant	Vesting date	Number of share awards outstanding at 1 September 2022	Granted during the year	Vested during the year	Forfeited during the year	Lapsed during the year	Number of share awards outstanding at 31 August 2023
Directors								
Mr. Liu	21 January 2020	9 December 2022	77,002	—	(77,002)	—	—	—
	21 January 2020	29 March 2023	77,002	—	(77,002)	—	—	—
Ms. Chen	21 January 2020	9 December 2022	15,400	—	(15,400)	—	—	—
	21 January 2020	29 March 2023	15,402	—	(15,402)	—	—	—
Ms. Liu	21 January 2020	9 December 2022	46,201	—	(46,201)	—	—	—
	21 January 2020	29 March 2023	46,202	—	(46,202)	—	—	—
	22 February 2021	9 December 2022	16,304	—	(16,304)	—	—	—
	22 February 2021	29 March 2023	16,304	—	(16,304)	—	—	—
	22 February 2021	8 December 2023	16,304	—	—	—	—	16,304
	22 February 2021	27 March 2024	16,306	—	—	—	—	16,306
Mr. Liu Yung Kan	21 January 2020	9 December 2022	10,780	—	(10,780)	—	—	—
	21 January 2020	29 March 2023	10,782	—	(10,782)	—	—	—
Mr. Xu Gang	21 January 2020	9 December 2022	3,080	—	(2,941)	(139)	—	—
	21 January 2020	29 March 2023	3,080	—	(2,946)	(134)	—	—
Mr. Li Jiatong	21 January 2020	9 December 2022	3,080	—	(3,080)	—	—	—
	21 January 2020	29 March 2023	3,080	—	(3,080)	—	—	—
Directors in aggregate			376,309	—	(343,426)	(273)	—	32,610

32. SHARE-BASED PAYMENTS (Continued)**(b) Share Award Scheme** (Continued)

	Date of grant	Vesting date	Number of share awards outstanding at 1 September 2022	Granted during the year	Vested during the year	Forfeited during the year	Lapsed during the year	Number of share awards outstanding at 31 August 2023
Associates of directors and substantial shareholders (Note i)								
Mr. Liu Yung Kwong	21 January 2020	9 December 2022	4,620	—	(4,412)	(208)	—	—
(brother of Mr. Liu and Mr. Liu Yung Kan)	21 January 2020	29 March 2023	4,621	—	(4,420)	(201)	—	—
Mr. Liu Chi Hin	21 January 2020	9 December 2022	15,400	—	(15,400)	—	—	—
(son of Mr. Liu and Ms. Chen)	21 January 2020	29 March 2023	15,402	—	(15,402)	—	—	—
	22 February 2021	9 December 2022	8,152	—	(8,152)	—	—	—
	22 February 2021	29 March 2023	8,152	—	(8,152)	—	—	—
	22 February 2021	8 December 2023	8,152	—	—	—	—	8,152
	22 February 2021	27 March 2024	8,153	—	—	—	—	8,153
Mr. Liu Chi Wai	21 January 2020	9 December 2022	12,320	—	(12,320)	—	—	—
(son of Mr. Liu and Ms. Chen)	21 January 2020	29 March 2023	12,322	—	(12,322)	—	—	—
Associates of directors and substantial shareholders in aggregate			97,294	—	(80,580)	(409)	—	16,305
Employees (non-connected persons) (Note ii)								
	21 January 2020	9 December 2022	103,180	—	(85,477)	(17,703)	—	—
	21 January 2020	29 March 2023	103,197	—	(94,975)	(8,222)	—	—
	22 February 2021	9 December 2022	114,781	—	(96,495)	(18,286)	—	—
	22 February 2021	29 March 2023	161,737	—	(137,478)	(24,259)	—	—
	22 February 2021	8 December 2023	114,781	—	—	(375)	—	114,406
	22 February 2021	27 March 2024	161,748	—	—	(375)	—	161,373
	29 April 2021	9 December 2022	59,123	—	(48,847)	(10,276)	—	—
	29 April 2021	29 March 2023	47,544	—	(43,464)	(4,080)	—	—
	29 April 2021	8 December 2023	70,527	—	—	—	—	70,527
	29 April 2021	27 March 2024	58,947	—	—	—	—	58,947
	15 July 2022	8 December 2022	18,100	—	(18,100)	—	—	—
	15 July 2022	28 March 2023	9,050	—	(6,788)	(2,262)	—	—
	15 July 2022	7 December 2023	18,100	—	—	(18,100)	—	—
	15 July 2022	26 March 2024	9,050	—	—	(9,050)	—	—
	15 July 2022	14 December 2024	6,786	—	—	(6,786)	—	—
Employees (non-connected persons) in aggregate			1,056,651	—	(531,624)	(119,774)	—	405,253
Total			1,530,254	—	(955,630)	(120,456)	—	454,168

Notes:

- i. Mr. Liu Yung Kwong, Mr. Liu Chi Hin and Mr. Liu Chi Wai are employees of the Group.
- ii. Included in employees (non-connected persons), Mr. Chan Kai Tung, being the son of Ms. Chen's brother (i.e. nephew of Ms. Chen), falls under the scope of "relative" under Rule 14A.21(1)(a) of the Listing Rules who, depending on the opinion of the Stock Exchange, may be deemed to be a connected person of the Company.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

32. SHARE-BASED PAYMENTS (Continued)

(b) Share Award Scheme (Continued)

For the year ended 31 August 2022

	Date of grant	Vesting date	Number of share awards outstanding at 1 September 2021	Granted during the year	Vested during the year	Forfeited during the year	Lapsed during the year	Number of share awards outstanding at 31 August 2022
Directors								
Mr. Liu	21 January 2020	10 December 2021	77,002	—	(77,002)	—	—	—
	21 January 2020	29 March 2022	77,002	—	(77,002)	—	—	—
	21 January 2020	9 December 2022	77,002	—	—	—	—	77,002
	21 January 2020	29 March 2023	77,002	—	—	—	—	77,002
Ms. Chen	21 January 2020	10 December 2021	15,400	—	(15,400)	—	—	—
	21 January 2020	29 March 2022	15,400	—	(15,400)	—	—	—
	21 January 2020	9 December 2022	15,400	—	—	—	—	15,400
	21 January 2020	29 March 2023	15,402	—	—	—	—	15,402
Ms. Liu	21 January 2020	10 December 2021	46,201	—	(46,201)	—	—	—
	21 January 2020	29 March 2022	46,201	—	(46,201)	—	—	—
	21 January 2020	9 December 2022	46,201	—	—	—	—	46,201
	21 January 2020	29 March 2023	46,202	—	—	—	—	46,202
	22 February 2021	10 December 2021	16,304	—	(16,304)	—	—	—
	22 February 2021	29 March 2022	16,304	—	(16,304)	—	—	—
	22 February 2021	9 December 2022	16,304	—	—	—	—	16,304
	22 February 2021	29 March 2023	16,304	—	—	—	—	16,304
Mr. Liu Yung Kan	21 January 2020	10 December 2021	10,780	—	(10,780)	—	—	—
	21 January 2020	29 March 2022	10,780	—	(10,780)	—	—	—
	21 January 2020	9 December 2022	10,780	—	—	—	—	10,780
	21 January 2020	29 March 2023	10,782	—	—	—	—	10,782
Mr. Xu Gang	21 January 2020	10 December 2021	3,080	—	(2,987)	(93)	—	—
	21 January 2020	29 March 2022	3,080	—	(2,955)	(125)	—	—
	21 January 2020	9 December 2022	3,080	—	—	—	—	3,080
	21 January 2020	29 March 2023	3,080	—	—	—	—	3,080
Mr. Li Jiatong	21 January 2020	10 December 2021	3,080	—	(3,080)	—	—	—
	21 January 2020	29 March 2022	3,080	—	(3,080)	—	—	—
	21 January 2020	9 December 2022	3,080	—	—	—	—	3,080
	21 January 2020	29 March 2023	3,080	—	—	—	—	3,080
Directors in aggregate			720,003	—	(343,476)	(218)	—	376,309

