

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

(於開曼群島註冊成立之有限公司 Incorporated in the Cayman Islands with limited liability)  
(股份代號 Stock code: 667)



## 2024

Annual Report 年報

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# Highlights 摘要

## OVERVIEW

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

Our vocational training education mainly covers four industry sectors, namely, culinary arts, information technology and internet technology, auto services as well as fashion and beauty. We serve these four industry sectors under seven renowned school brands, namely New East Culinary Education, Cuisine Academy, Omick Education of Western Cuisine and Pastry, Xinhua Internet Technology Education, Wisezone Data Technology Education, Wontone Automotive Education and On-mind Fashion and Beauty Education. As of 31 December 2024, we operated 233 schools and centers with 146,294 average number of students enrolled and customers registered for the year ended 31 December 2024. Our comprehensive nationwide school network covers almost all of the provinces in mainland China and Hong Kong.

## 概覽

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

我們的職業技能教育主要涵蓋四個行業領域，即烹飪技術、信息技術及互聯網技術、汽車維修及時尚美業。我們於七個知名學校品牌(即新東方烹飪教育、美味學院、歐米奇西點西餐教育、新華電腦教育、華信智原DT人才培訓基地、萬通汽車教育及歐曼諦時尚美業教育)旗下服務於該四個行業領域。截至2024年12月31日，我們運營233所學校及中心，截至2024年12月31日止年度的平均培訓人次及客戶註冊人數為146,294人次。我們的全面且全國性學校網絡遍佈中國內地大部份省份及香港。

## Our brands 集團旗下品牌



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



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

58,133<sup>1</sup>



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

5,036<sup>1</sup>



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



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

38,827<sup>1</sup>



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

39,965<sup>1</sup>



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

4,333<sup>1</sup>

Note 1: Average number of students enrolled/customers registered for the year ended 31 December 2024  
附註1: 截至2024年12月31日止年度的平均培訓人次/客戶註冊人數

## Highlights 摘要

The following chart sets forth the information of our seven school brands as of 31 December 2024:

下圖載列截至2024年12月31日我們七個學校品牌的資料：

Segments 分部	Brands 品牌		No. of schools/ centers in operation as of 31 December 2024 於2024年 12月31日 運營中的 學校/中心數目	Average number of students enrolled/ customers registered for the year ended 31 December 2024 截至2024年 12月31日 止年度 平均培訓人次/ 客戶註冊人數
Culinary Arts 烹飪技術	New East and Cuisine Academy 新東方及美味學院	 	92	58,133
Western Cuisine and Pastry 西點西餐	Omick 歐米奇		36	5,036
Information Technology and Internet Technology 信息技術及互聯網技術	Xinhua Internet and Wisezone 新華電腦及華信智原	 	56	38,827
Auto Services 汽車服務	Wontone 萬通		41	39,965
Fashion and Beauty 時尚美業	On-mind 歐曼諦		8	4,333
<b>TOTAL</b> 合計			<b>233</b>	<b>146,294</b>

## KEY MILESTONE

### 關鍵里程碑

We established Anhui Xinhua Education to consolidate all our schools under a single entity.  
成立了安徽新華教育，將我們所有學校整合為單一實體。

The number of our schools in operation reached 27. Anhui Xinhua Computer institute obtained the ISO 9001:2000 quality management system certification. Langjie Technology was recognized as a high and new technology enterprise by the Beijing Municipal Science & Technology Commission for a period of two years.

運營中的學校數目達到 27 所。安徽新華電腦專修學院已通過 ISO 9001:2000 品質管制體系認證。朗傑科技連續兩年獲北京市科學技術委員會認證為高新技術企業。

The number of our schools in operation reached 40. Anhui Xinhua Computer Institute was appointed by the Ministry of Human Resources and Social Security of the People's Republic of China (the "PRC") (the "Ministry of Human Resources and Social Security") to organize the "Developing Talent with New Skills for China New Project" and "Four New Talent Development Plan".

運營中的學校數目達到 40 所。安徽新華電腦專修學院受中華人民共和國（「中國」）人力資源和社會保障部（「人社部」）委任組織「國家新技能人才培养新項目」及「四新人才培养計劃」。

The number of our schools in operation reached 71, and we expanded our business to Hong Kong.  
運營中的學校數目達到 71 所，並將業務擴展至香港。

The number of our schools in operation reached 126. We founded Cuisine Academy to provide customized catering experience to customers who are interested in cooking or plan to establish their own businesses in the catering industry.

運營中的學校數目達到 126 所。成立美味學院，旨在為對烹飪感興趣或計劃在餐飲行業自行創業的客戶提供私人訂製烹飪體驗。

As of 31 December 2020, we operated 206 schools in mainland China and Hong Kong, and have successfully issued the first batch of certificates of third-party evaluation certification institutions for vocational skill levels in China.

截至 2020 年 12 月 31 日，我們已在中國內地及香港運營 206 所學校，並成功頒發全國首批第三方評價機構職業技能等級證書。

As of 31 December 2022, the number of our schools and centers in operation reached 244 including 77 schools under New East Culinary Education, 46 schools under Omick Education of Western Cuisine and Pastry, 20 centers under Cuisine Academy, 38 schools under Xinhua Internet Technology Education, 21 schools under Wiszone Data Technology Education, 39 schools under Wontone Automotive Education and 3 schools under On-mind Fashion and Beauty Education.

截至 2022 年 12 月 31 日，運營中的學校及中心數目達到 244 所，包括新東方烹飪教育所轄 77 所學校、歐米奇西點西餐教育所轄 46 所學校、美味學院所轄 20 個中心、新華電腦教育所轄 38 所學校、華信智原 DT 人才培訓基地所轄 21 所學校、萬通汽車教育所轄 39 所學校及歐曼詩時尚美業教育所轄 3 所學校。

As of 31 December 2024, the number of our schools and centers in operation reached 233 including 75 schools under New East Culinary Education, 17 centers under Cuisine Academy, 36 schools under Omick Education of Western Cuisine and Pastry, 38 schools under Xinhua Internet Technology Education, 18 schools under Wiszone Data Technology Education, 41 schools under Wontone Automotive Education and 8 schools under On-mind Fashion and Beauty Education.

截至 2024 年 12 月 31 日，運營中的學校及中心數目達到 233 所，包括新東方烹飪教育所轄 75 所學校、美味學院所轄 17 所中心、歐米奇西點西餐教育所轄 36 所學校、新華電腦教育所轄 38 所學校、華信智原 DT 人才培訓基地所轄 18 所學校、萬通汽車教育所轄 41 所學校及歐曼詩時尚美業教育所轄 8 所學校。

1988



We were established in Hefei, Anhui Province.  
我們創建於安徽省合肥市。

2004



We established Anhui Xinhua Education to consolidate all our schools under a single entity.  
成立了安徽新華教育，將我們所有學校整合為單一實體。

2005



We started to offer automobile repair and maintenance training programs under our newly established Wontone Automotive Education brand.  
我們開始在新建立的萬通汽車教育品牌下提供汽車維修培訓課程。

2007



The number of our schools in operation reached 27. Anhui Xinhua Computer institute obtained the ISO 9001:2000 quality management system certification. Langjie Technology was recognized as a high and new technology enterprise by the Beijing Municipal Science & Technology Commission for a period of two years.

運營中的學校數目達到 27 所。安徽新華電腦專修學院已通過 ISO 9001:2000 品質管制體系認證。朗傑科技連續兩年獲北京市科學技術委員會認證為高新技術企業。

2010



Wontone Automotive Education was awarded "National Model Vocational Training Group in Automobile Industry" by China Association of Automobile Culture and China Auto Talent Training Project Committee.  
萬通汽車教育被中國汽車文化促進會和中國汽車人才培養工程委員會評為「全國汽車行業示範職業教育集團」。

2012



The number of our schools in operation reached 40. Anhui Xinhua Computer Institute was appointed by the Ministry of Human Resources and Social Security of the People's Republic of China (the "PRC") (the "Ministry of Human Resources and Social Security") to organize the "Developing Talent with New Skills for China New Project" and "Four New Talent Development Plan".

運營中的學校數目達到 40 所。安徽新華電腦專修學院受中華人民共和國（「中國」）人力資源和社會保障部（「人社部」）委任組織「國家新技能人才培养新項目」及「四新人才培养計劃」。

2013



New East Culinary Education was elected as a standing council member of the China Hospitality Association in the first election of the fourth annual meeting of the China Hospitality Association.  
新東方烹飪教育在中國飯店協會第四屆委員會會議第一次選舉中被評為中國飯店協會常務委員會成員。

2015



The number of our schools in operation reached 71, and we expanded our business to Hong Kong.  
運營中的學校數目達到 71 所，並將業務擴展至香港。

2016



The number of our schools in operation reached 90. We founded Omick Education of Western Cuisine and Pastry to offer high-quality western-style catering education.  
運營中的學校數量達到 90 所。成立歐米奇西點西餐教育，提供優質西餐教育。

2017



The number of our schools in operation reached 126. We founded Cuisine Academy to provide customized catering experience to customers who are interested in cooking or plan to establish their own businesses in the catering industry.

運營中的學校數目達到 126 所。成立美味學院，旨在為對烹飪感興趣或計劃在餐飲行業自行創業的客戶提供私人訂製烹飪體驗。

2019



In June 2019, the Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). As of 31 December 2019, the number of our schools in operation reached 177.  
於 2019 年 6 月，本公司在香港聯合交易所有限公司（「聯交所」）主板上市。截至 2019 年 12 月 31 日，運營中的學校數量達到 177 所。

2020



As of 31 December 2020, we operated 206 schools in mainland China and Hong Kong, and have successfully issued the first batch of certificates of third-party evaluation certification institutions for vocational skill levels in China.

截至 2020 年 12 月 31 日，我們已在中國內地及香港運營 206 所學校，並成功頒發全國首批第三方評價機構職業技能等級證書。

2021



As of 31 December 2021, the number of our schools and centers in operation reached 231 including 72 schools under New East Culinary Education, 45 schools under Omick Education of Western Cuisine and Pastry, 20 centers under Cuisine Academy, 33 schools under Xinhua Internet Technology Education, 22 schools under Wiszone Data Technology Education, 38 schools under Wontone Automotive Education and 1 school under On-mind Fashion and Beauty Education.  
截至 2021 年 12 月 31 日，運營中的學校及中心數目達到 231 所，包括新東方烹飪教育所轄 72 所學校、歐米奇西點西餐教育所轄 45 所學校、美味學院所轄 20 個中心、新華電腦教育所轄 33 所學校、華信智原 DT 人才培訓基地所轄 22 所學校、萬通汽車教育所轄 38 所學校及歐曼詩時尚美業教育所轄 1 所學校。

2022



As of 31 December 2022, the number of our schools and centers in operation reached 244 including 77 schools under New East Culinary Education, 46 schools under Omick Education of Western Cuisine and Pastry, 20 centers under Cuisine Academy, 38 schools under Xinhua Internet Technology Education, 21 schools under Wiszone Data Technology Education, 39 schools under Wontone Automotive Education and 3 schools under On-mind Fashion and Beauty Education.

截至 2022 年 12 月 31 日，運營中的學校及中心數目達到 244 所，包括新東方烹飪教育所轄 77 所學校、歐米奇西點西餐教育所轄 46 所學校、美味學院所轄 20 個中心、新華電腦教育所轄 38 所學校、華信智原 DT 人才培訓基地所轄 21 所學校、萬通汽車教育所轄 39 所學校及歐曼詩時尚美業教育所轄 3 所學校。

2023



As of 31 December 2023, the number of our schools and centers in operation reached 245 including 76 schools under New East Culinary Education, 46 schools under Omick Education of Western Cuisine and Pastry, 18 centers under Cuisine Academy, 39 schools under Xinhua Internet Technology Education, 20 schools under Wiszone Data Technology Education, 41 schools under Wontone Automotive Education and 5 schools under On-mind Fashion and Beauty Education.  
截至 2023 年 12 月 31 日，運營中的學校及中心數目達到 245 所，包括新東方烹飪教育所轄 76 所學校、歐米奇西點西餐教育所轄 46 所學校、美味學院所轄 18 所中心、新華電腦教育所轄 39 所學校、華信智原 DT 人才培訓基地所轄 20 所學校、萬通汽車教育所轄 41 所學校及歐曼詩時尚美業教育所轄 5 所學校。

2024



As of 31 December 2024, the number of our schools and centers in operation reached 233 including 75 schools under New East Culinary Education, 17 centers under Cuisine Academy, 36 schools under Omick Education of Western Cuisine and Pastry, 38 schools under Xinhua Internet Technology Education, 18 schools under Wiszone Data Technology Education, 41 schools under Wontone Automotive Education and 8 schools under On-mind Fashion and Beauty Education.

截至 2024 年 12 月 31 日，運營中的學校及中心數目達到 233 所，包括新東方烹飪教育所轄 75 所學校、美味學院所轄 17 所中心、歐米奇西點西餐教育所轄 36 所學校、新華電腦教育所轄 38 所學校、華信智原 DT 人才培訓基地所轄 18 所學校、萬通汽車教育所轄 41 所學校及歐曼詩時尚美業教育所轄 8 所學校。

# Highlights 摘要

## FINANCIAL SUMMARY

## 財務概要

		Year ended 31 December 截至12月31日止年度	
		2024 2024年 (RMB million) (人民幣百萬元)	2023 2023年 (RMB million) (人民幣百萬元)
Revenue	收入	4,116	3,979
Gross profit	毛利	2,115	1,908
Profit before taxation	稅前溢利	654	368
Net profit for the year	年內純利	513	273
Adjusted net profit <sup>(1)</sup>	經調整純利 <sup>(1)</sup>	525	281
Adjusted EBITDA <sup>(2)</sup>	經調整息稅折舊及攤銷前溢利 <sup>(2)</sup>	1,376	1,136
		As at 於	
		31 December 2024 2024年 12月31日 (RMB million) (人民幣百萬元)	31 December 2023 2023年 12月31日 (RMB million) (人民幣百萬元)
Net assets	資產淨值	5,749	5,608
Total assets	總資產	9,484	9,291

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

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

<sup>(1)</sup> 經調整純利乃根據年內純利，剔除(i)以非現金的股份基礎給付的開支；及(ii)匯兌收益淨額的影響而計算。此並非《香港財務報告準則》（「香港財務報告準則」）計量。有關詳情，請參閱本報告「管理層討論與分析－財務回顧－經調整純利及經調整息稅折舊及攤銷前溢利」一節。

<sup>(2)</sup> 經調整息稅折舊及攤銷前溢利乃根據年內經調整純利扣除財務成本、所得稅開支及折舊開支而計算。此並非香港財務報告準則計量。有關詳情，請參閱本報告「管理層討論與分析－財務回顧－經調整純利及經調整息稅折舊及攤銷前溢利」一節。

## BOARD OF DIRECTORS

### Executive Directors

Mr. Wu Wei (*Chairman*)

Mr. Xiao Guoqing (*Deputy Chairman*)

### Non-executive Directors

Mr. Wu Junbao

Mr. Lu Zhen

### Independent Non-executive Directors

Mr. Hung Ka Hai, Clement

Dr. Zhu Guobin

Dr. Zang Yunzhi

## AUDIT COMMITTEE

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

Dr. Zhu Guobin

Dr. Zang Yunzhi

## NOMINATION COMMITTEE

Mr. Wu Wei (*Committee Chairman*)

Dr. Zhu Guobin

Mr. Hung Ka Hai, Clement

## REMUNERATION COMMITTEE

Dr. Zhu Guobin (*Committee Chairman*)

Mr. Xiao Guoqing

Mr. Hung Ka Hai, Clement

## JOINT COMPANY SECRETARIES

Mr. Mao Chaosheng

Ms. Ng Sau Mei

## AUTHORISED REPRESENTATIVES

Mr. Wu Wei

Mr. Mao Chaosheng

## AUDITOR

Deloitte Touche Tohmatsu

Registered Public Interest Entity Auditors

35/F, One Pacific Place

88 Queensway

Hong Kong

## 董事會

### 執行董事

吳偉先生 (*主席*)

肖國慶先生 (*副主席*)

### 非執行董事

吳俊保先生

陸真先生

### 獨立非執行董事

洪嘉禧先生

朱國斌博士

臧蘊智博士

## 審核委員會

洪嘉禧先生 (*委員會主席*)

朱國斌博士

臧蘊智博士

## 提名委員會

吳偉先生 (*委員會主席*)

朱國斌博士

洪嘉禧先生

## 薪酬委員會

朱國斌博士 (*委員會主席*)

肖國慶先生

洪嘉禧先生

## 聯席公司秘書

毛超聖先生

伍秀薇女士

## 授權代表

吳偉先生

毛超聖先生

## 核數師

德勤 • 關黃陳方會計師行

註冊公眾利益實體核數師

香港

金鐘道88號

太古廣場一座35樓



# Corporate Information 公司資料

## LEGAL ADVISER AS TO HONG KONG LAW

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

## REGISTERED OFFICE IN CAYMAN ISLANDS

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

## HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN PRC

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

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 3207  
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Wanchai, Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

## HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor, Hopewell Centre  
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## COMPANY WEBSITE

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

## STOCK CODE

667

## 有關香港法律的法律顧問

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

## 開曼群島註冊辦事處

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

## 中國總部及主要營業地點

中國安徽省合肥市  
瑤海區職教城  
學林路1009號

## 香港主要營業地點

香港灣仔  
港灣道18號  
中環廣場32樓  
3207室

## 主要股份過戶登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square  
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P.O. Box 2681  
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Cayman Islands

## 香港股份過戶登記處

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

## 公司網站

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

## 股份代號

667

# Chairman's Statement 主席報告

Dear Shareholders,

On behalf of the board of directors (the “**Board**”) of China East Education Holdings Limited, I hereby present the annual report of the Group for the year ended 31 December 2024.

## OVERVIEW

In 2024, in the face of the changing external environment and intensive market competition, all employees of the Group were united and strived to advance, deeply adhered to the development strategy of “Two eliminations and three growth”, took improved efficiency as the core of operation, and improved quality as the very focus of management. All decision-makings and deployments were effectively implemented, with the overall operation progressing steadily in a positive direction.

## REVIEW OF RESULTS

1. For the year ended 31 December 2024, the Group's revenue from the main business was RMB4,116 million, representing a year-on-year increase of 3.5% as compared to year 2023. The net profit for the year was RMB513 million, representing a year-on-year increase of 88.0% as compared to year 2023; the adjusted net profit for the year was RMB525 million, representing a year-on-year increase of 86.6% as compared to year 2023. The number of new students enrolled was 143,441, representing a year-on-year decrease of 6.2% as compared to year 2023.
2. The average number of students enrolled nationwide in 2024 was 146,294. There were three new fashion and beauty schools, including Xi'an On-mind, which recruited students and commenced operation, bringing the total number of institutions nationwide to 233, and four fashion and beauty schools, such as Shenyang On-mind, were at the preparation stage.

尊敬的各位股東：

本人謹代表中國東方教育控股有限公司董事會（「**董事會**」），提呈本集團截至2024年12月31日年度報告。

## 概述

2024年，面對不斷變化的外部環境和激烈的市場競爭，本集團全體員工萬眾一心、拚搏奮進，深入貫徹「兩消滅、三增長」發展戰略，把提升效益作為經營工作的核心，把提升品質作為管理工作的重心，各項決策部署得到有力執行，整體經營穩中向好。

## 業績回顧

- 1、截至2024年12月31日止年度，主營收入為人民幣4,116百萬元，較2023年同比增加3.5%；年內純利為人民幣513百萬元，較2023年同比增加88.0%；年內經調整純利為人民幣525百萬元，較2023年同比增加86.6%；新招生人數143,441人，較2023年同比減少6.2%。
- 2、2024年，全國平均在校生146,294人；新增西安歐曼諦等3所時尚美業院校招生運營，全國院校總數達233所，並有瀋陽歐曼諦等4所時尚美業院校正在籌備。

## Chairman's Statement 主席報告

3. The Group has invested and built vocational education industrial parks (the “**Vocational Education Industrial Parks**”) in five regions including Anhui, Sichuan, Shandong, Guizhou and Henan. The Phase III of the Vocational Education Industrial Park in Shandong and the Vocational Education Industrial Park in Jiangsu have fully commenced construction and are expected to be delivered to schools for utilisation by end of year 2025. After the completion of all the six regional Vocational Education Industrial Parks, more than 120,000 teachers and students can be accommodated.
  4. Anhui Wontone Senior Technical School was successfully upgraded to Anhui Wontone Technician College, becoming the first technician college of the Group. In January 2025, the Group’s launch its first project of investment and acquisition, and successfully acquired Shanxi Metallurgical Technician College, which has 68 years of schooling history.
  5. In 2024, the schools under the Group won 84 first-tier prizes, 116 second-tier prizes and 100 third-tier prizes in nationwide competitions such as The Second National Rural Revitalization Vocational Skills Competition, Chinese Cuisine Cooking Championship, the Berlin International Digital Talents Innovation Skills Competition of Germany and the Fourth National New Energy Vehicle Key Technology Skills Competition. Anhui Wontone was recognised as the nationwide training base for highly skilled talents. Ningxia New East and Chengdu On-mind were recognised as the “training bases in China for The 47th World Skills Competition – Sugar Art/Pastry Production and Hairdressing categories”. 12 schools were selected as training bases at provincial level for highly skilled talents and training bases at provincial level for international competitions. Anhui New East successfully hosted the finals of the National Feminine Domestic Service Vocational Skills Competition and won the award for its special contributions.
- 3、本集團已投資建成了安徽、四川、山東、貴州、河南5個區域職教產業園（「**職教產業園**」）。山東職教產業園三期和江蘇職教產業園已全面開工建設，預計2025年年底交付院校使用。6個區域職教產業園全部建成後，可容納超過12萬名師生學習生活。
  - 4、安徽萬通高級技工學校成功升格為安徽萬通技師學院，成為本集團首個技師學院。於2025年1月，本集團首個投資併購項目落地，成功併購擁有68年辦學歷史的山西冶金技師學院。
  - 5、2024年，本集團旗下院校在第二屆全國鄉村振興職業技能大賽、中國美食烹飪錦標賽、德國柏林國際數字化人才創新技能大賽、第四屆全國新能源汽車關鍵技術技能大賽等國家級賽事中獲得一等獎84個，二等獎116個，三等獎100個。安徽萬通被認定為國家級高技能人才培訓基地，寧夏新東方、成都歐曼諦被認定為「第47屆世界技能大賽糖藝／西點製作、美髮項目中國集訓基地」，12所院校入選省級高技能人才培訓基地、世賽省級集訓基地。安徽新東方成功承辦全國巾幗家政服務職業技能大賽總決賽並獲特別貢獻獎。

## LOOKING AHEAD

1. We will accelerate the development of schools in the Vocational Education Industrial Parks, the construction of Phase III of the Vocational Education Industrial Park in Jiangsu and the Vocational Education Industrial Park in Shandong, and ensure a high standard of timely delivery. Schools of the Vocational Education Industrial Parks in Shandong, Sichuan, Henan and Guizhou will make full use of high-quality resources to endeavour to expand the number of students. We will increase resources and investment to support Anhui Wontone Technician College and Shanxi Metallurgical Technician College to build the best-of-the-region and nationally renowned technician college; We will focus on supporting Chengdu, Guiyang and Henan regional schools to apply for the status of technician colleges and further improve the level of schooling. We will actively respond to the national call of "One Belt, One Road", accelerate the "vocational education abroad", export its operation model, professional standards, teaching resources to its overseas counterparts, and explore additional new businesses. We will focus on the employment and entrepreneurship needs of adults, college students, and students from technical colleges, higher vocational schools, and secondary vocational schools, develop high-quality special majors, accelerate the development of government procurement projects, and expand the revenue scale of short-term trainings for adults.
2. We will strengthen our teachers through "internal training and external introduction", improve the introduction standards of teachers, and increase our efforts in the introduction of highly skilled professional teachers. We will develop a number of professional clusters closely connected with the regional industrial chain by conducting research and development of advanced manufacturing, artificial intelligence, modern catering, grand health and other fields of new majors based on local conditions, in order to serve the needs of regional economic development. We will implement the policy of giving priority to employment, take the initiative to match the talents for the needs of enterprises, improve the competitiveness of students in employment, and ensure high-quality employments for students.

## 展望未來

- 1、 加快職教產業園院校發展，江蘇職教產業園、山東職教產業園三期項目建設，確保按期高標準交付。山東、四川、河南、貴州職教產業園院校要充分利用優質資源，全力擴大在校生規模。要加大資源投入，支持安徽萬通技師學院、山西冶金技師學院打造區域最好，全國知名的技師學院；要集中力量支持成都、貴陽、河南區域院校申報技師學院，進一步提高辦學層次。積極響應國家「一帶一路」號召，加快「職教出海」步伐，對外輸出運營模式、專業標準、教學資源，探索業務新增量。聚焦成人、大學生、三校生就業創業需求，研發高品質特色專業，加快政府採購項目開發，擴大成人短訓營收規模。
- 2、 「內培外引」建強師資隊伍，提高教師引進標準，加大高技能專業教師引進力度。以服務區域經濟發展為導向，因地制宜研發先進製造、人工智能、現代餐飲、大健康等領域新專業，打造一批緊密對接區域產業鏈的專業集群。落實就業優先政策，主動匹配企業人才需求，提高學生就業競爭力，確保學生高質量就業。

# Chairman's Statement 主席報告

## ACKNOWLEDGEMENT

On behalf of the Board, I would like to express my sincere gratitude to the parents of our students, the shareholders, and all sectors of society for their trust and support and to all employees and the management teams for their contribution and dedication. With full confidence in the future, we will continue to improve schooling quality, assume social responsibility and increase operating benefits with the goal of cultivating more high-quality skilled talents for the society and industry sectors and create greater value for shareholders.

**China East Education Holdings Limited**  
**Wu Wei**  
*Chairman of the Board*

## 致謝

本人謹代表董事會，衷心感謝各位學生家長、股東及社會各界的信任與支持，感謝全體員工和管理團隊的貢獻與付出。我們對未來充滿信心，將繼續以高質量發展為目標，持續提高辦學品質、承擔社會責任、提升經營效益，為社會和產業培養更多高素質技能技術人才，為股東創造更大的價值。

中國東方教育控股有限公司  
董事會主席  
吳 偉

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

## BUSINESS OVERVIEW

We have a leading position in vocational training education segment in China. Moreover, we also have a leading position in China in providing vocational training education in three segments, namely, culinary arts, information technology and internet technology, as well as auto services. Headquartered in Hefei, Anhui province, we have established a nationwide school network consisting of 233 schools and centers in operation as of 31 December 2024, covering almost all of the provinces in mainland China and Hong Kong. We operate our business and establish our schools and centers under seven renowned school brands, namely, New East Culinary Education, Cuisine Academy, Omick Education of Western Cuisine and Pastry, Xinhua Internet Technology Education, Wisezone Data Technology Education, Wontone Automotive Education and On-mind Fashion and Beauty Education.

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

## OUR BUSINESS SEGMENTS

For the year ended 31 December 2024, in order to streamline the operations of the Group, the Group reorganised its segments by integrating the business operations of Cuisine Academy into New East Culinary Education under the Culinary Arts segment, Omick Education of Western Cuisine and Pastry is reclassified as the Western Cuisine and Pastry segment and integrating the business operations of Wisezone Data Technology Education into Xinhua Internet Technology Education under the Information and Technology and Internet Technology segment. As a result, the segments and brands of the Group are reorganised as follows:

## 業務回顧

我們在中國的職業技能教育板塊內處於領先地位。此外，我們在烹飪技術、信息技術及互聯網技術以及汽車服務三大行業領域所提供的職業技能教育服務，也是處於中國領先地位。我們的總部設在安徽省合肥市，校園網絡遍佈全國，截至2024年12月31日，我們已在中國內地大部份省份及香港運營233所學校及中心。我們以七大知名學校品牌(即新東方烹飪教育、美味學院、歐米奇西點西餐教育、新華電腦教育、華信智原DT人才培訓基地、萬通汽車教育及歐曼諦時尚美業教育)經營業務及設立學校及中心。

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

## 業務分部

於截至2024年12月31日止年度，為精簡本集團營運，本集團對旗下分部進行重組，將美味學院的業務營運併入烹飪技術分部下的新東方烹飪教育、將歐米奇西點西餐教育重新分類為西點西餐分部，並將華信智原DT人才培訓基地的業務營運併入信息技術及互聯網技術分部下的新華電腦教育。因此，本集團分部及品牌重組如下：

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

Segments and Brands 分部及品牌	No. of schools/ centers 學校/ 中心數目	Description 描述
<b>CULINARY ARTS</b> 烹飪技術		
New East Culinary Education ("New East")	75	New East Culinary Education has been providing comprehensive culinary training programs to students who pursue a career in becoming professional chefs. We teach our students the cooking traditions and practices of diversified Chinese cuisines, including the well-known and widely recognized eight regional cuisines in China, supported by an integration of classic Chinese and Western culinary skills. Each of our schools under New East Culinary Education offers various culinary training programs with different program lengths to meet students' differentiated learning focuses and demands.
新東方烹飪教育 ("新東方")	75	新東方烹飪教育一直為追求成為專業廚師的學生提供全面烹飪培訓課程。我們教授學生烹飪中國傳統菜餚及練習多種菜餚(包括中國知名及受廣泛認可的八大地方菜系)以及傳授中西方經典烹飪技能。新東方烹飪教育旗下各所學校提供不同課程時長的各種烹飪培訓課程，以滿足學生不同的學習重點和需求。
Cuisine Academy	17	Cuisine Academy has been providing customized catering experience services to customers who are interested in cooking or who plan to establish their own businesses in the catering industry. Cuisine Academy primarily providing customers with customized catering experience programs.
美味學院	17	美味學院為對烹飪感興趣或計劃於餐飲行業建立自己的公司的客戶提供私人訂製烹飪體驗服務。美味學院主要為客戶提供私人訂製烹飪體驗課程。
<b>WESTERN CUISINE AND PASTRY</b> 西點西餐		
Omick Education of Western Cuisine and Pastry ("Omick")	36	Omick Education of Western Cuisine and Pastry offers high-quality western style catering education, which is committed to providing specialized culinary training to students with a focus on western pastry and western cuisines. We offer a variety of courses, including baking, desserts, western cuisines, bartending, and barista training.
歐米奇西點西餐教育 ("歐米奇")	36	歐米奇西點西餐教育提供高質量西式餐飲教育，致力於為學生提供以西點和西餐為主的專業烹飪培訓。我們提供各種課程，包括烘焙、甜點、西餐、調酒及咖啡師培訓。

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

Segments and Brands 分部及品牌	No. of schools/ centers 學校/ 中心數目	Description 描述
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b> 信息技術及互聯網技術		
Xinhua Internet Technology Education ("Xinhua Internet") 新華電腦教育 〔新華電腦〕	38	Xinhua Internet Technology Education provides information technology and internet technology-related training programs. We provide a wide range of information technology and internet technology-related training to students with different course lengths. 新華電腦教育提供信息技術及互聯網技術相關培訓課程。我們向學生提供一系列信息技術及互聯網技術相關培訓，包括不同課程時長的課程。
Wisezone Data Technology Education ("Wisezone") 華信智原DT人才培訓基地 〔華信智原〕	18	Wisezone Data Technology Education primarily provides short-term programs to junior college and university students who have possessed the basic knowledge and seek to further develop relevant practical skills. By cooperating with a number of technology enterprises and higher education institutions, we train professional data technology engineers. 華信智原DT人才培訓基地主要為已掌握基礎知識並尋求進一步提升相關實踐技能的大專生及大學生提供短期課程。通過與多家技術企業和高等教育機構合作，我們培養專業數據技術工程師。
<b>AUTO SERVICES</b> 汽車服務		
Wontone Automotive Education ("Wontone") 萬通汽車教育 〔萬通〕	41	Wontone Automotive Education focuses on providing hands-on auto repair skill training as well as practical training of other auto services, such as automobile commerce. 萬通汽車教育專注於提供汽車維修技能以及汽車商務等其他汽車服務的實訓。
<b>FASHION AND BEAUTY</b> 時尚美業		
On-mind Fashion and Beauty Education ("On-mind") 歐曼諦時尚美業教育 〔歐曼諦〕	8	On-mind Fashion and Beauty Education focuses on cultivating high skills fashion and beauty professionals. 歐曼諦時尚美業教育專注於培養高技能時尚美業人才。



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

## SUMMARY OF OUR OPERATING DATA

The following table sets forth the number of new students enrollments/new customers registered under each segment/brand for the year ended 31 December 2024 and 2023:

## 經營數據概要

下表載列於截至2024年及2023年12月31日止年度按各分部／品牌劃分的新培訓人次／新客戶註冊人數：

Segments and Brands	New Students Enrollment <sup>(1)</sup> / New Customers Registered <sup>(2)</sup> 新培訓人次 <sup>(1)</sup> / 新客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至12月31日止年度		Change 變動 Increase/ (Decrease) 增加/(減少)
		2024 2024年	2023 2023年	
<b>CULINARY ARTS</b>				
烹飪技術				
New East and Cuisine Academy 新東方及美味學院	Long-term 長期課程	<b>26,686</b>	28,600	(6.7%)
	– One to less than two years – 一年以上兩年以下	<b>5,015</b>	2,234	124.5%
	– Two to less than three years – 兩年以上三年以下	<b>5,526</b>	7,041	(21.5%)
	– Three years – 三年	<b>16,145</b>	19,325	(16.5%)
	Short-term 短期課程	<b>36,542</b>	39,873	(8.4%)
<b>CULINARY ARTS</b> 烹飪技術	<b>Subtotal</b> 小計	<b>63,228</b>	68,473	(7.7%)
<b>WESTERN CUISINE AND PASTRY</b>				
西點西餐				
Omick 歐米奇	Long-term 長期課程	<b>1,254</b>	1,314	(4.6%)
	– One to less than two years – 一年以上兩年以下			
	Short-term 短期課程	<b>12,198</b>	13,127	(7.1%)
<b>WESTERN CUISINE AND PASTRY</b> 西點西餐	<b>Subtotal</b> 小計	<b>13,452</b>	14,441	(6.8%)

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

Segments and Brands 分部及品牌	New Students Enrollment <sup>(1)</sup> / New Customers Registered <sup>(2)</sup> 新培訓人次 <sup>(1)</sup> / 新客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至12月31日止年度		Change 變動 Increase/ (Decrease) 增加/(減少)
		2024 2024年	2023 2023年	
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>				
信息技術及互聯網技術				
Xinhua Internet and Wisezone 新華電腦及華信智原	Long-term 長期課程	<b>18,755</b>	22,060	(15.0%)
	– One to less than two years – 一年以上兩年以下	<b>2,812</b>	1,949	44.3%
	– Two to less than three years – 兩年以上三年以下	<b>2,451</b>	2,550	(3.9%)
	– Three years – 三年	<b>13,492</b>	17,561	(23.2%)
	Short-term 短期課程	<b>7,011</b>	7,682	(8.7%)
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b> 信息技術及互聯網技術	<b>Subtotal</b> 小計	<b>25,766</b>	29,742	(13.4%)
<b>AUTO SERVICES</b>				
汽車服務				
Wontone 萬通	Long-term 長期課程	<b>17,909</b>	18,896	(5.2%)
	– One to less than two years – 一年以上兩年以下	<b>3,152</b>	2,251	40.0%
	– Two to less than three years – 兩年以上三年以下	<b>1,226</b>	1,399	(12.4%)
	– Three years – 三年	<b>13,531</b>	15,246	(11.2%)
	Short-term 短期課程	<b>16,968</b>	17,923	(5.3%)
<b>AUTO SERVICES</b> 汽車服務	<b>Subtotal</b> 小計	<b>34,877</b>	36,819	(5.3%)

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

Segments and Brands 分部及品牌	New Students Enrollment <sup>(1)</sup> / New Customers Registered <sup>(2)</sup> 新培訓人次 <sup>(1)</sup> / 新客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至12月31日止年度		Change 變動 Increase/ (Decrease) 增加/(減少)
		2024 2024年	2023 2023年	
<b>FASHION AND BEAUTY</b> 時尚美業				
On-mind 歐曼諦	Long-term 長期課程	<b>3,759</b>	1,728	117.5%
	– One to less than two years – 一年以上兩年以下	<b>2,022</b>	630	221.0%
	– Two to less than three years – 兩年以上三年以下	<b>50</b>	33	51.5%
	– Three years – 三年	<b>1,687</b>	1,065	58.4%
	Short-term 短期課程	<b>2,359</b>	1,678	40.6%
<b>FASHION AND BEAUTY</b> 時尚美業	<b>Subtotal</b> 小計	<b>6,118</b>	3,406	79.6%
THE GROUP 本集團	Long-term 長期課程	<b>68,363</b>	72,598	(5.8%)
	– One to less than two years – 一年以上兩年以下	<b>14,255</b>	8,378	70.1%
	– Two to less than three years – 兩年以上三年以下	<b>9,253</b>	11,023	(16.1%)
	– Three years – 三年	<b>44,855</b>	53,197	(15.7%)
	Short-term 短期課程	<b>75,078</b>	80,283	(6.5%)
THE GROUP 本集團	<b>Total</b> 合計	<b>143,441</b>	152,881	(6.2%)

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

Notes:

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

The following table sets forth the average number of students enrolled and customers registered under each segment and brand for the years ended 31 December 2024 and 2023:

附註：

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

下表載列於截至2024年及2023年12月31日止年度按各分部及品牌劃分的平均培訓人次及客戶註冊人數：

Segments and Brands	Average Number of Students Enrolled <sup>(1)</sup> / Customers Registered <sup>(2)</sup> 平均培訓人次 <sup>(1)</sup> / 客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至12月31日止年度		Change 變動 Increase/ (Decrease) 增加/(減少)
		2024 2024年	2023 2023年	
<b>CULINARY ARTS</b> 烹飪技術				
New East and Cuisine Academy 新東方及美味學院	Long-term 長期課程	<b>50,605</b>	52,031	(2.7%)
	– One to less than two years – 一年以上兩年以下	<b>3,597</b>	2,098	71.4%
	– Two to less than three years – 兩年以上三年以下	<b>11,492</b>	16,212	(29.1%)
	– Three years – 三年	<b>35,516</b>	33,721	5.3%
	Short-term 短期課程	<b>7,528</b>	7,357	2.3%
<b>CULINARY ARTS</b> 烹飪技術	<b>Subtotal</b> 小計	<b>58,133</b>	59,388	(2.1%)

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

Segments and Brands 分部及品牌	Average Number of Students Enrolled <sup>(1)</sup> / Customers Registered <sup>(2)</sup> 平均培訓人次 <sup>(1)</sup> / 客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至12月31日止年度		Change 變動 Increase/ (Decrease) 增加/(減少)
		2024 2024年	2023 2023年	
<b>WESTERN CUISINE AND PASTRY</b>				
<b>西點西餐</b>				
Omick 歐米奇	Long-term 長期課程			
	– One to less than two years – 一年以上兩年以下	1,496	1,443	3.7%
	Short-term 短期課程	3,540	3,321	6.6%
<b>WESTERN CUISINE AND PASTRY</b> 西點西餐	<b>Subtotal</b> 小計	<b>5,036</b>	4,764	5.7%
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>				
<b>信息技術及互聯網技術</b>				
Xinhua Internet and Wisezone 新華電腦及華信智原	Long-term 長期課程	36,843	39,540	(6.8%)
	– One to less than two years – 一年以上兩年以下	2,205	1,511	45.9%
	– Two to less than three years – 兩年以上三年以下	3,383	4,600	(26.5%)
	– Three years – 三年	31,255	33,429	(6.5%)
	Short-term 短期課程	1,984	2,017	(1.6%)
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b> 信息技術及互聯網技術	<b>Subtotal</b> 小計	<b>38,827</b>	41,557	(6.6%)

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

Segments and Brands	Average Number of Students Enrolled <sup>(1)</sup> / Customers Registered <sup>(2)</sup> 平均培訓人次 <sup>(1)</sup> / 客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至12月31日止年度		Change 變動
		2024 2024年	2023 2023年	Increase/ (Decrease) 增加/(減少)
<b>AUTO SERVICES</b>				
汽車服務				
Wontone 萬通	Long-term 長期課程	37,200	36,559	1.8%
	– One to less than two years – 一年以上兩年以下	3,194	2,197	45.4%
	– Two to less than three years – 兩年以上三年以下	2,358	2,727	(13.5%)
	– Three years – 三年	31,648	31,635	0.0%
	Short-term 短期課程	2,765	2,616	5.7%
<b>AUTO SERVICES</b> 汽車服務	<b>Subtotal</b> 小計	<b>39,965</b>	39,175	2.0%
<b>FASHION AND BEAUTY</b>				
時尚美業				
On-mind 歐曼諦	Long-term 長期課程	3,401	1,380	146.4%
	– One to less than two years – 一年以上兩年以下	1,327	347	282.4%
	– Two to less than three years – 兩年以上三年以下	61	33	84.8%
	– Three years – 三年	2,013	1,000	101.3%
	Short-term 短期課程	932	575	62.1%
<b>FASHION AND BEAUTY</b> 時尚美業	<b>Subtotal</b> 小計	<b>4,333</b>	1,955	121.6%

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

Segments and Brands 分部及品牌	Average Number of Students Enrolled <sup>(1)</sup> / Customers Registered <sup>(2)</sup> 平均培訓人次 <sup>(1)</sup> / 客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至12月31日止年度		Change 變動 Increase/ (Decrease) 增加/(減少)
		2024 2024年	2023 2023年	
<b>THE GROUP</b> 本集團	Long-term 長期課程	<b>129,545</b>	130,953	(1.1%)
	- One to less than two years - 一年以上兩年以下	<b>11,819</b>	7,596	55.6%
	- Two to less than three years - 兩年以上三年以下	<b>17,294</b>	23,572	(26.6%)
	- Three years - 三年	<b>100,432</b>	99,785	0.6%
	Short-term 短期課程	<b>16,749</b>	15,886	5.4%
<b>THE GROUP</b> 本集團	<b>TOTAL</b> 合計	<b>146,294</b>	146,839	(0.4%)

Notes:

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

附註：

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

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

## Tuition Fees/Service Fees

The following table sets forth ranges of our tuition fee and service fee rate under each segment and brand for the years ended 31 December 2024 and 2023:

## 學費／服務費

下表載列截至2024年及2023年12月31日止年度各分部及品牌的學費及服務費範圍：

Segments and Brands 分部及品牌	Program <sup>(1)</sup> 課程 <sup>(1)</sup>	Tuition/Service fee 學費／服務費	
		Year ended 31 December 截至12月31日止年度	2023 2023年
		2024 2024年	2023 2023年
		<i>(RMB/per year for long-term programs, RMB/per program for short-term programs)</i> <i>(長期課程以人民幣元／年為單位， 短期課程以人民幣元／課程為單位)</i>	
<b>CULINARY ARTS</b>			
烹飪技術			
New East and Cuisine Academy <sup>(3)</sup> 新東方及美味學院 <sup>(3)</sup>	Long-term 長期課程	29,400-180,000	8,800-116,000
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	500-78,800	400-86,000
<b>WESTERN CUISINE AND PASTRY</b>			
西餐西點			
Omick 歐米奇	Long-term 長期課程	42,000-72,000	46,000-72,000
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	800-39,000	800-39,000
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>			
信息技術及互聯網技術			
Xinhua Internet and Wisezone 新華電腦及華信智原	Long-term 長期課程	11,800-58,000	7,000-68,000
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	960-39,800	600-53,800



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

Segments and Brands 分部及品牌	Program <sup>(1)</sup> 課程 <sup>(1)</sup>	Tuition/Service fee 學費/服務費	
		Year ended 31 December 截至12月31日止年度	
		2024 2024年	2023 2023年
		<i>(RMB/per year for long-term programs, RMB/per program for short-term programs)</i> (長期課程以人民幣元/年為單位， 短期課程以人民幣元/課程為單位)	
<b>AUTO SERVICES</b>			
汽車服務			
Wontone 萬通	Long-term 長期課程	18,600-76,000	6,800-63,400
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	980-23,600	800-37,400
<b>FASHION AND BEAUTY</b>			
時尚美業			
On-mind 歐曼諦	Long-term 長期課程	13,900-44,600	13,900-27,800
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	3,980-20,800	5,800-29,800

Notes:

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

附註：

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

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

## Recommended Employment and Entrepreneurship Rate

We are committed to assisting our students in developing their careers. Our average recommended employment and entrepreneurship rate of our long-term program graduates from Wontone and On-mind reached over 95%, while New East, Omick and Xinhua Internet reached over 90% for the year ended 31 December 2024. The following table sets forth the recommended employment and entrepreneurship rate of our long-term program graduates by brands for the year ended 31 December 2024:

Brands <sup>(1)</sup>	品牌 <sup>(1)</sup>	Recommended employment and entrepreneurship rate <sup>(2)</sup> 引薦就業及創業率 <sup>(2)</sup>
New East	新東方	94.6%
Omick	歐米奇	94.0%
Xinhua Internet	新華電腦	93.7%
Wontone	萬通	96.2%
On-mind	歐曼諦	95.9%

Notes:

- (1) As the schools of other brands had not provided long-term programs of one year or more, the recommended employment and entrepreneurship rate of these brands were not included. We also provide graduate placement service or entrepreneurial service to students of our short-term programs. However, students enrolled in our short-term programs generally have different study goals and expectations, such as to enhance a specific skill or to study for interests, as compared to students of our long-term programs who are generally more focused on seeking long-term employment or to setting up their own businesses.
- (2) We provide graduate placement service and entrepreneurial service to all students of our long-term programs. The recommended employment and entrepreneurship rate represents the total number of students of long-term programs who are hired through our graduate placement service program or who set up their own business through our entrepreneurial service in a certain period, excluding students who are employed through other channels, divided by the total number of graduates of long-term programs during such year.

## 引薦就業及創業率

我們致力於幫助學生發展其職業生涯。截至2024年12月31日止年度，我們萬通及歐曼諦長期課程畢業生的平均引薦就業及創業率達95%以上，而新東方、歐米奇及新華電腦則達90%以上。下表載列截至2024年12月31日止年度按品牌劃分的長期課程畢業生引薦就業及創業率：

Recommended employment and entrepreneurship rate <sup>(2)</sup> 引薦就業及創業率 <sup>(2)</sup>
94.6%
94.0%
93.7%
96.2%
95.9%

附註：

- (1) 由於其他品牌旗下學校未提供時長不少於一年的長期課程，故未計入該等品牌的引薦就業及創業率。我們亦向入讀短期課程的學生提供創就業服務或創業服務。然而，相較通常更注重長期就業或創立自己的業務的長期課程學生，報讀我們短期課程的學生一般設定不同的學習目標及諸如增強特定技能或為興趣而就讀的期望。
- (2) 我們向所有長期課程學生提供創就業服務及創業服務。引薦就業及創業率指某期間通過我們的創就業服務計劃或透過我們的創業服務而創立彼等的業務而受聘的長期課程學生總數(不包括通過其他渠道而就業的學生)除以該年度長期課程畢業生總數。

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

## FINANCIAL REVIEW

### Revenue

For the year ended 31 December 2024, there was a decrease in the number of new students enrollments and new customers registration of approximately 6.2% as compared with that for the year ended 31 December 2023. On the other hand, the Group has changed its strategy in new students enrollment by optimising its course structure and attracting more high-value new students enrollment during the year. As a result, the Group recorded an increase in revenue from RMB3,979 million for the year ended 31 December 2023, to RMB4,116 million for the year ended 31 December 2024, representing an increase of approximately 3.5%.

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

### 財務回顧

### 收入

截至2024年12月31日止年度，對比截至2023年12月31日止年度的新培訓人次及新客户註冊人數減少約6.2%，另一方面，年內本集團調整招生策略，優化課程結構，吸引更多高價值新生入學。因此，本集團的收入由截至2023年12月31日止年度的人民幣3,979百萬元增加至截至2024年12月31日止年度的人民幣4,116百萬元，增加約3.5%。

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

		Year ended 31 December 截至12月31日止年度				Change 變動	
		2024 2024年		2023 2023年			
		Annualised Average Tuition/ Service Fee per Student/ Customer <sup>(1)</sup> 每名學生/ 客戶年 平均學費/ 服務費 <sup>(1)</sup> 收入 RMB'000 人民幣千元		Annualised Average Tuition/ Service Fee per Student/ Customer <sup>(1)</sup> 每名學生/ 客戶年 平均學費/ 服務費 <sup>(1)</sup> 收入 RMB'000 人民幣千元		Revenue Increase/ (Decrease) 收入 增加/ (減少)	Annualised Average Tuition/ Service Fee per Student/ Customer 每名學生/ 客戶年 平均學費/ 服務費
<b>CULINARY ARTS</b>	<b>烹飪技術</b>						
- New East and Cuisine Academy <sup>(2)</sup>	- 新東方及美味學院 <sup>(2)</sup>	1,918,834	33.0	1,914,319	32.2	0.2%	2.4%
<b>WESTERN CUISINE AND PASTRY</b>	<b>西點西餐</b>						
- Omick	- 歐米奇	342,865	68.1	330,809	69.4	3.6%	(2.0%)
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>	<b>信息技術及互聯網技術</b>						
- Xinhua Internet and Wisezone	- 新華電腦及華信智原	762,744	19.6	777,070	18.7	(1.8%)	5.1%
<b>AUTO SERVICES</b>	<b>汽車服務</b>						
- Wontone	- 萬通	912,103	22.8	846,530	21.6	7.7%	5.6%
<b>FASHION AND BEAUTY</b>	<b>時尚美業</b>						
- On-mind	- 歐曼諦	105,439	24.3	46,881	24.0	124.9%	1.5%
<b>OTHER MISCELLANEOUS BUSINESSES<sup>(3)</sup></b>	<b>其他雜項業務<sup>(3)</sup></b>	74,200	N/A不適用	63,045	N/A不適用	17.7%	N/A不適用
<b>Total<sup>(4)</sup></b>	<b>合計<sup>(4)</sup></b>	<b>4,116,185</b>	<b>27.6</b>	<b>3,978,654</b>	<b>26.7</b>	<b>3.5%</b>	<b>3.6%</b>

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

## Notes:

- (1) For illustration purposes only, the average tuition/service fee per student/customer for the years ended 31 December 2024 and 2023 are calculated on a basis as revenue generated from tuition or service fees for the year divided by the average number of students enrolled and customers registered in the year.
- (2) During the years ended 31 December 2024 and 2023, revenue generated from Cuisine Academy mainly represents service fees collected from customers who attended our customized catering experience programs.
- (3) Other miscellaneous businesses primarily include the internet technology solution and staff outsourcing services provided to independent third parties.
- (4) The total revenue and percentages do not include inter-segment sales which are eliminated upon consolidation.

## The Cost of Revenue

Our cost of revenue consists of teaching staff salaries and benefits, teaching related consumables and other costs, leasing expenses/depreciation of right-of-use assets, campus maintenance and depreciation, utilities and office expenses. The cost of revenue decreased from approximately RMB2,070 million for the year ended 31 December 2023 to approximately RMB2,002 million for the year ended 31 December 2024, representing a decrease of 3.3%.

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

## 附註：

- (1) 僅供說明用途，截至2024年及2023年12月31日止年度每名學生／客戶平均學費／服務費乃按年內學費或服務費產生的收入除以相應年度平均培訓人次及客戶註冊人數計算。
- (2) 於截至2024年及2023年12月31日止年度，自美味學院產生的收入主要為我們向參加我們私人訂製烹飪體驗課程的客戶收取的服務費。
- (3) 其他雜項業務主要包括向獨立第三方提供的互聯網技術解決方案及員工外包服務。
- (4) 總收入及百分比並不包括在合併後被抵銷的分部間銷售。

## 收入成本

我們的收入成本包括教職工薪資及福利、教學相關消耗品及其他成本、租賃開支／使用權資產折舊、校區維護及折舊、公用設施及辦公開支。收入成本由截至2023年12月31日止年度約人民幣2,070百萬元減少至截至2024年12月31日止年度約人民幣2,002百萬元，減少為3.3%。

下表載列所示年度我們收入成本的明細：

		Year ended 31 December 截至12月31日止年度			
		2024 2024年		2023 2023年	
		Cost	% of Total	Cost	% of Total
		成本	佔總額 百分比	成本	佔總額 百分比
		RMB'000 人民幣千元		RMB'000 人民幣千元	
Teaching staff salaries and benefits	教職工薪資及福利	788,181	39.4%	786,617	38.0%
Teaching related consumables and other costs	教學相關消耗品及其他成本	408,436	20.4%	451,360	21.8%
Leasing expenses/Depreciation of right-of-use assets	租賃開支／使用權資產折舊	286,345	14.3%	309,266	14.9%
Campus maintenance and depreciation	校區維護及折舊	349,293	17.4%	349,026	16.9%
Utilities	公用設施	95,204	4.8%	100,761	4.9%
Office expenses	辦公開支	74,191	3.7%	73,407	3.5%
<b>Total</b>	<b>合計</b>	<b>2,001,650</b>	<b>100%</b>	<b>2,070,437</b>	<b>100%</b>

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

### Gross Profit and Gross Profit Margin

The Group's gross profit was approximately RMB2,115 million for the year ended 31 December 2024 as compared to RMB1,908 million for the same period in 2023. The gross profit margin was 51.4% for the year ended 31 December 2024 as compared to 48.0% for the same period in 2023. The increase in gross profit margin was mainly because there was an increase in the revenue while there was a decrease in the cost of revenue due to the tightening of cost control during the year ended 31 December 2024.

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

### 毛利及毛利率

截至2024年12月31日止年度，本集團毛利約為人民幣2,115百萬元，而2023年同期為人民幣1,908百萬元。截至2024年12月31日止年度，毛利率為51.4%，而2023年同期為48.0%。截至2024年12月31日止年度，毛利率增加的主要因為收入增加，而收入成本因加強成本控制而下降。

下表載列所示期間按主要分部／品牌劃分的毛利／(虧)及毛利／(虧)率明細：

		Year ended 31 December 截至12月31日止年度			
		2024 2024年	Gross profit/(loss) margin <sup>(1)</sup>	2023 2023年	Gross profit/(loss) margin <sup>(1)</sup>
		Gross profit/(loss) 毛利／(虧) RMB'000 人民幣千元	毛利／(虧)率 <sup>(1)</sup> Percentage 百分比	Gross profit/(loss) 毛利／(虧) RMB'000 人民幣千元	毛利／(虧)率 <sup>(1)</sup> Percentage 百分比
<b>CULINARY ARTS</b>	烹飪技術				
- New East and Cuisine Academy	- 新東方及美味學院	1,042,203	54.3%	954,218	49.8%
<b>WESTERN CUISINE AND PASTRY</b>	西點西餐				
- Omick	- 歐米奇	191,915	56.0%	158,726	48.0%
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>	信息技術及互聯網技術				
- Xinhua Internet and Wisezone	- 新華電腦及華信智原	389,842	51.1%	382,472	49.2%
<b>AUTO SERVICES</b>	汽車服務				
- Wontone	- 萬通	464,668	50.9%	421,989	49.8%
<b>FASHION AND BEAUTY</b>	時尚美業				
- On-mind	- 歐曼諦	57,565	54.6%	12,475	26.6%
<b>OTHER MISCELLANEOUS BUSINESSES<sup>(2)</sup></b>	其他雜項業務 <sup>(2)</sup>	(31,658)	(42.7%)	(21,663)	(34.4%)
<b>Total</b>	<b>合計</b>	<b>2,114,535</b>	<b>51.4%</b>	<b>1,908,217</b>	<b>48.0%</b>

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

## Notes:

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

## Other Income and Expenses

For the year ended 31 December 2024, other income and expenses amounted to approximately RMB120 million (2023: RMB139 million) which primarily included government grants, interest income from time deposits and bank balances and entrusted loans. The decrease in other income was mainly due to the decrease in interest income from time deposits and bank balances and entrusted loans of approximately RMB20 million during the year ended 31 December 2024.

## Other Gains and Losses

The other gains and losses were recorded as net gains of approximately RMB32 million for the year ended 31 December 2024 (2023: RMB43 million). Other gains included mainly gains from changes in fair value of other financial assets measured at FVTPL of approximately RMB51 million (2023: RMB20 million) and the net foreign exchange gains of approximately RMB13 million as a result of mainly the appreciation of Hong Kong dollars and United States dollars possessed by the Group against Renminbi during the year ended 31 December 2024 (2023: RMB24 million). On the other board, the Group recorded gains from termination of lease agreements of approximately RMB7 million (2023: RMB4 million) and losses on disposals of property and equipment of approximately RMB38 million (2023: RMB5 million) due to the close down of certain schools during the year ended 31 December 2024.

## 附註：

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

## 其他收入及開支

於截至 2024 年 12 月 31 日止年度，其他收入及開支為約人民幣 120 百萬元(2023 年：人民幣 139 百萬元)，其中主要包括政府補助、定期存款及銀行結餘及委託貸款的利息收入。其他收入的減少主要是由於截至 2024 年 12 月 31 日止年度，定期存款及銀行結餘及委託貸款的利息收入減少約人民幣 20 百萬元所致。

## 其他收益及虧損

於截至 2024 年 12 月 31 日止年度，其他收益及虧損錄得收益淨額約人民幣 32 百萬元(2023 年：人民幣 43 百萬元)。截至 2024 年 12 月 31 日止年度，其他收益主要包括以公允價值計量並計入損益的其他金融資產的公允價值變動收益約人民幣 51 百萬元(2023 年：人民幣 20 百萬元)及匯兌收益淨額約人民幣 13 百萬元(2023 年：人民幣 24 百萬元)，主要由於本集團持有的港元及美元兌人民幣升值所致。另一方面，由於截至 2024 年 12 月 31 日止年度內關閉若干學校，本集團錄得終止租賃協議的收益約人民幣 7 百萬元(2023 年：人民幣 4 百萬元)及出售物業及設備的虧損約人民幣 38 百萬元(2023 年：人民幣 5 百萬元)。

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

## Selling Expenses

The Group's selling expenses decreased from approximately RMB1,037 million for the year ended 31 December 2023 to approximately RMB974 million for the year ended 31 December 2024. The decrease in selling expenses was mainly because the Group imposed tighter control on the advertising cost during the year ended 31 December 2024.

## Administrative Expenses

The Group's administrative expenses decreased from approximately RMB529 million for the year ended 31 December 2023 to approximately RMB508 million for the year ended 31 December 2024 which represented approximately 12.3% of the revenue for the year ended 31 December 2024 and decreased as compared to 13.3% of the revenue for the year ended 31 December 2023. The decrease in administrative expenses was mainly due to the decrease in share-based payment of approximately RMB8 million and tighter control on administrative expenses during the year ended 31 December 2024.

## Finance Costs

The finance costs of approximately RMB118 million for the year ended 31 December 2024 represented the interest expenses on lease liabilities recognised following the adoption of HKFRS 16 – Leases (2023: RMB139 million).

## 銷售開支

本集團的銷售開支由截至2023年12月31日止年度約人民幣1,037百萬元減少至截至2024年12月31日止年度約人民幣974百萬元。銷售開支減少乃主要由於截至2024年12月31日止年度，本集團實施更為嚴格的廣告成本控制。

## 行政開支

本集團的行政開支由截至2023年12月31日止年度約人民幣529百萬元減少至截至2024年12月31日止年度約人民幣508百萬元，佔截至2024年12月31日止年度收入約12.3%，與佔截至2023年12月31日止年度收入的13.3%相比有所下降。行政開支減少的主要原因是截至2024年12月31日止年度內股份基礎付款減少約人民幣8百萬元及加強行政開支的控制所致。

## 財務成本

於截至2024年12月31日止年度，財務成本為約人民幣118百萬元，為採納香港財務報告準則第16號－租賃後就租賃負債確認的利息開支(2023年：人民幣139百萬元)。

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

## Adjusted Net Profit and Adjusted EBITDA

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

## 經調整純利及經調整息稅折舊及攤銷前溢利

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

		Year ended 31 December 截至12月31日止年度	
		2024 2024年 RMB'000 人民幣千元 (unaudited) (未經審核)	2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審核)
Net profit	純利	512,596	272,622
Adjustments for: Non-cash share-based payments	調整：以非現金的股份基礎支付的開支	25,100	32,993
Net foreign exchange gains	匯兌收益淨額	(12,756)	(24,279)
<b>Adjusted net profit</b>	<b>經調整純利</b>	<b>524,940</b>	<b>281,336</b>
Adjustments for: Depreciation	調整：折舊	590,845	620,364
Finance costs	財務成本	118,041	139,301
Income tax expenses	所得稅開支	141,821	95,387
<b>Adjusted EBITDA</b>	<b>經調整息稅折舊及攤銷前溢利</b>	<b>1,375,647</b>	<b>1,136,388</b>

### Notes:

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

### 附註：

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



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

## Property and Equipment

Property and equipment as at 31 December 2024 increased by 7.4% to approximately RMB3,309 million from approximately RMB3,080 million as at 31 December 2023. Increase in property and equipment was mainly due to the inclusion of the property and equipment of the Vocational Education Industrial Parks located at Sichuan, Shandong, Guizhou and Henan and newly established schools during the year.

## Right-of-use Assets

Right-of-use assets as at 31 December 2024 decreased by 3.5% to approximately RMB2,149 million from approximately RMB2,226 million as at 31 December 2023. Decrease in right-of-use assets was mainly because the Group terminated certain lease agreements during the year ended 31 December 2024.

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

As at 31 December 2024, the Company's issued share capital was approximately RMB192,000 divided into 2,178,989,802 shares of HK\$0.0001 each, and the total equity of the Group was approximately RMB5,749 million (31 December 2023: RMB5,608 million).

As at 31 December 2024, the current ratio of the Group, representing current assets divided by current liabilities, was 1.5 times (31 December 2023: 1.7 times) while the gearing ratio of the Group, representing total liabilities divided by total assets, was 39.4% (31 December 2023: 39.6%).

As at 31 December 2024, the total of time deposits and bank balances and cash of the Group amounted to approximately RMB3,004 million (31 December 2023: RMB3,067 million), representing 31.7% (31 December 2023: 33.0%) of the total assets of the Group of approximately RMB9,484 million (31 December 2023: RMB9,291 million).

## 物業及設備

物業及設備由2023年12月31日約人民幣3,080百萬元增加7.4%至2024年12月31日約人民幣3,309百萬元。物業及設備增加主要由於年內包括四川、山東、貴州及河南的職教產業園及新建學校的物業及設備所致。

## 使用權資產

使用權資產由於2023年12月31日的約人民幣2,226百萬元減少3.5%至於2024年12月31日的約人民幣2,149百萬元。使用權資產減少主要由於本集團於截至2024年12月31日止年度內終止若干租賃協議所致。

## 資本架構、流動資金、財務資源及資本負債比率

於2024年12月31日，本公司已發行股本為約人民幣192,000元，分為2,178,989,802股每股面值0.0001港元的股份，而本集團權益總額為約人民幣5,749百萬元(2023年12月31日：人民幣5,608百萬元)。

於2024年12月31日，本集團流動比率(即流動資產除以流動負債)為1.5倍(2023年12月31日：1.7倍)，而本集團資產負債比率(即總負債除以總資產)為39.4%(2023年12月31日：39.6%)。

於2024年12月31日，本集團定期存款以及銀行結餘及現金總額為約人民幣3,004百萬元(2023年12月31日：人民幣3,067百萬元)，佔本集團資產總值約人民幣9,484百萬元(2023年12月31日：人民幣9,291百萬元)的31.7%(2023年12月31日：33.0%)。

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

For the year ended 31 December 2024, our capital expenditures were approximately RMB910 million (2023: RMB1,085 million) and were primarily related to acquisition of property and equipment and right-of-use assets for upgrading the existing school premises and construction of new campuses and Vocational Education Industrial Parks.

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

### Other Financial Assets

As at 31 December 2024, the Group held other financial assets of approximately RMB550 million, particulars of which are set out below:

截至 2024 年 12 月 31 日止年度，資本開支為約人民幣 910 百萬元(2023 年：人民幣 1,085 百萬元)，主要與為升級現有校舍及興建新校園及職教產業園收購物業及設備以及使用權資產有關。

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

### 其他金融資產

於 2024 年 12 月 31 日，本集團持有其他金融資產約人民幣 550 百萬元，其中詳情載列如下：

		Fair value as at 31 December 2024	Realised gains for the year ended 31 December 2024	Unrealised gains for the year ended 31 December 2024	% of total assets of the Group as at 31 December 2024
		於 2024 年 12 月 31 日 之公允價值 (RMB'000) (人民幣千元)	截至 2024 年 12 月 31 日 止年度 已變現的收益 (RMB'000) (人民幣千元)	截至 2024 年 12 月 31 日 止年度 未變現的收益 (RMB'000) (人民幣千元)	佔本集團於 2024 年 12 月 31 日 總資產百分比
<b>Financial assets measured at FVTPL</b>	以公允價值計量並計入 損益之金融資產				
<b>Structured Deposit</b>	結構性存款				
<b>Industrial and Commercial Bank of China</b>	中國工商銀行				
Linked Exchange Rate Band Cumulative Corporate RMB Structured Deposit Product	掛鉤匯率區間累計型法人人民幣 結構性存款產品	10,000	-	-	0.1%
<b>China Construction Bank</b>	中國建設銀行				
CCB Wealth Management "Huizhong" (Daily Application and Monthly Redemption) Open-ended Net Worth RMB Financial Product	建信理財「惠眾」(日申月贖)開放 式淨值型人民幣理財產品	50,530	-	530	0.6%

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

		Fair value as at 31 December 2024	Realised gains for the year ended 31 December 2024	Unrealised gains for the year ended 31 December 2024	% of total assets of the Group as at 31 December 2024
		於 2024 年 12 月 31 日 之公允價值 (RMB'000) (人民幣千元)	截至 2024 年 12 月 31 日 止年度 已變現的收益 (RMB'000) (人民幣千元)	截至 2024 年 12 月 31 日 止年度 未變現的收益 (RMB'000) (人民幣千元)	佔本集團於 2024 年 12 月 31 日 總資產百分比
<b>Financial assets measured at FVTPL</b>	以公允價值計量並計入 損益之金融資產				
<b>Shanghai Pudong Development Bank</b>	上海浦東發展銀行				
LIDO Corporation Stable Profit 24JG3511 (3 Months Early Bird) RMB Public Structured Deposit	利多多公司穩利 24JG3511 期 (3 個月早鳥款) 人民幣對公 結構性存款	50,232	–	232	0.5%
<b>Bank of Hangzhou</b>	杭州銀行				
New Wallet Plan	新錢包計劃	1,000	–	–	0.0%
		111,762	–	762	1.2%
<b>Unquoted Fund Investment</b>	無報價基金投資				
<b>E Fund Management (HK) Co., Ltd.</b>	易方達資產管理(香港)有限公司				
E Fund (HK) Select Asia High Yield Bond Fund	易方達香港精選亞洲高收益基金	173,189	–	17,705	1.8%
<b>China International Capital Corporation Hong Kong Asset Management Limited</b>	中國國際金融香港資產管理有限 公司				
CICC Multi-strategy Fixed Income Fund	中金多策略固定收益基金	214,818	–	17,856	2.3%
		388,007	–	35,561	4.1%
<b>Financial assets measured at amortised cost</b>	按攤銷成本計量之金融資產				
<b>Entrusted loans to related parties</b>	向關聯方提供的委託貸款				
Anhui Xinhua Holdings Group Investment Co., Ltd.	安徽新華控股集團投資有限公司	50,000	–	–	0.5%

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

## Investment Strategy and Future Prospects

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

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

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

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

Regarding the entrusted loans to related parties under the investment in financial assets measured at amortised cost, the measures include among other things, the followings:

- the borrowing company is required to enter into entrusted loan agreement(s) with reputable PRC bank(s) and the entrusted PRC bank(s) will assess the financial position of the borrowing company(s) regularly to ensure the repayment ability;

## 投資策略及未來展望

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

本集團已實施一套內部控制及風險管理措施，以管理投資其他金融資產相關風險。

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

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

就有關投資於按攤銷成本計量之金融資產項下向關聯方提供的委託貸款的該等措施包括(其中包括)以下各項：

- 當借款公司將與有聲望的中國銀行訂立委託貸款協議時，受委託中國銀行將定期評估借款公司的財務狀況以確保還款能力；

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

- to secure the loan(s), each of the controlling shareholders of the borrowing company shall enter into a personal guarantee. Each of the controlling shareholders of the borrowing company irrevocably and unconditionally, among others, guarantees to the Group the punctual performance by his respective borrowing company for borrowing the loan(s) and undertakes that whenever the respective borrowing company does not pay any amount of the loan when due, he shall immediately on demand pay that amount as if he were the principal of the loan(s). In addition, each of the controlling shareholders of the borrowing company made a guarantee that the Company has the right to postpone the payment of the Company's dividends to each of the controlling shareholders of the borrowing company to the amount of the loans and interests owed by the respective borrowing company until the loans and interests are fully paid;
- upon the Group's request at any time, the borrowing company shall provide forthwith to the Group any documents and information relating to the business operations and financial position of the borrowing company, including but not limited to financial reports and financial statements in order for the Group to assess the borrowing company's repayment capacity and credit risks;
- if the borrowing company or its controlling shareholder has any potential risks of financial instability, it shall inform the Group or the entrusted PRC bank(s) immediately; and
- the directors of the Company (the "Directors") will review the business operations and financial position of the PRC borrowing company(s) at least every six months. If the borrowing company or its controlling shareholder has shown any signs of financial instability, the Group or the entrusted PRC bank(s) can demand the borrowing company or its controlling shareholder to repay prior to the repayment date all or part of outstanding principal and interest accrued by giving not less than 10 business days prior written notice to such borrowing company.
- 為保障貸款，借款公司的控股股東各自訂立個人擔保。借款公司的控股股東各自不可撤銷及無條件地(其中包括)向本集團擔保其各自借款公司所借的貸款準時履行所有義務，並承諾當各自的借款公司未有支付貸款到期時應付的任何款項，彼將即時應要求支付有關款項，猶如其為貸款的債務人。此外，各借款公司的控股股東作出擔保，本公司有權延遲支付本公司應付他們各自的股息，金額以各借款公司欠付的貸款及利息為限，直至貸款及利息獲悉數支付；
- 於任何時候收到本集團的要求後，借款公司須立即向本集團提供有關借款公司之業務經營及財務狀況的任何文件及資料，包括但不限於財務報告及財務報表，以讓本集團評估借款公司還款能力及信貸風險；
- 倘借款公司或其控股股東有任何潛在財政狀況不穩的風險，則應立即通知本集團或受委託中國銀行；及
- 本公司董事(「董事」)將至少每六個月審閱中國借款公司的業務經營及財務狀況。倘借款公司或其控股股東表現出任何財政狀況不穩的跡象，本集團或受委託中國銀行可透過向該借款公司發出不少於10個營業日的事先書面通知，要求借款公司或其控股股東於還款日期之前償還所有或任何部分未償還本金及應計利息。

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

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

## Material Acquisitions and Disposals

The Group did not have any material acquisitions or disposals of subsidiaries, consolidated affiliated entities or associated companies during the year ended 31 December 2024.

## Foreign Exchange Risk Management

The majority of the Group's revenue and expenditures are denominated in RMB, the functional currency of the Company, except that certain expenditures are denominated in Hong Kong dollars. The Group also has certain time deposits and bank balances, other financial assets and other payables denominated in Hong Kong dollars and United States dollars, which would expose the Group to foreign exchange risk. The Group did not use any financial instruments for hedging purposes during the year ended 31 December 2024. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure when the need arises.

## Charges on the Group's Assets

As at 31 December 2024 and 2023, the Group pledged its rental deposits to secure outstanding unpaid contractual lease payments.

## Contingent Liabilities

As at 31 December 2024 and 2023, the Group did not have any material contingent liabilities, guarantees or any litigations or claims of material importance, pending or threatened against any member of the Group.

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

## 重大收購及出售

於截至 2024 年 12 月 31 日止年度，本集團並無任何重大收購或出售附屬公司、合併聯屬實體或聯營公司。

## 外匯風險管理

本集團的大部分收入及開支均以本公司的功能貨幣人民幣計值，惟若干開支以港元計值。本集團亦持有若干定期存款及銀行結餘、其他金融資產以及其他應付款項以港元及美元計值，使本集團面臨外匯風險。於截至 2024 年 12 月 31 日止年度，本集團並無就對沖用途使用任何金融工具。然而，管理層監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

## 本集團資產抵押

於 2024 年及 2023 年 12 月 31 日，本集團質押租賃按金作為未支付合約租賃款項的擔保。

## 或然負債

於 2024 年及 2023 年 12 月 31 日，本集團概無任何重大或然負債、擔保或本集團任何成員公司未決或面臨的任何重大訴訟或申索。

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

## EVENTS AFTER THE REPORTING PERIOD

On 12 November 2024, Anhui Xinhua Education Group Co., Ltd. (安徽新華教育集團有限公司) (“**Anhui Xinhua Education**”) entered into the sale and purchase agreement with Shanxi Enlightenment Wisdom Education Consulting Center (山西啟蒙智匯教育諮詢中心) and Pu Xiaohu (普曉虎) (collectively referred to as the “**Transferors**”, being the independent third parties), and Shanxi Xinzhi Huake Education Management Co., Ltd. (山西新職華科教育管理有限公司), Shanxi Metallurgical Technician College (山西冶金技師學院) and Taiyuan Juxian High-Tech Development Co., Ltd. (太原聚賢高科技開發有限公司) (collectively referred to as the “**Target Group**”), pursuant to which Anhui Xinhua Education agreed to acquire the entire equity interests of the Target Group from the Transferors for an aggregate cash consideration of RMB10,000,000 (the “**Acquisition**”).

Other than the cash consideration paid, the Group also provided RMB15,350,000 to support the daily operation of the Target Group prior to the completion of the Acquisition.

Certain precedent conditions of the Acquisition, including the transfer of equity interest and the change of in the board of directors and the legal representative of the Target Group, were completed in January 2025, so the Acquisition was considered to be completed in January 2025. The Acquisition has been accounted for as acquisition of business using the acquisition method.

The Directors of the Company engaged an independent valuer to assist in performing the valuation of the identified assets and liabilities of the Target Group at the completion date of the Acquisition. Based on which, the Group performed a purchase price allocation for the Acquisition, which resulted in recognition of goodwill amounted to approximately RMB661,000.