32. SHARE-BASED PAYMENTS (Continued)**(b) Share Award Scheme** (Continued)

	Date of grant	Vesting date	Number of share awards outstanding at 1 September 2021	Granted during the year	Vested during the year	Forfeited during the year	Lapsed during the year	Number of share awards outstanding at 31 August 2022
Associates of directors and substantial shareholders (Note i)								
Mr. Liu Yung Kwong	21 January 2020	10 December 2021	4,620	—	(4,377)	(243)	—	—
Kwong (brother of Mr. Liu and Mr. Liu Yung Kan)	21 January 2020	29 March 2022	4,620	—	(4,433)	(187)	—	—
	21 January 2020	9 December 2022	4,620	—	—	—	—	4,620
	21 January 2020	29 March 2023	4,621	—	—	—	—	4,621
Mr. Liu Chi Hin (son of Mr. Liu and Ms. Chen)	21 January 2020	10 December 2021	15,400	—	(15,400)	—	—	—
	21 January 2020	29 March 2022	15,400	—	(15,400)	—	—	—
	21 January 2020	9 December 2022	15,400	—	—	—	—	15,400
	21 January 2020	29 March 2023	15,402	—	—	—	—	15,402
	22 February 2021	10 December 2021	8,152	—	(8,152)	—	—	—
	22 February 2021	29 March 2022	8,152	—	(8,152)	—	—	—
	22 February 2021	9 December 2022	8,152	—	—	—	—	8,152
	22 February 2021	29 March 2023	8,152	—	—	—	—	8,152
	22 February 2021	8 December 2023	8,152	—	—	—	—	8,152
	22 February 2021	27 March 2024	8,153	—	—	—	—	8,153
Mr. Liu Chi Wai (son of Mr. Liu and Ms. Chen)	21 January 2020	10 December 2021	12,320	—	(12,320)	—	—	—
	21 January 2020	29 March 2022	12,320	—	(12,320)	—	—	—
	21 January 2020	9 December 2022	12,320	—	—	—	—	12,320
	21 January 2020	29 March 2023	12,322	—	—	—	—	12,322
Associates of directors and substantial shareholders in aggregate			178,278	—	(80,554)	(430)	—	97,294
Employees (non-connected persons) (Note ii)								
	21 January 2020	10 December 2021	103,180	—	(95,729)	(7,451)	—	—
	21 January 2020	29 March 2022	103,180	—	(98,336)	(4,844)	—	—
	21 January 2020	9 December 2022	103,180	—	—	—	—	103,180
	21 January 2020	29 March 2023	103,197	—	—	—	—	103,197
	22 February 2021	10 December 2021	114,781	—	(104,403)	(10,378)	—	—
	22 February 2021	29 March 2022	161,737	—	(138,613)	(23,124)	—	—
	22 February 2021	9 December 2022	114,781	—	—	—	—	114,781
	22 February 2021	29 March 2023	161,737	—	—	—	—	161,737
	22 February 2021	8 December 2023	114,781	—	—	—	—	114,781
	22 February 2021	27 March 2024	161,748	—	—	—	—	161,748
	29 April 2021	10 December 2021	54,123	—	(48,976)	(5,147)	—	—
	29 April 2021	29 March 2022	47,544	—	(43,398)	(4,146)	—	—
	29 April 2021	9 December 2022	59,123	—	—	—	—	59,123
	29 April 2021	29 March 2023	47,544	—	—	—	—	47,544
	29 April 2021	8 December 2023	70,527	—	—	—	—	70,527
	29 April 2021	27 March 2024	58,947	—	—	—	—	58,947
	15 July 2022	23 August 2022	—	20,362	(20,362)	—	—	—
	15 July 2022	8 December 2022	—	18,100	—	—	—	18,100
	15 July 2022	28 March 2023	—	9,050	—	—	—	9,050
	15 July 2022	7 December 2023	—	18,100	—	—	—	18,100
	15 July 2022	26 March 2024	—	9,050	—	—	—	9,050
	15 July 2022	14 December 2024	—	6,786	—	—	—	6,786
Employees (non-connected persons) in aggregate			1,580,110	81,448	(549,817)	(55,090)	—	1,056,651
Total			2,478,391	81,448	(973,847)	(55,738)	—	1,530,254

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

32. SHARE-BASED PAYMENTS (Continued)

(b) Share Award Scheme (Continued)

Notes:

- i. Mr. Liu Yung Kwong, Mr. Liu Chi Hin and Mr. Liu Chi Wai are employees of the Group.
- ii. Included in employees (non-connected persons), Mr. Chan Kai Tung, being the son of Ms. Chen's brother (i.e. nephew of Ms. Chen), falls under the scope of "relative" under Rule 14A.21(1)(a) of the Listing Rules who, depending on the opinion of the Stock Exchange, may be deemed to be a connected person of the Company.

The closing price of the Company's shares immediately before the grant of share awards on 15 July 2022 were HK\$2.210 per share.

33. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to equity holders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of net debt, which includes borrowings and lease liabilities disclosed in notes 26 and 28 respectively, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising share capital and reserves including retained profits.

The management of the Group reviews 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 management of the Group, the Group will balance its overall capital structure through new share issues, raise new debts as well as the redemption of the existing debts.

34. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Financial assets		
FVTPL	12,422	140,048
Financial assets at amortised cost	<u>2,167,609</u>	<u>1,480,780</u>
	<u>2,180,031</u>	<u>1,620,828</u>
Financial liabilities		
Amortised cost	<u>2,204,529</u>	<u>1,950,679</u>

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, deposits and other receivables, amount(s) due from (to) related parties/a non-controlling shareholder, financial assets at FVTPL, bank balances, deposits and cash, trade payables, other payables, bank and other borrowings and lease liabilities. Details of these financial instruments are disclosed in the respective notes.

The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. These risks include market risk (interest rate risk, currency risk and other price risk), credit risk and liquidity risk.

34. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk

(i) *Interest rate risk*

The Group is exposed to fair value interest rate risk in relation to lease liabilities (see note 28 for details) and fixed-rate bank and other borrowings (see note 26 for details). The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances (see note 22 for details) and variable-rate bank and other borrowings (see note 26 for details). The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Benchmark Borrowing Rate of the People's Bank of China. It is the Group's policy to keep certain borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank balances and bank and other borrowings at the end of the reporting period and assumed that the amounts outstanding at the end of the reporting period were outstanding for the whole year. A 10 basis points increase or decrease for bank balances and 50 basis points increase or decrease for variable-rate bank and other borrowings are used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 10 basis points higher/lower for bank balances, and all other variables were held constant, the Group's post-tax profit for the year ended 31 August 2023 would increase/decrease by RMB1,498,000 (2022: RMB989,000).

If interest rates had been 50 basis points higher/lower for bank and other borrowings, and all other variables were held constant, the Group's post-tax profit for the year ended 31 August 2023 would decrease/increase by RMB5,672,000 (2022: RMB5,698,000).

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the exposure at the end of the reporting period does not reflect the exposure during the year.

34. FINANCIAL INSTRUMENTS (Continued)**(b) Financial risk management objectives and policies** (Continued)**Market risk** (Continued)*(ii) Currency risk*

The Group has certain bank balances, amounts due from/to fellow subsidiaries denominated in currencies other than the functional currency of the respective group entities ("**foreign currencies**"), which expose the Group to foreign currency risk. The carrying amounts of the Group's monetary assets and monetary liabilities at the reporting date that are denominated in foreign currencies are as follows:

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
RMB assets	574,347	520,736
AU\$ assets	19,757	33,973

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure when the need arises.

Sensitivity analysis

The Group is mainly exposed to currency risk of RMB and AU\$. The following table details the Group's sensitivity to a 5% increase and decrease in the functional currencies of the relevant group entities against the relevant foreign currencies. 5% represents the reasonably possible change in foreign exchange rates if currency risk is to be assessed by key management. The sensitivity analysis includes only outstanding relevant foreign currencies denominated monetary items. The sensitivity analysis adjusts their translation at the end of the reporting period for a 5% change in foreign currencies rates. A positive number below indicates an increase in post-tax profit where the relevant functional currencies of the relevant group entities strengthens 5% against the relevant foreign currencies. For a 5% weakening of the functional currencies of the relevant group entities against the relevant foreign currencies, there would be an equal and opposite impact on the profit.

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
HK\$ (as functional currency of the relevant group entities) against RMB\$	(23,979)	(21,739)
HK\$ (as functional currency of the relevant group entities) against AU\$	(825)	(1,418)

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34. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(iii) Other price risk

The Group is exposed to price risk through its investments in the structured deposits issued by the banks in the PRC (classified as financial assets at FVTPL) which is attributable to the changes in estimated return and discount rate.

The management considers the price risk of the Group on its investments in the structured deposits is limited as the maturity periods of these investments are short and the counterparties of these investments are those financial institutions with high credit ratings.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, deposits and other receivables, amount due from a non-controlling shareholder, bank balances and restricted bank deposits. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

In order to minimise the credit risk on trade receivables, deposits and other receivables, amount due from a non-controlling shareholder, bank balances and restricted bank deposits, the management makes periodic collective as well as individual assessments on the recoverability of receivables based on historical settlement records and past experience.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of students in the PRC, Singapore and Australia.

Impairment assessments on trade receivables from students

The Group applies the simplified approach to provide for ECL prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables from students. Trade receivables from students are considered to be credit-impaired when the students drop out from school and are assessed individually. The management assessed the expected loss on trade receivables grouped based on the ageing of the trade receivables, taking into account the historical default experience and forward-looking information, as appropriate.

34. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Impairment assessments on trade receivables from students (Continued)

In addition, the Group performs impairment assessment under ECL model on the trade receivables from students (not credit-impaired) based on a collective basis. The trade receivables from students that are credit-impaired with gross carrying amount of RMB1,048,000 as at 31 August 2023 was assessed individually (2022: RMB438,000).

In addition, the directors of the Company are of the opinion that no default has occurred for trade receivables overdue over 90 days for students that are not dropped out from schools as the tuition fees and boarding fees will be fully received upon the graduation of the students by reference to past experience.

Bank balances and restricted bank deposits

The Group assessed the loss allowances for bank balances and restricted bank deposits on 12m ECL basis.

The management of the Group considers bank balances and restricted bank deposits that are deposited with the financial institutions with high credit rating to be low credit risk financial assets. The management of the Group considers these bank balances and restricted bank deposits are short-term in nature and the probability of default is negligible on the basis of high-credit-rating issuers, and accordingly, loss allowance was considered as insignificant.

Deposits and other receivables

For deposits and other receivables, the management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 31 August 2023, the Group assessed the ECL for deposits and other receivables to be insignificant and thus no loss allowance for credit losses was recognised (2022: RMB502,000).

Amount due from a non-controlling shareholder

For amount due from a non-controlling shareholder, the management considers that there is a significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on lifetime ECL. Impairment of RMB7,464,000 (2022: 326,000) was provided by the Group as of 31 August 2023.

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For the year ended 31 August 2023

34. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk scoring assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets
Normal risk	The counterparty has either a low risk of default and does not have any past-due amounts or frequently settles after due dates but usually settle in full	Lifetime ECL — not credit-impaired	12m ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL — not credit-impaired	Lifetime ECL — not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL — credit-impaired	Lifetime ECL — credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

	Notes	Internal credit rating	12m or lifetime ECL	2023 Gross carrying amount		2022 Gross carrying amount	
				RMB'000	RMB'000	RMB'000	RMB'000
Financial assets at amortised cost							
Trade receivables	21	Note 1	Lifetime ECL — not credit-impaired	3,977		1,058	
		Loss	Collective basis Credit-impaired	1,048	5,025	438	1,496
Bank balances and restricted bank deposits (Note 2)	22	Normal risk	12m ECL	2,002,779		1,318,052	
Deposit and other receivable (Note 2)	21	Normal risk	12m ECL	103,190		96,543	
Amount due from a non-controlling shareholder (Note 2)	39	Doubtful	Lifetime ECL — not credit-impaired	65,453		65,453	

34. FINANCIAL INSTRUMENTS (Continued)**(b) Financial risk management objectives and policies** (Continued)**Credit risk and impairment assessment** (Continued)

Notes:

- (1) For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. Except for credit-impaired balances, the Group determines the expected credit losses on these items by using a collective basis, grouped by internal credit rating.

Collective basis-trade receivables' (from students) ageing

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for trade receivables from students in relation to its private higher education and vocational 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 following table provides information about the exposure to credit risk and ECL for trade receivables from students which are assessed collectively based on collective basis at 31 August 2023 and 2022 within lifetime ECL (not credit-impaired).

At 31 August 2023	Average loss rate	Gross carrying amount RMB'000	Impairment loss allowance RMB'000
0-365 days past due	—	3,977	—
At 31 August 2022	Average loss rate	Gross carrying amount RMB'000	Impairment loss allowance RMB'000
0-180 days past due	—	1,058	—

The estimated average loss rates are estimated based on historical observed default rates over the expected life of the trade receivables from students and are adjusted for forward-looking information that is available without undue cost or effort.

The grouping is regularly reviewed by the management of the Group to ensure relevant information about trade receivables from students is updated.

No impairment allowance for trade receivables was recognised based on the collective basis during the years ended 31 August 2023 and 2022.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

34. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

(1) (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables from students under the simplified approach:

	Lifetime ECL (not credit- impaired) RMB'000	Lifetime ECL (credit-impaired) RMB'000	Total RMB'000
At 31 August 2021 and 1 September 2021	129	—	129
Change due to financial instruments recognised at 1 September 2021:			
— Transfer to credit-impaired	(129)	129	—
— Write-offs	—	(129)	(129)
New financial assets originated			
— Impairment losses recognised	—	438	438
— Write-offs	—	—	—
	<u>—</u>	<u>438</u>	<u>438</u>
At 31 August 2022	—	438	438
Change due to financial instruments recognised at 1 September 2022:			
— Transfer to credit-impaired	—	—	—
— Write-offs	—	(438)	(438)
New financial assets originated			
— Impairment losses recognised	—	1,048	1,048
— Write-offs	—	—	—
	<u>—</u>	<u>1,048</u>	<u>1,048</u>
At 31 August 2023	<u>—</u>	<u>1,048</u>	<u>1,048</u>

The Group writes off a trade receivable when there is information indicating that the student is in severe financial difficulty and there is no realistic prospect of recovery, or when the student is dropped out from the tuition programme, whichever occurs earlier. None of trade receivables that have been written off is subject to enforcement activities.

- (2) The Group assessed the loss allowance for bank balances and restricted bank deposits, deposits, other receivables and receivables from education departments, amount due from a non-controlling shareholder on 12m ECL basis. In determining the ECL of the bank balances and restricted bank deposits, the Group has taken into account the counterparties are reputable banks with high credit ratings assigned by international credit agencies and forward-looking information as appropriate. The Group assessed 12m ECL for bank balances and restricted bank deposits by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies and the management considers that the expected credit loss on the bank balances is immaterial. In determining the ECL other than the bank balances and restricted bank deposits, the Group has taken into account the historical default experience and forward-looking information as appropriate, including changes in growth rate of gross domestic product of the PRC. There had been no significant increase in credit risk since initial recognition. The Group has considered the consistently low historical default rate in connection with payments and concluded that the expected credit loss on these balances is immaterial.

34. FINANCIAL INSTRUMENTS (Continued)**(b) Financial risk management objectives and policies** (Continued)**Liquidity risk**

In the management of the liquidity risk, the Group monitors and maintains levels of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group relies on bank and other borrowings as a significant source of liquidity.

The Group had net current liabilities of RMB448,160,000 as at 31 August 2023. At the end of the reporting period, the Group has taken appropriate measures as set out in note 2.2 to the consolidated financial statements to mitigate such liquidity risk.

The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest rates are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

	Weighted average effective interest rate %	On demand or less than 1 month RMB'000	1-3 months RMB'000	3 months to 1 year RMB'000	1-2 years RMB'000	2-5 years RMB'000	Over 5 years RMB'000	Total undiscounted cash flows RMB'000	Carrying amount RMB'000
Trade and other payables	—	386,376	—	—	—	—	—	386,376	386,376
Amounts due to related parties	—	2,638	—	—	—	—	—	2,638	2,638
Bank and other borrowings									
— Fixed rate	3.5	688	17,924	171,714	36,257	75,378	20,825	322,786	302,910
— variable rate	4.2	20,351	13,136	304,424	346,418	990,814	58,157	1,733,300	1,512,605
Lease liabilities	5.7	599	1,216	4,675	2,598	1,800	3,600	14,488	12,728
At 31 August 2023		410,652	32,276	480,813	385,273	1,067,992	82,582	2,459,588	2,217,257
Trade and other payables	—	284,903	—	—	—	—	—	284,903	284,903
Amounts due to related parties	—	2,991	—	—	—	—	—	2,991	2,991
Bank and other borrowings									
— Fixed rate	4.2	16,108	22,086	73,580	409	1,225	36,032	149,440	143,220
— variable rate	4.9	92,832	24,173	331,496	264,650	771,683	227,273	1,712,107	1,519,565
Lease liabilities	5.7	685	1,387	5,280	5,187	4,355	4,200	21,094	18,730
At 31 August 2022		397,519	47,646	410,356	270,246	777,263	267,505	2,170,535	1,969,409

Notes to the Consolidated Financial Statements

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34. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments

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

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

Financial assets	Fair value	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)
Financial assets at FVTPL	At 31 August 2023: RMB12,422,000 (31 August 2022: RMB140,048,000)	Level 3	Discounted cash flow — Future cash flows are estimated based on estimated return ranging from 2.17% to 2.46% (2022: 1.84% to 3.50%) per annum, and discounted at a rate of 2.36% (2022: 2.20%) for the year	Estimated return and discount rate

If the estimated return is multiplied by 110%/90%, while all the other variables were held constant, the carrying amount of the financial assets at FVTPL would increase/decrease by RMB66,000 (31 August 2022: RMB127,000) at the end of the reporting period.

If the discount rate is multiplied by 110%/90%, while all the other variables were held constant, the carrying amount of the financial assets at FVTPL would decrease/increase by RMB10,000 (31 August 2022: RMB29,000) at the end of the reporting period.

34. FINANCIAL INSTRUMENTS (Continued)**(c) Fair value measurements of financial instruments** (Continued)**(ii) Reconciliation of Level 3 Measurements**

The following table presents the reconciliation of Level 3 Measurements of the financial assets at FVTPL during the reporting period:

	<i>RMB'000</i>
At 1 September 2021	366,985
Addition	3,107,601
Redemption	(3,350,512)
Fair value change	<u>15,974</u>
At 31 August 2022	140,048
Addition	1,591,131
Redemption	(1,722,842)
Fair value change	<u>4,085</u>
At 31 August 2023	<u>12,422</u>

The chief financial officer of the Company determines the appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of an asset or a liability, the Group uses market observable data to the extent it is available. The chief financial officer of the Company reports the findings to the board of directors of the Company when needed to explain the cause of fluctuations in the fair value of the assets and liabilities.

Information about the valuation techniques and inputs used in determining the fair value of various assets are disclosed above.

(iii) Fair value of financial instruments that are recorded at amortised cost

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values at the end of the reporting period.

The fair values of the financial assets and financial liabilities recorded at amortised cost have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

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35. ACQUISITION OF A BUSINESS

For the year ended 31 August 2023

There is no acquisition of a business during the reporting year.