## 報告期後事項

於2024年11月12日，安徽新華教育集團有限公司(「安徽新華教育」)與山西啟蒙智匯教育諮詢中心及普曉虎(統稱為「該等轉讓人」，均為獨立第三方)，以及山西新職華科教育管理有限公司、山西冶金技師學院及太原聚賢高科技開發有限公司(統稱為「目標集團」)訂立買賣協議，據此，安徽新華教育同意向該等轉讓人收購目標集團全部股權，總現金代價為人民幣10,000,000元(「收購事項」)。

除已付現金代價外，本集團亦提供人民幣15,350,000元，以支持目標集團於收購事項完成前的日常營運。

收購事項的若干先決條件，包括股權轉讓及目標集團的董事會及法人代表變更，已於2025年1月完成，故收購事項被視為於2025年1月完成。收購事項已使用收購法作為業務收購入賬。

本公司董事已聘請獨立估值師協助對目標集團於收購事項完成日期的可識別資產及負債進行估值。據此，本集團對收購事項執行購買價分配，導致確認商譽約為人民幣661,000元。

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

## OUTLOOK

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

### Establishment of Vocational Education Industrial Parks

With the increasing proportion of our students who studied in three-year long-term courses in the past few years, our strategies are to acquire land and construction facilities to establish Vocational Education Industrial Parks in cities located at our major students enrollment provinces. The Vocational Education Industrial Parks are expected to be equipped with advanced teaching and practical training facilities for all of our seven school/center brands, namely, New East, Cuisine Academy, Omick, Xinhua Internet, Wisezone, Wontone as well as On-mind which help to consolidate the Group's market leadership and brand position. Currently, the Vocational Education Industrial Parks located at Sichuan, Shandong, Guizhou and Henan had been put in operations consecutively. On the other hand, the third phase project of Vocational Education Industrial Park at Shandong and the first phase projects of Vocational Education Industrial Parks at Jiangsu and Jiangxi are being planned and promoted. Upon the completion of all these Vocational Education Industrial Parks, it is expected that the Vocational Education Industrial Parks of the Group should be sufficient to meet the demands from students come from different provinces. Moreover, the Vocational Education Industrial Parks will also house our research and development centers, human resources and marketing centers and serve as the continuing education and training centers for our teaching staff, in each case in their respective designated regions. In addition, the Vocational Education Industrial Parks can avoid the increasing pressure in the rental expenses of our school premises and also can improve the environment of our school premises so as to increase the stabilities of our long-term course students. Therefore, the Group believes that the Vocational Education Industrial Parks will be a key driver in increasing student demand for the Group's education services and cost synergies can be achieved in future.

## 前景

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

### 建立職教產業園

隨著過去幾年本集團三年制長期課程學生比例的增加，我們的戰略是在主要招生省份的城市購置土地和建築設施，建立職教產業園。職教產業園預計將為集團的七大品牌學校／中心(新東方、美味學院、歐米奇、新華電腦、華信智原、萬通和歐曼諦)配備先進的教學和實訓設施，以鞏固本集團的市場領導地位和品牌地位。目前，位於四川、山東、貴州及河南的職教產業園已相繼投入運營。另一方面，山東的職教產業園三期工程及江蘇和江西職教產業園的一期工程正在規劃推進中。該等職教產業園全部落成後，預計本集團將具備足夠的職教產業園以滿足來自不同省份的學生需求。此外，職教產業園還將容納我們的研發中心、人力資源和行銷中心，並作為我們教職員工的繼續教育和培訓中心，在各自指定的區域內開展工作。此外，職教產業園還可以避免我們的校舍租金支出壓力的增加，並可以改善我們的校舍環境，以增加我們長期課程學生的穩定性。因此，本集團相信職教產業園將成為增加學生對本集團教育服務需求的主要動力，並可在未來達致成本協同效益。



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

## Expansion of School Network

Our extensive school network covers most of the provincial capital cities in China. We intend to further expand our school network to cover all of the provincial capital cities in China. We plan to establish our presence in cities which we believe have great potential with significant unmet demand for skilled workers in culinary arts, information technology and internet technology, auto services as well as fashion and beauty.

## Expansion and Diversification of Course Structures

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

## 擴大校園網絡

我們龐大的校園網絡覆蓋了中國大部分省會城市。我們打算進一步擴大我們的校園網絡，以覆蓋中國所有省會城市。我們計劃在對烹飪技術、信息技術及互聯網技術、汽車服務以及時尚美業等熟練工有著巨大潛力但未得到滿足的需求的城市開展業務。

## 課程結構擴展及多樣化

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

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

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

In 2020, the Group has become one of the first batch of third-party rating organizations for the recognition of vocational skills in China, whereby the Group is allowed to perform the recognition of certain vocational skills for the public. Vocational skill recognition represents the recognition of the skill level of labors by the rating organization filed by the Ministry of Human Resources and Social Security, which is a way for rating of the skills of talents implemented together with the occupational qualification rating. The third-party organizations for the recognition of vocational skills in China are the unit organizations recognised by the Ministry of Human Resources and Social Security, which are unit organizations with leading positions in the industry with credibility. After procedures such as self-reporting, selection by experts, credit checks, assessment by the local human resources and social security departments at the place where the Group was registered and seeking of views from the society, the Group became one of the first batch of third-party rating organizations for the recognition of vocational skills in China, whereby it is allowed to perform the recognition of certain vocational skills. This means that the Group is allowed to perform vocational skill recognition for the public in accordance with the standards and regulatory requirements, and issue certificates recognised by the state, which will significantly raise the Group's reputation and enhance its brand influence, and further strengthen the Group's leading position in the vocational skill training business in China. By providing corresponding examinations and training for the public targeting vocational skill certificates, the Group can enrich its curriculum in the culinary segment to attract customers who want to obtain such certificates and increase the potential customers of the Group's overall culinary segment. By issuing vocational skill certificates, the Group can further integrate employment resources to provide better job opportunities to the students. The Group will have a comprehensive understanding of the state's policy and industry standards, which will facilitate our vocational skill education in accordance with the state's policy and standards, and effectively enhance our education quality to provide high quality vocational education services.

### 積極申辦成為職業技能等級認定第三方評價機構

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

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

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

### EMPLOYEES AND REMUNERATION POLICIES

#### Employees

As at 31 December 2024, we had a total of 10,346 employees. The following table sets forth the numbers of our employees, categorized by function, as at 31 December 2024:

Function 職能		Number of Full-Time Employees 全職僱員人數	% of Total 佔總數百分比
Executive Directors and core management	執行董事和核心管理人員	312	3.0%
Full-time teachers and instructors	全職教師及導師	5,224	50.5%
Student accommodation staff	學生住宿職員	52	0.5%
Logistic personnel	後勤人員	363	3.5%
Administrative staff	行政人員	1,783	17.2%
Accounting and finance staff	會計及財務人員	336	3.3%
Others	其他	2,276	22.0%
Total <sup>(Note)</sup>	合計 <sup>(附註)</sup>	10,346	100%

Note: Among 10,346 employees, we had 15 employees in Hong Kong and 10,331 employees in mainland China.

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

### 僱員及薪酬政策

#### 僱員

於2024年12月31日，我們共有10,346名僱員。下表所列為於2024年12月31日按職能劃分的僱員人數明細：

附註：在10,346名僱員中，我們在香港有15名僱員，在中國內地有10,331名僱員。

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

## Remuneration Policies

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

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

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

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

## 薪酬政策

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

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

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

香港全職僱員參與強制性公積金計劃（「強積金計劃」），強積金計劃之資產與本集團資金分開持有及由獨立信託人管理。根據強積金計劃，供款金額按參與強積金計劃之僱員於本集團之相關收入之某一百分比作出，本集團就強積金計劃承擔的唯一責任為根據強積金計劃作出指定供款。

### BOARD OF DIRECTORS

#### Executive Directors

**Mr. Wu Wei (吳偉)**, aged 57, a founder of the Group, is an executive Director and the chairman of the Board. He is in charge of the overall management and strategic development of the Group.

Mr. Wu Wei obtained the qualification of senior economist granted by the Personnel Bureau of Hefei\* (合肥市人事局) in July 2004. Mr. Wu Wei has been a director of the board of directors of Beijing Foreign Studies University since November 2017. He graduated from Tsinghua University School of Economics and Management (清華大學經濟管理學院) in Beijing, the PRC, with an executive master of business administration in July 2009. Mr. Wu Wei has been a doctoral student of Tsinghua University School of Economics and Management, majoring in global executive management, since 2016. Mr. Wu Wei has over 30 years of experience in education.

Mr. Wu Wei did not hold any directorship in any other listed companies during the last three years.

**Mr. Xiao Guoqing (肖國慶)**, aged 56, is an executive Director and the deputy chairman of the Board and is responsible for business management and providing opinion and judgement to the Board.

Mr. Xiao obtained the qualification of senior economist granted by the Personnel Bureau of Hefei City (合肥市人事局) in July 2004. He graduated from Renmin University of China (中國人民大學) in Beijing, the PRC with a degree of master of business administration in April 2004 and a degree of executive master of business administration in January 2009, and from Cheung Kong Graduate School of Business (長江商學院) with a degree of executive master of business administration in October 2012. Mr. Xiao Guoqing has over 20 years of experience in education.

Mr. Xiao resigned as a director of Anhui Xin'an Financial Group Co., Ltd. (安徽新安金融集團股份有限公司) on 9 May 2024, a company whose shares were listed on the National Equities Exchange and Quotations (stock code: 834397) and were subsequently delisted on 17 October 2023.

Save as disclosed above, Mr. Xiao did not hold any directorship in any other listed companies during the last three years.

### 董事會

#### 執行董事

**吳偉先生**，57歲，為本集團的創始人及為執行董事兼董事會主席。彼負責本集團的總體管理及戰略發展。

吳偉先生於2004年7月獲合肥市人事局授予高級經濟師資格。吳偉先生自2017年11月起擔任北京外國語大學董事會董事。彼於2009年7月畢業於中國北京的清華大學經濟管理學院，獲得高級管理人員工商管理碩士學位。吳偉先生自2016年起為清華大學經濟管理學院全球行政管理學在讀博士生。吳偉先生有逾30年的教育經驗。

吳偉先生於過去三年並無擔任任何其他上市公司的任何董事職務。

**肖國慶先生**，56歲，為執行董事兼董事會副主席，負責業務管理及向董事會提供意見及判斷。

肖先生於2004年7月獲合肥市人事局授予高級經濟師資格。其於2004年4月畢業於中國北京的中國人民大學，獲得工商管理碩士學位，於2009年1月獲得高級管理人員工商管理碩士學位，並於2012年10月畢業於長江商學院，獲得高級管理人員工商管理碩士學位。肖國慶先生擁有逾20年的教育經驗。

肖先生於2024年5月9日辭任安徽新安金融集團股份有限公司董事，該公司股份於全國中小企業股份轉讓系統上市(證券代碼：834397)及隨後於2023年10月17日除牌。

除上文所披露者外，肖先生於過去三年並無擔任任何其他上市公司的任何董事職務。

## Directors' and Senior Management's Biographical Information 董事及高級管理層的履歷資料

### Non-executive Directors

**Mr. Wu Junbao (吳俊保)**, aged 59, a founder of the Group, is a non-executive Director and is responsible for providing opinion and judgment to the Board.

Mr. Wu Junbao obtained the qualification of senior economist granted by the Personnel Bureau of Hefei City (合肥市人事局) in July 2004. He graduated from Anhui Institute of Business Administration (安徽工商管理學院) in Hefei, Anhui province, the PRC with a degree of master of business administration in December 2003. Mr. Wu Junbao has over 30 years of experience in education.

Save as Mr. Wu Junbao has been the chairman of the board of directors and non-executive director of China Xinhua Education Group Limited (stock code: 2779) since October 2017, Mr. Wu Junbao did not hold any directorship in any other listed companies during the last three years.

**Mr. Lu Zhen (陸真)**, aged 49, is a non-executive Director and is responsible for providing opinion and judgment to the Board.

Mr. Lu graduated from Zhengzhou Institute of Textile Engineering (鄭州紡織工學院), currently known as Zhongyuan University of Technology (中原工學院), in Zhengzhou, Henan province, the PRC, with a bachelor degree majoring in mechanical engineering in July 1999, and from Nanjing University (南京大學) in Nanjing, Jiangsu province, the PRC, with a degree of master of business administration in March 2009. Mr. Lu has over 10 years of experience in education.

Save as Mr. Lu has been an executive director of China Xinhua Education Group Limited (stock code: 2779) since October 2017 and subsequently resigned with effect from 30 December 2024, Mr. Lu did not hold any directorship in any other listed companies during the last three years.

### 非執行董事

吳俊保先生，59歲，為本集團的創始人及非執行董事，負責向董事會提供意見及判斷。

吳俊保先生於2004年7月獲得合肥市人事局授予的高級經濟師資格。其畢業於中國安徽省合肥市安徽工商管理學院，於2003年12月取得工商管理碩士學位。吳俊保先生擁有逾30年的教育經驗。

除自2017年10月以來為中國新華教育集團有限公司(股份代號：2779)董事會主席兼非執行董事外，吳俊保先生於過去三年並無擔任任何其他上市公司的任何董事職務。

陸真先生，49歲，為本公司非執行董事，負責向董事會提供意見及判斷。

陸先生於1999年7月畢業於中國河南省鄭州市鄭州紡織工學院(現稱為中原工學院)，獲得機械工程學學士學位，並於2009年3月畢業於中國江蘇省南京市南京大學，獲得工商管理碩士學位。陸先生有逾10年的教育經驗。

除自2017年10月以來為中國新華教育集團有限公司(股份代號：2779)執行董事及隨後於2024年12月30日辭任外，陸先生於過去三年並無擔任任何其他上市公司的任何董事職務。

### Independent non-executive Directors

**Mr. Hung Ka Hai, Clement (洪嘉禧)**, aged 69, is an independent non-executive Director.

Mr. Hung obtained a bachelor of arts degree from University of Lincoln (formerly known as University of Huddersfield), United Kingdom in 1980. Mr. Hung had served Deloitte China for 31 years where he had assumed various leadership roles before he took up the chairman role of Deloitte China from 2014 to 2016. He retired from Deloitte China with effect from June 2016. When Mr. Hung was working with Deloitte China, he had assumed various leadership roles, including the managing partner of Deloitte Shenzhen office and Guangzhou office. He was also a member of the China management team of Deloitte China. Mr. Hung had also assumed the role of the southern audit leader and the deputy managing partner of the southern region of China (including Hong Kong, Macau, Shenzhen, Guangzhou, Xiamen and Changsha). He was also a board member of Deloitte Global.

Mr. Hung served as the Guangzhou Institute of Certified Public Accountants consultant from 2004 to 2014. During the period between 2006 to 2011, he also served as a member of the Political Consultative Committee of Luohu District, Shenzhen. After his retirement as the chairman of Deloitte China, he was appointed as an expert consultant of The Ministry of Finance in the PRC. Mr. Hung is a life member of The Institute of Chartered Accountants in England and Wales.

Mr. Hung has, in the past three years, served or is serving as a director/supervisor of each of the following listed companies whose shares are listed on the Stock Exchange:

- an independent non-executive director of Tong Tong AI Social Group Limited (formerly known as Gome Finance Technology Company Limited) (stock code: 628) on 31 October 2016 and subsequently resigned with effect from 12 December 2023;
- an independent non-executive director of SY Holdings Group Limited (formerly known as Sheng Ye Capital Limited) (stock code: 6069), the listing of the shares of which has been transferred to the Main Board from the GEM of the Stock Exchange (stock code: 8469) since 24 October 2019) from 19 June 2017 to 15 July 2022;

### 獨立非執行董事

**洪嘉禧先生**，69歲，為獨立非執行董事。

洪先生於1980年在英國林肯大學(前稱赫德斯菲爾德大學)取得文學學士學位。洪先生曾經服務德勤中國31年，彼於2014年至2016年擔任德勤中國主席一職前曾擔任不同的領導職位。彼於2016年6月於德勤中國退任。洪先生於德勤中國所擔任不同的領導職位，包括德勤深圳辦公室及廣州辦公室之辦公室主管合夥人。彼亦曾經為德勤中國之中國管理團隊成員。洪先生曾出任華南區審計主管兼華南區副主管合夥人(地區包括：香港、澳門、深圳、廣州、廈門及長沙)。彼亦曾任德勤國際的董事會成員。

洪先生於2004年至2014年擔任廣州註冊會計師協會顧問。於2006年至2011年期間，彼亦曾出任深圳市羅湖區政治協商委員會委員。於彼退任德勤中國之主席職務後，中國財政部委任彼為諮詢專家。洪先生為英格蘭及威爾斯特許會計師公會之終身會員。

洪先生目前／過往三年曾擔任下列上市公司(其股份均於聯交所上市)的董事／監事：

- 自2016年10月31日起擔任通通AI社交集團有限公司(前稱國美金融科技有限公司，股份代號：628)的獨立非執行董事，隨後於2023年12月12日辭任；
- 於2017年6月19日至2022年7月15日擔任盛業控股集團有限公司(前稱為盛業資本有限公司)(股份代號：6069，該公司股份自2019年10月24日起由聯交所GEM上市(股份代號：8469)轉為主板上市)的獨立非執行董事；

## Directors' and Senior Management's Biographical Information 董事及高級管理層的履歷資料

- a non-executive director of High Fashion International Limited (stock code: 608) since 1 December 2017 and subsequently resigned with effect from 1 January 2025;
- an independent non-executive director of Starjoy Wellness and Travel Company Limited (formerly known as Aoyuan Healthy Life Group Company Limited) (stock code: 3662) since 22 February 2019;
- an independent non-executive director of Huarong International Financial Holdings Limited (stock code: 993) since 13 December 2019;
- an independent non-executive director of Skyworth Group Limited (stock code: 751) since 18 March 2020;
- an independent non-executive director of USPACE Technology Group Limited (formerly known as Hong Kong Aerospace Technology Group Limited) (stock code: 1725) since 16 July 2021;
- an independent supervisor of Ping An Insurance (Group) Company of China, Ltd., whose shares are listed on both the Main Board of the Stock Exchange (Stock code: 2318) and Shanghai Stock Exchange (stock code: 601318) since 18 July 2022;
- an independent non-executive director of JX Energy Ltd., whose shares are listed on the Main Board of the Stock Exchange (stock code: 3395) since 1 August 2023 and subsequently resigned with effect from 24 December 2024; and
- an independent non-executive director of Capital Estate Limited, whose shares are listed on the Main Board of the Stock Exchange (stock code: 193) since 12 April 2024.
- 自2017年12月1日起擔任達利國際集團有限公司(股份代號：608)的非執行董事，隨後於2025年1月1日辭任；
- 自2019年2月22日起擔任星悅康旅股份有限公司(前稱奧園健康生活集團有限公司)(股份代號：3662)的獨立非執行董事；
- 自2019年12月13日起擔任華融國際金融控股有限公司(股份代號：993)的獨立非執行董事；
- 自2020年3月18日起擔任創維集團有限公司(股份代號：751)的獨立非執行董事；
- 自2021年7月16日起擔任洲際航天科技集團有限公司(前稱香港航天科技集團有限公司)(股份代號：1725)的獨立非執行董事；
- 自2022年7月18日起擔任中國平安保險(集團)股份有限公司(其股份於聯交所主板上市(股份代號：2318)及於上海證券交易所上市(證券代碼：601318))的外部監事；
- 自2023年8月1日起擔任吉星新能源有限責任公司(其股份於聯交所主板上市，股份代號：3395)的獨立非執行董事，隨後於2024年12月24日辭任；及
- 自2024年4月12日起擔任冠中地產有限公司(其股份於聯交所主板上市，股份代號：193)的獨立非執行董事。

Save as disclosed above, Mr. Hung did not hold any directorship in any other listed companies during the last three years.

除上文所披露者外，洪先生於過去三年並無擔任任何其他上市公司的任何董事職務。



**Dr. Zhu Guobin (朱國斌)**, aged 63, is an independent non-executive Director.

Dr. Zhu obtained a bachelor's degree in history, a master's degree in history and a master's degree in law from Renmin University of China in July 1983, July 1986 and June 2007, a master of laws from the University of Hong Kong in December 1999, and a doctorate in law and an accreditation to supervise research (Diplôme d'Habilitation à Diriger des Recherches) from the University of Aix-Marseilles in France in June 1994. Dr. Zhu obtained a certificate in administrative engineering class from the National School of Administration (Ecole Nationale d'Administration) in France from June 1989 to March 1990. Dr. Zhu was a visiting scholar of Harvard Law School, the U.S., from 2007 to 2008 and 2020, and a visiting scholar of Columbia Law School, the U.S., in 2011.

Dr. Zhu is a professor of Law at City University of Hong Kong School of Law. Dr. Zhu is a guest professor of law in the Shandong University in the PRC, an adjunct professor of law at the School of Law of Wuhan University in the PRC. Dr. Zhu is a titular member of the International Academy of Comparative Law (Paris, France), a member of International Association of Constitutional Law, a member of the French Society of Comparative Legislation, a council member of the Chinese Association of Constitutional Law (中國憲法學研究會), a council member of the Chinese Society of Judicial Studies (中華司法研究會), an executive counsel member of the Association of Hong Kong Basic Law and Macao Basic Law, a member of the Chinese Association of the Hong Kong & Macao Studies.

Dr. Zhu is an arbitrator of the Arbitration Commissions of Wuhan, Zhuhai and Qingdao, and of South China International Arbitration Centre (Hong Kong). Dr. Zhu is also a Mediator of Shenzhen Securities and Futures Industry Dispute Resolution Centre.

Dr. Zhu is an advisor to Our Hong Kong Foundation, and a member of Guangdong – Hong Kong – Macau Greater Bay Area Task Force of the Department of Justice, the HKSAR Government.

Dr. Zhu is an independent non-executive director of Hybrid Kinetic Group Limited (stock code: 1188), the shares of which are listed on the Stock Exchange.

Save as disclosed above, Dr. Zhu did not hold any other directorship in any listed companies during the last three years.

**朱國斌博士**，63歲，為獨立非執行董事。

朱博士分別於1983年7月、1986年7月及2007年6月自中國人民大學獲得歷史學士學位、歷史碩士學位及法律碩士學位，於1999年12月自香港大學獲得法律碩士學位，及於1994年6月自法國艾克斯—馬賽大學獲得法學博士學位並獲研究導師資格文憑。朱博士自1989年6月至1990年3月自法國國家行政學院進修獲得管理工程類課程證書。朱博士自2007年至2008年及2020年為美國哈佛大學法學院訪問學者，於2011年為美國哥倫比亞大學法學院訪問學者。

朱博士現為香港城市大學法律學院教授。朱博士為中國山東大學客座法學教授以及中國武漢大學法學院兼職法學教授。朱博士為國際比較法科學院(法國巴黎)院士、國際憲法學協會會員、法國比較法學會會員、中國憲法學研究會理事、中華司法研究會理事、香港基本法澳門基本法研究會常務理事及全國港澳研究會會員。

朱博士是武漢、珠海、青島仲裁委員會仲裁員，以及華南(香港)國際仲裁院仲裁員。朱博士還是深圳證券期貨業糾紛調解中心調解員。

朱博士為團結香港基金(香港)顧問，和香港特區政府律政司粵港澳大灣區專責小組成員。

朱博士為正道集團有限公司(股份代號：1188)(該公司股份於聯交所上市)的獨立非執行董事。

除上文所披露者外，朱博士於過去三年並無擔任任何其他上市公司的任何董事職務。

## Directors' and Senior Management's Biographical Information 董事及高級管理層的履歷資料

**Dr. Zang Yunzhi (臧蘊智)**, aged 45, is an independent non-executive Director since 31 May 2021.

Dr. Zang, obtained a doctor degree in Business Administration (Accounting) granted by Duke University in May 2006 and a bachelor degree in Accounting granted by Tsinghua University in July 2001. Dr. Zang served as an assistant professor at Simon School of Business, University of Rochester from July 2006 to June 2009, and as an assistant professor at department of accounting of Hong Kong University of Science and Technology from July 2009 to July 2015. Since July 2015, Dr. Zang has served as an associate professor of department of accounting of Hong Kong University of Science and Technology. Dr. Zang has extensive experience in accounting and teaching and she also held position at the editorial board of The Accounting Review since 2017, at CAPANA Program Committee since 2018 and as ad hoc reviewers of various journals in accounting area. Dr. Zang has passed all exams at Certified General Accountants Association of Canada.

Dr. Zang did not hold any other directorship in any listed companies during the last three years.

### SENIOR MANAGEMENT

**Mr. Au Yeung Siu Kei (歐陽兆基)**, aged 49, is the chief financial officer of the Company and is responsible for financial management of the Group.

Mr. Au Yeung is a fellow member of the Association of Chartered Certified Accountants and a fellow member and Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants. Mr. Au Yeung holds a bachelor degree in professional accountancy from the Chinese University of Hong Kong and bachelor degree in laws from the University of London. Mr. Au Yeung has over 20 years of experience in auditing, accounting and financial management.

Mr. Au Yeung did not hold any directorship in any listed companies during the last three years.

**臧蘊智博士**，45歲，自2021年5月31日為本公司獨立非執行董事。

臧博士，於2006年5月取得美國杜克大學工商管理(會計學)博士學位，並於2001年7月取得清華大學會計學學士學位。臧博士於2006年7月至2009年6月在羅切斯特大學西蒙商學院擔任助理教授，並於2009年7月至2015年7月在香港科技大學會計系擔任助理教授。自2015年7月起，臧博士擔任香港科技大學會計系副教授。臧博士在會計及教學方面擁有豐富的經驗，彼亦自2017年起擔任《會計評論》編輯委員會的職務，自2018年起擔任CAPANA項目委員會的職務，並擔任會計領域各種期刊的特約審稿員。臧博士已通過加拿大註冊會計師協會的所有考試。

臧博士於過去三年並無擔任任何其他上市公司的任何董事職務。

### 高級管理人員

**歐陽兆基先生**，49歲，為本公司的首席財務官，負責本集團的財務管理。

歐陽先生為特許公認會計師公會資深會員及香港會計師公會資深會員及執業會計師。歐陽先生持有香港中文大學專業會計學士學位及倫敦大學法學學士學位。歐陽先生於審計、會計及財務管理領域擁有逾20年經驗。

歐陽先生於過去三年並無擔任任何上市公司的任何董事職務。

### JOINT COMPANY SECRETARIES

**Mr. Mao Chaosheng (毛超聖)**, aged 45, is our joint company secretary of the Company. Mr. Mao has over 20 years of experience in management of administrative matters and human resources relating to school operation, and has been working in the Group since August 2004, where his current position is the head of administration department and human resources department of the Group.

**Ms. Ng Sau Mei (伍秀薇)** was appointed as the joint company secretary of the Company on 31 December 2021. Ms. Ng is a director and head of the Listing Services Department of TMF Hong Kong Limited, which is a corporate secretarial services provider, and is responsible for provision of corporate secretarial and compliance services to listed company clients. She has over 20 years of experience in the company secretarial field and has extensive knowledge and experience in dealing with corporate governance, regulatory and compliance affairs of listed companies. She is a Chartered Secretary, a Chartered Governance Professional and a fellow member of both The Hong Kong Chartered Governance Institute (formerly known as "The Hong Kong Institute of Chartered Secretaries") and The Chartered Governance Institute (formerly known as "The Institute of Chartered Secretaries and Administrators") in the United Kingdom.

### 聯席公司秘書

**毛超聖先生**，45歲，為本公司的聯席公司秘書。毛先生及管理與學校運營相關的行政事宜及人力資源方面擁有超過20年的經驗，並自2004年8月起一直於本集團任職，其目前擔任本集團行政部及人力資源部主管。

**伍秀薇女士**於2021年12月31日獲委任為本公司的聯席公司秘書。伍女士現任達盟香港有限公司(其為公司秘書服務供應商)董事及上市服務部主管，負責向上市公司客戶提供公司秘書及合規服務。彼於公司秘書領域擁有超過20年經驗及在處理上市公司的企業管治、監管及合規事務方面擁有豐富知識及經驗。彼為特許秘書、特許管治專業人員，以及香港公司治理公會(前稱「香港特許秘書公會」)及英國特許管治公會(前稱「英國特許秘書及行政人員公會」)資深會員。

# Corporate Governance Report 企業管治報告

## CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles of the code provisions set out in the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). For the year ended 31 December 2024, the Company has complied with all the code provisions set out in the CG Code.

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

## BOARD OF DIRECTORS

### ROLES AND RESPONSIBILITIES

The Board assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising the Company’s affairs. It should act in the best interests of the Company and its Shareholders at all times. The Board sets strategies for the Company and monitors the performance and activities of the senior management.

The executive Directors are responsible for the day-to-day operations of the Company whereas the independent non-executive Directors are responsible for ensuring a high standard of financial and management reporting to the Board and Shareholders as well as to provide a balanced composition in the Board so that there is a strong independent element on the Board.

## 企業管治常規

本公司已採納聯交所證券上市規則(「**上市規則**」)附錄C1所載《企業管治守則》(「**企業管治守則**」)所載守則條文原則。截至2024年12月31日止年度，本公司已遵守企業管治守則之所有守則條文。

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

## 董事會

### 職務及職責

董事會肩負領導及監控本公司的責任，並共同負責指導及監督本公司的事宜，推動本公司的成功。董事會應於任何時候以本公司及其股東的最佳利益行事。董事會制定本公司的策略，並監控高級管理層的表現及活動。

執行董事負責本公司的日常營運，而獨立非執行董事負責確保向董事會及股東作出高標準之財務及管理報告，以及平衡董事會架構，使董事會具有高度獨立元素。

# Corporate Governance Report 企業管治報告

## BOARD COMPOSITION

The Directors during the year ended 31 December 2024 and up to the date of this report were:

### Executive Directors

Mr. Wu Wei (*Chairman*)

Mr. Xiao Guoqing (*Deputy chairman*)

### Non-executive Directors

Mr. Wu Junbao

Mr. Lu Zhen

### Independent Non-executive Directors

Mr. Hung Ka Hai, Clement

Dr. Zhu Guobin

Dr. Zang Yunzhi

The composition of the Board is reviewed regularly to ensure that it has a good balance of expertise, skills and experience, which can meet the requirements of the business of the Group. The Directors' biographical information is set out on pages 44 to 49 in this annual report.

There is a clear division of responsibilities between the Board and the management. The Board is responsible for providing high-level guidance and effective oversight of the management while day-to-day management of the Group is delegated to the management team of each respective subsidiary. Generally speaking, the Board is responsible for:

- Formulating the Group's long-term strategy and monitoring the implementation thereof;
- Approval of dividends;
- Reviewing and approving the interim and annual reports;
- Ensuring good corporate governance system that integrates environment, social and governance aspects and compliance;
- Monitoring the performance of the management;
- Reviewing and approving any material acquisition and disposal of assets and other material transactions.

## RELATIONSHIP BETWEEN THE BOARD MEMBERS

Except for Mr. Wu Wei, Mr. Xiao Guoqing and Mr. Wu Junbao, who are cousins of each other, to the best knowledge of the Directors, there is no financial, business, family or other material/relevant relationship among the other Directors. All of them are free to exercise their independent judgments.

## 董事會架構

於截至2024年12月31日止年度及直至本報告日期的董事為：

### 執行董事

吳偉先生(主席)

肖國慶先生(副主席)

### 非執行董事

吳俊保先生

陸真先生

### 獨立非執行董事

洪嘉禧先生

朱國斌博士

臧蘊智博士

董事會定期檢討其成員架構，務求平衡各方的專業知識、技術及資歷，以符合本集團的業務要求。董事履歷資料載列於本年報第44至49頁。

董事會與管理層職責具清晰劃分。董事會負責提供管理層高層次的指引及有效的監督，而本集團日常管理則轉授予各附屬公司管理層團隊。一般而言，董事會負責：

- 制訂本集團長遠策略及監督有關策略之實施；
- 批准股息；
- 審閱及批准中期報告及年報；
- 確保良好的融入環境、社會及管治的企業管治體系及遵守法規；
- 監督管理層之表現；
- 審閱及批准任何重大的資產收購及出售及其他重大交易。

## 董事會成員間之關係

除吳偉先生、肖國慶先生及吳俊保先生互為堂兄弟外，據董事所知悉，其他董事之間概無任何財務、業務及親屬或其他重大／相關關係。所有董事均可自由作出獨立判斷。

# Corporate Governance Report 企業管治報告

## DIRECTORS' ATTENDANCE AND TIME COMMITMENT

The Board authorises the management to carry out the strategy that have been approved. During the year under review, four Board meetings were held and the principal business transacted including but not limited to approving interim results and report, as well as assessing business development and business performance. The attendance record of each Director at the Board meetings, Board committees meetings and general meeting for the year ended 31 December 2024 is set out as follows:

## 董事之出席情況及時間投入

董事會授權管理層履行已批准的策略。於回顧年度內，董事會共召開四次會議，已處理之主要事項包括但不限於批准中期業績和報告，以及評估業務發展和表現。各董事於截至2024年12月31日止年度之董事會、董事會委員會會議及股東大會出席情況如下：

Board Members	董事會成員	Number of Meeting Attended/Eligible Attended				
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	General <sup>(1)</sup> Meeting 股東大會 <sup>(1)</sup>
Mr. Wu Wei	吳偉先生	4/4	N/A 不適用	N/A 不適用	1/1	1/1
Mr. Xiao Guoqing	肖國慶先生	4/4	N/A 不適用	1/1	N/A 不適用	1/1
Mr. Wu Junbao	吳俊保先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Lu Zhen	陸真先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Hung Ka Hai, Clement	洪嘉禧先生	3/4	3/3	1/1	1/1	1/1
Dr. Zhu Guobin	朱國斌博士	4/4	3/3	1/1	1/1	1/1
Dr. Zang Yunzhi	臧蘊智博士	4/4	3/3	N/A 不適用	N/A 不適用	1/1

All Directors have access to the joint company secretaries who are responsible for ensuring that the Board procedures are complied and all applicable rules and regulations are followed.

所有董事均可與聯席公司秘書保持聯繫，而聯席公司秘書負責確保董事會之運作符合程序及遵守所有適用規則及規例。

Apart from the regular Board meetings, the chairman of the Board also held a meeting with independent non-executive Directors without the presence of other Directors.

除董事會定期會議外，董事會主席亦與獨立非執行董事舉行了一次沒有其他董事出席的會議。

Note:

附註：

(1) Mr. Lu Zhen attended the annual general meeting held on 7 June 2024 by way of teleconference.

(1) 陸真先生以電話會議方式出席於2024年6月7日舉行的股東週年大會。

# Corporate Governance Report 企業管治報告

The Board ensures that its members are supplied, in a timely manner, with all necessary information in a form and of a quality appropriate to enable the Board to discharge its duties.

The minutes of Board meetings recorded all the details of the matters considered by the Board and the decisions reached, including any concerns raised by Directors or dissenting views expressed. Minutes of Board meetings are kept by the joint company secretaries and are available for inspection by any Director.

## A. Chairman of the Board and Chief Executive Officer

Pursuant to the CG Code, the role of the chairman of the Board and chief executive officer should be separate and should not be performed by the same individual. Mr. Wu Wei, the chairman of the Board, provides leadership to the Board in terms of establishing policies and business directions, and in charge of the overall management and strategic development of the Group. The Company has no chief executive officer and the daily operation and management of the Group has been carried out by a group of experienced management team members.

## B. Non-executive Directors

Each of the non-executive Directors has a term of appointment of three years commencing from the listing date (i.e. 12 June 2019) of the Company and each of the independent non-executive Directors has a term of one year commencing from the listing date of the Company or his date of appointment. Their respective contracts will be renewed automatically upon expiry.

During the year under review, the Company had three independent non-executive Directors and complied with Rule 3.10A of the Listing Rules. Among them, Mr. Hung Ka Hai, Clement has appropriate professional qualifications and experience in financial matters in compliance with Rules 3.10(1) and 3.10(2) of the Listing Rules.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of their independence. The Company confirms all the independent non-executive Directors to be independent pursuant to Rule 3.13 of the Listing Rules.

董事會確保其成員及時獲提供所有具適當形式及質量之必要資料，以便董事會履行其職責。

董事會會議記錄對董事會所審議之事項及達致之決定均有詳盡記錄，包括由董事提出之任何關注或表達之異議。董事會會議記錄由聯席公司秘書保管，可供任何董事查閱。

## A. 董事會主席和首席執行官

根據企業管治守則，董事會主席和首席執行官的角色應有區分，並不應由一人同時兼任。董事會主席吳偉先生為制定本集團政策及業務方向領導董事會，並負責本集團的整體管理及戰略發展。本公司並無首席執行官且本集團的日常營運及管理一直由一組富有經驗的管理層團隊成員進行。

## B. 非執行董事

各非執行董事的任期自本公司上市日期(即2019年6月12日)起為期三年及各獨立非執行董事的任期自本公司上市日期起或自其獲委任日期起為期一年，彼等各自的合約期滿後將自動續期。

於回顧年度內，本公司有三名獨立非執行董事，符合上市規則第3.10A條之規定。其中洪嘉禧先生在財務事宜方面擁有合適之專業資格及經驗，符合上市規則第3.10(1)條及第3.10(2)條之規定。

本公司已接獲各獨立非執行董事發出彼等之年度獨立性確認書。根據上市規則第3.13條，本公司確認全體獨立非執行董事均具備獨立性。

# Corporate Governance Report 企業管治報告

## C. Appointment, Re-election and Removal of Directors

All the Directors are appointed for a specific term and subject to retirement by rotation and re-election at annual general meeting. Pursuant to the articles of association of the Company (the “**Articles of Association**”) and CG Code, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office and be eligible for re-election at each annual general meeting, provided that every Director is subject to retirement by rotation at least once every three years. In addition, any new Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting and be subject to re-election.

Pursuant to Article 84 of the Articles of Association, Mr. Wu Wei, Mr. Wu Junbao and Dr. Zang Yunzhi will be subject to re-election at the forthcoming annual general meeting.

## D. Responsibilities of Directors and Company Secretary

All Directors fully appreciate their role and duties as Directors of the Company.