For the year ended 31 August 2022

During the year, the Group acquired 100% equity interest in Guangdong Sun City Industrial Co., Ltd (廣東太陽城實業有限公司) (“**Guangdong Sun City Industrial**”) at a consideration of RMB150,000,000. Guangdong Sun City Industrial principally engages in the operation of vocational education institutions in the PRC and was acquired with the objective to expand the Group’s education business. This acquisition has been accounted for using the acquisition method.

Consideration transferred

	<i>RMB’000</i>
Cash consideration paid	150,000

Assets acquired and liabilities recognised at the date of acquisition were as follows:

	<i>RMB’000</i>
Property, plant and equipment	16,206
Right-of-use assets	43,192
Intangible assets	118,938
Deposits paid for acquisition of property, plant and equipment	922
Trade receivables, prepayments and other receivables	7,730
Bank balances and cash	13,370
Contract liabilities	(26,864)
Trade payables	(5,766)
Other payables	(3,749)
Amounts due to related companies	(598)
Lease liabilities	(43,192)
	<u>120,189</u>

The fair values of intangible assets (representing licenses amounting to RMB118,938,000) were based on estimation used by the management of the Group with reference to valuation carried out by an independent valuer, key assumptions and estimation used by the management included discount rates, growth rates and useful lives of the intangible assets.

35. ACQUISITION OF A BUSINESS (Continued)

For the year ended 31 August 2022 (Continued)

Goodwill arising on acquisition

	<i>RMB'000</i>
Consideration transferred	150,000
Less: recognised amount of identifiable net assets acquired	<u>(120,189)</u>
Goodwill arising on acquisition	<u>29,811</u>

Goodwill arose in the acquisition of Guangdong Sun City Industrial because the acquisition included the assembled workforce of Guangdong Sun City Industrial. These benefits were not recognised separately from goodwill because they did not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

Net cash outflow arising on acquisition

	<i>RMB'000</i>
Consideration paid in cash	150,000
Less: Cash and cash equivalent balances acquired	<u>(13,370)</u>
	<u>136,630</u>

Impact of acquisition on the results of the Group

Profit for the year ended 31 August 2022 includes RMB16,392,000 attributable to the additional business generated by Guangdong Sun City Industrial. Revenue for the year ended 31 August 2022 includes RMB39,918,000 generated from Guangdong Sun City Industrial.

Had the acquisition of Guangdong Sun City Industrial been completed on 1 September 2021, revenue for the year ended 31 August 2022 of the Group would have been RMB1,705,641,000, and profit for the year ended 31 August 2022 would have been RMB633,470,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on the date of acquisition, nor is it intended to be a projection of future results.

In determining the 'pro-forma' revenue and profit of the Group had Guangdong Sun City Industrial been acquired at the beginning of the current period, the directors of the Company calculated depreciation and amortisation of property, plant and equipment and right-of-use assets based on the recognised amounts of property, plant and equipment and right-of-use assets, on the provisional basis at the date of the acquisition.

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

36. CAPITAL COMMITMENTS

	2023 RMB'000	2022 RMB'000
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of the acquisition of property, plant and equipment	286,530	279,147

37. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Dividend payable RMB'000	Lease liabilities RMB'000	Bank and other borrowings RMB'000	Other payables RMB'000	Total RMB'000
At 1 September 2021	—	21,983	1,344,084	—	1,366,067
Financing cash flows	(128,070)	(9,200)	312,578	(83,275)	92,033
Dividend declared	128,070	—	—	—	128,070
New leases entered	—	7,202	—	—	7,202
Early termination of lease	—	(3,215)	—	—	(3,215)
Acquisition of a business (note 35)	—	43,192	—	—	43,192
Interest expenses	—	1,001	—	83,275	84,276
Derecognition upon transfer of associated right-of-use to property, plant and equipment on acquisition of subsidiary	—	(43,192)	—	—	(43,192)
Foreign exchange translation	—	959	6,123	—	7,082
At 31 August 2022	—	18,730	1,662,785	—	1,681,515
Financing cash flows	(59,168)	(8,729)	141,508	(81,706)	(8,095)
Dividend declared	(141,372)	—	—	—	(141,372)
Scrip dividends (note 13)	200,540	—	—	—	200,540
New leases entered	—	5,098	—	—	5,098
Early termination of lease	—	(4,285)	—	—	(4,285)
Interest expenses	—	758	—	86,405	87,163
Foreign exchange translation	—	1,156	11,222	—	12,378
At 31 August 2023	—	12,728	1,815,515	4,699	1,832,942

Note: The cash flows represent (i) the addition of and repayment of bank and other borrowings and lease liabilities and interest paid, and (ii) payment of dividends.

38. PLEDGE OF ASSETS

As at 31 August 2023, bank borrowings of RMB1,377,748,000 (2022: RMB1,411,051,000) were secured by the rights to receive the tuition fees and boarding fees of subsidiaries of the Group and bank borrowing of RMB137,307,000 were secured by certain of the Group's bank deposits of RMB14,500,000 (2022: bank borrowings of RMB159,220,000 were secured by deposits of RMB22,630,000).

39. RELATED PARTIES DISCLOSURES

Related party balances

The amounts due to related parties, entities controlled by Mr. Liu and Ms. Chen, amounted to RMB2,638,000 as at 31 August 2023 (2022: RMB2,991,000) which mainly arises from the hotel service and vehicle related payable to these related parties and aged 0–90 days.

The amount due from a non-controlling shareholder is non-trade in nature, unsecured, non-interest bearing and repayable on demand.

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39. RELATED PARTIES DISCLOSURES (Continued)

Related party transactions

During the year, the Group entered into the following transactions with related parties:

Related parties	Relationship	Nature of transactions	2023 RMB'000	2022 RMB'000
環球移動公司(Global Move Pty. Ltd)	An entity controlled by Mr. Liu and Ms. Chen	Lease liabilities	1,237	2,369
		Interest expenses on lease liabilities	114	182
Triple Way Investments (Australia) Pty. Ltd	An entity controlled by Mr. Liu and Ms. Chen	Lease liabilities	858	1,643
		Interest expenses on lease liabilities	79	126
廣州太陽城大酒店有限公司 (Guangzhou Sun City Hotel Co., Ltd.)	An entity controlled by Mr. Liu and Ms. Chen	Hotel service expenses paid	1,521	380
		Lease liabilities	5,142	5,489
		Interest expenses on lease liabilities	253	269
		Management fee expense paid	468	—
廣州怡眾旅行社有限公司 (Guangzhou Yizhong Travel Agency Co., Ltd.)	An entity controlled by Mr. Liu and Ms. Chen	Management fee income received	13	2
		Travel agency fees paid	269	581
廣州市偉加汽車銷售有限公司 (Guangzhou Weijia Vehicle Sales Company Limited)	An entity significantly influenced by Mr. Liu and Ms. Chen	Vehicle related expenses paid	—	42
廣東華商技工學校 (Guangdong Huashang Technical School)	An entity controlled Mr. Liu Yung Kwong before the acquisition as disclosed in Note 35	Rental income (included in management fee and rental income)	—	959
廣州市華商外語實驗高級中學有限公司	An entity controlled Mr. Liu	Management fee income	1,209	1,864
廣州市七彩澳遊旅遊發展有限公司	An entity controlled Mr. Liu	Management fee paid	9	—

39. RELATED PARTIES DISCLOSURES (Continued)**Compensation of key management personnel**

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

	2023 RMB'000	2022 RMB'000
Short-term benefits	7,616	6,246
Post-employment benefits	93	85
Share-based payments	1,970	(283)
	9,679	6,048

The remuneration of director and key executives is determined having regard to the performance of individuals and market trends.

40. PARTICULARS OF SUBSIDIARIES

The Company has the following subsidiaries:

Name of subsidiary	Date and place of incorporation/ establishment/ operation	Issued share capital/ registered capital		Equity interests attributable to the Group		Principal activities
		At 31 August		At 31 August		
		2023	2022	2023	2022	
Directly owned						
Huashang Education Holdings Limited	12 October 2016 BVI	US\$1,000	US\$1,000	100%	100%	Investment holding
Indirectly owned						
Huashang Overseas Education Holdings Limited	19 March 2018 BVI	US\$1,000	US\$1,000	100%	100%	Investment holding
Huashang Education Group Company Limited	21 September 2015 Hong Kong	HK\$10,000	HK\$10,000	100%	100%	Investment holding and provision of management services
廣州沃冠教育諮詢有限公司 (Guangzhou Woguan Education Consulting Co., Ltd.)	10 October 2016 PRC (note ii)	RMB10,000,000	RMB10,000,000	100%	100%	Provision of education consulting services
Guangzhou Zhiheng Education Consulting Co., Ltd ("Guangzhou Zhiheng Education")	4 December 2015 The PRC (note i)	RMB30,000,000	RMB30,000,000	100%	100%	Provision of education consulting services
Sun City Development	9 December 2003 The PRC (note i)	RMB150,000,000	RMB150,000,000	100%	100%	Provision of education investment
Huashang College	30 May 2006 The PRC (note i)	RMB30,000,000	RMB30,000,000	100%	100%	Provision of private higher education

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40. PARTICULARS OR SUBSIDIARIES (Continued)

Name of subsidiary	Date and place of incorporation/ establishment/ operation	Issued share capital/ registered capital		Equity interests attributable to the Group		Principal activities
		At 31 August		At 31 August		
		2023	2022	2023	2022	
Indirectly owned (continued)						
Huashang Vocational College	25 June 2009 The PRC (note i)	RMB10,000,000	RMB10,000,000	100%	100%	Provision of vocational education
Edvantage Institute Australia Pty. Ltd. (formerly known as Global Higher Education Australia Pty. Ltd.)	8 February 2017 Australia	AUD2,610,000	AUD2,610,000	100%	100%	Provision of vocational education training in Australia
Global Business College of Australia Pty. Ltd.	26 June 2014 Australia	AUD1,810,000	AUD1,810,000	100%	100%	Provision of vocational education training in Australia
Orient Fortune Inc Limited	1 September 2014 Hong Kong	HK\$10,000	HK\$10,000	100%	100%	Investment holding
Huashang Education Service Holdings Limited	19 March 2018 BVI	US\$1,000	US\$1,000	100%	100%	Investment holding
Shiny World (China) Limited	3 January 2014 Hong Kong	HK\$10,000	HK\$10,000	100%	100%	Investment holding and provision of management services
Global Education Professional Advisory Service Company Limited	4 October 2016 Hong Kong	HK\$10,000	HK\$10,000	100%	100%	Provision of management and advisory services
廣州市華港企業管理有限公司 (Guangzhou Huagang Enterprise Management Co. Ltd.)	25 August 2014 The PRC (note ii)	RMB60,000,000	RMB60,000,000	100%	100%	Investment holding and provision of management services
廣州市昊軒信息科技有限公司 (Guangzhou Haoxuan Information Technology Co., Ltd.)	18 April 2011 The PRC (note i)	RMB500,000	RMB500,000	100%	100%	Provision of IT consultation services and retail of software
廣州市毅翔物業管理有限公司 (Guangzhou Yixiang Property Management Co., Ltd.)	18 April 2011 The PRC (note i)	RMB1,000,000	RMB1,000,000	100%	100%	Provision of property management and landscaping services
廣州市欣躍貿易有限公司 (Guangzhou Xinyue Trading Co., Ltd.)	28 September 2014 The PRC (note i)	RMB500,000	RMB500,000	100%	100%	Procurement of school supplies
廣州市華威教育諮詢有限公司 (Guangzhou Huawei Education Consulting Co., Ltd.)	18 November 2010 The PRC (note i)	RMB1,000,000	RMB1,000,000	100%	100%	Provision of education consultancy and language training services
廣州市華嘉裝飾工程有限公司 (Guangzhou Huajia Renovation Co., Ltd.)	6 June 2012 The PRC (note i)	RMB500,000	RMB500,000	100%	100%	Provision of estate decoration services

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40. PARTICULARS OR SUBSIDIARIES (Continued)

Name of subsidiary	Date and place of incorporation/ establishment/ operation	Issued share capital/ registered capital		Equity interests attributable to the Group		Principal activities
		At 31 August		At 31 August		
		2023	2022	2023	2022	
Indirectly owned (continued)						
新疆藍思信息科技有限公司 (Xinjiang Lanshi Information Technology Co., Ltd.)	28 February 2018 The PRC (note ii)	RMB1,000,000	RMB1,000,000	100%	100%	Provision of software development and IT consulting services
新疆卓蘊文化服務有限公司 (Xinjiang Zhuoyun Cultural Services Co., Ltd.)	28 February 2018 The PRC (note ii)	RMB1,000,000	RMB1,000,000	100%	100%	Provision of advertisement design services
London Arts and Business School Limited	19 August 2019 United Kingdom	GBP1	GBP1	100%	100%	Inactive
Huashang Education Co., Ltd	24 January 2020 United Kingdom	GBP1	GBP1	100%	100%	Inactive
Huashang Education Pte. Ltd.	21 November 2019 Singapore	SGD1,000	SGD1,000	100%	100%	Investment holding
Edvantage Institute (Singapore)	26 December 2019 Singapore	SGD592,000	SGD592,000	100%	100%	Provision of vocational education
大灣區商學院有限公司 (GBA Business School Limited)	4 October 2019 Hong Kong	HK\$10,000	HK\$10,000	100%	100%	Provision of education and training services
廣東華商眾創孵化器有限公司 (Guangdong Huashang Zhongchuang Incubator Co. Ltd)	13 April 2020 The PRC (note i)	RMB20,000,000	RMB20,000,000	100%	100%	Science and technology promotion and application services
肇慶華商教育投資有限公司 (Zhaoqing Huashang Education Investment Co., Ltd)	27 July 2017 The PRC (note i)	RMB30,000,000	RMB30,000,000	100%	100%	Provision of property management services
華商(深圳)科技教育服務有限公司 (Huashang (Shenzhen) Science and Technology Education Service Co., Ltd)	23 July 2020 The PRC (note i)	RMB5,000,000	RMB5,000,000	100%	100%	Science and technology promotion and application services
南寧市卓文教育諮詢服務有限公司 (Nanning Zhuowen Education Consulting Services Co., Ltd.) ("Nanning Zhuowen")	28 August 2020 The PRC (note i)	RMB50,000,000	RMB50,000,000	100%	100%	Provision of consulting services
新疆蘊坤企業管理有限公司 (Xinjiang Yunkun Enterprise Management Co., Ltd.)	26 July 2021 The PRC (note i)	RMB5,000,000	RMB5,000,000	100%	100%	Provision of management services
廣州市星培科教投資有限公司 (Guangzhou Xingpei Science and Education Investment Co., Ltd.)	29 December 2021 The PRC (note i)	RMB1,000,000	RMB1,000,000	100%	100%	Provision of management services