New Director will be given an introduction to the Group’s major business activities, induction into their responsibilities and duties, and other regulatory requirements.

Mr. Mao Chaosheng, the joint company secretary, is responsible for advising the Board on corporate governance matters and ensuring that Board policy and procedures, and applicable laws, rules and regulations are followed.

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company also engages Ms. Ng Sau Mei, a director and head of the Listing Services Department of TMF Hong Kong Limited, as the joint company secretary to assist Mr. Mao in discharging the duties of a company secretary of the Company. Ms. Ng’s primary contact person at the Company is Mr. Mao Chaosheng, the joint company secretary of the Company.

## C. 委任、重選和罷免董事

全體董事均按特定年期獲委任並須於股東週年大會上輪席退任及重選連任。根據本公司組織章程細則（「**組織章程細則**」）及企業管治守則，當時三分之一董事（若人數並非三名或三的倍數，則以最接近但不少於三分之一的人數為準）須於每次股東週年大會上退任並合資格重選連任，惟每名董事須至少每三年輪席退任一次。此外，獲委任填補臨時空缺或加入董事會的任何新董事須一直擔任該職務直至下屆股東週年大會為止，並須重選連任。

根據組織章程細則第84條，吳偉先生、吳俊保先生及臧韞智博士須於應屆股東週年大會重選連任。

## D. 董事及公司秘書責任

所有董事均充分了解彼等作為本公司董事之角色及職責。

新任董事於入職時，將獲簡介本集團之主要業務活動、彼等之責任及職責以及其他監管要求。

聯席公司秘書毛超聖先生負責就企業管治事宜向董事會提供意見，確保遵守董事會政策及程序、適用法律、規例及法規。

為維持良好企業管治及確保遵守上市規則及適用香港法例，本公司亦委聘達盟香港有限公司之董事兼上市服務部主管伍秀薇女士擔任聯席公司秘書，協助毛先生履行本公司之公司秘書職責。伍女士於本公司之主要聯繫人為本公司之聯席公司秘書毛超聖先生。



# Corporate Governance Report 企業管治報告

The joint company secretaries are also responsible for keeping all Directors updated on the Listing Rules and other relevant regulatory requirements.

## E. Directors' and Officers' Liability

Appropriate insurance cover on Directors' and officers' liabilities has been provided by the Company to cover potential legal actions against Directors and officers.

## F. Training and Support for Directors and Joint Company Secretaries

Each newly appointed Director has received comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

There are also arrangements in place for providing continuing briefing and professional development to Directors at the Company's expenses whenever necessary.

The Company provides regular updates relating to the Group's business and the legislative and regulatory environments in which the Group conducts its business to the Directors.

The Directors are committed to complying with the CG Code. All Directors have participated in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant for the year ended 31 December 2024. The Company will arrange internally facilitated briefings for Directors and reading materials on relevant topics will be issued to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 December 2024, the Company has provided reading materials on corporate governance matters and update on the Listing Rules to all Directors for their reference and studying. Besides, all the Directors has also read online training/briefing on regulatory development, directors' duties or other relevant topics. Record of training of each Director for the year ended 31 December 2024 were kept by the Company.

聯席公司秘書亦負責向全體董事發放上市規則及其他相關監管要求之最新資料。

## E. 董事及高級職員之責任

本公司已就對董事及高級職員作出潛在性之法律行動，為董事及高級職員之責任提供適當的保險保障。

## F. 董事及聯席公司秘書之培訓及支持

各新任董事已於首次獲委任時接受全面、正式及為彼而設之就職指引，確保董事對本集團業務及營運有恰當了解，並完全明白彼於上市規則及相關監管規定項下之責任及義務。

如有需要，董事亦獲安排提供持續簡報及專業發展，費用由本公司承擔。

本公司定期向董事提供有關本集團業務以及本集團經營業務所在地的法規及監管環境之最新資料。

董事承諾遵守企業管治守則。截至2024年12月31日止年度，全體董事均已參與發展及更新彼等知識及技能之持續專業發展，以確保繼續在具備全面資訊及切合所需的情況下向董事會作出貢獻。本公司將會於適當時為董事安排內部簡報，並就有關主題刊發閱讀材料。本公司鼓勵所有董事參加相關培訓課程，費用由本公司支付。

截至2024年12月31日止年度，本公司已向全體董事提供有關企業管治事宜的閱讀材料及上市規則之最新資料，以供彼等參考及細閱。此外，所有董事亦閱讀網上有關監管變動、董事責任或其他相關題材的培訓／簡報會。本公司已保存截至2024年12月31日止年度各董事的培訓記錄。

# Corporate Governance Report 企業管治報告

The individual training record of each Director received for the year ended 31 December 2024 is summarised as below:

各董事於截至2024年12月31日止年度所接受培訓之個別記錄概述如下：

## Participation in Continuous Professional Development Programme in 2024

## 於2024年參與持續專業發展計劃

Directors		Reading regulatory updates	Reading online training/briefing on regulatory development, directors' duties or other relevant topics
董事		閱讀監管規定的更新資料	閱讀網上有關監管變動、董事責任或其他相關題材的培訓／簡報會
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Wu Wei ( <i>Chairman</i> )	吳偉先生(主席)	✓	✓
Mr. Xiao Guoqing ( <i>Deputy Chairman</i> )	肖國慶先生(副主席)	✓	✓
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Mr. Wu Junbao	吳俊保先生	✓	✓
Mr. Lu Zhen	陸真先生	✓	✓
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Hung Ka Hai, Clement	洪嘉禧先生	✓	✓
Dr. Zhu Guobin	朱國斌博士	✓	✓
Dr. Zang Yunzhi	臧蘊智博士	✓	✓

During the year under review, Mr. Mao Chaosheng and Ms. Ng Sau Mei, the joint company secretaries of the Company, took not less than 15 hours of professional training to update their skills and knowledge in compliance with Rule 3.29 of the Listing Rules.

於回顧年度內，本公司聯席公司秘書毛超聖先生及伍秀薇女士曾參加不少於15個小時的專業培訓，提升其技能及知識，並符合上市規則第3.29條的規定。

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## G. Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as the Group’s code of conduct to regulate the securities transactions of the Directors and the relevant employees. Having made specific enquiries, all Directors confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2024.

## H. Board Committees

As an integral part of sound corporate governance, the Board has established the following committees whose authorities and functions, compositions and duties are set out below:

### (1) Audit Committee

The audit committee of the Company (“**Audit Committee**”) has been established with specific written terms of reference. The terms of reference of the Audit Committee (which were available on the websites of the Stock Exchange and the Company) have included those specific duties as set out in the CG Code, with appropriate modifications when necessary. Pursuant to its terms of reference, the Audit Committee is required, amongst other things, to consider and recommend to the Board the appointment, re-appointment and removal of the external auditors and to approve their remuneration, to review the interim and annual financial statements, to review the Group’s financial controls, internal controls and risk management system including the adequacy of resources, qualification and experience of staff of the accounting and financial reporting function and their training programmes and budget, and to consider any findings of major investigation of internal control matters as delegated by the Board or on its own initiative and management’s response. The Audit Committee should meet at least twice each year and when the need arises.

## G. 董事之證券交易

本公司已採納上市規則附錄C3所載之上市發行人董事進行證券交易之標準守則(「**標準守則**」)作為本集團規管董事及相關僱員進行證券交易的行為守則。經向全體董事作出具體查詢後確認，彼等於截至2024年12月31日止年度期間一直遵守標準守則所載的規定標準。

## H. 董事委員會

作為良好企業管治不可分割之部份，董事會已設立下列委員會，其權限、職能、組成及職責載列如下：

### (1) 審核委員會

本公司審核委員會(「**審核委員會**」)已成立，並訂有特定書面職權範圍。審核委員會之職權範圍(可於聯交所及本公司網站查閱)包括企業管治守則所載之特定職責，並於需要時作出適當修訂。根據其職權範圍，審核委員會須(其中包括)審議並向董事會建議委任、重新委任及解聘外聘核數師並批准其薪酬、審閱中期及年度財務報表、審查本集團財務監控、內部監控與風險管理系統，包括在會計及財務匯報職能方面的資源、僱員資歷及經驗是否足夠，以及僱員所接受的培訓課程及有關預算又是否充足，以及審議由董事會委派或其自行發起對內部監控事宜進行重大調查之結果以及管理層作出之反應。審核委員會應每年最少召開兩次會議以及於有需要時舉行會議。

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During the year ended 31 December 2024, the Audit Committee comprised three independent non-executive Directors, namely Mr. Hung Ka Hai, Clement as the chairman of the Audit Committee and Dr. Zhu Guobin, Dr. Zang Yunzhi as the members of the Audit Committee, in compliance with Rule 3.21 of the Listing Rules.

For the year ended 31 December 2024, three meetings of Audit Committee were held to review the annual results for the year ended 31 December 2023, the interim results for the six months ended 30 June 2024, the risk management and internal control systems, the effectiveness of the Company's internal audit function, and perform its other duties under its terms of reference.

The Audit Committee has reviewed the Group's consolidated financial statements for the year ended 31 December 2024 and has also discussed the internal control, the accounting principles and practices adopted by the Group. The Audit Committee is of the opinion that the consolidated financial statements have been prepared in accordance with the applicable accounting standard, the Listing Rules and the statutory requirements and that adequate disclosures have been made in this annual report.

## (2) Remuneration Committee

The remuneration committee of the Company ("**Remuneration Committee**") has been established with specific written terms of reference. The terms of reference of the Remuneration Committee (which were available on the websites of the Stock Exchange and the Company) have included the duties which are set out in the CG Code, with appropriate modifications when necessary.

於截至2024年12月31日止年度內，審核委員會包括三名獨立非執行董事，即洪嘉禧先生(審核委員會主席)以及朱國斌博士及臧蘊智博士，均為審核委員會成員，且符合上市規則第3.21條之規定。

截至2024年12月31日止年度，審核委員會共舉行三次會議，審閱截至2023年12月31日止年度的年度業績、截至2024年6月30日止六個月的中期業績、風險管理及內部控制系統、本公司內部審核職能的成效並履行其職權範圍內的其他職責。

審核委員會已審閱本集團截至2024年12月31日止年度之綜合財務報表，亦已討論內部監控事宜、本集團所採納之會計原則及慣例。審核委員會認為，有關綜合財務報表乃按適用會計準則、上市規則及法定規定編製，並已於本年報內作出充足披露。

## (2) 薪酬委員會

本公司薪酬委員會(「**薪酬委員會**」)已成立，並訂有特定書面職權範圍。薪酬委員會之職權範圍(可於聯交所及本公司網站查閱)包括企業管治守則所載之職責，並於需要時作出適當修訂。

Pursuant to its terms of reference, the Remuneration Committee is required, amongst other things, (i) to determine, with delegated responsibility from the Board, the remuneration packages of individual executive Directors and senior management; (ii) to make recommendations to the Board on the remuneration of non-executive Directors; (iii) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time; (iv) to review and approve the compensation payable to the executive Directors, non-executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company; (v) to ensure that no Director is involved in deciding his/her own remuneration; and (vi) to review and approve matters relating to share schemes under Chapter 17 of the Listing Rules. The Remuneration Committee should meet at least once a year and when the need arises.

The Board has adopted the Director and Employee Remuneration Policy which sets out the general principles which guide the Group to deal with the remuneration matters. As a general principle, a fair market level of remuneration will be provided to retain and motivate high quality Directors, senior management and employees, and attract experienced people of high calibre to oversee the business and development of the Group. Executive Directors' and non-executive Directors' remuneration packages shall comprise fixed and variable components linking to individual and the Group's performance and comparable to other companies similar to the Group. As for independent non-executive Directors, only fixed Directors' fee shall be paid and be set at an appropriate level by reference to the relevant time commitment and the size and complexity of the Group and benchmarked against a peer group.

根據其職權範圍，薪酬委員會須(其中包括)，(i)擁有既授董事會職責以釐定個別的執行董事及高級管理層之薪酬福利；(ii)就非執行董事的薪酬向董事會提出建議；(iii)參考不時由董事會議決之企業方針及目標審議和批准以表現為基礎的薪酬；(iv)審議和批准應付執行董事、非執行董事及高級管理層有關彼等喪失或終止職位或委任之賠償以確保該等賠償乃根據相關合約條款而釐定且對本公司而言屬公平而非過度；(v)確保並無董事參與釐定其本身之薪酬；及(vi)審閱及批准上市規則第十七章所述有關股份計劃的事宜。薪酬委員會應每年最少召開一次會議以及於有需要時召開會議。

董事會已採納董事及僱員薪酬政策以載列一般原則作為指導本集團在處理薪酬事宜上的方向。作為一般原則，本集團提供合適薪酬水平，以挽留及鼓勵有能力的董事、高層管理人員及僱員，並吸引具經驗之高質素人才，監督本集團之業務及發展。執行董事及非執行董事之薪酬待遇包括固定部分及與個人和本集團業績掛鈎的浮動部分，並參照與本集團可供比較的其他公司之薪酬待遇。就獨立非執行董事而言，僅支付固定董事袍金，並參考彼等付出的時間及本集團的規模和複雜程度，並以同業為基準釐定適當之水平。

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During the year under review, the Remuneration Committee comprised an independent non-executive Director of the Company, namely Dr. Zhu Guobin, as the chairman of the Remuneration Committee, an executive Director of the Company, namely Mr. Xiao Guoqing and an independent non-executive Director of the Company namely, Mr. Hung Ka Hai, Clement as the members of the Remuneration Committee in compliance with the Rule 3.25 of the Listing Rules.

For the year ended 31 December 2024, one meeting of Remuneration Committee was held. During the meeting, the Remuneration Committee reviewed the performance-based remuneration and the compensation payable to the executive Directors and assessed performance of executive Directors.

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

None of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

The biographies of members of the senior management team at the date of this annual report are disclosed in the section headed “Directors’ and Senior Management’s Biographical Information” in this annual report. Pursuant to the CG Code, the emoluments of the senior management (excluding Directors) for the year ended 31 December 2024 are within the following bands:

於回顧年度內，薪酬委員會包括本公司獨立非執行董事朱國斌博士（薪酬委員會主席）、本公司執行董事肖國慶先生及本公司獨立非執行董事洪嘉禧先生，均為薪酬委員會成員，符合上市規則第3.25條之規定。

截至2024年12月31日止年度，薪酬委員會共舉行一次會議。於會議上，薪酬委員會檢討以表現為基礎的薪酬及應付執行董事之賠償及評估執行董事之表現。

董事及五名最高薪酬人士之薪酬詳情載於綜合財務報表附註12。

概無董事放棄或同意放棄任何酬金，本集團亦無向任何董事支付任何酬金作為加入本集團或加入本集團時的獎勵或作為離職補償。

於本年報日期的高級管理層成員的履歷於本年報「董事及高級管理層的履歷資料」一節內披露。根據企業管治守則，截至2024年12月31日止年度支付予高級管理層（不包括董事）的薪酬介乎以下範圍：

		Number of individuals 人數	
		2024 2024年	2023 2023年
Nil to HK\$1,000,000	零至1,000,000港元	-	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	1

## (3) Nomination Committees

The nomination committee of the Company (“**Nomination Committee**”) has been established with specific written terms of reference. The terms of reference of the Nomination Committee (which were available on the websites of the Stock Exchange and the Company) have included the duties which are set out in the CG Code, with appropriate modifications when necessary.

The duties of the Nomination Committee are mainly to (i) review the structure, size, composition and diversity of the Board at least annually and make recommendations on any proposed changes to the Board; (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board; (iii) assess the independence of independent non-executive directors; (iv) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors; (v) formulate a policy concerning diversity of members of the Board (the “**Board Diversity Policy**”), as appropriate; and (vi) to review the measurable objectives that the Board has set for implementing the Board Diversity Policy and the progress on achieving the objectives.

The Board has adopted a nomination policy (the “**Nomination Policy**”) which sets out the selection criteria and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors of the Company. The objective of the Nomination Policy is to assist the Nomination Committee in fulfilling its duties and responsibilities as provided in its terms of reference. The Nomination Committee shall consider any and all candidates recommended as nominees for Directors to the Nomination Committee by any Directors or Shareholders of the Company in accordance with the Articles of Association. The Nomination Committee will take into consideration a candidate’s qualification, experience, expertise

## (3) 提名委員會

本公司提名委員會（「**提名委員會**」）已成立，並訂有特定書面職權範圍。提名委員會之職權範圍（可於聯交所及本公司網站查閱）包括企業管治守則所載之職責，並於需要時作出適當修訂。

提名委員會的職務主要為(i)至少每年檢討董事會的架構、人數、組成及多元化並就擬對董事會作出的變動提出建議；(ii)物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；(iii)評核獨立非執行董事的獨立性；(iv)就董事委任或重新委任以及董事繼任計劃向董事會提出建議；(v)在適當情況下，制定關於董事會成員多元化的政策（「**董事會多元化政策**」）；及(vi)檢討董事會為執行董事會多元化政策而制定的可計量目標和達標進度。

董事會已經採納提名政策（「**提名政策**」）以規定提名候選人被任命或重新任命為本公司董事的選擇標準和評估程式。提名政策的目的是協助提名委員會履行其職權範圍中規定的職責和責任。提名委員會應根據組織章程細則，考慮本公司任何董事或股東向提名委員會推薦的任何及所有董事候選人。提名委員會於向董事會就董事之最終委任作出推薦前，將考慮候選人之資歷、經驗、專長及知識、本公司之適用規定以及

and knowledge, the requirements applicable to the Company and the structure and composition of the Board, identify, review and nominate with diligence and care candidates suitably qualified as Board members before making recommendations to the Board for their final appointment. The Nomination Committee may also undertake its own search process for candidates and may retain the services of professional search firms or other third parties to assist in identifying and evaluating potential nominees. The Nomination Committee shall endeavour to find individuals of high integrity who possess the qualifications, qualities, skills, experience and independence (in case of independent non-executive Directors) to effectively represent the best interests of all Shareholders. Candidates will be selected for their ability to exercise good judgment, and to provide practical insights and diverse perspectives. The Nomination Committee may use any process it deems appropriate for the purpose of evaluating candidates including personal interviews, background checks, written submission by the candidates and third party references. As far as practicable, nominees for each election or appointment of Directors shall be evaluated using a substantially similar process. The Nomination Committee shall review the Nomination Policy from time to time.

During the year under review, the Nomination Committee comprised the chairman of the Board and executive Director of the Company, namely Mr. Wu Wei, as the chairman of the Nomination Committee and the independent non-executive Directors of the Company namely, Dr. Zhu Guobin and Mr. Hung Ka Hai, Clement, as the members of the Nomination Committee in compliance with Rule 3.27A of the Listing Rules.

For the year ended 31 December 2024, one meeting of Nomination Committee was held.

董事會之架構及組成，審慎識別、審閱及提名具備合適資格可擔任董事會成員之候選人。提名委員會也可自行尋找候選人，並可聘請專業的獵頭公司或其他第三方提供服務，協助確定和評估潛在的被提名人。提名委員會應努力尋找具有高度誠信的個人，彼等應具備有效代表所有股東最佳利益的資格、素質、技能、經驗和獨立性（如果是獨立非執行董事）。候選人將根據其良好的判斷能力，以及提供實用的見解和不同的觀點進行挑選。提名委員會可使用其認為合適的任何程式來評估候選人，包括個人面試、背景調查、候選人提交的書面材料和第三方推薦。在實際可行的情況下，每次選舉或任命董事的被提名人都應採用基本相似的程式進行評估。提名委員會應不時地審查提名政策。

於回顧年度內，提名委員會包括本公司董事會主席兼執行董事吳偉先生（提名委員會主席）及本公司的獨立非執行董事，即朱國斌博士及洪嘉禧先生，均為提名委員會成員且符合上市規則第3.27A條之規定。

截至2024年12月31日止年度，提名委員會舉行一次會議。



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## BOARD DIVERSITY POLICY

The Company has adopted the Board Diversity Policy with a view to achieving a sustainable and balanced development of the Group. The Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.

In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

### Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

### Monitoring and Reporting

The Nomination Committee will review the Board's composition under diversified perspectives and monitor the implementation of the Board Diversity Policy annually. During the year under review, the Nomination Committee has reviewed the Board's composition (including the gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) which has been disclosed on pages 44 to 49 in this annual report and considered the current Board's composition is appropriate.

As at the date of this report, the Board consisted of both male and female Directors, the Board is of the opinion that board diversity (including gender diversity) has been achieved. The Board will continue to maintain board diversity and ensure the effectiveness of the Board Diversity Policy.

## 董事會多元化政策

為達致本集團可持續及均衡發展，本公司已採納董事會多元化政策。本公司視董事會層面日益多元化為支持其達到策略目標及維持可持續發展的關鍵元素。

在設定董事會成員組合時，會從多個方面考慮董事會多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會多元化的裨益。

### 可計量目標

甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻而作決定。

### 監察及匯報

提名委員會將每年檢討董事會在多元化層面之組成，並監察董事會多元化政策之執行。於回顧年度內，提名委員會已審閱在本年報的第44頁至第49頁內披露的董事會之組成(包括性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期)，並認為現時的董事會組成是恰當的。

於本報告日期，董事會包括男性及女性董事，董事會認為董事會多元化(包括性別多元化)已經達成。董事會將繼續保持並確保董事會多元化政策的有效性。

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## WORKFORCE DIVERSITY

Diversity is well supported in our corporate culture. Our employment practice complies with applicable laws and regulations and does not discriminate on the grounds of ethnicity, race, age, gender, marital status and religious belief. The gender ratio in the workforce remains balanced for the year ended 31 December 2024, which is close to 1:1. The Group has adopted a written human resources policy to govern the recruitment and diversity of workforce. Opportunities for employment, training and career development are equally opened to all eligible employees without discrimination. The Group will continue the mechanism to maintain the gender diversity in workforce. Further details of gender ratio has been disclosed in the Environmental, Social and Governance Report.

## CORPORATE GOVERNANCE

The Company is dedicated to maintaining a high standard of corporate governance and the Board is responsible for performing the corporate governance duties as stipulated in the Listing Rules.

During the year under review, the Board had developed and reviewed the Company's policies and practices on corporate governance and review the compliance with the CG Code and disclosure in the Corporate Governance Report.

## BOARD'S INDEPENDENCE

The Company has established the following mechanisms in accordance with B.1.4 of the CG Code to ensure independent views and input are available to the Board:

### (i) Composition of the Board and Board Committees

- The Board endeavours to ensure the appointment of at least three and at least one-third of its members being independent non-executive Directors (or such higher threshold as may be required by the Listing Rules from time to time).
- Apart from complying with the requirements prescribed by the Listing Rules as to the composition of certain Board committees, independent non-executive Directors will be appointed to other Board committees as far as practicable to ensure independent views are available.

## 員工多元化

多元化在我們的企業文化中得到有力支持。我們的僱傭慣例符合適用法律法規，不存在基於民族、種族、年齡、性別、婚姻狀況以及宗教信仰的歧視。截至2024年12月31日止年度，僱員性別比例保持平衡，比例接近1：1。本集團已採用書面人力資源政策以管理員工招聘及多元化。所有合資格僱員均享有平等的僱傭、培訓及職業發展的機會，並無歧視。本集團將繼續保持僱員性別多元化機制。有關性別比例的進一步詳情已於環境、社會及管治報告中披露。

## 企業管治

本公司致力於維持高標準之企業管治，而董事會則負責履行上市規則所規定之企業管治職責。

於回顧年度內，董事會已制定及檢討本公司有關企業管治之政策及實務，並審閱遵守企業管治守則之情況及企業管治報告之披露。

## 董事會獨立性

本公司已根據企業管治守則第B.1.4條制定以下機制，以確保董事會可獲得獨立的觀點和意見：

### (i) 董事會組成及董事委員會

- 董事會致力確保委任最少三名獨立非執行董事及當中最少三分之一成員為獨立非執行董事（或上市規則不時規定的更高人數下限）。
- 除遵守上市規則對若干董事委員會組成的規定外，本公司亦盡可能委任獨立非執行董事加入其他董事委員會，以確保取得獨立觀點。

## (ii) Independence Assessment

- The Nomination Committee must strictly adhere to the Nomination Policy and the independence assessment criteria as set out in the Listing Rules with regard to the nomination and appointment of independent non-executive Directors.
- Each independent non-executive Director is also required to inform the Company and the Stock Exchange as soon as practicable if there is any change in his/her own personal particulars that may materially affect his/her independence.
- The Nomination Committee is mandated to assess annually the independence of all independent non-executive Directors by reference to the independence criteria as set out in the Listing Rules to ensure that they can continually exercise independent judgement.

## (iii) Compensation

- No equity-based remuneration (e.g. share options or grants) with performance related elements will be granted to independent non-executive Directors as this may lead to bias in their decision making and compromise their objectivity and independence.

## (iv) Board Decision Making

- Directors are entitled to seek further information and documentation from the management on the matters to be discussed at Board meetings. They can also seek assistance from the joint company secretary of the Company and, where necessary, independent advice from external professional advisers at the Company's expense.
- Directors shall not vote or be counted in the quorum on any board resolution approving any contract or arrangement in which such Director or any of his/her close associates has a material interest.

## (ii) 獨立性評估

- 提名委員會必須嚴格遵守提名政策及上市規則所載有關提名及委任獨立非執行董事的獨立性評估準則。
- 每名獨立非執行董事亦須在其個人資料有任何變更而可能對其獨立性造成重大影響時，儘快通知本公司及聯交所。
- 提名委員會獲授權按上市規則所載獨立性準則，每年評估所有獨立非執行董事之獨立性，確保彼等能持續作出獨立判斷。

## (iii) 酬金

- 獨立非執行董事並無獲給予帶有績效表現相關元素的股本權益薪酬（例如購股權或贈授股份），因為這類薪酬或會導致其決策偏頗並影響其客觀性和獨立性。

## (iv) 董事會決策

- 董事有權就董事會會議上討論的事項向管理層尋求進一步資料及文件。彼等亦可向本公司之聯席公司秘書尋求協助，及如有需要，可向外部專業顧問尋求獨立意見，費用概由本公司承擔。
- 董事或彼之任何緊密聯繫人於任何合約或安排中擁有重大利益，則該董事不得就批准該合約或安排之任何董事會決議案投票，或不得計入該會議的法定人數。

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- The chairman of the Board shall at least annually hold meetings with the independent non-executive Directors without the presence of other Directors to discuss major issues and any concerns.

The Board will monitor the implementation and effectiveness of the above mechanisms annually to ensure the Board has a balance of skills, independent views and input are available to the Board.

## ACCOUNTABILITY AND AUDIT

### Financial Reporting

The Board acknowledges that it is its responsibility to prepare financial statements of the Company for each financial period which give a true and fair view of the state of affairs of the Company and ensure that financial statements are prepared in accordance with statutory and regulatory requirements and applicable accounting standards. The Board also ensures the timely publication of the financial statements of the Company.

The Board confirms that, to the best of its knowledge and, having made appropriate enquires, it considers that the Company has adequate resources to continue in operational existence for the foreseeable future and has prepared the financial statements on a going concern basis accordingly.

### Risk Management and Internal Controls

For the year ended 31 December 2024, the Board conducted an annual review of the effectiveness of the Group's risk management and internal control systems based on the confirmation made by the senior management and inputs from the Audit Committee. The Board considered that the risk management and internal control systems of the Group, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions, are effective and adequate, and the Company has complied with the risk management and internal control code provisions during the year.

- 董事會主席應至少每年與獨立非執行董事舉行一次沒有其他董事出席的會議，討論重大事項及任何疑慮。

董事會將每年監督上述機制的實施及成效，確保董事會擁有均衡的技能，董事會可以獲得獨立的觀點和意見。

## 問責和核數

### 財務匯報

董事會確認，其有責任就每一財務期間編製真實及公平地反映本公司事務狀況之財務報表，以及確保該等財務報表乃按法定與規管要求及適用會計準則編製。董事會亦須確保適時刊發本公司財務報表。

於作出適當查詢後，董事會確認，就其所知本公司具有充分資源於可見將來繼續維持營運，並已按持續經營準則編製財務報表。

### 風險管理及內部監控

截至2024年12月31日止年度，根據高級管理層作出的確認及來自審核委員會的意見，董事會對本集團風險管理及內部監控系統的有效性進行年度檢討。董事會考慮的範疇包括資源的充足性、員工資歷及經驗、培訓計劃及本集團會計、內部審計及財務報告職能之相關預算，認為年內本集團的風險管理及內部監控系統是有效及充足的，且本公司已遵守風險管理及內部監控守則條文。

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The Board has an overall and ongoing responsibility for the Group's risk management and internal control systems, and reviewing their effectiveness. It is acknowledged that risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material adverse change or damage.

The Board, through its risk oversight role, ensures that the senior management establishes an effective risk management, consistent with the Group's strategy and risk appetite. The senior management establishes risk management policies and internal control processes to identify, evaluate and manage risks. Each subsidiary implements such policies and processes in the daily operations and reports significant risks identified to the senior management regularly. The senior management assesses and evaluates these significant risks reported then allocates sufficient resources to address these risks and monitors the risk management status reported from the relevant subsidiary from time to time. The senior management will communicate the risk management and internal control findings to the Board for its assessment of the effectiveness of the relevant risk management and internal control systems of the Group.

Pursuant to the CG Code, the Company has established an internal audit function which generally carries out the analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems.

The internal audit department of the Group shall review material internal control aspects of the Group, including financial, operational and compliance controls as well as risk management function, duties which include (i) reviewing and reporting on internal and operational controls; (ii) following-up on the suggestions made by external auditors; (iii) ongoing monitoring and reviews on different operating cycles; and (iv) special review of areas of concern identified by senior management. It reports to the Board from time to time, and also reports the findings to the Audit Committee at least twice a year and on ad-hoc basis. The findings are communicated with the senior management and actions are taken to resolve defects as and when identified. No material internal control defects were identified during the year.

董事會對本集團的風險管理及內部監控系統負起全部及持續的責任，並檢討其有效性。茲確認風險管理及內部監控系統乃旨在管理而非消除未能達成業務目標之風險，而且只能就不會有重大不利的變動或損失作出合理而非絕對的保證。

董事會透過其風險監察角色確保高級管理層建立有效之風險管理，並符合本集團之策略及風險取向。高級管理層制訂風險管理政策及內部監控流程，以識別、評估及管理風險。各個子公司會於日常營運中實施該等政策及流程，並定期向高級管理層報告所識別之重大風險。高級管理層會辨識及評估該等已作出報告之重大風險，隨後則分配充足資源以處理該等風險，並監察由相關子公司不時作出報告之風險管理狀況。高級管理層會將風險管理及內部監控的結果傳達給董事會，以供評估本集團相關風險管理及內部監控系統之有效性。

根據企業管治守則，本公司已設立內部審核功能，其普遍是對本集團的風險管理及內部監控系統是否足夠和有效作出分析及獨立評估。

本集團的內部審計部門應檢討本集團的重大內部監控範疇，包括財務、營運及合規監控和風險管理職能，其工作包括(i)對內部及營運監控作出審議及報告；(ii)跟進外聘核數師提供之建議；(iii)對不同營運週期進行持續監控及檢討；及(iv)對高級管理層所識別之關注範圍進行專項審查。其不時向董事會匯報，並每年向審核委員會報告有關結果至少兩次及不時向其作出報告。有關結果乃與高級管理層經溝通後得出，而於識別缺陷後則會採取行動解決。年內並無發現任何重大的內部監控缺陷。

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The Group has a policy for handling and dissemination of inside information including relevant control processes and safeguards. The processes and safeguards are implemented as needed by the relevant department heads and management involved in the handling and dissemination of inside information.

The Group is committed to preventing incidents of bribery, extortion and fraud. The Group has implemented whistleblowing policy and anti-corruption policy for employees, suppliers and other stakeholders who have concerns about any suspected misconduct or malpractice within the Group to raise concerns, in confidence and anonymity. The Audit Committee has overall responsibility for monitoring and reviewing the operation of such policy and any recommendations for action resulting from investigation into complaints. For details, please refer to the section headed “6. Fairness and Impartiality as a Solid Foundation of Regulated Operations” in our Environmental, Social and Governance Report.

## External Auditor

The Directors are responsible for preparing the financial statements for the financial year ended 31 December 2024 to reflect a true and fair view of the Company’s and the Group’s financial position and financial performance and cash flows for the year.

In preparing the financial statements for the year ended 31 December 2024, the generally accepted accounting principles in Hong Kong, HKFRSs and Hong Kong Accounting Standards are adopted, with consistent use of appropriate accounting policies, for making reasonable and prudent judgments and estimates. The financial statements for the year ended 31 December 2024 were prepared on a going concern basis.

The reporting responsibilities of the auditor are set out in the Independent Auditor’s Report in this annual report.

For the year ended 31 December 2024 and up to the date of this report, the external auditor of the Group is Messrs. Deloitte Touche Tohmatsu. Fees of auditing services and non-auditing services provided by Messrs. Deloitte Touche Tohmatsu and its member firms of the same international network for the year ended 31 December 2024 were approximately RMB4.2 million and RMB0.3 million respectively.

本集團設有處理及發放內幕消息之政策，當中包括相關監控流程及保障措施。參與處理及發放內幕消息之相關部門主管及管理層會於有需要時實施有關流程及保障措施。

本集團致力於防止賄賂、敲詐及欺詐事件的發生。本集團已經實施了舉報政策和反腐敗政策，讓那些對本集團內任何可疑的不當行為或舞弊行為有疑慮的員工、供應商和其他利益相關者可以在保密和匿名的情況下提出投訴。審核委員會全面負責監督和審查該政策的運作以及調查投訴後提出的任何行動建議。詳情請參閱我們在《環境、社會及管治報告》中的「6. 公平公正，規範運營夯實根基」一節。

## 外聘核數師

董事負責編製截至2024年12月31日止財政年度的財務報表，以真實公平反映本公司和本集團的財務狀況及該年度的財務表現與現金流。

編製截至2024年12月31日止年度的財務報表時，已採納香港一般公認的會計原則，香港財務報告準則及香港會計準則，並貫徹運用合適的會計政策，作出合理審慎的判斷及估計。截至2024年12月31日止年度的財務報表乃按持續經營基準編製。

核數師之報告職責已載於本年報之獨立核數師報告。

截至2024年12月31日止年度及截至本報告日期，本集團外聘核數師為德勤•關黃陳方會計師行。截至2024年12月31日止年度，德勤•關黃陳方會計師行及其同一國際網絡下的成員機構提供審核與非審核服務之費用分別為約人民幣4.2百萬元及人民幣0.3百萬元。

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For the year ended 31 December 2024 and up to the date of this report, Messrs. Deloitte Touche Tohmatsu and its member firms of the same international network provided non-audit services mainly on interim review, taxation services and other reporting services. These non-audit services are engaged only as they are more effective or economical than those available from other service providers and will not constitute adverse impact on the independence of the external auditor. The nature and ratio of annual fees to external auditor for non-audit services and for audit services in 2024 have been scrutinised by the Audit Committee.

## SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution will be proposed for each issue at general meetings, including the election of individual Directors.

All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

### Convening of extraordinary general meeting and putting forward proposals

Shareholders may put forward proposals for consideration at a general meeting of the Company according to the Articles of Association. Any one or more members holding as at date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the joint company secretary of the Company, to require an extraordinary general meeting of the Company to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.

If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

截至2024年12月31日止年度及截至本報告日期，德勤•關黃陳方會計師行及其同一國際網絡下的成員機構提供非審核服務主要涉及中期審閱、稅務服務及其他報告服務。該等非審核服務只可在較其他服務供應商所提供的服務更為有效或更合乎經濟原則，且不會對外聘核數師的獨立性構成不利影響的情況下，方可使用。外聘核數師於2024年全年就非審核服務及審核服務所收費用的性質及比率已由審核委員會詳細審閱。

## 股東權利

為保障股東的利益及權利，本公司會於股東大會上就各事項（包括選舉個別董事）提呈獨立決議案。

於股東大會上提呈的所有決議案將根據上市規則以投票方式進行表決，投票結果將於各股東大會後適時於本公司及聯交所網站刊登。

### 召開股東特別大會及提呈建議

股東可根據組織章程細則向本公司股東大會提呈建議以供考慮。於遞交要求當日持有不少於本公司十分之一附有權利可於本公司股東大會上投票的繳足股本的任何一名或以上股東應一直有權透過向董事會或本公司聯席公司秘書遞交書面要求後，要求董事會召開本公司股東特別大會，以處理有關要求所列明的任何事項。有關大會須於遞交有關要求後兩(2)個月內舉行。

倘於遞交有關要求後21天內董事會未能召開有關大會，則要求人士可按相同方式自行召開有關大會，而有關要求人士因董事會未能召開大會而產生的所有合理費用應由本公司向有關要求人士進行償付。

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

Shareholders and other stakeholders may at any time send their enquiries and concerns to the Board by addressing them to the joint company secretary by post to the Hong Kong principal office of the Company at Suite 3207, 32/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong.

## CHANGE IN CONSTITUTIONAL DOCUMENTS

The Company has adopted the third amended and restated articles of association on 7 June 2024. There was no change in the memorandum and articles of association of the Company during the period from 7 June 2024 to the date of this annual report.