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40. PARTICULARS OR SUBSIDIARIES (Continued)

Name of subsidiary	Date and place of incorporation/ establishment/ operation	Issued share capital/ registered capital		Equity interests attributable to the Group		Principal activities
		At 31 August		At 31 August		
		2023	2022	2023	2022	
Indirectly owned (continued)						
廣州比藝科技有限公司 (Guangzhou Biyi Technology Co., Ltd)	13 September 2022 The PRC (note i)	RMB100,000	nil	100%		nil Provision of management services
Sichuan New Concept Education	23 August 2002 The PRC (note i)	RMB26,000,000	RMB26,000,000	51%	51%	Investment holding
四川城市職業學院 (Urban Vocational College of Sichuan)	29 July 2008 The PRC (note i)	RMB10,000,000	RMB10,000,000	51%	51%	Provision of vocational education
四川城市技師學院 (Urban Technician College of Sichuan)	22 May 2018 The PRC (note i)	RMB100,000	RMB100,000	51%	51%	Provision of technician education
成都育德後勤管理有限公司 (Chengdu Yude Logistics Management Co., Ltd.) ("Chengdu Yude")	07 July 2015 The PRC (note i)	RMB1,000,000	RMB1,000,000	51%	51%	Provision of property management and landscaping services
成都市成苑科技有限責任公司 (Chengdu Chengyuan Technology Co., Ltd.)	28 April 2019 The PRC (note i)	RMB300,000	RMB300,000	51%	51%	Science and technology promotion and application services
中匯智慧雲教育(深圳)有限責任公司	19 March 2021 The PRC (note i)	RMB100,000,000	RMB100,000,000	90%	90%	Provision of technician education
深圳前海卓創教育投資有限公司 (Shenzhen Qianhai Zhuochuang Education Investment Co., Ltd.) ("Shenzhen Zhuochuang Education")	22 March 2016 The PRC (note i)	RMB5,000,000	RMB5,000,000	100%	100%	Investment holding
廣東太陽城實業有限公司 (Guangdong Sun City Industrial Co., Ltd.) (note iii)	08 May 2007 The PRC (note i)	RMB10,000,000	RMB10,000,000	100%	100%	Investment holding
廣東華商技工學校 (Guangdong Huashang Technical School) (notes iii and iv)	13 September 2007 The PRC (note i)	RMB10,000,000	RMB10,000,000	100%	100%	Provision of vocational education services
廣州朵梵珠寶首飾有限公司 (Guangzhou Dofan Jewelry Co., Ltd.)	3 September 2021 The PRC (note i)	RMB5,000,000	RMB5,000,000	65%	65%	Provision of jewelry wholesale and retail services
廣州華商金代財稅服務有限公司 (Guangzhou Huashang Financial Tax Service Co., Ltd.)	23 December 2021 The PRC (note i)	RMB1,000,000	RMB1,000,000	51%	51%	Provision of financial and tax consulting services

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40. PARTICULARS OR SUBSIDIARIES (Continued)

Name of subsidiary	Date and place of incorporation/ establishment/ operation	Issued share capital/ registered capital		Equity interests attributable to the Group		Principal activities
		At 31 August		At 31 August		
		2023	2022	2023	2022	
Indirectly owned (continued)						
廣州醫美學遠科技發展有限公司 (Guangzhou Medical Aesthetic Science and Technology Development Co., Ltd.)	5 May 2022 The PRC (note i)	RMB10,000,000	RMB10,000,000	60%	60%	Inactive
廣州中繪數碼科技有限公司 (Guangzhou Zhonghui Digital Technology Co., Ltd.)	16 March 2022 The PRC (note i)	RMB1,200,000	RMB1,200,000	75%	75%	Provision of software and information technology services
九問科技(香港)有限公司 (Jiubyte Technology (Hong Kong) Limited)	29 July 2022 Hong Kong	HK\$1,000	HK\$1,000	100%	100%	Inactive
Global People Investment Pty. Ltd	30 July 2015 Australia	AUD20,000	AUD20,000	100%	100%	Provision of consulting services
大灣區商學院基金會有限公司 (GBABS Foundation Limited)	22 June 2022 Hong Kong (note v)	nil	nil	100%	100%	Provision of education and training services
大灣區科技學院有限公司 (Greater Bay Area Institute Of Science And Technology Limited)	13 November 2020 Hong Kong	HK\$10,000	HK\$10,000	100%	100%	Inactive
桃花島(香港)有限公司 (Peach Blossom Island (Hong Kong) Limited)	31 March 2023 Hong Kong	HK\$1	nil	100%	nil	Investment holding
中繪數碼科技有限公司 (Draco Digital Technology Company Limited)	19 October 2022 Hong Kong	HK\$1,000	nil	100%	nil	Inactive
廣州比樣科技有限公司 (Guangzhou Biyang Technology Co., Ltd.)	19 October 2022 The PRC (note i)	RMB100,000	nil	100%	nil	Provision of management services
廣州貝盟科技有限公司 (Guangzhou Beimeng Technology Co., Ltd.)	17 October 2022 The PRC (note i)	RMB100,000	nil	100%	nil	Provision of management services
江門新會區毅翔物業管理有限公司 (Jiangmen Xinhui District Property Management Co., Ltd.)	7 July 2021 The PRC (note i)	RMB500,000	RMB500,000	100%	100%	Provision of property management and landscaping services
廣州市增城區華商經濟社會研究院 (Guangzhou Zengcheng District Huashang Economic and social Research Institute)	26 November 2020 The PRC (note i)	RMB30,000	RMB30,000	100%	100%	Provision of consulting services
江門市伊美之光美容服務有限公司 (Jiangmen Yimei zhiguang Beauty Service Co., Ltd.)	8 June 2023 The PRC (note i)	RMB100,000	nil	100%	nil	Provision of vocational education
廣州市華商教育控股集團有限公司	2 March 2017	RMB30,000,000	RMB30,000,000	100%	100%	Investment holding

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

40. PARTICULARS OR SUBSIDIARIES (Continued)

Notes:

- (i) These subsidiaries are registered as wholly-domestic-owned enterprises under the laws of the PRC.
- (ii) These subsidiaries are registered as wholly-foreign-owned enterprises under the laws of the PRC.
- (iii) These subsidiaries were acquired during the year ended 31 August 2022.
- (iv) The company is the subsidiary of Guangdong Sun City Industrial Co., Ltd.
- (v) The company incorporated in Hong Kong on 22 June 2022 as a limited by guarantee without a share capital and it is a charitable foundation.

None of the subsidiaries had issued any debt securities at the end of the year.

The table below details of non-wholly owned subsidiary of the Group that have material non-controlling interests:

Name of subsidiary	Place of establishment and principal place of business	Proportion of ownership interests held by non-controlling interests		Total profit allocated to non-controlling interests		Accumulated non-controlling interests	
		At 31 August		For the year ended 31 August		At 31 August	
		2023	2022	2023	2022	2023	2022
				RMB'000	RMB'000	RMB'000	RMB'000
Sichuan New Concept Group	The PRC	49%	49%	102,154	78,478	693,632	591,478
Individually immaterial subsidiaries with non-controlling interests						(757)	965
						692,875	592,443

Summarised financial information in respect of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

40. PARTICULARS OR SUBSIDIARIES (Continued)**Sichuan New Concept Group**

	2023	2022
	RMB'000	RMB'000
Current assets	372,695	221,437
Non-current assets	2,146,579	1,888,112
Current liabilities	(818,578)	(648,645)
Non-current liabilities	(285,119)	(253,805)
Equity attributable to owners of the Company	721,945	615,621
Non-controlling interest of Sichuan New Concept	693,632	591,478
	2023	2022
	RMB'000	RMB'000
Revenue	507,046	444,272
Expenses	(296,643)	(284,112)
Profit for the year	210,403	160,160
Profit attributable to owners of the Company	108,249	81,682
Profit attributable to the non-controlling interests	102,154	78,478
Net cash inflow from operating activities	429,317	192,301
Net cash outflow from investing activities	(286,498)	(196,021)
Net cash inflow from financing activities	3,250	21,949
Net cash inflow	146,069	18,229

Notes to the Consolidated Financial Statements

For the year ended 31 August 2023

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2023 RMB'000	2022 RMB'000
NON-CURRENT ASSETS		
Investment in a subsidiary	7	7
Amounts due from subsidiaries	<u>1,072,877</u>	<u>1,030,787</u>
	<u>1,072,884</u>	<u>1,030,794</u>
CURRENT ASSETS		
Other receivables and prepayments	—	158
Bank balances and cash	<u>128,949</u>	<u>73,998</u>
	<u>128,949</u>	<u>74,156</u>
CURRENT LIABILITIES		
Other payables and accrued expenses	484	2,128
Amounts due to subsidiaries	<u>3,588</u>	<u>3,557</u>
Bank borrowings	<u>153,326</u>	<u>118,514</u>
	<u>157,398</u>	<u>124,199</u>
NET CURRENT LIABILITIES	<u>(28,449)</u>	<u>(50,043)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>1,044,435</u>	<u>980,751</u>
NON-CURRENT LIABILITY		
Bank borrowings	<u>130,442</u>	—
	<u>130,442</u>	—
	<u>913,993</u>	<u>980,751</u>
CAPITAL AND RESERVES		
Share capital	78,347	74,195
Reserves	<u>835,646</u>	<u>906,556</u>
	<u>913,993</u>	<u>980,751</u>

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)**Movement in the Company's reserves**

	Share premium RMB'000	Shares held under share award scheme RMB'000	Share award reserve RMB'000	Share option reserve RMB'000	Retained profits RMB'000	Total RMB'000
At 1 September 2021	938,528	(40,118)	6,303	19,887	101,100	1,025,700
Loss and other comprehensive expense for the year	—	—	—	—	(1,424)	(1,424)
Dividends recognised as distribution (<i>note 13</i>)	(54,893)	—	—	—	(73,177)	(128,070)
Share options forfeited	—	—	—	(10,188)	10,188	—
Issue of shares	(707)	—	—	—	—	(707)
Share awards vested	—	5,562	(5,240)	—	(322)	—
Share awards forfeited	—	—	(375)	—	375	—
Recognition of share-based payments	—	—	6,024	5,033	—	11,057
At 31 August 2022	882,928	(34,556)	6,712	14,732	36,740	906,556
Loss and other comprehensive expense for the year	—	—	—	—	(13,897)	(13,897)
Dividends recognised as distribution (<i>note 13</i>)	(59,168)	—	—	—	—	(59,168)
Share options forfeited	—	—	—	(105)	105	—
Issue of shares upon exercise of share options	10	—	—	(3)	—	7
Issue of shares	(4,151)	—	—	—	—	(4,151)
Share awards vested	—	5,766	(5,510)	—	(256)	—
Share awards forfeited	—	—	(635)	—	635	—
Recognition of share-based payments	—	—	2,545	3,754	—	6,299
At 31 August 2023	819,619	(28,790)	3,112	18,378	23,327	835,646

Financial Summary

RESULTS

	Year ended 31 August				
	2019 RMB'000	2020 RMB'000	2021 RMB'000	2022 RMB'000	2023 RMB'000
Continued operations					
Revenue	704,239	800,092	1,251,644	1,685,972	1,972,982
Cost of revenue	(361,877)	(403,848)	(620,746)	(836,467)	(954,589)
Gross profit	342,362	396,244	630,898	849,505	1,018,393
Profit before taxation	243,190	307,970	483,979	652,917	720,034
Profit for the year from continuing operations	215,054	291,487	469,716	645,180	718,802
Discontinued operation					
(Loss) profit for the year from discontinued operation	7,464	—	—	—	—
Profit for the year	222,518	291,487	469,716	645,180	718,802
Adjusted net profit (Note)	236,919	309,070	515,663	656,879	768,257

Note: Adjusted net profit is determined by adjusting profit for the year from continuing operations for the effect of net foreign exchange gain or loss, share-based payments, listing expenses, fair value change on investment properties and impairment loss recognised under ECL model, if any.

ASSETS AND LIABILITIES

	At 31 August				
	2019 RMB'000	2020 RMB'000	2021 RMB'000	2022 RMB'000	2023 RMB'000
Non-current assets	1,431,832	2,192,817	4,859,302	5,642,991	6,370,998
Current assets	1,694,764	1,335,572	1,306,785	1,575,105	2,124,295
Current liabilities	1,018,814	1,092,210	1,769,651	2,170,915	2,572,455
Net current assets (liabilities)	675,950	243,362	(462,866)	(595,810)	(448,160)
Total assets less current liabilities	2,107,782	2,436,179	4,396,436	5,047,181	5,922,838
Total equity	1,605,660	1,834,928	3,045,955	3,567,605	4,235,328
Non-current liabilities	502,122	601,251	1,350,481	1,479,576	1,687,510
Total equity and non-current liabilities	2,107,782	2,436,179	4,396,436	5,047,181	5,922,838