## INDUSTRY POLICY DIRECTION

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

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

關於建議某位人士參選董事的事宜，可於本公司網站參閱有關程序。

股東及其他權益相關人士可隨時將其查詢及關注意見以郵遞方法發送至本公司香港主要辦事處(香港灣仔港灣道18號中環廣場32樓3207室)予董事會，收件人為聯席公司秘書。

## 章程文件的變動

本公司已於2024年6月7日採納第三版經修訂及重列的組織章程細則。於2024年6月7日至本年報日期期間，本公司組織章程大綱及細則概無變動。

## 行業政策導向

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

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



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

In May 2022, the newly revised “Vocational Education Law of the People’s Republic of China” was officially implemented, clarifying that vocational education and general education were equally important, which significantly improved the recognition of vocational education.

2022年5月，新修訂的《中華人民共和國職業教育法》正式施行，明確了職業教育與普通教育同等重要，顯著提升職業教育的認可度。

In October 2022, the General Office of the Central Committee of the Communist Party of China and the General Office of the State Council issued the “Opinions on Strengthening the Construction of Highly Skilled Talent Teams in the New Era”.

2022年10月，中共中央辦公廳、國務院辦公廳印發《關於加強新時代高技能人才隊伍建設的意見》。

The Group actively responded to the call of relevant important documents, insisted on teaching reform to deepen characteristic vocational education, and continued to help build a team of highly skilled talents in the new era. We closely combined industry and teaching to make them support and promote each other, and through school-enterprise cooperation with well-known enterprises, we rationally used the resources of both parties to achieve the goal of school-enterprise win-win and play their respective leading roles. The Group believes that the vocational education business of the Group satisfies the requirement to develop the modern vocational education system of the above policies. Therefore, it will benefit the development of the Group in the future.

本集團積極響應有關重要文件的號召，堅持教學改革以深化特色職業教育，並持續助力新時代高技能人才隊伍建設。我們將產業與教學密切結合，相互支持與促進，並通過與知名企業開展校企合作，合理運用雙方的資源以實現校企共贏的目標，發揮自身的帶頭作用。本集團相信本集團的職業教育業務涵蓋上述政策所要求建設的現代職業教育體系，並將有利於本集團的未來發展。

## IMPACT ON NEW LEGISLATION, POLICY AND PROCEDURES

Over 90% of the operations of the Group are carried in the mainland China. Any change in the policy and procedure in the mainland China may have adverse effects on the Group's operation and results. Save as disclosed above, there was no material change in the policy and procedure for vocational training education industry in the mainland China for the year ended 31 December 2024.

Also, the introduction of new legislation and rules by the Stock Exchange, the Securities and Futures Commission and other regulatory bodies in Hong Kong and overseas may induce changes in market conditions that in turn adversely affect the operating results of the Group.

## COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of good communication with the Shareholders of the Company. A shareholders communication policy was adopted to ensure that Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company. The Company has established various channels of communications with its Shareholders such as publication of interim and annual reports, press release and announcement of the latest development of the Company in a timely manner. To promote effective communications, the Company also maintains a website at [www.chinaeastedu.com](http://www.chinaeastedu.com), where updated information on the Company's business developments and operations and other information are posted, including all the regulatory announcements relating to the Company and the poll results on the business day following the general meeting (if any).

## 新法例、政策及程序之影響

本集團的運營超過90%在中國內地進行。任何於中國內地的政策和程序變動均可能對本集團營運和業績產生不利影響。除上文所披露者外，截至2024年12月31日止年度，中國內地有關職業培訓教育行業的政策及程序並無重大變動。

此外，聯交所、證券及期貨事務監察委員會和香港及海外其他監管機構引入之新法例及規則可能導致市場狀況變動，並可能對本集團經營業績帶來不利影響。

## 與股東之溝通

董事會深明與本公司股東保持良好溝通之重要性。本公司已採納股東通訊政策以確保股東可快速、平等及適時獲得有關本公司全面而易於理解的資料。本公司已設立多個渠道與股東溝通，如刊發中期報告及年報，適時地就本公司之最新發展發出新聞稿及公告。為促進有效溝通，本公司亦已設立網站，網址為[www.chinaeastedu.com](http://www.chinaeastedu.com)，載有本公司業務發展及經營最新資訊以及其他資料，其中包括有關本公司之所有監管公告及於股東大會後之營業日刊登之投票結果(如有)。

## Corporate Governance Report 企業管治報告

The general meeting of the Company provides a forum for exchange of views between the Shareholders and the Board. The chairman of the Board, the Directors (including independent non-executive Directors), chairman or members of the Board committees and senior management of the Group, where applicable, are available to answer questions at the general meeting of the Company.

The rights of the Shareholders of the Company and the procedures for demanding a poll on resolution at general meeting are contained in the Articles of Association. Details of such right to demand a poll and the poll procedure are included in all circulars to the Shareholders of the Company which will call for a general meeting and will be explained during the proceedings of the meeting.

All resolutions proposed at general meeting will be voted by poll. The poll voting results will be posted on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chinaeastedu.com](http://www.chinaeastedu.com)) on the same date of the relevant general meetings.

Under the CG Code, the chairman of the Board should attend the annual general meeting of the Company.

Separate resolutions are proposed at the general meetings for separate issues, including re-election of retiring Directors. The Company's notice to Shareholders for the annual general meeting will be sent to Shareholders at least 21 days before the meeting and notices of other general meetings will be sent to Shareholders at least 14 days before the meetings. The chairman of the Board, the chairmen of the Board committees and the external auditor will be available at the annual general meeting to answer questions from the Shareholders.

The forthcoming annual general meeting (“AGM”) will be held on 27 May 2025.

The Company will continue to enhance communication and relationship with its Shareholders. Enquiries from the Shareholders of the Company are dealt with in an informative and timely manner.

The Board has reviewed the implementation and effectiveness of shareholders communication policy in respect of the year ended 31 December 2024, and is of the view that the current shareholders communication policy has been effectively implemented.

本公司股東大會為股東與董事會之間提供交流意見之平台。董事會主席、董事(包括獨立非執行董事)、董事會委員會主席或成員及本集團的高級管理層(如適用)，可於本公司股東大會上回應問題。

本公司股東之權利及在股東大會上要求就決議案投票表決之程序載於組織章程細則。要求投票表決權利之詳情及投票表決程序載於所有召開股東大會之本公司股東通函，並會於大會議事程序內解釋。

所有在股東大會提呈的決議案均以投票方式表決。投票表決結果將於有關股東大會召開後當天於聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.chinaeastedu.com](http://www.chinaeastedu.com))刊登。

根據企業管治守則，董事會主席須出席本公司股東週年大會。

獨立事宜(包括重選退任董事)均會於股東大會上提呈個別決議案。本公司就股東週年大會致股東之通告將於大會舉行前最少21日向股東發送，而就其他股東大會而言，則會在該大會舉行前最少14日向股東發送有關通知。董事會主席、董事會委員會主席以及外聘核數師均會出席股東週年大會，以解答股東所提出之疑問。

應屆股東週年大會(「股東週年大會」)將於2025年5月27日舉行。

本公司將繼續增進與股東之間的溝通及關係。本公司股東之查詢將會適時並詳盡處理。

就截至2024年12月31日止年度而言，董事會已檢討股東通訊政策的實施及成效，並認為現有的股東通訊政策有效實施。

# Environmental, Social and Governance Report 環境、社會及管治報告

## ABOUT THIS REPORT

### REPORTING PERIOD

The time span of this Environmental, Social and Governance (the “ESG”) Report (the “Report”) is from 1 January 2024 to 31 December 2024 (the “Year”).

### BASIS OF PREPARATION

This Report is compiled in accordance with the requirements of the Environmental, Social and Governance Reporting Guide contained in Appendix C2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). This Report has been prepared in compliance with the mandatory disclosure requirements and the “Comply or explain” provisions set out in the Environmental, Social and Governance Reporting Guide of the Stock Exchange, and is based on the reporting principles of “Materiality”, “Quantitative”, “Balance” and “Consistency”.

- *Materiality*

The Group compiled the Report with focus on material issues by reviewing the 2023 material issues assessment results for major stakeholders through which material issues for the Year were identified. The results of the material issues have been confirmed by the Board in conjunction with the Report.

- *Quantitative*

Where practicable, the Group disclosed information on the standards, methodologies, assumptions and/or calculation tools used for the quantitative information, and source of conversion factors used.

- *Balance*

The Report provides an unbiased picture of the environmental, social, and governance performance of the Group during the reporting period avoiding those selections, omissions or presentation formats that may inappropriately influence the decision or judgment by the readers.

## 關於本報告

### 時間範圍

本環境、社會及管治(「ESG」)報告(「本報告」)的時間跨度是2024年1月1日至2024年12月31日(「本年度」)。

### 編制標準

本報告遵循香港聯合交易所有限公司(「聯交所」)發佈的《香港聯合交易所有限公司證券上市規則》附錄C2所載的《環境、社會及管治報告指引》進行編製。本報告已遵守聯交所《環境、社會及管治報告指引》所載的強制披露規定及「不遵守就解釋」條文，同時以「重要性」、「量化」、「平衡」及「一致性」匯報原則作為編製基礎。

- *重要性*

本集團通過檢視2023年度利益相關方重要性議題評估結果，確認本年度重要性議題，進而圍繞重要性議題編製本報告。董事會已與本報告一併確認重要性議題結果。

- *量化*

本集團於可行情況下披露量化資料所用標準、方法、假設及／或計算工具的資料，以及所使用的轉換因素的來源。

- *平衡*

本報告不偏不倚地呈報本集團於報告期內的表現，避免可能會不恰當地影響讀者決策或判斷的選擇、遺漏或呈報格式。

# Environmental, Social and Governance Report 環境、社會及管治報告

## • Consistency

The Report discloses the statistical methodology for environmental and socially relevant data and explains the changes in calculation methods so that the data can be compared meaningfully in the future.

## IN-SCOPE ENTITIES

This is the sixth environmental, social and governance report released by China East Education Holdings Limited. Unless otherwise stated, the content of the Report mainly covers the ESG performance and related information of China East Education Holdings Limited and its subsidiaries and its seven major brands, including New East Culinary Education, Omick Education of Western Cuisine and Pastry, Cuisine Academy, Xinhua Internet Technology Education, Wisezone Data Technology Education, Wontone Automotive Education and On-mind Fashion and Beauty Education. The in-scope entities reported remain consistent with the prior year.

## INSTRUCTIONS OF REFERRAL

For convenience of statement and reading, China East Education Holdings Limited is referred to as “China East Education” or the “Company”, and China East Education Holdings Limited and its subsidiaries are referred to as the “Group” or “we” in the Report.

## SOURCES OF INFORMATION

All information and cases contained in the Report are sourced from publicly available information, internal documents, and relevant statistics of the Group.

## REPORT APPROVAL

The Board of the Company confirmed that it bears full responsibility for the Company’s ESG strategies and reporting, and has reviewed and approved the Report. The Report is written in both Chinese and English. In case of any discrepancy, the Chinese version shall prevail.

## • 一致性

本報告披露環境和社會相關數據統計方法，並對計算方式發生變化的數據進行說明，令數據日後可作有意義的比較。

## 實體範圍

本報告為中國東方教育控股有限公司對外發佈的第六份《環境、社會及管治報告》。除另有說明，本報告內容主要涵蓋中國東方教育控股有限公司及其附屬公司及旗下營運的七大品牌，包括新東方烹飪教育、歐米奇西點西餐教育、美味學院、新華電腦教育、華信智原DT人才培訓基地、萬通汽車教育和歐曼諦時尚美業教育的有關ESG表現及相關資料。匯報的實體範圍與上一年度保持一致。

## 指代說明

為方便表述和閱讀，中國東方教育控股有限公司在本報告中使用「中國東方教育」、「本公司」、「公司」稱謂表示，中國東方教育控股有限公司及其附屬公司在本報告中使用「本集團」、「集團」、「我們」稱謂表示。

## 資料來源

本報告使用的資料及案例均來源於本集團的公開信息、內部文件和相關統計數據。

## 報告批准

本公司董事會確認對本公司的環境、社會及管治策略及匯報承擔全部責任，並已審閱及通過本報告。本報告以中英文書就，若有歧義，請以中文表述為準。

## ABOUT US

As the leading vocational training education provider in China, the Group is committed to providing career-oriented innovative vocational training education, which features practical skills training as its core. We have a leading position in China in providing vocational training education in culinary arts, information technology and internet technology as well as auto services, and the goal is to equip our students with solid knowledge and practical skills for their chosen professions. Since our listing and looking back at the year 2024, we have achieved remarkable results by adhering to our strategic positioning in vocational education, further enhancing our corporate governance capabilities and strengthening our overall competitive strength.

During the Year, the Group actively participated in curriculum development and compilation, and promoted the integration of various types of education such as vocational education and liberal education. The Group's institutes aspired to proactively expand their professional fields to meet the market needs. New East Culinary Education organized a new course specialized in Chinese and western caterings; Xinhua Internet Technology Education conformed to the regional industrial layout and the transformation of digital intelligence, and established a practical training base for high-level skills; Wontone Automotive Education made courageous attempts to promote the rapid implementation of numerous new professions in the smart manufacturing category. Through the diversified development of a cluster of professionals, the training system of the Group was enriched, thereby providing more high-calibre and skilled talents to the society.

The Group actively participated in and strengthened cooperation with various enterprises, promoted the integration of industry and education, strived to strengthen collaborative and synergetic innovations, continuously deepened school-enterprise collaborative education, as well as joined hands to develop a hub for training high-calibre and skilled talents. During the Year, Xinhua Internet Technology Education joined hands with Huawei, JD Education and other well-known Internet enterprises to hold a new national professional conference titled "Four New and Double-high Talent Cultivation Scheme". We have also further strengthened cooperation with companies such as BYD, Chery, Sangfor, and collaborated with Subaru (Japan), and other foreign institutions to carry out talent co-development and training programs to proactively provide students with overseas internship opportunities, together with international projects such as study tours in Malaysia, Japan and other countries.

## 關於我們

作為中國領先的職業技能教育提供商，本集團致力於提供以實踐技能培訓為主、以職業為導向的創新性職業技能教育。於烹飪技術、信息技術及互聯網技術以及汽車服務方面，我們是中國提供職業技能教育的先驅，目標是為學生提供所選專業的扎實知識和實踐技能。自上市後及回顧2024年，我們堅守職業教育的發展戰略定位，進一步提升公司治理能力，增強綜合競爭實力，取得了有目共睹的發展成績。

本年度，集團積極參與課程研發與編寫，並促進職業教育和素質教育等各教育類型的融合。集團旗下院校銳意進取，結合市場需求，積極拓展專業領域。新東方烹飪教育開設中西餐飲新專業；新華電腦教育順應區域產業佈局和數智化轉型，成立高技能實訓基地；萬通汽車教育勇於嘗試，推動多個智能製造類新專業快速落地。通過專業集群的多元化發展，豐富了集團培養體系，將為社會輸送更多高素質技能型人才。

集團積極並加強與各類型企業合作，促進產教融合，致力於加強合作、聯合創新，不斷深化校企協同育人，共同打造高素質高技能人才培養高地。本年度，新華電腦教育聯合華為、京東教育等多家知名互聯網企業，召開全國新專業發佈會「四新雙高人才培養計劃」。我們還進一步加強與比亞迪、奇瑞、深信服等企業的合作，並聯合斯巴魯(日本)等國外院校開展人才共建培養計劃，積極為學生提供海外研學的實習機會及馬來西亞、日本遊學等國際項目。

## Environmental, Social and Governance Report 環境、社會及管治報告

The Group always adheres to its initial philosophy of “love and responsibility” and drives teachers, students and employees to actively fulfil social responsibilities. With our unique advantages in cultivating highly-skilled talents, we have fully demonstrated our corporate responsibility in various public welfare and charitable fields through educational poverty alleviation, community support, and volunteer services. In July 2024, a public welfare activity with the theme of “Fuelling the Dream” was undertaken by numerous schools under New East Culinary to foster the combination of modern nutrition and traditional Chinese culinary culture, and demonstrate the Group’s commitment to its health-themed initiative for China. In September 2024, we launched the “New Start – Dream Building Public Welfare Activities” project again to subsidize people with disabilities, veterans, etc., to enable more aspiring youngsters to successfully start their own businesses or get employed through sponsored skills educations, such that they can open a new chapter in their lives.

The Group conscientiously fulfilled the duties of a third-party evaluation agency, and orderly promoted the third-party evaluation for the recognition of vocational skills. In 2024, numerous institutes in Anhui, Chengdu, Hunan, Jiangxi, Zhengzhou, Shandong, Wuhan and other provinces were approved as third-party evaluation agencies for the recognition of vocational skills.

During the Year, the Group organized 93 new professional training courses, and the various business departments researched, developed and published approximately 20 teaching materials; successfully obtained 90 patents and copyrights. The Group has a total of 233 senior technical colleges and secondary technical colleges. During the Year, the institutes under the Group successfully applied for 10 master’s workshops, which further enhance the comprehensive strengths of schooling through qualification upgrades, thereby nurturing national craftsmen with the ideologies of proactive exploration and serious scholarship.

集團不忘「愛與責任」的初心，帶動師生及員工積極踐行社會責任。我們藉助自身在培養高質量技能人才之獨特優勢，通過教育扶貧、社區幫扶和志願服務，在不同的公益和慈善領域充分彰顯企業擔當。2024年7月，多所新東方烹飪學校承辦「為夢想加油」主題公益活動，推動現代營養學科與中華傳統烹飪文化相結合，體現集團踐行健康中國行動的使命擔當。同年9月，我們再次暖心啟動「新起點·築夢公益行動」項目，資助殘疾人士、退役軍人等，通過技能助學，讓更多有志青年成功創業就業，開啟人生新篇章。

集團認真履行第三方評價機構職責，有序推進職業技能等級認定第三方評價工作。2024年，安徽、成都、湖南、江西、鄭州、山東、武漢等地多所院校獲批成為職業技能等級認定第三方評價機構。

本年度，本集團新開設93個專業，各事業部組織研發出版教材約20本，成功獲批專利、著作權90項，高級技工院校、中職技工院校累計達233所。旗下院校於本年度成功申報大師工作室10個，通過資質升級進一步提升辦學綜合實力，以開拓進取、嚴謹治學的理念，培育大國工匠。

## MANAGEMENT IDEAS

### Enterprise Mission

- Exploring the road to innovation and development of education, and running the best vocational education in the world.

### Enterprise Spirits

- United, Practical, Pioneering, Dedicated.

### Educational Concept

- Focus on practical skills training, combining theory with practice.
- Love and responsibility.

### Employment Concept

- Talents are our guarantee.
- Build up a person: To gain the opportunities to develop simultaneously with the cause of education and achieve respect from the organization and colleagues with contributions to the cause of education.
- Build self-value: To gain trust of the organization and others by virtue.
- Build a career: To gain a career by talent and performance.

## 經營理念

### 企業使命

- 探索教育的創新與發展之路，辦世界最好的職業教育。

### 企業精神

- 團結、務實、開拓、奉獻。

### 教育理念

- 以技能教育為根本，知行合一。
- 愛與責任。

### 用人理念

- 人才是我們的保障。
- 立人：以自己對教育事業做出的實際貢獻，獲得與教育事業同步發展的機會，贏得組織和同事們的持久尊重。
- 立身：以品德贏得組織和他人的信任。
- 立業：以才能幹出一番事業，用業績說話。



# Environmental, Social and Governance Report 環境、社會及管治報告

## 1. SUSTAINABILITY MANAGEMENT

### 1.1. Sustainability Strategy

The mission of the Group is to provide the highest quality of vocational training education in China. In order to firmly adhere to our mission, the Group has formulated the practicable sustainability strategy to ensure that such concept is integrated into the overall development planning of the Company and serves as an important guiding approach of our actions. Based on the current development status and starting from the three key areas for sustainability of economic growth, social inclusion and environmental protection, we have clarified that as a leader of China's vocational training education, the Group needs to particularly focus on four main areas: innovative initiative, equality and mutual benefit, green environment and harmonious society.

## 1. 可持續發展管理

### 1.1. 可持續發展戰略

本集團的使命是在中國提供最優質的職業技能教育。為了堅守我們的使命，本集團已經制定切實可行的可持續發展戰略，確保這一理念全面融入到企業的整體發展規劃中，並將其作為行動的重要指導方針。根據發展現狀，我們從經濟增長、社會包容和環境保護這三個可持續發展的關鍵領域出發，明確了作為中國職業技能教育領導者，本集團需要重點關注的四個主要領域：創新驅動、平等互利、綠色環保和和諧社會。



# Environmental, Social and Governance Report 環境、社會及管治報告

## 1.2. ESG Governance Structure

In order to achieve the sustainable and robust development of an enterprise, we are well aware of the importance of a sound corporate governance structure. It not only helps the enterprise to rationalize the allocation of internal resources, but also ensures long-term harmony with stakeholders to jointly promote the sustainable development of the enterprise.

In order to better manage ESG-related matters, the Group has established a corporate governance system including an ESG working group. Among them, the Board, as the highest decision-making body for ESG work, assumes overall responsibility for the Group's ESG strategy and reporting. The ESG working group is the body responsible for the implementation of ESG work under the Board. Its main responsibilities include analysing risks and opportunities related to ESG and climate change and related impacts, formulating overall ESG and climate risks management goals, management strategies and guidelines, and reviewing the progress of ESG-related and climate-related goals, and assisting the Board to guide and monitor the Group's formulation and implementation of ESG-related strategies and work to achieve the concept of sustainable development. The ESG working group is headed by the secretary to the Board and the chief financial officer of the Company is the deputy head. The members include the heads of various functional departments and the heads of each brand division. ESG-related functional departments and brand divisions, according to their respective functional divisions and overall deployment, are responsible for establishing and improving the norms and procedures for ESG and climate risks management, collecting, organizing and submitting information and data related to ESG work, implementing the Company's ESG projects and assisting the relevant publicity, training and stakeholder communication.

## 1.2. ESG管治架構

為實現企業可持續且穩健地發展，我們深知完善的治理架構的重要性。它不僅有助於公司合理配置內部資源，還能確保與利益相關方長期和諧共進，共同推動公司的可持續發展。

為更好地管理ESG相關事宜，本集團搭建了包含ESG工作小組在內的企業管治體系。其中，董事會作為ESG工作的最高決策機構，對本集團的ESG策略及匯報承擔總體責任。ESG工作小組是董事會轄下負責落實ESG工作的機構，主要職責包括分析ESG及氣候變化相關風險與機遇及相關影響，制定ESG及氣候風險管理總體目標、管理策略及方針並檢討ESG及氣候相關目標實現進度，並協助董事會指導及監察本集團制定和落實ESG有關策略和工作等，以實現可持續發展的理念。ESG工作小組組長由本公司的董事會秘書擔任，副組長由首席財務官擔任，成員包括各職能部門主管及各品牌事業部負責人。ESG相關職能部門及品牌事業部按照職能分工和整體部署，負責建立健全ESG及氣候風險管理的規範和流程，收集整理並報送相關信息與數據，落實公司ESG項目並協助開展相關宣傳培訓及利益相關方的溝通工作等。



Illustrative Diagram on ESG Governance Structure of China East Education  
中國東方教育ESG管治架構示意圖

## 1.3. Statement of the Board

The Group deeply acknowledges the importance of good corporate governance for sustainable development, especially the governance of ESG-related matters. To this end, we continued to strive to integrate the concept of sustainable development into the Company's overall strategies, policies and business plans, and to continuously promote the improvement of its strategic working system for sustainable development.

The Board is responsible for overseeing and approving the management approach and strategy related to ESG and climate risks, including identifying, evaluating, prioritising and managing material issues related to ESG and climate risks. The ESG working group is responsible for identifying key stakeholders and preparing lists of materiality issues and analysis reports, etc., and reporting the results to the Board. In line with its sustainability strategy, the Group conducts a materiality assessment on ESG issues on an annual basis, makes the management and enhancement of materiality issues an annual ESG priority, and oversees the performance and results of these issues.

In terms of risk management, the Board is responsible for assessing and determining relevant ESG-related and climate change-related risks, and ensuring that the Group has established appropriate and effective ESG and climate risk management and internal control systems. The Group has commenced an ESG and climate risk identification and assessment to identify ESG and climate risks that have significant impact on the Group, and reviewed internal risk management gaps. Based on the potential risks, opportunities and related impacts of material issues related to ESG and climate change on business strategies, the Group reviewed the risk levels of the identified ESG and climate risks and made corresponding adjustments, and gradually integrated ESG and climate risks into the corporate risk management process. In the future, the ESG working group will also continue to identify and analyse ESG and climate risks and opportunities and related impacts, and continue to help optimize appropriate and effective ESG and climate risk management and internal control systems.

## 1.3. 董事會聲明

本集團深刻認識到良好的公司治理對於可持續發展的重要性，尤其是對ESG相關事宜的治理。為此，我們持續努力將可持續發展理念融入公司整體策略、政策及業務計劃，不斷推進可持續發展戰略工作體系的完善。

董事會負責監督及審批ESG及氣候風險相關管理方針及策略，包括識別、評估、優次排列及管理有關ESG及氣候風險相關重要事宜。ESG工作小組負責識別重要利益相關方及準備重要性議題清單和分析報告等，並將結果呈報董事會。基於可持續發展策略，本集團每年進行一次ESG議題重要性評估工作，將重要性議題的管理與提升作為ESG年度重點工作，並監督該等議題之表現與績效。

在風險管理方面，董事會負責評估及釐定有關ESG及氣候變化相關風險，並確保本集團設立合適及有效的ESG及氣候風險管理及內部監控系統。本集團已開展ESG及氣候風險識別與評估工作，識別出對本集團具有重要影響的ESG及氣候風險並審視內部風險管理差距。本集團已基於ESG及氣候變化重要事宜對業務策略的潛在風險與機遇及相關影響，檢討已識別出的各項ESG及氣候風險的風險程度並進行相應調整，並將ESG及氣候風險逐步融入企業風險管理流程。未來ESG工作小組亦將持續識別和分析ESG及氣候風險與機遇及相關影響，持續協助完善合適、有效的ESG及氣候風險管理及內部監控系統。

In terms of target management, the Board is responsible for approving the Group's ESG-related and climate change-related targets and reviewing the progress of their achievement; the ESG working group is responsible for formulating the relevant targets and work plans, overseeing the progress of implementation and reviewing their effectiveness. The Group has set forward-looking targets in four environmental areas, namely greenhouse gas emissions, waste emissions, energy use and water use in certain selected institutions and developed corresponding indicators and action plans. During the Year, the Group reviewed the progress of target institutions in achieving various environmental goals, continuously tracked the actual actions taken by the institutions on various indicators and formed record documents and review reports. The Board regularly listened to reports on the progress of realizing the established environmental goals, and confirmed and reviewed the results of the progress of ESG-related and climate change-related goals. The Group will continue to summarize experiences from reviewing the progress of the realizing environmental goals, adjust environmental goals in a timely manner and optimize the implementation mechanism of goals, and promote actions for emission reduction to more operating campuses.

#### 1.4. Sustainability Communication

The Group always considers that the effective communication with various stakeholders is the key to achieve long-term cooperation and stable supply. Therefore, we attach great importance on the demands of various stakeholders, ensuring timely and proactive responses to their demands and expectations. Based on the actual situation of our business and operation, we have established diversified and continuous communication channels with investors/shareholders, teachers/employees, suppliers/partners, students, parents, government and regulatory authorities, communities and media to ensure the effectiveness and transparency of mutual communication with various stakeholders.

在目標管理方面，董事會負責審批本集團 ESG 及氣候變化相關目標及檢討相關目標的實現進度；ESG 工作小組負責制定相關目標及工作計劃，監督實施進展並檢討成效。本集團已選取部分院校就溫室氣體排放、廢棄物排放、能源使用和水資源使用四個環境範疇設立了前瞻性的目標，並制定了相應的指標和行動計劃。本年度，本集團檢討了目標院校對各環境目標的實現進度，持續跟蹤院校對各指標所採取的實際行動並形成記錄文件及檢討回顧報告，由董事會定期聽取已設立環境目標實現進度的匯報，確認和檢討 ESG 及氣候變化相關目標進度的結果。本集團將從環境目標實現進度的檢討中持續總結經驗，及時調整環境目標與完善目標執行機制，並將減排行動推廣至更多營運校區。

#### 1.4. 可持續發展溝通

本集團始終認為，與各利益相關方的有效溝通是實現開展長期合作和穩定供應的關鍵。因此，我們高度重視各利益相關方的訴求，確保及時、積極回應他們的需求和期望。根據自身業務及營運的實際情況，我們與投資者／股東、教師／員工、供應商／合作夥伴、學生、家長、政府及監管機構、周邊社區及媒體建立了多元化持續溝通渠道，以確保和各利益相關方的雙向溝通過程保持暢通及透明。

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Stakeholder 利益相關方	Main Issues of Concern 重點關注議題	Communication Frequency 溝通頻率	Major Communication Channels 主要溝通渠道
Investors/shareholders 投資者／股東	<ul style="list-style-type: none"> <li>• Business performance</li> <li>• Information disclosure</li> <li>• Compliant operation</li> <li>• Risk management</li> <li>• 公司業務表現</li> <li>• 信息披露</li> <li>• 合規營運</li> <li>• 風險管理</li> </ul>	<ul style="list-style-type: none"> <li>• Regular/irregular</li> <li>• 定期／不定期</li> </ul>	<ul style="list-style-type: none"> <li>• General meeting of shareholders</li> <li>• Report disclosure</li> <li>• Investor meetings</li> <li>• Press releases/announcements</li> <li>• HKEx website</li> <li>• Official website investor relations section</li> <li>• 股東大會</li> <li>• 報告披露</li> <li>• 投資者見面會</li> <li>• 新聞稿／公告</li> <li>• 聯交所網站</li> <li>• 官網投資者關係板塊</li> </ul>
Teachers/employees 教師／員工	<ul style="list-style-type: none"> <li>• Employment</li> <li>• Employee compensation and benefits</li> <li>• Employee development and training</li> <li>• Employee health and safety</li> <li>• Labour standards</li> <li>• 僱傭</li> <li>• 員工薪酬與福利</li> <li>• 員工發展與培訓</li> <li>• 員工健康與安全</li> <li>• 勞工準則</li> </ul>	<ul style="list-style-type: none"> <li>• Regular/irregular</li> <li>• 定期／不定期</li> </ul>	<ul style="list-style-type: none"> <li>• Communication on employees' performance appraisal</li> <li>• Employee feedback</li> <li>• Internal publication</li> <li>• Team building activities</li> <li>• 員工績效考核交流</li> <li>• 員工回饋調查</li> <li>• 內部刊物</li> <li>• 團建活動</li> </ul>
Suppliers/partners 供應商／合作夥伴	<ul style="list-style-type: none"> <li>• Business performance</li> <li>• Supply chain management</li> <li>• Anti-corruption</li> <li>• 公司業務表現</li> <li>• 供應鏈管理</li> <li>• 反貪污</li> </ul>	<ul style="list-style-type: none"> <li>• Regular/irregular</li> <li>• 定期／不定期</li> </ul>	<ul style="list-style-type: none"> <li>• Supplier evaluation mechanism</li> <li>• Supplier meetings</li> <li>• On-site research and investigation</li> <li>• 供應商考核機制</li> <li>• 供應商會議</li> <li>• 實地調研</li> </ul>
Students 學生	<ul style="list-style-type: none"> <li>• Students' safety and health</li> <li>• Teaching mode</li> <li>• Teaching quality</li> <li>• Employment support</li> <li>• 學生安全與健康</li> <li>• 教學模式</li> <li>• 教學品質</li> <li>• 就業支持</li> </ul>	<ul style="list-style-type: none"> <li>• Regular/irregular</li> <li>• 定期／不定期</li> </ul>	<ul style="list-style-type: none"> <li>• Satisfaction survey</li> <li>• Online/offline teaching platform</li> <li>• Community activities</li> <li>• Job placement and entrepreneurship guidance and support</li> <li>• Employment follow-up visit</li> <li>• 滿意度調查</li> <li>• 線上／線下教學平台</li> <li>• 社團活動</li> <li>• 創就業指導及扶持</li> <li>• 就業回訪</li> </ul>

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Stakeholder 利益相關方	Main Issues of Concern 重點關注議題	Communication Frequency 溝通頻率	Major Communication Channels 主要溝通渠道
Parents 家長	<ul style="list-style-type: none"> <li>Students' safety and health</li> <li>Teaching quality</li> <li>學生安全與健康</li> <li>教學品質</li> </ul>	<ul style="list-style-type: none"> <li>Regular/irregular</li> <li>定期／不定期</li> </ul>	<ul style="list-style-type: none"> <li>Parent-teacher conferences</li> <li>Home-school interaction</li> <li>Principal's mailbox</li> <li>家長會</li> <li>家校互動</li> <li>校長信箱</li> </ul>
Government and regulatory authorities 政府及監管機構	<ul style="list-style-type: none"> <li>Compliant operation</li> <li>Taxation</li> <li>Emissions management</li> <li>Use of resources</li> <li>Employment</li> <li>Anti-corruption</li> <li>守法合規經營</li> <li>依法納稅</li> <li>排放管理</li> <li>資源使用</li> <li>僱傭</li> <li>反貪污</li> </ul>	<ul style="list-style-type: none"> <li>Regular/irregular</li> <li>定期／不定期</li> </ul>	<ul style="list-style-type: none"> <li>Policy consultation</li> <li>Site visit</li> <li>Meetings and discussions with government authorities</li> <li>Report disclosure</li> <li>Daily communication</li> <li>政策諮詢</li> <li>現場考察</li> <li>政府機構會議及研討</li> <li>報告披露</li> <li>日常溝通</li> </ul>
Communities 周邊社區	<ul style="list-style-type: none"> <li>Community investment</li> <li>Emissions</li> <li>Use of resources</li> <li>Environment and natural resources</li> <li>社區投資</li> <li>排放物</li> <li>資源使用</li> <li>環境及自然資源</li> </ul>	<ul style="list-style-type: none"> <li>Irregular</li> <li>不定期</li> </ul>	<ul style="list-style-type: none"> <li>Site visit</li> <li>Press conference</li> <li>Public welfare activities</li> <li>現場參觀</li> <li>新聞發佈會</li> <li>公益活動</li> </ul>
Media 媒體	<ul style="list-style-type: none"> <li>Compliant operation</li> <li>Teaching quality</li> <li>Employment</li> <li>Labour standards</li> <li>Environment and natural resources</li> <li>合規營運</li> <li>教學品質</li> <li>僱傭</li> <li>勞工準則</li> <li>環境及自然資源</li> </ul>	<ul style="list-style-type: none"> <li>Regular/irregular</li> <li>定期／不定期</li> </ul>	<ul style="list-style-type: none"> <li>Social media</li> <li>Press conference</li> <li>Press releases/announcements</li> <li>Interviews</li> <li>社交媒體</li> <li>新聞發佈會</li> <li>新聞稿／公告</li> <li>採訪</li> </ul>

# Environmental, Social and Governance Report 環境、社會及管治報告

## 1.5. Materiality Assessment of Sustainability Issues

As there were no significant changes in the Group's strategy, major business scope and scale, and stakeholders during the Year, the Group reviewed the issues database based on the materiality assessment and its results for 2023, benchmarking industry practices and taking into account the impact of the external market, international standards and policy environment on its own operating conditions, so that they are more closely aligned with the actual operating conditions of the Group. During the Year, the Group added the issue of "privacy and data security" in considering industry practice. At the same time, based on the assessment on two main dimensions of "materiality to the Group" and "materiality to stakeholders", the Group identified the material issues that the Group needed to focus on for disclosure in 2024, and made key disclosures on the "very important" and "important" issues identified in the Report.

## 1.5. 可持續發展議題重要性評估

由於本集團的策略方針、主要業務範圍及規模、利益相關方於本年度內未發生重大變化，本集團基於2023年度重要性評估結果，對標行業實踐，並結合外部市場、國際標準及政策環境對自身營運情況之影響，對議題庫進行檢討，以更貼近本集團實際營運情況。本年度，本集團結合業內實踐，新增了「隱私和數據安全」議題。同時，我們從「對本集團的重要性」及「對利益相關方的重要性」兩個主要維度進行評估，確定了本集團2024年度需著重披露的重要性議題，並於本報告中對所識別之「很重要」及「重要」的議題進行重點披露。

Materiality of issues 議題重要性	“Very important” 「很重要」	“Important” 「重要」	“Slightly important” 「一般重要」
Name of ESG issue ESG議題名稱	Employee development and training 員工發展與培訓	Employee benefits 員工福利	Indoor air quality 室內空氣質量
	Teaching services and quality 教學與服務質量	Employee health and safety 員工健康與安全	Non-hazardous waste management 無害廢棄物管理
	Human rights 人權	Supply chain management 供應鏈管理	Noise 噪音
	Anti-corruption 反腐敗	Waste management 廢棄物管理	Packaging materials usage 包裝材料的使用
	Hazardous gas emissions 有害廢氣排放	Greenhouse gas emissions 溫室氣體排放	Climate change 氣候變化
	Employment of child labour and labour exploitation 僱傭童工和勞動剝削	Community investment 社區投資	Environment and natural resources management 環境及天然資源管理
		Electricity consumption 用電	Wastewater discharge and management 廢水排放與管理
		Water consumption 用水	Environmental education and publicity practice 環保教育與宣傳實踐
			Responsible advocacy 負責任的宣傳
			Student health and safety 學生身心健康與安全
			Innovation and R&D of educational models 教育模式創新研發
			Privacy and data security 隱私和數據安全

# Environmental, Social and Governance Report 環境、社會及管治報告



Matrix of Materiality on Sustainability Issues of China East Education in 2024  
中國東方教育2024年度可持續發展議題重要性矩陣

## 2. SHAPING THE ROLE MODEL OF INDUSTRY ELITES TO NURTURE PEOPLE

### 2.1. Advanced Concepts of Vocational Education

The Group unwaveringly upholds the educational tenet of “exploring the road to innovation and development of education, and running the best vocational education in the world”. We continuously explore, innovate and optimize our own educational models in the process of deeply cultivating vocational education, and set a benchmark for vocational education through creating the following five systems:

1. Education Research & Development System
2. Professional Accomplishment Education System
3. Work-Study Combination Education System
4. Teaching Supervision System
5. Entrepreneurship and Employment Guarantee System

## 2. 桃李天下，塑造行業精英典範

### 2.1. 先進的職業教育理念

本集團堅定不移秉持「探索教育的創新與發展之路，辦世界最好的職業教育」的辦學宗旨，深耕職業教育的過程中，持續探索、創新和優化自身的教育模式，並通過打造五大體系，樹立職業教育標杆：

1. 教學研發體系
2. 職素教育體系
3. 工學結合教育體系
4. 教學監督體系
5. 創就業保障體系



In March 2024, in terms of vocational education, it was proposed in the Government Work Report of the National People's Congress and the Chinese People's Political Consultative Conference to "run special education and continuing education well, guide and standardise the development of private education, and vigorously improve the quality of vocational education". In July 2024, the Third Plenary Session of the 20th Central Committee of the Communist Party of China was held in Beijing, at which the "Decision of the Central Committee of the Communist Party of China on Further Comprehensively Deepening Reform and Promoting Chinese-style Modernisation (《中共中央關於進一步全面深化改革推進中國式現代化的決定》)" was considered and approved, which clearly proposed to accelerate the construction of a vocational education system that integrates vocational education with general education while integrating industry with education. The Group has kept pace with the current trends, continuously explored and deepened the reform on teaching, devoted its efforts to build a distinctive brand of vocational education, and continued to contribute to the nurturing of outstanding and highly-skilled talents in the new era. Through continuously deepening cooperation with well-known enterprises, we closely integrated the education with industry needs, focused on promoting the industry through the education, industry-school cooperation, and serving the economic development of the industry, and achieved the goal of mutual benefit and win-win relationship between schools and enterprises.

2024年3月，全國兩會的《政府工作報告》針對職業教育提出「辦好特殊教育、繼續教育，引導規範民辦教育發展，大力提高職業教育質量」。2024年7月，黨的二十屆三中全會在北京舉行，審議並通過了《中共中央關於進一步全面深化改革推進中國式現代化的決定》，明確提出加快構建職普融通、產教融合的職業教育體系。本集團緊跟時代步伐，持續探索和深化教學改革，致力於打造具有特色的職業教育品牌，持續為培養新時代優秀高技能人才貢獻力量。通過與知名企業持續深入開展合作，緊密結合教學和產業需求，注重以教促產、產學合作、服務產業經濟發展，實現校企互利共贏的目標。

# Environmental, Social and Governance Report 環境、社會及管治報告

Mutual industry-education integration and collaborative education

產教互融協同育人



Students from Taiyuan Wontone heading to Anhui Chery as interns  
太原萬通學子赴安徽奇瑞頂崗實習

Case sharing: Wontone Automotive upheld the concept of “mutual industry-education integration, school-enterprise commonality, and direct access to learning and occupation”, and made in-depth cooperation with automotive-related enterprises, while enabling students to consolidate and enhance their foundation of theories during the internship and put it into practice through pre-job training and internships. In this process, students can fully understand and meet the needs of enterprises, thus achieving a transition from school to business in advance. On 4 March 2024, Anhui Wontone organized the ninth batch of students to join BYD as interns. As of the Year, Anhui Wontone has cumulatively supplied nearly one thousand skilled talents to BYD, which has highly recognized the technical level and working performance of students from Anhui Wontone. On 3 July and 23 September 2024, Taiyuan Wontone under Wontone Automotive Education organized students majoring in automobile to undertake internships at Qingdao Chery and Anhui Chery respectively.

案例分享：萬通汽車秉承「產教互融、校企共通、學崗直通」的理念，與汽車相關企業深度合作，通過崗前培訓和頂崗實習，使學生在實習中鞏固和提高理論基礎，並運用到實踐中。在此過程中，學生可以充分了解和面向企業需求，從而提前實現從學校到企業的過渡。2024年3月4日，安徽萬通組織第九批學子前往比亞迪實習就業，截至今年，安徽萬通已累計為比亞迪輸送了近千名技能人才，比亞迪方高度認可安徽萬通學生的技術水平及工作表現。2024年7月3日和9月23日，萬通汽車教育旗下太原萬通組織汽車專業學生分赴青島奇瑞、安徽奇瑞頂崗實習。

School-enterprise commonality to create the future together

校企融通共創未來



Leaders from China East Education visiting enterprises for research and investigation  
中國東方教育領導赴企業考察調研

Case sharing: In order to deepen the industry-education integration, from 23 to 24 September 2024, the main leaders of the Automotive Business Department of China East Education Group, Anhui Wontone Senior Technical School, and Nanjing Wontone Automobile Vocational Technical School formed a corporate inspection team to conduct in-depth communication and on-site visits, as well as return visits to employed students in Suzhou and Yangzhou. The itinerary covers benchmark enterprises in multiple industries such as automobiles and shipping, aiming to explore diversified cooperation models and promote the close integration of the education chain, talent chain, industry chain, and innovation chain.

案例分享：為深化產教融合，2024年9月23日至24日，中國東方教育集團汽車事業部、安徽萬通高級技工學校、南京萬通汽車技工學校的主要領導組成企業考察團，赴蘇州、揚州開展了深入交流與實地考察及就業學子回訪活動。行程覆蓋汽車、船舶等多個行業的標桿企業，旨在探索多元化合作模式，促進教育鏈、人才鏈與產業鏈、創新鏈的緊密融合。

## 2.2. High Quality Education Investment

### *Development of high-quality teaching materials*

In China, vocational education has entered a new journey of high-quality development to improve quality, foster excellence, increase value and empower new momentum. As a leading enterprise in the field of vocational education, during the Year, subordinate schools of the Group actively combined their teaching content, focused on the three major policy directions of “integration of industry and education, collaboration between vocational and general education, and digital transformation”, and developed new textbooks that keep pace with the times, covering topics such as special dishes preparation, computer software development, and new energy vehicle technology. Among them, New East Culinary Education published 6 external textbooks, and another 2 textbooks had been approved by the Ministry of Human Resources and Social Security as part of the “14th Five-Year Plan” textbooks; Xinhua Internet Technology Education published 3 external textbooks and compiled 6 internal textbooks; Wontone Automotive Education compiled 2 internal textbooks, making a positive contribution to the development and construction of vocational education textbooks.

### *Launch of Online Education*

The Group has responded positively to documents published by the Ministry of Education, such as the Guiding Opinions on Promoting the Healthy Development of Online Education (《關於促進在線教育健康發展的指導意見》) and Safety Guarantee Requirements for Video Live Online Teaching Platforms (《直播類線上教學平台安全保障要求》), and actively promoted the strategic action of education digitalization in China. We relied on its own resources of Wisezone and cooperating with the online education division to organise the research and development of “Zhiyuanzaixian”, a video live online education platform. After five revisions, the platform provides a more convenient cross-platform usage experience. The front page is currently divided into eight segments (video, live streaming, certification, etc.), and it has over 10,900 cumulative users and over 50,000 cumulative videos uploaded; during the Year, the total number of uploaded course videos has exceeded 1,000; the highest number of visits for a single course is over 47,600; the platform of “Zhiyuanzaixian” currently covers 893 courses in seven categories and 30 disciplines; the online core majors include new media operation, artificial intelligence, big data analysis, Java engineering, and UI/UE interaction designer, etc.

## 2.2. 優質的教育投入

### *開發優質教材*

我國的職業教育已經邁上了提質培優、價值增值和賦能發展的高質量發展新征程。作為職業教育領域的龍頭企業，本年度，集團下屬院校積極結合自身教學內容，聚焦「產教融合、職普協同、數字化轉型」三大政策方向，開發與時俱進的新教材，內容涵蓋特色菜製作、計算機軟件開發、新能源汽車技術等。其中新東方烹飪教育對外出版教材6本，另有2本教材獲批人力資源社會保障部「十四五」規劃教材；新華電腦教育共出版外部教材3本，並編寫6本內部教材；萬通汽車教育編寫2本內部教材，為職業教育教材開發和建設工作做出積極貢獻。

### *開展線上教育*

本集團積極響應教育部印發的《關於促進在線教育健康發展的指導意見》、《直播類線上教學平台安全保障要求》等文件，積極推進我國教育數字化戰略行動。我們依託自身華信智原的資源，聯合在線教育部組織研發了「智原在線」視頻直播在線教育平台。平台經歷五次改版，提供更便捷的跨平台使用體驗。當前首頁分為八個模塊（視頻、直播、認證等），已累計用戶超過10,900；累計上傳視頻超過50,000；本年度累計上傳課程視頻超過1,000個；單課程最高訪問量超過47,600；「智原在線」平台中現有視頻包含七大類，三十個學科的893個課程；線上核心專業包括：新媒體運營；人工智能；大數據分析；Java工程師；UI/UE交互設計師等。

In addition, Omick Education of Western Cuisine and Pastry uses the Omick online app to provide students with assistance anytime and anywhere. The “Xinhua Smart Campus” platform developed by Xinhua Internet Technology Education has currently covered all institutions nationwide for usage, not only being used by the institutions under the Group for daily management of students, teachers and courses, but also for live streaming of online courses to ensure the length and quality of teaching. In 2024, 265 new courses were added to the platform, and the number of new course orders was 343,453.

此外，歐米奇西點西餐教育採用歐米奇在線app為學子提供隨時隨地的幫助。新華電腦教育開發的「新華智慧校園」平台，目前全國所有院校均已覆蓋使用，不僅用於集團院校對日常學生、教師、課程的管理，還用於線上課程直播，保證教學時長和教學質量。2024年，平台新增課程265門，新增課程訂單數343,453單。



“Zhiyuanzaixian”, a video live online education platform  
「智原在線」視頻直播在線教育平台

## Diversified Teaching Methods

We hope to better empower our students through diversified teaching methods and help them broaden their global perspectives while improving their professional skills. During the Year, the institutions under the Group actively launched international study programs. For instance, Wontone Automotive organized students to study overseas at Subaru (Japan) on 29 February and 30 August 2024, which provided students with the opportunity to learn about advanced assembly and production management concepts in automotive manufacturing when participating in the exchange. In July 2024, Omick Education of Western Cuisine and Pastry worked closely with Japan’s professional institutions to enhance students’ professional skills through customized courses on the process of pastry making and craftsmanship in Japan.

## 多元化教學方式

我們希望通過多元化的教學手段更好地賦能學生，幫助學生在精進專業技能的同時拓寬國際視野。本年度，集團旗下院校積極開展國際研學項目。例如萬通汽車，在2024年2月29日與8月30日組織學生赴日本斯巴魯海外研學，項目為參與交流的學生提供學習先進的汽車製造組裝和生產管理理念的機會。2024年7月，歐米奇西點西餐教育深入日本專業院校，通過訂製課程，學習當地糕點製作流程和工藝，提升學生的專業技能。

### 2.3. Support and Guarantee of Employment and Entrepreneurship

We attach great importance to the entrepreneurship and job placement of students and hope to help them start their career paths smoothly. To this end, the Group has set up Graduate Entrepreneurship and Job Placement Guidance Centers in more than 30 cities in the country, and has set up a Graduate Entrepreneurship and Placement Office in each institution for higher education, which is also equipped with professional entrepreneurship and placement advisors, and is committed to providing a comprehensive and one-stop employment and entrepreneurship service platform for students. In addition, we have also conducted a heart-warming career follow-up program for students to gain an in-depth understanding of their employment status.

During the Year, the Functional Department for Employment and Entrepreneurship of the Group worked closely with various business departments and jointly held a series of large-scale graduate entrepreneurship and placement activities with our subsidiary schools, thus bridging the “the very last trip” from the campus to the job market. In addition to regular recruiting activities such as mutual selection job fairs and corporate job fairs, we also focused on the integration of industry and education, further deepening the cooperation between enterprises and schools through school-enterprise seminars and the execution of school-enterprise cooperation agreements with enterprises. To more precisely meet the employment needs of enterprises, we comprehensively improved students’ employment and entrepreneurship capabilities, from majors setting, counselling on career planning, to aspects such as internship opportunities and directional employment. In addition to employment protection, the Functional Department for Employment and Entrepreneurship also provided systematic support on entrepreneurship for students to start their own businesses, covering multiple aspects including proposals of planning, awareness training and resources support, with a view to helping students realize their role change from apprenticeship to entrepreneurship.

### 2.3. 創就業支持與保障

我們重視學生的創就業情況，希望為廣大學子順利開啓職業生涯。為此，本集團於國內30多座城市設立創就業指導中心，並於各高等院校內設立創就業辦公室，同時配備了專業的創就業指導老師，致力於為廣大學子提供全方位、一站式的創就業服務平台。此外，我們亦實施關愛學生的暖心就業回訪計劃，以深入瞭解學生的就業狀況。

本年度，集團創就業職能部門與各事業部密切合作，聯合旗下學校共同舉辦了系列大型創就業活動，打通校園到職場的「最後一公里」。除常規的人才雙選會及企業專場招聘會外，還聚焦產教融合，通過校企研討會，與企業簽立校企合作協議等方式進一步深化企業與學校的合作。為了更精準地滿足企業的用人需求，我們從專業設置、職業規劃輔導到實習機會與定向就業等環節，全方位提升學生的創就業能力。除就業保障以外，創就業職能部門還為學生的自主創業提供系統的創業幫扶，涵蓋規劃方案，意識培訓、資源支持多個環節，助力學生實現從學徒到創業者的角色轉變。

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Activity date 活動時間	Employment and entrepreneurship activity subject 創就業活動主題
February-March 2024 2024.2-3月	New East Culinary Education 2024 Job Fair 新東方烹飪教育2024年招聘會
1 March 2024 2024.3.1	Wontone Automotive Education Spring 2024 Campus Job Fairs 萬通汽車教育2024年春季系列校園招聘會
12 March 2024 2024.3.12	Xinhua Internet Technology High-Skills Training Base was officially launched 新華互聯網科技高技能培訓基地正式啟動
29 March 2024 2024.3.29	Shijiazhuang Xinhua Computer School Mutual Selection Special Session for IT Talents cum Product Launch of High-Skills Training Centre 石家莊新華電腦學校IT人才雙選會專場暨高技能培訓中心產品發佈會
27 May 2024 2024.5.27	New East Culinary Education 2024 Forum on High-Quality Development of Integration of Industry and Education 新東方烹飪教育2024年產教融合高質量發展論壇
27 June 2024 2024.6.27	The Human Resources and Social Security Bureau of Shenzhen Municipality signed a strategic cooperation memorandum with China East Education 深圳市人力資源和社會保障局與中國東方教育簽署戰略合作備忘錄
28 June 2024 2024.6.28	“Digital Anhui, Technological Xinhua” – Contract Signing Ceremony for the 2024 School-Enterprise Oriented Training Course for Highly Skilled Talents at Anhui Xinhua Senior Technical School 「數智安徽 技耀新華」安徽新華高級技工學校2024年高技能人才校企定向培養班簽約儀式
21 August 2024 2024.8.21	China East Education signed the Memorandum of Understanding on International Exchange and Cooperation for Studying Abroad in Japan 中國東方教育簽署日本留學國際交流合作備忘錄
26 September 2024 2024.9.26	The enterprise delegate of Wontone Automotive Education visited Suzhou and Yangzhou in depth to seek for a new chapter of school-enterprise cooperation 萬通汽車教育企業考察團深入蘇州、揚州，共謀校企合作新篇章
8 November 2024 2024.11.8	East Haihui was invited to attend the Sichuan Provincial Conference on the Integration of Industry and Training cum the Development of Enterprise-School Cooperation 東方海匯受邀出席四川省產訓融合暨企校合作發展大會
2024 2024年	Taiyuan Wontone organized students majoring in Urban Rail Transit Operation Management to visit Taiyuan South railway station, Lanzhou High-speed Railway, Nanchang Metro and Taiyuan Wusu Airport for on-the-job trainings; and organized students majoring in Automotive Engineering to visit Qingdao Chery and Anhui Chery for on-the-job trainings 太原萬通組織城軌專業學生赴太原南站、蘭州高鐵、南昌地鐵、太原武宿機場頂崗實習；組織汽車專業學生赴青島奇瑞、安徽奇瑞頂崗實習



Spring Session of Campus Mutual Selection held by Guangzhou New East  
廣州新東方春季校園雙選會

Case Sharing 1: On 29 February 2024, the “2024 Guangzhou New East Culinary School Spring Campus Mutual Selection and Talent Booking Session” was held. More than 30 enterprises participated in this mutual selection session, providing more than 1,000 positions for employment, which covered Chinese cuisine, Western pastry, Western cuisine and Chinese pastry. The positions involved were comprehensive and covered a big variety, and the participating enterprises were of high quality, which greatly improved the success rate of contract signings.

案例分享一：2024年2月29日，「2024廣州新東方烹飪學校春季校園雙選暨人才預定會」隆重舉行，本次雙選會參會企業30餘家，提供就業崗位千餘個，崗位涵蓋中餐、西點、西餐、中式麵點等，涉及崗位綜合性強、覆蓋面廣，參會企業質量高，大大提高了簽約成功率。



Contract Signing Ceremony for the School-Enterprise Oriented Training Courses at Anhui Xinhua  
安徽新華校企定向培養班簽約儀式

Case Sharing 2: Anhui Xinhua Senior Technical School actively promotes school-enterprise cooperation and has established close relationships with many famous enterprises, thereby making joint efforts with them to nurture high-quality skilled talents. During the Year, Anhui Xinhua signed cooperative contracts with a total of 313 enterprises after visiting and negotiating with them, including 32 enterprises in respect of school-enterprise oriented courses, 33 enterprises in respect of talent development courses, and 27 enterprises in respect of collaborative practical training courses, thus providing better employment protection for students.

案例分享二：安徽新華高級技工學校積極推進校企合作，與多家知名企業建立了緊密的合作關係，共同致力於高素質技能人才的培養。安徽新華本年度考察洽談共簽約合作企業313家，其中校企定向班32家、人才共建班33家、實習實訓合作班27家，為學生提供了較好的就業保障。

## 3. BUILDING DREAMS WITH INGENUITY AND NURTURING OUTSTANDING LEADING TALENTS

### 3.1. Protection of Students' Rights and Interests

Since our students include adults and minors, we strictly comply with the Tort Law of the People's Republic of China, the Law of the People's Republic of China on the Protection of Minors and other relevant laws and regulations for the protection of the rights and interests of students and parents.

#### *Safeguarding Students' Fundamental Personal Rights*

The right to health is the basic right of students. Therefore, we carry out detailed inspections of campuses, dormitories and all kinds of educational facilities to prevent any potential risks endangering personal safety and ensure that students can study in a safe and healthy environment. In addition, we are also committed to creating a respectful and caring campus atmosphere for every student that ensures all kinds of rights of students are fully respected, including personal dignity, honour and privacy, etc.

In order to better serve students and parents, and to ensure that relevant private information is protected and kept confidential, we have established an independent file management system and set strict usage regulations. To this end, we have implemented position confidentiality agreement and the "Information Confidentiality System", where all new employees must sign the confidentiality agreements when they are onboard, and the information of students and parents can only be accessed with the authorization of the management of the colleges.

#### *Safeguarding Students' Rights and Interests in Receiving Education*

We are always student-oriented, and strive to provide them with more opportunities and platforms for their growth and development in order to tap into their potentials, help them demonstrate their personal talents, and cherish the personality and uniqueness of each student. We respect individual differences, and will not treat any students differently because of their gender, race, religion or cultural background.

## 3. 匠心築夢，培育卓越領軍人才

### 3.1. 學生權益保護

我們的學生包含成年人及未成年人，因此我們嚴格遵照《中華人民共和國侵權責任法》、《中華人民共和國未成年人保護法》等相關法律規定，維護學生與家長的權益。

#### *維護學生基本人身權利*

健康權是學生的基本權利。因此，我們對校園、宿舍以及各類教育設施都進行了細緻的檢查，目的是為了預防任何可能危害人身安全的隱患，確保學生能在一個安全和健康的環境中學習。此外，我們還致力於為每個學生營造充滿尊重和關懷的校園氛圍，確保他們包括人格尊嚴、榮譽權和隱私權等各項權利都得到充分的尊重。

為了更好地服務學生和家長，並確保相關隱私信息得到保護和保密，我們建立了獨立的檔案管理制度以及嚴格的使用規定。為此，我們實施了崗位保密協定及《信息資料保密制度》。其中，所有新進員工在入職時都必須簽署保密協議；學生及家長的資料信息只有經校級管理人員的授權才可查閱。

#### *維護學生受教育權益*

我們始終以學生為本，努力為他們提供更多成長和發展的機會與平台，以挖掘他們的潛力，幫助他們展現個人才華，珍視每位學生的個性和獨特性。我們尊重個體差異，不因性別、種族、宗教或文化背景的差異而區別對待任何學生。



## *Safeguarding Students' Rights to Information and Appeal*

Students can exercise their right to information through a variety of means: using the school's public resources, such as websites, publications, broadcasts, publicity boards and bulletin boards to learn about the school's news, rules and regulations, and academic trends. The relevant departments of the school and the class teachers are also responsible for the transmission of important information to students and parents. Professional counsellors and teachers can answer students' questions. In addition, students and parents can also obtain more information through field trips. In order to ensure the efficiency and accuracy of information transmission, all schools have developed corresponding procedures.

We also attach importance to the right of appeal of students and parents. Based on the actual situation of our schools, the Group has formulated the "Complaint Handling Measures" to expressly regulate the institutions, responsibilities and procedures for handling complaints. In order to facilitate students to report problems, our schools specially set up the principal's mailbox. In addition, our schools publicize the contact information of the inspectors of the institutions and the heads of the major departments, and post complaint report boards of the Audit and Supervision Department of the Group in each office in accordance with the "Regulations on the Management of Complaints and Reportings of the Group" to ensure that students can have easy access to the complaint channels and contact information.

When facing complaints, we first let the class teacher of the student record the relevant information of the complainant, including the name, contact number and reason for complaint, etc., and establish a dedicated complaint file. In order to fully follow up on complaints, we will conduct joint investigations with relevant departments to truly understand the actual situation of the problem and handle it carefully. All of the progress will be reported to the management. Besides, we are also committed to maintaining active communication with the student and his/her parents until the complaint is properly resolved. To ensure that the problem is really resolved, we will also conduct regular follow-up visits to the complainant to confirm that the problem has been properly addressed. During the Year, the Group received a total of 9 complaints on the quality of teaching and services.

## *維護學生知情權及申訴權*

學生可通過多種途徑來行使知情權：利用學校的公共資源，如網站、刊物、廣播、宣傳欄及公示欄等，以了解學校的新聞、規章制度及學術動態；學校相關部門和班主任亦負責向學生和家長傳遞重要信息；專業的輔導員和教師則為學生提供問題解答。此外，學生和家長亦能通過實地考察來獲取更多相關資訊。為確保信息傳遞的效率和準確性，各院校均制定了相應的程序。

我們亦重視學生及家長的申訴權。根據學校實際情況，本集團制定了《投訴處理辦法》，對受理申訴的機構、職責及流程進行明確規定。為便於學生反映問題，學校特設校長信箱。此外，學校公開院校督查人員及主要部門負責人的聯絡方式，並依照《集團投訴舉報管理規定》在各辦公室張貼集團審計督查部的投訴舉報牌，確保學生能夠方便地獲取投訴渠道及聯絡方式。

當面對投訴事宜時，我們首先由學生的班主任來記錄投訴人的有關資訊，包括姓名、聯絡電話及投訴事由等，建立專屬的投訴檔案。為全面跟進投訴事宜，我們會與相關部門合作展開調查，確實了解問題的實際情況，並予以慎重處理。所有進展將會上報至管理層。此外，我們也致力於與學生及家長保持積極的溝通，直至投訴問題得到妥善解決。為確保問題的真正解決，事後我們亦會定期回訪投訴人，確認問題已得到妥善處理。本年度，本集團共收到接獲關於教學與服務質量的投訴9宗。

## 3.2. Health and Safety Protection

In order to create a safe and stable campus environment, the Group has established the Safety Production Committee at the headquarters' level. The committee comprises members from the senior management of the Company. Its main responsibilities are to study, organize, coordinate and guide the Company's major safety production issues and organize important safety production activities. In order to better implement safety management, the Group has set up the Safety Production Guidance Office under the Safety Production Committee, and the office is responsible for coordination, planning, inspection, guidance and wrap-up at the implementation level. In addition, the principal is the first person responsible for the safety production work of each school. A Safety Work Leadership Team and a dedicated safety officer are also arranged at each school. We also require all schools and departments to sign the three-level Safety Responsibility Agreement under the principle of "the person who takes charge shall be responsible" to further clarify the primary responsibility of safety management.

We strictly abide by the Education Law of the People's Republic of China on a nationwide basis, the local School Safety Regulations and other laws and regulations related to campus safety, and in accordance with the Group's School Safety Management System, Fire Safety Management System, Food Safety Management System, Environmental Safety Management System, Group Emergency Response Plan and in light of the actual condition, each school formulates relevant safety management system.

### Safety Education

We believe that a daily and special safety education is essential to ensure campus safety. To this end, we have created the education management system of "three teachings and three trainings" to enhance students' awareness of life safety through legal safety education, school discipline and school rules education, etc. During the Year, all schools had actively launched safety seminars on different themes, including safety and legal systems, drug prevention, fire safety knowledge, anti-fraud, and anti-bullying, thereby providing comprehensive protection for students' safety. In our professional courses, standardized operation and emergency response in fire prevention, gas, use of electricity and tools are highlighted in the syllabus.

## 3.2. 健康與安全保障

為打造一個安全、穩定的校園環境，本集團在總部層面成立了安全生產委員會。委員會成員均為公司的高層管理層，主要職責是研究、統籌、協調和指導公司的重大安全生產問題，並組織重要的安全生產活動。為了更好地落實安全管理，集團設立了安全生產委員會下轄的安全生產指導辦公室，負責實施層面的統籌規劃、巡視指導及總結工作。此外，院校校長為各院校安全生產工作的第一責任人；學校內亦設有安全工作領導小組及專職的安全員。我們還依據「誰主管，誰負責」的原則，要求各院校及部門簽訂三級「安全責任書」，進一步明確安全管理工作的主體責任。

我們嚴格遵守國家《中華人民共和國教育法》、地方《學校安全條例》等校園安全相關法律法規，並根據集團發佈的《學校安全管理制度》、《消防安全管理制度》、《食品安全管理制度》、《環境安全管理制度》、《集團突發事件應急預案》等，結合各校區實際情況，制定相關安全管理制度。

### 安全教育

我們認為日常及專項的安全教育對於保障校園安全非常必要。為此，我們獨創了「三教三訓」教育管理制度，通過法制安全教育、校紀校規教育等增強學生的生命安全意识。本年度內，各院校積極開展不同主題的安全講座，包括安全與法制、禁毒、消防安全知識、防詐騙、防霸凌等，全方位為學生的安全保駕護航。我們在專業課程中，會強調防火、燃氣、用電、工具等方面的規範操作和應急處理。



Publicity on fire safety in campus  
消防安全校園宣傳活動

Case sharing 1: In November 2024, Shandong Xinhua Computer Institute carried out the publicity on fire safety constitutions together with the local police.

案例分享一：2024年11月，山東新華電腦學院攜手當地警方開展消防安全憲法宣傳活動。



Publicity on telecom fraud prevention in campus  
預防電信詐騙校園宣傳活動

Case sharing 2: Anhui Wontone Senior Technical School launched a publicity to students on telecom fraud prevention in collaboration with the local police

案例分享二：安徽萬通高級技工學校聯合當地警方對學生開展預防電信詐騙宣貫活動

# Environmental, Social and Governance Report 環境、社會及管治報告

## Campus Security Management

The brands of main business of the Group, such as New East Culinary Education, Xinhua Internet Technology Education and Wontone Automotive Education, mainly offer vocational education courses with longer duration from half-year to three years. As most of the students live on campus, the schools adopt semi-closed management. In order to ensure the life and property safety of teachers, students and employees, the schools have set up strict security systems, including the installation of a 24-hour full-coverage monitoring system. Special personnel are arranged to patrol, and dedicated teachers are arranged to be on day shift or night shift, so as to report any abnormal situation in a timely manner when it is found. We continuously improve the “triple inspection” mechanism of self-inspection, audit and supervision and safety inspection of the schools, and continued to improve the ability of campus for safety hazard investigation and governance by strengthening the intensity and scope of safety inspections and implementing opinions on rectification.

## Fire safety management

In terms of fire safety, the Group and the schools strictly abide by the “Fire Prevention Law of The People’s Republic of China”, and the provisions such as local “Fire Control Regulations”, and formulated the Fire Safety Management System and the Fire Emergency Plan. We require the fire management work to be implemented and self-inspected from the following aspects, including self-inspection of fire safety facilities, improvement of fire safety systems, reinforcement of fire safety education, implementation of fire safety measures, and establishment of fire safety normal working mechanism. In order to ensure fire safety, we actively cooperate in the regular inspections of the local fire departments and carry out the annual fire safety special work during the week of “National Fire Safety Day” every year.

We have always implemented the guiding ideology of “safety first, prevention first, comprehensive governance”, strengthened employees’ awareness of fire safety through the training method of “indoor theoretical teaching + outdoor practical teaching” so that employees are familiar with the practical skills. During the Year, the Group had no fire safety incidents and no inappropriate fire safety violations.

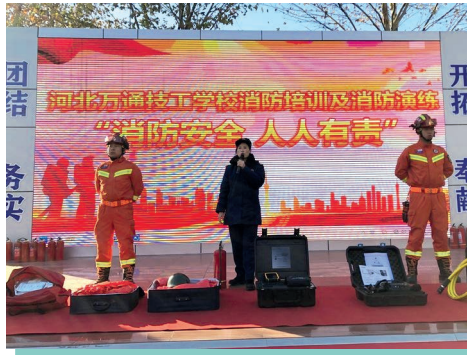
## 校園安全管理

本集團的主營業務品牌包括新東方烹飪教育、新華電腦教育、萬通汽車教育等，這些品牌主要以學制較長的半年制至三年制教育為主。由於大多數學生在校住宿，校園實行半封閉式管理。為了保障師生和員工的生命財產安全，學校制定了嚴格的安保措施，包括安裝24小時全覆蓋的監控系統、安排專人巡邏，並有專職教師晝夜值班，以便在發現異常情況時及時上報。我們不斷完善院校自查、審計督查和安全巡查的「三重檢查」機制，通過加強安全巡查的力度和範圍，並落實整改意見，持續提升校園安全隱患排查和治理能力。

## 消防安全管理

在消防安全方面，集團及學校嚴格遵循《中華人民共和國消防法》、地方《消防管理條例》等規定，制定《消防安全管理制度》及《消防應急預案》。我們要求消防管理工作全方位落實和自查，包括自查消防安全設施、健全消防安全制度、加強消防安全教育、落實消防安全措施，以及建立消防安全常態工作機制等。為確保消防安全，我們積極配合當地消防部門的定期檢查並在每年的「全國消防日」這一週集中開展年度消防安全專項工作。

我們始終貫徹落實「安全第一、預防為主、綜合治理」的指導思想，並通過「室內理論教學+室外實踐教學」的培訓方式，加強員工對消防安全的認知，並使員工熟練掌握實操技巧。於本年度，本集團未發生消防安全事故，亦未發生不適當的消防安全違規行為。



Publicity and drills on fire safety in campus  
校園消防安全宣傳和演練

Case sharing: Fire safety trainings and fire extinguisher use drills conducted by various schools  
案例分享：各學院開展消防安全培訓及滅火器使用演練

## Mental health management

We attach great importance to the mental health of students, have established the safety education mechanism comprising “school-family-society”, and actively play the role of the school. Through home-school contact and other means, we keep abreast of students’ psychological states and help them shape a positive and sunny attitude. In addition, we organically combine mental health education with daily teaching to ensure that students can pay attention to their own mental health while learning. The Group has set up a counselling room and a psychological hotline in schools. During the Year, various schools have further provided students with daily counselling and facilitation to ensure their physical and mental well-being by conducting mental health seminars, interactive care activities and the improvement of mental health assistance mechanism.

## 心理健康管理

我們高度重視學生的心理健康，建立「學校－家庭－社會」三方結合的安全教育機制，並積極發揮學校的作用。我們通過家校聯絡等方式，及時瞭解學生的心理狀態，幫助學生塑造積極向上的陽光心態。此外，我們將心理健康教育與日常教學進行有機結合，確保學生在學習的同時也能關注自身的心理健康。本集團通過在學校開設心理諮詢室並設立心理熱線，本年度各院校更進一步通過開展心理健康講座、關愛互動活動等方式，完善心理健康援助機制，為學生提供日常的心理輔導和疏通，確保其身心健康。



Mental health seminar in campus  
校園心理健康講座

Case sharing: Anhui Wontone carried out interactive seminars on mental health education  
案例分享：安徽萬通開展心理健康教育互動講座

## Health and Food Safety Management

In order to ensure the effective implementation of campus health work, we comply with the School Health Work Ordinance and formulate the School Health Supervision System. In accordance with the requirements of the national health department, the management of teaching hygiene, sports hygiene, diet hygiene and school environmental hygiene has been clarified. We urge the improvement of all courses, environment and diet that do not meet the health requirements.

We have always adhered to food safety as one of our bottom lines. In order to supervise and manage canteens, supermarkets and daily services of schools, the Group has arranged the logistics business department dedicated to special management. The Group attaches great importance to the safety of the whole process from food procurement, processing, sale and sample storage, and has formulated the Food Hygiene Management System. On the basis of the requirements of the Group, all schools further formulated several management systems such as Canteen Hygiene Management System, Diet Management System, Dishware Disinfection System, Canteen Hygiene Management System and Food Sampling System. We strictly comply with the Food Hygiene Law of the People's Republic of China on a nationwide basis, establish stricter standards on the basis of meeting the national standards, and revise the relevant systems in a time manner according to the latest laws.

We have established a sound Food Hygiene and Safety Emergency Plan, which clearly describes the detailed provisions of the incident emergency handling process from the reporting system, rescue measures, medical rescue, disease source protection and personnel deployment to the information disclosure, etc. In order to ensure the effectiveness and enforceability of the Plan, we also regularly carry out emergency plan drills on food poisoning.

## 衛生與食品安全管理

為了保證校園衛生工作的有效實施，我們遵守《學校衛生工作條例》，制定了《學校衛生監督監察制度》，按照國家衛生部門的要求，對於教學衛生、體育衛生、飲食衛生、學校環境衛生的管理工作進行了明確，對一切不符合衛生要求的課程、環境、飲食情況予以督促改善。

我們始終堅守食品安全的底線。為了監督和管理院校食堂、超市和學生生活服務，集團安排後勤事業部進行專門的管理。本集團重視食品的採購、加工、售賣及留樣存儲等全流程的安全問題，建立了《食品衛生管理制度》。各院校在集團要求的基礎上，進一步制定了多項管理制度，如《食堂衛生管理制度》、《膳食管理制度》、《餐具用具消毒制度》、《餐廳衛生管理制度》和《食品留樣制度》等。我們認真貫徹國家《中國人民共和國食品衛生法》，並在達到了國家標準的基礎上，建立了更為嚴格的標準，並及時依據最新法律修訂相關制度。

我們建立了完善的《食品衛生安全應急預案》。該預案明確了事故應急處理流程，從報告制度、救援措施、醫療救援、病源保護、人員調度、信息公開等方面進行細致規定。為確保預案的有效性和可執行性，我們還定期開展食品中毒應急預案演練。

In terms of the procurement of ingredients and food, suppliers must have a certificate of quality assurance system, and are able to ensure the freshness and quality of ingredients, and provide certificates and proof of inspection. The canteen staff are required to have physical examination once a year before onboarding, ensuring that their health status meets the national hygiene standards. In the process of cooking, we strictly implement the principle of separate processing of raw food and cooked food and ensure thorough cooking. Tableware and utensils must be disinfected in strict accordance with the procedure of “first wash, second brush, third flush and fourth disinfection” to meet the relevant national hygiene standards. The food produced by the canteen and sold by the supermarket must be kept for 48 hours as stored samples for inspection and test by the superior food safety department and educational authorities. Considering the specific nature of the Group’s training profession, the Group has designed a dedicated system for the procurement of ingredients for its culinary courses, with which information on procurement requirements, applications, names and types of dishes to be demonstrated are all available at a glance to ensure food safety of the teaching ingredients.

In order to control the quality of food hygiene, the Group and schools carry out regular on-site inspection of food hygiene in canteens and supermarkets. The Audit and Supervision Department of the Group conducts inspections once a year; the Logistics Business Department conducts inspections twice a year; and schools conduct random inspections and give timely feedbacks in their routine work. We also attach importance to the students’ opinions on the school canteen, and collect and respond to students’ opinions and suggestions through channels such as suggestion box and the Logistics Business Department.

在食材及食品的採購方面，供應商必須具備品質保證體系證明，並能確保食材的新鮮優質，提供憑證和檢驗證明。食堂工作人員在上崗前必須進行體檢並每年進行一次健康檢查，確保他們的健康狀態符合國家衛生標準。在食品烹飪過程中，我們嚴格執行生熟食品分開處理的原則，確保食物烹飪徹底煮熟。餐具用具則嚴格執行「一洗、二刷、三沖、四消毒」的程序，符合國家有關衛生標準。餐廳所製作和超市所售出的食品必須保證48小時留樣，以備上級食品安全及教育部門進行檢查與化驗。考慮到本集團培訓專業的特殊性，我們為烹飪院校課程的原材料採購設計了專門的系統，清晰展示採購需求、申請、演示菜品名稱、類型等信息，確保教學原料的食品安全。

為了把控食品衛生質量，集團和院校定期現場檢查食堂及超市的食品衛生情況。集團的審計督查部每年進行一次檢查，後勤事業部每年進行兩次檢查；院校則在日常工作中隨機檢查並及時反饋結果。我們亦重視學生對學校餐廳的意見，通過意見箱及後勤事業部等渠道，收集並回應學生的意見和建議。

### 3.3. Teaching Quality Assurance

#### *Teaching Quality Evaluation System*

Adhering to the principle of “quality of education is the lifeline of running a school”, we have established a three-level quality supervision system of the business departments of the Group, schools and teachers, and made corresponding adjustments according to the teaching dynamics grasped in a timely manner through communication with students and parents. In addition, schools have established a mechanism of teaching inspection and supervision. Schools conduct regular or irregular checks on teachers’ teaching plans, teaching satisfaction, assessment on listening and evaluating lessons, and evaluation of their professional titles, and summarize the areas that can be improved in time.

We also attach importance to understanding the opinions of teachers and students through multiple channels to comprehensively improve the quality of teaching. In every quarter, the school management team and teachers hold a teachers’ seminar to listen to suggestions and formulate corrective measures. Bi-monthly student symposiums are organized to listen to the opinions of students which will be effectively put into practical action. In order to understand the teaching situation more intuitively, at the end of each course, we will also organize students to complete a satisfaction survey on the online satisfaction system. Meanwhile, in the monthly special inspection of integrity construction, we will also conduct follow-up telephone interviews with students who have been employed for 3 to 6 months to understand their employment stability rate, salary standard rate and employment satisfaction.

### 3.3. 教學品質保證

#### *教學品質評估體系*

我們始終秉持「教學品質是辦學的生命線」的原則，建立了集團事業部、院校及教師的三級品質監督體系，通過與學生和家長的溝通，根據及時掌握的教學動態進行相應調整。此外，院校還建立了教學巡查與督導機制。各院校定期或不定期檢查教師的教案編製、授課滿意度、聽評課測評、教師職稱評定情況，及時總結可提升之處。

我們亦重視多渠道了解教師和學生的意見，以綜合改善教學品質。院校教務領導每季度開展一次教師座談會，傾聽建議並制定整改措施；每兩月組織召開一次學生座談會，聽取學生的意見並將其有效落實到實際行動上。為了更直觀地了解教學情況，我們還通過線上滿意度系統，在每門課程結束時組織學生進行滿意度調查；並在每月進行的廉政建設專項檢查中，對已就業3-6個月的學生進行電話回訪，充分了解他們的就業穩定率、薪酬達標率以及就業滿意度。



## Environmental, Social and Governance Report 環境、社會及管治報告

The Audit and Supervision Department of the Group conducts annual surveys on students' satisfaction with the work of the school. During the Year, the Audit and Supervision Department of the Group conducted investigation on 123 schools in total, and collected a total of 21,252 student questionnaires. Students' satisfaction with all aspects of the school is above 90 points (out of 100 points), and the recommendation rate for institutions is as high as 92.7%. The results of the evaluation of the Group in the past three years (including the Year) were as follows:

本集團審計督查部每年均會開展問卷調查，了解學生對學校工作的滿意度。本年度，集團審計督查部共計調研123所院校，共錄得學生問卷總量21,252份。學生對學校各方面的滿意度均達90分以上(滿分100分)，對院校的推薦率高達92.7%。本集團過去三年(包括本年度)獲得評價如下：

Evaluation indicators 評價指標	Average points/ Recommended rate in 2024 2024年 平均得分/推薦率	Average points/ Recommended rate in 2023 2023年 平均得分/推薦率	Average points/ Recommended rate in 2022 2022年 平均得分/推薦率
	Teaching quality 學校的教學質量	95.03 points 95.03分	94.68 points 94.68分
Practical teaching 學校的實訓教學	94.85 points 94.85分	95.13 points 95.13分	96.02 points 96.02分
Class management 學校班級管理	92.01 points 92.01分	91.57 points 91.57分	92.78 points 92.78分
Dormitory management 學校宿舍管理	90.92 points 90.92分	92.63 points 92.63分	92.03 points 92.03分
Employment and entrepreneurship guidance courses 創業就業指導課	92.79 points 92.79分	93.35 points 93.35分	94.23 points 94.23分
Recruitment activities held by the school 學校開展的就業活動	94.01 points 94.01分	94.14 points 94.14分	93.27 points 93.27分
Employment and entrepreneurship promotion in campus and school website 校園內及院校網站創就業宣傳	93.49 points 93.49分	91.75 points 91.75分	94.47 points 94.47分
Whether to recommend the school 是否會推薦本院校	92.7% 92.7%	93.5% 93.5%	92.3% 92.3%

#### 4. WORK TOGETHER TO CREATE A BLUEPRINT FOR THE CORPORATE DEVELOPMENT

The Group firmly believes that every employee is our most valuable asset and makes a key contribution to the development of the Group. No matter whether they are the outstanding employees who drive the development of the Group at the management level, or teachers who selflessly dedicate themselves, stand at the forefront of education and teach everything they know, or the colleagues in functional departments who contribute to others implicitly, they go all out in their respective positions and gather strength for the Group to move forward. We are well aware that talent is the primary productive force of corporate development. On the road of “promoting education and serving the country”, making good use of talents is of paramount importance. In order to ensure the long-term corporate development, being kind to talents is a fundamental principle that must be firmly followed.

#### 4. 勳力同心，共繪企業發展藍圖

本集團堅信，每一位員工都是我們最寶貴的財富，都為集團發展做出關鍵貢獻。無論是在管理層上推動集團發展的傑出員工，還是站在教育前沿無私奉獻的教師，以及在幕後默默付出的職能部門同事，都在各自的崗位上全力以赴，匯聚成集團向前的力量。我們深知，人才是企業發展的第一生產力。在「興教報國」的道路上，善用人才至關重要。為了確保企業的長遠發展，善待人才是必須堅定遵守的基本原則。

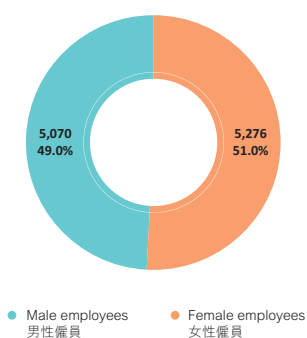
## 4.1. Employee Profile

The headquarters of the Group has 18 functional departments, 10 business divisions, and 233 operating schools under it, with a total of 10,346<sup>1</sup> full-time employees and the total employee turnover rate<sup>2</sup> is 29.5%.

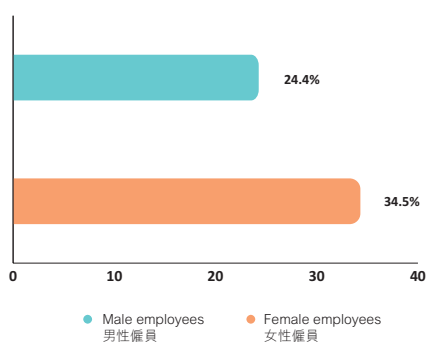
## 4.1. 員工概況

本集團總部共有職能部門18個，事業部10個，以及下屬營運學校233所，共有全職員工10,346<sup>1</sup>人，員工總體流失率<sup>2</sup>為29.5%。

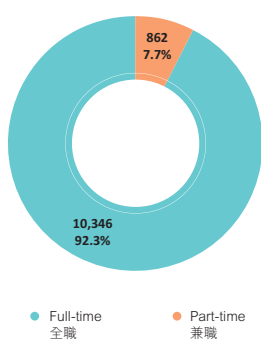
**Gender**  
僱員性別



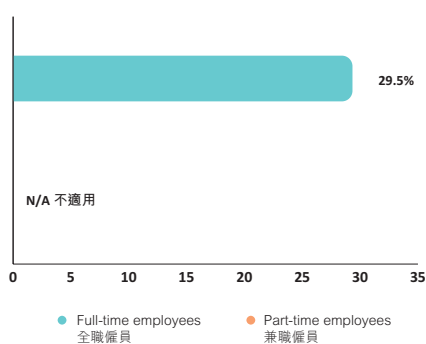
**Employee turnover rate by gender**  
員工流失比率按性別劃分



**Employment category**  
僱傭類型



**Employee turnover rate by employment category**  
員工流失比率按僱傭類別劃分



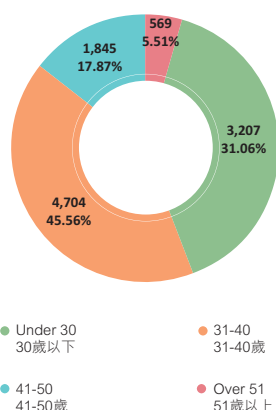
<sup>1</sup> The number of employees comprises 10,346 full-time employees. During the Year, 862 part-time external teaching staff were not included in the statistics of the number of employees.

<sup>2</sup> Employee turnover rate by relevant category = number of employee turnover in that category/total number of employees in that category \*100%

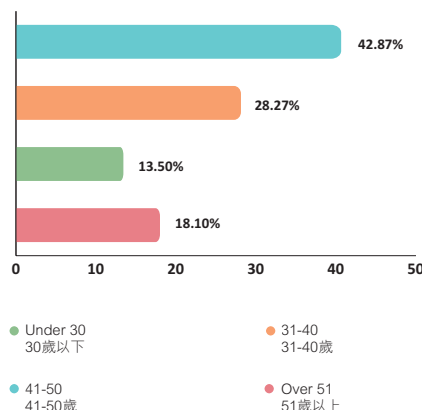
<sup>1</sup> 員工數量包含10,346名全職員工。本年度，862名兼職外聘教師員工，不包含在員工數量統計口徑中。

<sup>2</sup> 按相關類別劃分的員工流失比率=該類別員工流失人數/該類別員工總數\*100%

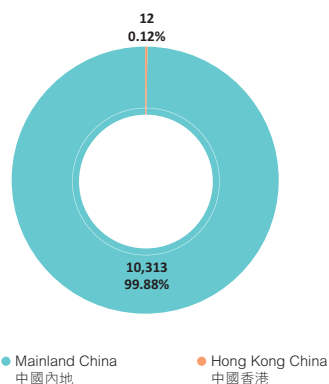
**Age group**  
僱員按年齡組別劃分



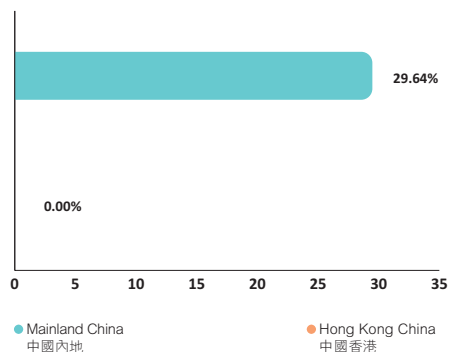
**Employee turnover rate by age group**  
員工流失比率按年齡組別劃分



**Geographical region**  
按區域劃分



**Employee turnover rate by geographical region**  
員工流失比率按地區劃分



## 4.2. Employee Rights Protection

We abide by the national and regional laws and regulations such as the Labour Law of the People's Republic of China, the Labour Contract Law of the People's Republic of China, the Special Provisions on the Labour Protection of Female Workers, the Law of the People's Republic of China on the Protection of Women's Right and Interests, the Social Insurance Law of the People's Republic of China, the Regulations on Work-Related Injury Insurance, the Trade Union Law of the People's Republic of China, the Regulations on the Paid Annual Leave of Employees, the Measures on National New Year Holidays and Memorial Days, and the Provisions on the Prohibition of the Use of Child Labour, etc. Based on these laws and regulations, we have established internal management procedures to regulate the Group's policies and measures on recruitment, hiring, promotion, dismissal, compensation and benefits, attendance and leaves, equal opportunities, diversity, and non-discrimination.

## 4.2. 員工權益保護

我們遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《女職工勞動保護特別規定》、《中華人民共和國婦女權益保障法》、《中國人民共和國社會保險法》、《工傷保險條例》、《中華人民共和國工會法》、《職工帶薪年休假條例》、《全國年節及紀念日放假辦法》、《禁止使用童工規定》等國家及地區的法律法規規定，並據此制定集團內部各項管理程序，以規範集團在招聘、僱傭、晉升、解聘、薪酬福利、考勤與假期、平等機會、多元化、反歧視方面的政策和措施。

The Group strictly abides by the regulations of the country and the region in which it operates, and has formulated personnel management systems such as the “Recruitment Management Regulations”, the “Employment Termination Management Regulations” and the “Attendance and Leave Management Regulations”, so as to standardize the process from recruitment to employment and dismissal of employees, and ensure the strict implementation of the relevant work, rest and leave systems. According to the regulations, employees are entitled to statutory holidays, paid leave such as personal leave, sick leave, marriage leave and maternity leave or unpaid leave in accordance with the law. We respect the legitimate rights and interests of our employees and strive to provide them with a fair, open and inclusive working environment.

We are committed to creating a fair and harmonious working environment and firmly rejects any form of insult and discrimination. We firmly object to different treatments to employees based on their ethnicity, race, age, gender, marital status and religious belief. In addition, we also firmly prohibit forced and exploitative labour practices and promise not to use child labour under the legal age. The Group’s “Employment Management System” clearly stipulates that the Human Resources Department conducts strict inspections on applicants’ identification information and other documents during the recruitment process, and confirms the authenticity of age and other information before hiring. If our employees discover related issues, they can report to the upper management with real names or in anonymous methods. Our Audit and Supervision Department and other relevant departments will promptly investigate and give feedback. During the Year, the Group did not receive any case of the use of child labour or forced labour.

Regarding employees’ health and safety, the Group has not had any work-related fatalities in the past three years (including the Year). During the Year, there were 42 lost days due to work-related injury.

本集團嚴格遵守國家和所在地區的規定，制定了《招聘管理規定》、《員工離職管理規定》以及《考勤假期管理規定》等人事管理制度，以規範員工招聘、僱傭和解聘的流程，並確保工作、休息、休假制度的嚴格執行。根據規定，員工依法享有法定節假日、事假、病假、婚假、產假等帶薪或不帶薪假期。我們尊重員工的合法權益，努力為他們提供一個公平、開放和包容的工作環境。

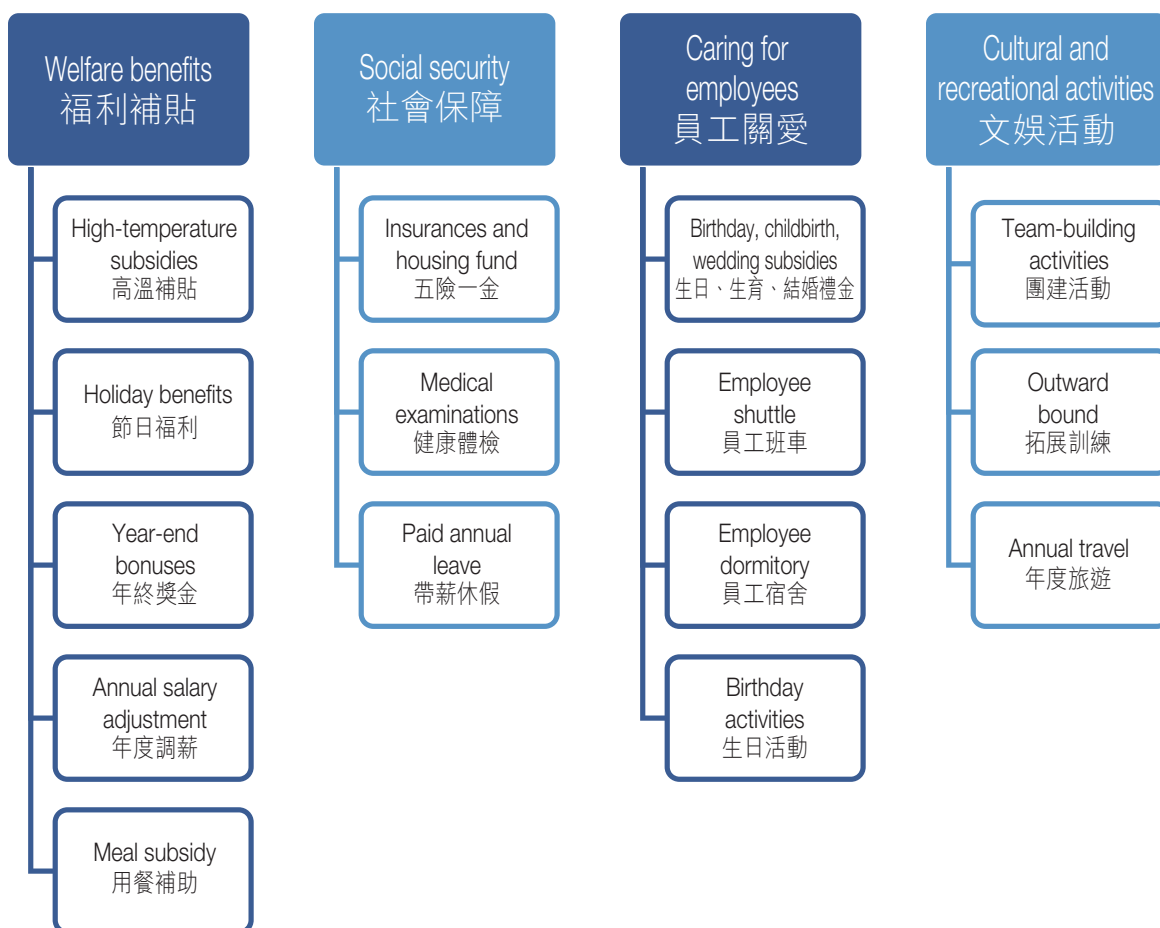
我們致力於營造一個公平和諧的工作環境，堅決反對任何形式的侮辱和歧視行為。我們堅持不因員工的民族、種族、年齡、性別、婚姻狀況以及宗教信仰等的不同而給予區別待遇。此外，我們亦堅決禁止強迫和剝削性質的勞工行為，並承諾不使用未達法定年齡的童工。本集團的《僱傭管理制度》明確規定人力資源部門在招聘過程中需對應聘者身份信息等證件進行嚴格檢查，對年齡及其他資料確認真實性後方可錄用。若我們的員工發現相關問題，可通過實名或匿名方式向直屬管理層反映，審計督查部等相關部門會及時進行調查並給予回饋。於本年度，本集團未發生使用童工或強制勞工的情況。

在員工健康與安全方面，本集團近三年(包括本年度)未發生因工亡故事件。本年度因工傷損失工作日數為42天。

## Environmental, Social and Governance Report 環境、社會及管治報告

The Group provides a competitive salary and welfare system for employees, and ensures that employees' income correspond to their personal contributions through the organic combination of fixed salary and variable salary. We also continue to enrich and improve the diversified welfare system to stimulate the enthusiasm and creativity of employees. According to the regulations, we pay "insurances and housing fund" for all employees, as well as providing promotion training, working lunch, high-temperature subsidies, paid annual leave, medical examinations, team-building activities, year-end bonuses, holiday benefits, outward bound, employee shuttle, employee dormitory, employee family care and other welfare measures.

本集團為員工提供具有競爭力的薪酬福利體系，通過固定工資和浮動工資的有機結合，確保員工的收入與個人貢獻相匹配。我們還不斷豐富和完善多元化的福利體系，以激發員工的積極性和創造力。我們按照規定為所有員工繳納「五險一金」，以及提供晉升培訓、工作午餐、高溫補貼、帶薪年假、健康體檢、團建活動、年終獎金、節日福利、拓展訓練、員工班車、員工宿舍、員工家庭關懷等多項福利措施。



# Environmental, Social and Governance Report 環境、社會及管治報告

## 4.3. Employee promotion system

The Group has established a comprehensive employee promotion system and adopted the dual-track promotion channel of position rank and title system, which provides a ladder for upward development for employees of the Group, its business divisions and subordinate units. Through this system, employees can clearly understand their own career development prospects, so that they can be more focused on the improvement of their own capabilities and the realization of team goals, which also provides continuous talent support for the sustainable development of the Group.

## 4.3. 員工晉升體系

本集團已建立了一個全面的員工晉升體系，採用職務級別與稱謂雙軌制的晉升路徑，為集團、事業部及其下屬各單位的員工提供了向上發展的階梯。通過這一體系，員工能夠清晰地瞭解自身的職業發展前景，從而更加專注於提升自身能力和實現團隊目標，這也為集團的持續發展提供了源源不斷的人才支持。

		Group 集團	Business divisions 事業部	Subordinate units 下屬各單位
High level 高層	Level 1 一級	Chairman 董事長	/	/
	Level 2 二級	President 總裁	/	/
	Level 3 三級	Executive vice president 常務副總裁	/	/
	Level 4 四級	Vice president/ Chief financial officer 副總裁/首席財務官	/	/
	Level 5 五級	Board secretary/Director/ Assistant to chairman/ President assistant 董事會秘書/總監/ 董事長助理/總裁助理	General manager 總經理	/
Mid-to-high level 中高層	Level 6 六級	Department head 部長	Executive deputy general manager (chair)/Senior deputy general manager 常務副總經理(主持)/ 高級副總經理	School principal/(Regional) general manager/Executive deputy general manager (chair) 院校長/(區域)總經理/ 常務副總經理(主持)
	Level 7 七級	Deputy head-chair/ Acting deputy head-chair 副部長—主持/代理副部 長—主持	Deputy general manager 副總經理	Deputy school principal-chair/ (Regional) deputy general manager-chair/Acting deputy school principal-chair/(Regional) acting deputy general manager (chair) 副院校長—主持/(區域)副總 經理—主持/代理副院校長— 主持/(區域)代理副總經理(主 持)

# Environmental, Social and Governance Report 環境、社會及管治報告

	<b>Group</b> 集團	<b>Business divisions</b> 事業部	<b>Subordinate units</b> 下屬各單位	
	Level 8 八級	Deputy department head/ Chief engineer 副部長／總工程師	/	Deputy school principal/ (Regional) deputy general manager 副院校長／(區域)副總經理
	Level 9 九級	Assistant to department head-chair 部長助理－主持	General manager assistant 總經理助理	School principal assistant/ (Regional) general manager assistant-chair/(Regional) director-chair/(Regional) acting director-chair 院校長助理／(區域)總經理助 理－主持／(區域)總監－主 持／(區域)代理總監－主持
	Level 10 十級	Assistant to department head/Deputy chief engineer 部長助理／副總工程師	/	School principal assistant/ (Regional) general manager assistant/(Regional) director 院校長助理／(區域)總經理助 理／(區域)總監
Middle level 中層	Level 11 十一級	Manager 經理	Manager 經理	(Regional) deputy director/ Head/Manager/Supermarket manager (區域)副總監／主任／經理／ 超市店長
	Level 12 十二級	Deputy manager 副經理	Deputy manager 副經理	Deputy head/Deputy manager/ Supermarket deputy manager 副主任／副經理／超市副店長
Basic level 基層	Level 13 十三級	Supervisor 主管	Supervisor 主管	Supervisor/Head chef/ Supermarket foreman 主管／廚師長／超市領班
	Level 14 十四級	Coordinator 專員	Coordinator 專員	Coordinator 專員

## 4.4. Staff Training and Development

The continuous progress and growth of our employees is essential to the development of the Group. To this end, a special training center is set up under the administration and personnel department of the Group, which is responsible for leading the formulation of staff training programs. The programs cover the modules of Management Competence, Foundation Competence of All Staff and Professional Sequence Competence, while organizing the implementation together with each business unit. We set up various training courses for employees of different positions, different levels and different business areas, including corporate culture training, professional training for teachers, market training, network operation training, etc. After the trainings, the training center will issue a training satisfaction questionnaire and get corresponding feedback in time, so that the training substance can be strengthened and improved in the future to meet the training needs of employees. The Group has formulated the “Notice on the 2024 Xinhua Lecture Hall Training Working Plan” (《關於做好2024年「新華大講堂」培訓工作計劃的通知》), the “Notice on the Beginning of 2024 ‘40+4’ Training at the Headquarters of the Group” (《關於開展2024年集團本部「40+4」培訓的通知》), the “Notice on Further Regulation of the Special Training Work of the Headquarters of the Group” (《關於進一步規範集團本部專項培訓工作的通知》) and the “Working Proposal on 2024 Special Skills Enhancement Training Program for Class Teachers of the Group” (《2024年集團班主任專項技能提升培訓工作計劃書》) to design customized training schemes for the teaching staff of different business departments and schools with different numbers of employees. During the Year, the training coverage rate for the Group reached 100%.

## 4.4. 員工培訓發展

員工的持續進步與成長對於集團的發展至關重要。為此，集團行政人事部下設了專門的培訓中心，負責牽頭制定員工培訓方案，並與各事業部合作組織實施。方案涵蓋管理勝任、全員基礎勝任力、專業序列勝任力等模塊，並攜手各事業部組織實施。我們為不同崗位、不同層級和不同業務領域的員工設置各類培訓課程，包括企業文化培訓、教師專業培訓、市場培訓、網絡營運培訓等。培訓結束後，由培訓中心下發培訓滿意度調查表，以及時得到相應的回饋，便於在以後的培訓中加以強化及提升，滿足員工培訓需求。本集團制定了《關於做好2024年「新華大講堂」培訓工作計劃的通知》、《關於開展2024年集團本部「40+4」培訓的通知》、《關於進一步規範集團本部專項培訓工作的通知》、《2024年集團班主任專項技能提升培訓工作計劃書》，為不同事業部及不同員工人數的院校的教職員設計訂製的培訓計劃。本年度，集團培訓覆蓋率達100%。



Category of training 培訓類別	Training course classification 培訓課程分類
Professional competence 專業能力篇	Marketing training Teaching training Academic management training Comprehensive function training 市場類 教學類 學管類 綜合職能類
General competence 通用能力篇	General administration training Professionalism and general skill training 通用管理類 職業素養與通用技能類
Corporate level 公司篇	Corporate culture training Regulation and system training Integrity training 企業文化類 規章制度類 廉政類

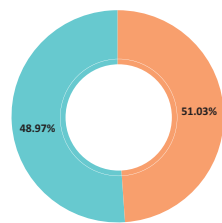


Training Camp for class teachers from the First and Second Computer Business Departments  
電腦第一、第二事業部班主任集訓營

Case sharing: On 30 April 2024, the Class Teachers Training Camp of Xinhua Internet Technology Education for Spring 2024 was successfully held, covering various areas including home-school connection, class management, organization building, and simulated combat. Through systematic education theory learning and practical skills training, the class teachers who participated in the training not only broadened their educational horizons but also improved their teaching standards and class management capabilities.

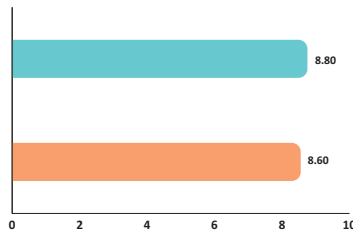
案例分享：2024年4月30日，新華電腦教育2024年春季班主任集訓營順利舉行，課程涵蓋家校互聯、班級管理、社團建設以及模擬實戰等多個領域。通過系統的教育理論學習和實踐技能培訓，參訓的班主任們不僅拓寬了教育視野，還提升了教學水平和班級管理能力。

## Training data by gender 按性別劃分的培訓情況



● Percentage of male employees trained<sup>3</sup>  
男性僱員受訓佔比<sup>3</sup>

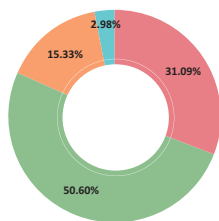
● Percentage of female employees trained<sup>3</sup>  
女性僱員受訓佔比<sup>3</sup>



● Average training hours of male employees<sup>4</sup>  
男性員工平均受訓時數<sup>4</sup>

● Average training hours of female employees<sup>4</sup>  
女性員工平均受訓時數<sup>4</sup>

## Training data by employee category 按僱員類別劃分的培訓情況

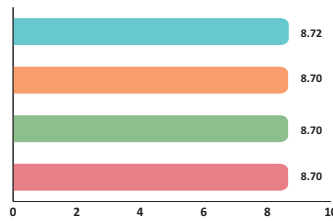


● Percentage of senior management trained  
高級管理人員受訓佔比

● Percentage of middle management trained  
中級管理人員受訓佔比

● Percentage of teachers trained  
教師受訓佔比

● Percentage of general staff trained  
普通員工受訓佔比



● Average training hours of senior management  
高級管理人員平均受訓時數

● Average training hours of middle management  
中級管理人員平均受訓時數

● Average training hours of teachers  
教師平均受訓時數

● Average training hours of general staff  
普通員工平均受訓時數

### 4.5. Humanistic Care

In order to give back to employees for their selfless dedication and ingenuity, the Group strives to provide a safe, healthy, harmonious and friendly working environment for employees, and strengthens the spiritual care of employees. Our schools often organize various cultural and sports development activities, such as Teachers' Day tug-of-war competition, Women's Day activities, teacher-student sports games, etc., aiming to enrich the spiritual and cultural life of employees and enhance corporate cohesion.

### 4.5. 公司人文關懷

為了回饋員工的無私奉獻和匠心育人，集團致力於為員工打造一個安全健康、和諧友愛的工作環境，加強對員工精神層面的關懷。各院校經常組織如教師節拔河比賽、婦女節活動、師生運動會等各類文體建設活動，旨在豐富員工的精神文化生活，增強企業凝聚力。

<sup>3</sup> Ratio of employees trained by relevant category = number of employees trained in the particular category/employees trained \*100%

<sup>4</sup> Average training hours of employees by relevant category = total training hours of employees in a particular category/number of employees in a particular category

<sup>3</sup> 按相關類別劃分的受訓員工比例=特定類別員工受訓人數/受訓員工\*100%

<sup>4</sup> 按相關類別員工平均受訓時數=特定類別員工的總受訓時數/特定類別的員工人數

## *Taking good care of the teachers*

On 9 September 2024, the Teachers' Day of China East Education cum Outstanding Teachers Commendation Conference of the Group in 2024 was successfully held, with over one hundred affiliated schools nationwide setting up branch venues, and more than ten thousand teaching staff participating in the activities online. A total of 50 teachers of different positions with different responsibilities from schools across the country have been awarded the titles of "Outstanding Educator" or "Excellent Teacher".

## 心繫教師·呵護備至

2024年9月9日，中國東方教育2024年教師節暨集團優秀教師表彰大會圓滿舉行，全國百餘所院校設立分會場，萬餘名教職員工在線參與活動。來自全國院校共50名不同職責崗位的老師被授予「優秀教育工作者」或「優秀教師」稱號。



Teachers' Day activities of China East Education for 2024  
2024年度中國東方教育教師節活動

# Environmental, Social and Governance Report 環境、社會及管治報告

## Listening to words from the heart of employees

In order to listen to our employees and create a good working atmosphere, the Audit and Supervision Department of the Group conducts annual surveys on a sample of employees to find out their satisfaction towards various aspects of the Group. According to the 4,963 questionnaires returned during the Year covering 123 institutions, employees' satisfaction towards the Group in various aspects scored 8 or above, with specific scores for the past three years (including the Year) as follows:

## 關懷員工·聆聽心聲

為了聆聽員工心聲、創造良好的工作氛圍，集團審計督查部每年均會通過對員工進行抽樣問卷調查的方式，了解員工對集團各方面的滿意度。根據本年度回收的涵蓋123所院校共4,963份問卷，員工對集團各方面的滿意度均達8分以上。過去三年（包括本年度）具體評價如下：

Evaluation indicators 評價指標	Average scores in 2024 2024年平均得分	Average scores in 2023 2023年平均得分	Average scores in 2022 2022年平均得分
Teaching management 教學管理	9.47 points 9.47分	9.53 points 9.53分	9.34 points 9.34分
Student management 學生管理	9.51 points 9.51分	9.36 points 9.36分	9.47 points 9.47分
Employment and entrepreneurship 創就業工作	9.19 points 9.19分	9.01 points 9.01分	9.51 points 9.51分
Market operations 市場營運	8.97 points 8.97分	9.63 points 9.63分	9.37 points 9.37分
Logistical support 後勤保障	8.34 points 8.34分	8.45 points 8.45分	9.12 points 9.12分
Staff training 員工培訓	9.02 points 9.02分	8.89 points 8.89分	9.23 points 9.23分
Hardware equipment 硬件設施	8.91 points 8.91分	8.87 points 8.87分	9.03 points 9.03分
Functional department services 職能部門服務	9.03 points 9.03分	9.24 points 9.24分	9.01 points 9.01分
System enforcement 制度執行情況	8.74 points 8.74分	8.32 points 8.32分	9.56 points 9.56分
Management of mid-level and above management team 中層及以上管理團隊管理	9.17 points 9.17分	9.11 points 9.11分	9.38 points 9.38分

## 5. LOW CARBON AND ENERGY SAVING FOR DIVERSIFIED EMPOWERMENT OF GREEN TRANSFORMATION

As the pioneer in vocational education in China, we believe that environmental protection and green development are the fundamental responsibilities of the Group. We abide by the relevant laws and regulations such as the PRC Environmental Protection Law, the Energy Conservation Law of the People's Republic of China, the Water Pollution Prevention and Control Law of the People's Republic of China, the Water Law of the People's Republic of China, the Atmospheric Pollution Prevention and Control Law of the People's Republic of China, the Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste, the Law of the People's Republic of China on the Prevention and Control of Ambient Noise Pollution, the Water and Soil Conservation Law of the People's Republic of China, the Law of the People's Republic of China on Appraising of Environment Impacts, the Soil Pollution Prevention and Control Law of the People's Republic of China, the National Catalogue of Hazardous Wastes so as to reduce air and greenhouse gas emissions, sewage discharged to water and land, and hazardous and non-hazardous waste generation, etc. through regulation of use of resource and emission management.

The Board is responsible for approving the Group's ESG-related targets and reviewing the progress of their achievement. The Group has formulated relevant environmental targets, indicators and action plans in four aspects of waste generation, greenhouse gas emissions, energy use and water use in the environmental field. During the Year, the Group reviewed the practical action plans of the three selected schools for their respective ESG goals, and the Board confirmed and reviewed the results of the progress of ESG goals. In order to continue to promote the achievement of ESG goals, we have tracked and recorded the implementation status of each goal by the schools, and the overall progress was good. In the future, the Group will continue to review the progress of the realization of ESG goals, advance the implementation of environmental goals, summarize experiences in a timely manner and extend the scope of feasible practices to more operating campuses.

## 5. 低碳節能，多元賦能綠色轉型

本集團是中國職業教育領域的領航者。我們認為，環境保護和綠色發展是集團的基本責任。我們遵守《中華人民共和國環境保護法》、《中華人民共和國節約能源法》、《中華人民共和國水污染防治法》、《中華人民共和國水法》、《中華人民共和國大氣污染防治法》、《中華人民共和國固體廢物污染環境防治法》、《中華人民共和國環境噪聲污染防治法》、《中華人民共和國水土保持法》、《中華人民共和國環境影響評價法》、《中華人民共和國土壤污染防治法》、《國家危險廢物名錄》等相關法律法規，規範資源使用及排放管理，減少廢氣及溫室氣體排放、對水體及土地的排污，以及有害和無害廢棄物的產生等。

董事會負有審批本集團ESG相關目標及檢討相關目標實現進度的責任。本集團已針對環境範疇中的廢棄物產生、溫室氣體排放、能源使用以及水資源使用四個方面制定相關環境目標、指標與行動計劃。於本年度內，本集團檢視了所選定的三所院校對各ESG目標的實際行動計劃，並由董事會確認和檢討ESG目標進度的結果。為了持續推進ESG目標的實現，我們跟蹤並記錄了各院校對各目標的執行情況，總體進展良好。未來，本集團將持續檢討ESG目標實現進度，推進各環境目標的執行，並及時總結經驗，將可行的實踐推廣至更多營運校區。

# Environmental, Social and Governance Report 環境、社會及管治報告

Environmental targets 環境目標	Indicators 指標	Action plans 行動計劃	Actions taken during the Year and status of progress 本年度採取行動與進度現狀
<b>Target category: Waste generation</b> 目標範疇：廢棄物產生			
Increase food waste recycling 增加廚餘回收量	Empty Tray Campaign (Promoting Participation) 光盤行動推廣情況 (推廣參與度)	Promote the Empty Tray Campaign by putting up posters in student canteens to remind students not to waste food; install video cameras at food waste dumping areas to monitor food waste. 推廣光碟行動，在學生飯堂貼上宣傳物，提醒學生切勿浪費食物；在傾倒廚餘垃圾處安裝攝像鏡頭，以監控浪費糧食情況。	The target institutions irregularly carried out the “Empty Tray Campaign” promotion, and encouraged teachers and students to routinely save food by posting banners and other propaganda slogans in the canteen, signing food-saving initiatives, and other methods; and installed a camera at and arrange supervision by dedicated persons to the food waste dumping area at restaurants to ensure the effective implementation of the Empty Tray Campaign. 目標院校不定期開展「光盤行動」宣傳活動，通過在食堂張貼宣傳標語，簽署節約糧食倡議書等方式倡導師生例行節約；並在餐廳傾倒廚餘垃圾處安裝攝像頭並安排專人監督，確保光盤行動落到實處。
	Increase the popularity of food waste composting activities 提高廚餘堆肥活動普及率	Organize food waste composting activities in schools on a regular basis. 定期在各學校舉辦廚餘堆肥活動。	Among the target institutions, Anhui Xinhua has taken the lead in carrying out food waste composting activities for four times, with approximately 600 teachers and students who participated in the activities, handling a total weight of approximately 250 kg. For the remaining institutions that have not yet carried out food waste composting activities, the food waste was uniformly cleared by vendors. In order to promote the achievement of this target, the institutions are revising their activity plans and strengthening the ideological education and guidance for students, with the aim of starting as soon as possible. 目標院校中，安徽新華已率先開展四次廚餘堆肥活動，參與師生約600人次，處理總重量約250公斤。其餘暫未開展廚餘堆肥活動的院校中，由外部公司統一清理廚餘垃圾。為推進目標達成，院校正對活動方案作出修訂，並加強對學生的思想教育和引導，以期盡快開展。

# Environmental, Social and Governance Report 環境、社會及管治報告

Environmental targets 環境目標	Indicators 指標	Action plans 行動計劃	Actions taken during the Year and status of progress 本年度採取行動與進度現狀
<b>Target category: Waste generation</b> 目標範疇：廢棄物產生			
Improve the utilization rate of waste resources 提升廢棄物資源利用率	Implement percentage of waste sorting in schools and offices 於學校、辦公室實行垃圾分類的百分比	Implement waste sorting and provide waste sorting equipment on campus or in the office. 實行垃圾分類，並在校園或辦公室配套垃圾分類設備。	All target institutions implemented waste sorting and were equipped with corresponding waste sorting facilities. In addressing food waste, Anhui New East Culinary Education set up food waste trash bins and domestic trash bins in a ratio of 8:2. 目標院校均實行垃圾分類，配備相應的垃圾分類設施。安徽新東方烹飪教育針對廚餘垃圾，配備了比例為8:2的廚餘垃圾桶與生活垃圾桶。
	The penetration rate of waste sorting 垃圾分類普及率	Promote waste recycling, conduct regular publicity and education on waste sorting and encourage teachers and students to participate in source sorting of waste. 推廣廢棄物回收，定期開展垃圾分類的宣傳與教育工作，鼓勵師生參與廢物源頭分類。	The target institutions have carried out publicity and education work on waste sorting, actively promoted waste recycling, with more than 9,000 teachers and students participating. Anhui New East Culinary Education carried out publicity on waste sorting in weekly meetings and class meetings. Anhui Xinhua Internet Technology Education has even incorporated knowledge about waste sorting into its courses. Anhui Wontone Automotive Education encouraged teachers and students to participate in waste sorting by an innovative way of propaganda videos on waste sorting. 目標院校均開展垃圾分類的宣傳與教育工作，積極推廣廢棄物回收，帶動超過9,000名師生。安徽新東方烹飪教育於每周例會及班會開展垃圾分類宣傳。安徽新華電腦教育更將垃圾分類知識納入課程。安徽萬通汽車教育通過垃圾分類宣傳視頻的創新手法鼓勵師生參與垃圾分類。

# Environmental, Social and Governance Report 環境、社會及管治報告

Environmental targets 環境目標	Indicators 指標	Action plans 行動計劃	Actions taken during the Year and status of progress 本年度採取行動與進度現狀
<b>Target category: Waste generation</b> 目標範疇：廢棄物產生			
Reduce non-hazardous waste 減少無害廢棄物	Reduce the use of single-use items 減少使用一次性物品	School shops/canteens do not actively/remuneratively provide plastic bags and disposable cutlery. 學校商店／飯堂不主動／有償提供塑料袋和一次性餐具。	The target institutions did not take the initiative to provide plastic bags and disposable tableware but provide purchase for a fee. 目標院校均不主動提供塑料袋及一次性餐具，提供有償購買。
	Implement percentage of paperless office 實施無紙化辦公百分比	Full promotion of paperless office and paperless daily meetings, etc. 全面推廣無紙化辦公，日常會議全無紙化等。	The target institutions were gradually promoting paperless office. Among them, for Anhui Wontone Automotive Education, daily receipt and delivery of documents, sign-in and minutes were completed in a paperless way. For Anhui New East Culinary Education, unnecessary paper use was reduced by recording the use of consumable office supplies such as A4 paper. Anhui Xinhua Internet Technology Education has achieved a paper office to a great extent and reduced paper usage through online meetings. 目標院校均逐步推進無紙化辦公。其中，安徽萬通汽車教育日常收發文、簽到及會議記錄已通過無紙化辦公完成；安徽新東方烹飪教育通過記錄A4紙等易耗辦公用品的使用情況，減少不必要的紙張使用。安徽新華電腦教育已實現較高比例的無紙化辦公，並通過在線會議減少紙張使用。
Reduce hazardous wastes 減少有害廢棄物	LED light installation data for campus and office 校園、辦公室LED燈安裝數據	Expand the selection of LED lights, replace traditional energy-consuming lights with LED lights, etc. 擴大選用LED燈的範圍，用LED燈等代替傳統耗能燈管等。	The target institutions continued to promote the use of LED lights. Among them, the LED light coverage of Anhui New East Culinary Education has exceeded 90% while that of Anhui Xinhua Internet Technology Education has reached 70%, with priority given to energy-saving 9W~22W LED lights in the selection of LED lighting. 目標院校均持續推進LED燈的使用。其中，安徽新東方烹飪教育的LED燈覆蓋範圍已達90%以上，安徽新華電腦教育為70%；在LED燈具的選用上優先考慮節能高效的9W~22W的LED燈。



# Environmental, Social and Governance Report 環境、社會及管治報告

Environmental target 環境目標	Indicators 指標	Action plans 行動計劃	Action taken during the Year and status of progress 本年度採取行動與進度現狀
<b>Target category: Greenhouse gas emissions</b> 目標範疇：溫室氣體排放			
Reduce vehicle greenhouse gas emissions 減少汽車溫室氣體排放	The overall fuel consumption of the official car or the number of times the official car being used 公務車整體油耗或公務車使用次數	Strengthen the management of official cars, record the fuel consumption of official cars, and conduct regular maintenance of official cars to reduce fuel consumption per km. 強化公務車管理，記錄公務車耗油，定期檢修公務車，減少車輛每公里耗油。	The target institutions complied with the management regulations of official vehicles formulated by the Group, carried out regular maintenance and overhaul of official vehicles, and recorded the fuel consumption of official vehicles in a standardized manner. The recorded fuel consumption of official vehicles remained basically the same as that of 2023. 目標院校均遵守集團制定的公務車管理規定，定期對公務車進行保養和檢修，規範記錄公務車油耗情況，所記錄的公務車耗油情況與2023年度基本持平。
	Electric or hybrid vehicle penetration rate 使用電動或混合動力汽車普及率	Encourage the use of electric or hybrid vehicles 鼓勵使用電動或混合動力汽車	The target institutions gave priority to electric vehicles or hybrid vehicles when considering the replacement of retired official vehicles. At present, electric or hybrid vehicles are included in the official vehicles of Anhui Xinhua Internet Technology Education, with the use of electric or hybrid vehicles by teachers and students for traveling becoming popular, which reflects the school's positive attitude towards and practice of environmentally friendly traveling. 目標院校在替換報廢公務車時，會優先考慮使用電動或混合動力汽車。目前，安徽新華電腦教育公務車輛中已包含電動或混合動力汽車；師生使用電動或混合動力汽車出行亦初具規模，體現了學校對環保出行的積極態度和實踐。
Campus greening 校園綠化	Campus greening rate 校園綠化率	Carry out tree planting activities and encourage teachers, students and parents to participate and set a target for the number of trees to be planted. 開展植樹活動，並鼓勵師生及家長共同參與，定下植樹數目的目標。	Tree planting activities were carried out in the target institutions, with approximately 5,000 teachers and students taking part to plant more than 300 trees. 目標院校均開展了植樹活動。院校合計帶動約5,000名師生，種植樹木300餘棵。

# Environmental, Social and Governance Report 環境、社會及管治報告

Environmental target 環境目標	Indicators 指標	Action plans 行動計劃	Action taken during the Year and status of progress 本年度採取行動與進度現狀
<b>Target category: Use of energy</b> 目標範疇：能源使用			
Improving the efficiency of energy use 提高能源使用效益	Energy consumption of energy-consuming equipment 耗能設備能源消耗情況	Develop a maintenance plan to regularly repair energy-consuming equipment, and regularly repair and upgrade electronic equipment in schools to optimize energy efficiency. 制定檢修計劃，定期檢修耗能設備，將學校內的電子設備定期接受維修及升級，以優化能源效率。	The target institutions repaired and maintained energy-consuming equipment twice a month. 目標院校均每月兩次對耗能設備進行檢修及維護保養。
	The penetration rate of low energy consumption devices 低耗能設備普及率	Replace and eliminate highly energy-consuming equipment, formulate equipment replacement schedule, etc. 更換淘汰高耗能設備，制定設備更換時間表等。	The target institutions continued to promote the elimination of highly energy-consuming equipment. Among them, Anhui New East Culinary Education has used energy-saving stoves exclusively; Anhui Xinhua focused on replacing highly energy-consuming equipment in June and December; and Anhui Wontone Automotive Education, in addition to adopting energy-saving stoves, has restricted the use of air-conditioning in classrooms and offices according to the temperature. 目標院校持續推進高耗能設備的淘汰。其中，安徽新東方烹飪教育已全部使用節能灶具；安徽新華於6月和12月集中換高耗能設備；安徽萬通汽車教育除更換節能灶外，還根據溫度情況限制教學教室及辦公室空調的使用。
	Energy-saving product information awareness 節能產品信息關注度	Obtain the latest information about energy saving products, e.g. by participating in energy-saving products environmental protection expo to keep up with relevant energy-saving information, etc. 獲取節能產品的最新信息，如通過參加節能產品環保博覽會，關注相關節能信息等。	The target institutions participated in the online forum of energy-saving and environmental protection products every month, and understood and investigated the latest situation of energy-saving products through the internet and field visits. 目標院校每月參加線上節能環保產品論壇，通過網絡和實地考察了解和調研節能產品的最新情況。

# Environmental, Social and Governance Report 環境、社會及管治報告

Environmental target 環境目標	Indicators 指標	Action plans 行動計劃	Action taken during the Year and status of progress 本年度採取行動與進度現狀
<b>Target category: Use of energy</b> 目標範疇：能源使用			
Improving the efficiency of energy use 提高能源使用效益	Energy saving publicity penetration rate or number of publicity activities 節約能源宣傳普及率或宣傳活動次數	Carry out energy-saving publicity activities, and popularize energy-saving knowledge through campus posters, training and other activities. 開展節能宣傳活動，通過校園張貼海報，培訓等活動普及節能知識。	The target institutions organized energy-saving practical activities for students (such as energy-saving knowledge contests, handmaking workshops, etc.), and carried out publicity through posters, weekly meetings and class meetings, involving nearly 10,000 teachers and students. 目標院校均組織學生參與節能實踐活動(如節能知識競賽、手工製作等)，並通過張貼海報、每周例會和班會等方式進行宣傳，覆蓋近萬名師生。
	Use of electricity 用電量	Formulate sound energy conservation management work plans and measures, set up a leading group for energy conservation; strengthen energy measurement management, equip energy meters, and measure and count the consumption of various energy sources. 制定完善的節能管理工作計劃和措施，成立節約用電領導小組；加強能源計量管理，配備能源計量器，對各種能源的消費實行計量和統計。	The target institutions regularly recorded the energy consumption data of equipment, analyzed the electricity consumption, and set up regulations for the use of power-consuming equipment. Each institution has set up a power saving/energy saving leading group, assigning dedicated personnel to serve as the leader, executive leader, team members and other positions to clarify the working plan for energy saving management. 目標院校均定期記錄各項設備耗能數據，對用電量進行分析，並對耗電量較大設備設立使用規定；各院校均成立節電/節能領導小組，指派專人擔任組長、執行組長、組員等職務，明確節能管理工作計劃。

# Environmental, Social and Governance Report 環境、社會及管治報告

Environmental target 環境目標	Indicators 指標	Action plans 行動計劃	Action taken during the Year and status of progress 本年度採取行動與進度現狀
<b>Target category: Use of water resources</b> 目標範疇：水資源使用			
	Water consumption of equipment 設備水資源消耗情況	Develop a maintenance plan to regularly repair energy-consuming equipment to optimize water use efficiency. 制定檢修計劃，定期檢修耗水設備，以優化水資源使用效率。	The target institutions have formulated overhaul plans for water consumption equipment and conducted regular overhaul on a monthly basis to repair or replace the defective equipment in a timely manner. In addition, Anhui Wontone Automotive Education has established a special billing management for secondary water supply, standardized management of water supply data, timely discovered and solved potential problems, and improved the efficiency in the use of water resources. 目標院校均制定檢修耗水設備計劃並按月定期檢修，對故障設備及時進行檢修或更換。此外，安徽萬通汽車教育對二次供水建立專門台賬管理，規範管理供水數據，及時發現和解決潛在問題，提高水資源的使用效率。
Enhance the effectiveness of water resources use 提升水資源使用效益	Number of water saving devices retrofitted/retrofit rate 節水設備改造數量/改造率	Carry out the transformation of water-saving projects, replace the use of water-saving faucets, green automatic irrigation facilities, etc. 開展節水項目改造，替換使用節水水龍頭、綠化自動化灌溉設施等。	Anhui Wontone Automotive Education and Anhui New East Culinary Education replaced and upgraded the faucets in the campus. During the Year, Anhui New East Culinary Education completed the replacement of all faucets with water-saving faucets, while Anhui Xinhua Internet Technology Education replaced approximately 560 faucets with water-saving faucets. 安徽萬通汽車教育及安徽新東方烹飪教育對校區水龍頭進行更換升級，安徽新東方烹飪教育本年度已完成節水水龍頭的替換。安徽新華電腦教育本年度完成節水水龍頭替換約560個。
	Water saving publicity penetration rate or number of water saving campaigns 節水宣傳普及率或節水宣傳活動次數	Carry out water-saving publicity activities, and popularize water-saving knowledge through campus posters, training and other activities. 開展節水宣傳活動，通過校園張貼海報，培訓等活動普及節水知識。	The target institutions publicized knowledge about water saving through posters, publicity boards and banners and other means, and regularly carried out publicity and education on water saving, engaging more than 5,000 teachers and students. 目標院校均以海報、宣傳欄、條幅等形式宣傳節水知識，並定期開展節水宣傳教育，共計影響超5,000名師生。
	Water consumption 用水量	Formulate sound water saving management work plans and measures; strengthen water resource measurement management, equip water resource meters, and measure and count the consumption of various water resources. 制定完善的節水管理工作計劃和措施；加強水資源計量管理，配備水資源計量器，對各種水資源的消費實行計量和統計。	The target institutions conducted data statistics and analysis of monthly water consumption and formulated management working plans for water saving. Among them, Anhui New East Culinary Education was equipped with a total of 22 water resources meters to conduct statistics on water resources consumption, while Anhui Xinhua Internet Technology Education was equipped with 2,200 water meters. 目標院校均對每月用水量進行數據統計、分析，制定節水管理工作計劃，其中安徽新東方烹飪教育共配備22個水資源計量器，對水資源消耗進行統計。安徽新華電腦教育配備計量水錶2,200個。

## 5.1. Resources Conservation

We value the rational use of resources and strive to improve the efficiency of the use of resources and the recovery of usable waste. The Group and regional institutions also formulated applicable internal policies according to actual conditions. For example, the First Division of Omick Education of Western Cuisine and Pastry has formulated the “Requirements for Institutions to Respond to Energy Saving” and the Office of Wuhan Wontone Automotive Education has formulated the “Regulations on the Use of Air Conditioning in Wontone Offices” to respond to the call for low carbon and energy saving, actively practice low-carbon requirements, and create a green working atmosphere and green campus. In addition to formulating relevant policies, we promoted the concept of conservation at the staff level, and vigorously promoted green concepts and environmental-friendly practices in the daily teaching to students and improved the recycling rate of waste on campus through innovative measures.

### Energy

During the Year, the Group consumed a total of 147,525.88 MWh of energy, with electric power accounting for 71.22% of the total consumption, making it the main source of energy consumption. We insisted on reducing energy use and improving energy efficiency, with each business division developing and implementing relevant management systems according to actual circumstances. For instance, Chengdu New East under the First Division of New East has issued the Notice on Regulating the Use of Air Conditioning. We mainly adopted the following measures to reduce energy consumption:

- We require the headquarters of the Group and all schools to fulfil the obligation of energy conservation, and spread the ideas about environmental protection to more staff members and students.
- Our schools actively put the idea of energy conservation into practice, promoting the use of natural light whenever possible. Some of our schools reduce the power and standby power consumption of office equipment by installing voice-activated or light-activated switches.

## 5.1. 節約資源

我們重視資源的合理使用，並努力提高資源使用效率和可利用廢棄物的回收率。本集團及各地區院校亦根據實際情況制定適用的內部政策，如歐米奇西點西餐教育第一事業部制定了《關於院校響應節能的要求》，武漢萬通汽車教育辦公室制定了《萬通辦公室空調使用管理辦法》以響應低碳節能的號召，積極踐行低碳要求並付諸行動，打造綠色工作氛圍和綠色校園。除了制定相關政策外，我們在公司員工層面倡導節約理念，並在日常教學中向學生大力推廣綠色理念及環保做法，通過創新舉措提高校園廢物回收率。

### 能源

本年度，本集團共消耗能源147,525.88兆瓦時，其中電力佔消耗總量的71.22%，為主要的能源消耗源。我們堅持減少能源使用，提高能效，各事業部按照實際情況制定並執行相關的管理制度，如新東方第一事業部旗下的成都新東方制定了《關於規範使用空調的通知》等。我們主要採取以下措施以減少能源消耗：

- 我們要求集團本部和各個院校盡到節約能源的義務，並向更多的員工與學生傳播環保理念。
- 各院校積極踐行節約用電理念，提倡儘量使用天然光照明。部分院校通過安裝聲控或光控開關，減少辦公設備電耗和待機能耗。

- As part of the new renovation school projects, we started with the hardware equipment by installing energy-saving and inverter air conditioners and limiting the running time of the air conditioning. In addition, we require that the temperature setting of the air conditioning shall not be lower than 26 degrees Celsius in summer, and shall not be higher than 20 degrees Celsius in winter while stipulating the requirements including assigning special personnel, scientific use, reasonable regulation, and turning off the power before leaving.
- During the course of renovation, we promote the use of OPPLE energy-efficient lamps to reduce electricity consumption.
- During the course of cooking, we always monitor and reduce the consumption of natural gas and electricity through environmental-friendly and energy-saving kitchen equipment and high-performance oil fume purifier, as well as the installation of an online monitor for cooking oil fume.
- 在新改造院校項目中，我們從硬件設施入手，安裝變頻節能空調並限制空調的開啓時間。此外，我們要求夏季空調設定的溫度不得低於26攝氏度，冬季設定的溫度不得高於20攝氏度，並規定專人負責、科學使用、合理調控、人走機停等要求。
- 在裝修的過程中，我們提倡使用歐普節能燈以減少耗電。
- 在烹飪教學中，我們通過應用環保節能灶具設備和高性能油煙淨化器，以及安裝油煙在線監測儀，時刻監控並降低天然氣和電力消耗。

### Water resources

During the Year, the Group consumed a total of 4,675,295.75 tonnes of water resources. The Group mainly realizes the conservation of water resources through the following measures.

- In the daily life of the institution, we set quotas for water consumption in student apartments and canteens, and restrict and reduce the usage of water through quota. We will also adjust the water supply according to the season and post tips on water conservation and conduct trainings to enhance the awareness of water saving among teachers, students and staff. In addition, some institutions advocate water-free classrooms to save water by timely overhaul of water consumption equipment and the selection of low water consumption cleaning and sanitation methods.
- During the construction of newly developed projects, three-level sedimentation tanks are built on site to recycle site water resources. Water-saving squatting toilets are also used in newly developed projects to reduce the consumption of water resources at source.
- 在院校日常生活中，我們對學生公寓和食堂的用水量設定了使用上限，通過定額限制減少用水，並根據季節的變化調節供水量。我們還張貼了節約用水提示和開展節約用水培訓提升師生與員工的節水意識。此外，部分院校倡導無水化教室，通過及時檢修用水設備和選用低耗水的清潔衛生方式等途徑達成節約用水的效果。
- 在新建項目的建設過程中，我們在施工現場建造三級沉澱池，循環利用工地水資源。我們還在新建項目中採用節水蹲便器，從源頭減少水資源消耗。

### 水資源

本年度，本集團共消耗水資源4,675,295.75公噸。本集團主要通過以下措施，實現對水資源的節約。

## Other resources

- During the daily office operation, we encourage the electronic and paperless office, double-sided printing and share through screen during teaching to minimize the use and waste of papers. Certain schools have launched live-streaming courses online and courses on demand, so as to effectively reduce the paper printing. Some institutions also adopt the administration method of registration for paper printing to reduce unnecessary waste. During the Year, the Group consumed a total of 45,659.41 kg of paper.
- Each school's office draw up a list of commonly used office supplies according to its work requirements. The General Office is responsible for verifying the benchmarks for the receipt of commonly used teaching and office supplies and for setting minimum and maximum inventory levels for commonly used office and teaching supplies.
- Some schools have stored the surplus ingredients and seasonings after they are used in teaching to reduce the waste of ingredients. Individual schools that act as distribution divisions also take the initiative to reduce the use of packaging for distribution.
- During the daily life, we promote low-carbon consumption and lifestyle such as taking public transport and other means to implement green living.
- In respect of the automobile paint coated and used in training and teaching in automobile schools, we have uniformly purchased and used water-based paint. Compared with oil-based paint, the usage of water-based paint is reduced by two-thirds, and the heat required for paint baking is reduced by 40%.
- During the newly developed projects, we adopt the prefabricated construction method, giving priority to the use of PC bricks and readily mixed mortar. Production in plants and renovation models by on-site installation can effectively reduce the waste of materials and greatly reduce the dust from construction and noise pollution.

## 其他資源

- 在日常辦公中，我們提倡電子化和無紙化辦公、雙面打印，並在教學時通過投屏進行分享，最大程度降低紙張的使用和浪費。部分院校推出的線上直播和點播課程可以有效減少紙張的印刷量。此外，部分院校還對打印紙張採取登記使用的管理方法，以減少不必要的浪費。本年度，本集團共消耗紙張45,659.41千克。
- 各院校辦公室根據工作所需，擬定常用辦公用品清單，總務處負責核定常用教學及辦公用品的領用基準，並規定常用辦公及教學用品的最低、最高庫存量。
- 部分院校對教學使用後的剩餘食材及調料進行歸庫處理，從而減少食材浪費。個別作為配送點的院校亦主動減少配送外包裝的使用。
- 在日常生活中，我們倡導乘坐公共交通工具等低碳消費及生活方式，踐行綠色生活。
- 針對汽車院校實訓教學中塗裝使用的汽車漆，我們已統一採購使用水性漆。水性漆相較於油性漆，用量減少高達三分之二，塗漆烘烤所需熱量減少高達40%。
- 在新建項目中，我們採用裝配式建築的施工辦法，並優先採用PC磚及預拌砂漿。工廠生產及現場安裝的裝修模式可有效減少材料浪費並大大降低施工揚塵和噪聲污染。

## 5.2. Emissions Reduction

We also attach great importance to the health of students, employees and communities as well as the natural environment protection. In order to ensure the continuous improvement of the environment, we have formulated strict regulations on the management of waste disposal, greenhouse gas emission and waste management in all schools. Through continuous technological improvement and innovation, we effectively managed and reduced all types of emissions. During the Year, according to the statistics reported by the subordinate institutions and verified by the Group, there were no pollution accidents or non-compliance incidents that had a serious impact on the environment, and there were no confirmed non-compliance incidents or complaints related to environmental protection that had a significant impact on the Group.

### Exhaust Gas

During the Year, the Group's emissions of atmospheric pollutants totalled 6,118.83 kg, including nitrogen oxides of 4,187.14 kg, sulphur oxides of 1,503.82 kg and respirable suspended particles of 427.86 kg. Most of these emissions came from the use of pipeline natural gas. The automobile schools use dust dry mills and centrally integrated dry mills. By using a central dust collection system to quickly draw in and filter the generated dust, the dust pollution to users and the environment is largely reduced.

## 5.2. 減少排放

我們亦十分重視學生、員工以及社區群眾的身體健康和大自然的環境保護。為了確保環境的持續改善，我們對院校的廢棄物處理、溫室氣體排放以及廢棄物管理制定了嚴格的規定。通過不斷的技術改良及創新，我們有效管理和減少了各類排放物。於本年度，經各下屬院校統計匯報並由集團進行核查，本集團未發生對環境產生嚴重影響的污染事故或違法事件，亦未發生與環境保護相關並對集團有重大影響的已確認違規事件或任何申訴。

### 廢氣

本年度，本集團大氣污染物排放共計6,118.83千克，其中包括氮氧化物4,187.14千克、硫氧化物1,503.82千克及可吸入懸浮粒子427.86千克。該等排放絕大部分來源於管道天然氣使用產生的排放。汽車院校使用塵幹磨機和中央集成乾磨機，並使用中央集塵系統將產生的粉塵迅速吸入並過濾，大大降低了揚塵對使用者和環境的污染。



The treatment device for vehicle exhaust  
汽車尾氣處理裝置

Case sharing: Each vehicle training room is equipped with a treatment device for vehicle exhaust for the purpose of processing exhaust gas emissions.

案例分享：整車實訓室中均安裝汽車尾氣排放處理裝置，達到處理尾氣排放的目的。



## Greenhouse gas

During the Year, the Group's total greenhouse gas emissions were 67,371.00 tonnes of carbon dioxide equivalent, of which the direct emissions due to the use of fuels, vehicles, diesel generators and stationary sources were 8,769.14 tonnes of carbon dioxide equivalent, accounting for 13.02% of the total greenhouse gas emissions; the indirect emissions from the production of purchased electricity was 56,382.52 tonnes of carbon dioxide, accounting for 83.69% of the total greenhouse gas emissions.

## Wastes

During the Year, the Group generated a total of approximately 2.68 tonnes of hazardous wastes and approximately 158,786.33 tonnes of non-hazardous wastes.

- Our schools advocate waste sorting and management, whereby food waste, hazardous waste, recyclables and other waste are sorted before being cleaned up, transported and treated by relevant municipal departments and third-party companies to avoid secondary pollution by hazardous waste. During the Year, some of our schools organized food waste composting activities for teachers and students to effectively recycle and reuse organic waste.
- Our schools organize teachers and students to learn knowledge about waste sorting and actively carry out waste sorting on campus.
- To mitigate the adverse impact of waste on the environment, we use rechargeable batteries instead of dry batteries whenever possible and use more easily degradable materials for packaging. In addition, we also use mobile vetting offices to reduce the generation of wastepaper.

## 溫室氣體

本年度，本集團溫室氣體排放總量為67,371.00公噸二氧化碳當量，其中由於燃料、車輛、柴油發電機和固定源使用等造成的直接排放為8,769.14公噸二氧化碳當量，佔溫室氣體排放總量的13.02%；而外購電力在生產過程中造成的間接排放為56,382.52公噸二氧化碳，佔溫室氣體排放總量的83.69%。

## 廢棄物

本年度，本集團共產生約2.68公噸有害廢棄物；產生約158,786.33公噸無害廢棄物。

- 各院校倡導垃圾分類管理，將廚餘垃圾、有害垃圾、可回收物和其他垃圾分別分類後，由市政相關部門及第三方公司進行清運處理，避免有害廢棄物的二次污染。本年度，部分院校組織師生開展廚餘堆肥活動，有效實現有機廢棄物回收再利用。
- 各院校組織師生學習垃圾分類知識，並積極開展校園垃圾分類工作。
- 為降低廢棄物對環境造成的不利影響，我們儘可能使用可多次充放式電池代替乾電池，外包裝多選用易降解材料。此外，我們還採用移動審批辦公以減少廢棄紙張的產生。



The Recyclables Exchange Program at Guiyang New East  
貴陽新東方可回收廢物兌換項目

Case sharing: Guiyang New East promotes and encourages students to collect recyclables from the dormitory and exchange them for daily necessities and small objects by collecting stamps. The money gained from recycling is financially included in the school's income, which amounts to approximately RMB1,000 per month. This measure not only effectively boosts students' initiative and motivation to maintain campus hygiene and environment but also brings a small amount of income to the school.

案例分享：貴陽新東方提倡、鼓勵學生收集宿舍內的可回收廢品後通過集章的方式兌換日常生活用品及小物件。回收廢品所得的費用，財務納入學校收入，每月約人民幣1,000元。此項舉措既有效調動了學生維護校園衛生及環境的主動性、積極性，也為學校帶來少量收益。

## Sewage

The drainage system of rain and sewage diversion established in our schools can prevent sewage from flowing into rivers to the greatest extent and reduce the sewage treatment volume. The rain collected by the system will be reused, with the sewage discharged after secondary filtration.

## 污水

院校設立雨污分流的排水系統，可在最大程度上避免污水進入河流，並降低污水處理量。該系統收集到的雨水將被再次利用，而污水則會在二次過濾後進行排放。

## 5.3. Environmental Protection

Through the establishment of the School Energy Saving and Emission Reduction Leading Group, we have been monitoring the implementation of environmental protection work in all our schools to ensure that all environmental protection regulations and requirements are effectively implemented, and actively promoting the publicity and education on environmental protection in all schools.

In the process of school construction, the Group adheres to the goal of developing beautiful campuses and high-quality projects. We strictly comply with relevant laws and regulations and always attach importance to environmental protection, while actively minimizing negative impacts on the environment. To this end, we have formulated a series of internal systems, such as the “Project Management System”, to regulate every aspect of our projects, and launched special construction programs in accordance with local policies and systems. On the other hand, the Group has been actively engaged in green construction management and promoting green building projects. During the Year, all of our newly developed projects passed energy-saving audits, with soil and water conservation plans and environmental impact assessments formulated to ensure that there would be no negative impact on resources and the environment during the whole construction process. Meanwhile, green building materials and equipment used in the design and construction processes include solar water heating systems, air-source heat pump systems, rockwool composite panels, readily mixed concrete and readily mixed mortar, and LED lighting fixtures. In the construction of the projects, we require the construction parties to maximize the conservation of resources and minimize negative impact on the environment while ensuring to meet basic requirements such as quality and safety. Through these measures, the Group strives to create a beautiful, healthy and harmonious learning and living space for students, employees and community members.

## 5.3. 環境保護

我們通過設立學校節能減排領導小組，對於各院校環境保護工作的執行情況進行持續的監督，以確保各項環境保護規定及要求得到有效落實，並積極推動各院校開展環境保護的宣傳教育工作。

在院校建設過程中，本集團堅持打造優美校園和精品工程的目標。我們嚴格遵循相關法律法規，始終重視環保工作，積極減輕對環境的負面影響。為此，我們制定了一系列內部制度，如《工程管理制度》等，對工程項目的每個環節進行規範，並結合地區政策制度開展專項施工方案。另一方面，本集團積極進行綠色施工管理和推進綠色建築工程。本年度，所有新建項目均通過節能審核，且均制定水土保持方案，環境影響評價等，保證全過程對資源環境不產生負面影響。同時，在設計和施工的過程中應用的綠色建材及設備包括太陽能熱水系統、空氣源熱泵系統、岩棉複合板、預拌混凝土及預拌砂漿、LED燈具等。在工程建設中，我們要求施工方在保證質量安全等基本要求的前提下，最大限度地節約資源和減少對環境的負面影響。通過這些措施，本集團致力於為學生、員工以及社區成員營造一個優美、健康、和諧的學習與生活空間。



The green design plan of the teaching building with review opinions on it  
教學樓綠色設計方案和審查意見

Case sharing: During the Year, the 1-star green building standards were adopted for the Group's Jiangsu Xinhua Vocational Education Industrial Park project and Xinhua Education Group's Shandong Vocational Education Industrial Park project (Phase II), with the energy saving level of the teaching building, administration building, dormitory and others of Jiangsu Xinhua Vocational Education Industrial Park (Phase I) reaching 72%.

案例分享：本年度，集團旗下江蘇新華職業教育產業園項目及新華教育集團山東職業教育產業園項目二期均採用一星級綠建建造標準。其中，江蘇新華職業教育產業園（一期）教學樓、行政樓、宿舍等節能水平達到72%。

## 5.4. Climate Change

As the Group is mainly engaged in vocational education and training, climate change would not normally have a significant impact on our operations. Nevertheless, we also attach great importance to and actively respond to climate risks such as extreme natural weather. In the event that an extreme weather condition occurs, the Group will immediately respond to the relevant policies of the local government. All our schools will assess the local climate risk and formulate contingency plans accordingly to protect the safety of students and staff. For example, Omick Education of Western Cuisine and Pastry has formulated the “School’s Emergency Plan for Bad Weather such as Heavy Rain”, which details the relevant preparations, emergency measures and work requirements, aiming to effectively cope with bad weather such as heavy rain and thunderstorms as well as possible flooding disasters. In addition, in the event of acute physical risks such as floods and fires, the Group will also promptly activate relevant contingency plans and preparation proposals for disasters. To cope with these climate risks, the Group has also taken out various types of property and life insurance. During the Year, our ESG taskforce also added responding to climate risks as its duties, and will optimize the ability of the Group and its schools to cope with climate risk more comprehensively in the future.

## 5.4. 氣候變化

本集團以職業教育培訓為主要業務，通常情況下，氣候變化對我們的運營並不會有顯著影響。然而，我們亦高度重視並積極應對極端自然天氣等氣候風險。在極端天氣發生時，本集團會立即響應地方政府的相關政策。各院校會評估當地的氣候風險，並制定相應的應急預案，以保障學生和員工的安全。以歐米奇西點西餐教育為例，他們制定了《學校防暴雨等惡劣天氣應急預案》，該預案詳細規定了準備工作、應急措施和工作要求等方面的內容，旨在有效應對暴雨、雷雨等惡劣天氣以及可能發生的洪澇災害。此外，如果發生如水災、火災等急性實體風險，本集團也會迅速啟動相關的應急預案及災備方案。為了應對這些氣候風險，集團還投保了各類財產及人身保險。本年度，我們的ESG小組亦將應對氣候風險加入其工作職責，未來將更全面地優化集團及下屬院校應對氣候風險的能力。

## 6. FAIRNESS AND IMPARTIALITY AS A SOLID FOUNDATION OF REGULATED OPERATIONS

### 6.1. Supplier Management

Adhering to its philosophy of mutual benefit and win-win cooperation, the Group has maintained long-term and stable cooperative relationships with many outstanding suppliers. To ensure the favorable development of these cooperative relationships, we have formulated the “Administrative Measures for the Procurement of the Group”, the “Administrative and Implementing Measures for the Collective Procurement of Supplies by the Group”, the “Administrative Measures for the Suppliers”, the “Management Provisions on the Responsibility for Integrity Building” and the “Bidding Process”, which set out clearly the division of labor and responsibilities in procurement, the definitions of procurement methods, classification of supplies and the authority to approve them, procurement procedures, document filing and contract management, as well as the details of supplier management. During the Year, the Group amended the “Administrative Measures for the Procurement of Xinhua Group” to improve the existing system. In 2024, the Group cooperated with a total of 101 suppliers covering suppliers of printing, electrical appliance products, electronic products, teaching equipment, teaching aids and teaching materials, systems and infrastructure equipment. All suppliers were selected and engaged in accordance with the above policy.

## 6. 公平公正，規範運營夯實根基

### 6.1. 供應商管理

本集團秉持互利互惠、合作共贏的理念，與多家優秀供應商保持著長期穩定的合作關係。為了確保合作關係的良好發展，我們制定了《集團採購工作管理辦法》、《集團集採物資管理實施辦法》、《供應商管理辦法》、《廉政建設責任管理規定》及《招邀標流程》，對採購的組織分工與職責、採購方式的定義、物資分類及審批許可權、採購程式、文件備案和合同管理，以及供應商管理的細則進行了明確。本年度，集團修訂了《新華集團採購工作管理辦法》，以完善現行制度。2024年，集團共與101家供應商合作，涵蓋了印刷類、電器產品類、電子產品類、教學設備、教具教材、系統、基建設備等供應商類型。所有供應商均根據上述政策評選聘任。

Province	省份	Number of suppliers 供應商數量
Beijing	北京	7
Shanghai	上海	7
Chongqing	重慶	1
Jiangsu	江蘇	10
Zhejiang	浙江	8
Anhui	安徽	48
Fujian	福建	1
Jiangxi	江西	3
Shandong	山東	5
Henan	河南	4
Hubei	湖北	1
Hunan	湖南	1
Guangdong	廣東	4
Sichuan	四川	1
<b>Total</b>	<b>總計</b>	<b>101</b>

The procurement management department formulates a clear mechanism for supplier admission, establishes a supplier database, and registers supplier information by category. Each supplier must fill in the “Supplier Registration Form” and sign the “Integrity Commitment Letter”, and provide the basic information and qualification materials of the enterprise. We will check and verify the above information. During the review, we will pay particular attention to the potential risk factors including the social reputation of the supplier, whether there are any non-compliance incidents and whether the products supplied meet the relevant national environmental protection regulations, in addition to checking that whether the products provided by the suppliers meet our needs, and we will give priority to the suppliers with lower risk for cooperation.

We also conduct field trips to our suppliers to gain a better understanding of whether their scale of operations and production management systems meet our requirements on product quality and environmental protection, as well as reviewing the product inspection reports provided by our suppliers. Our procurement team conducts both on-site visits and business negotiations to gain a better understanding of our suppliers’ production scale and staffing structure, key business performance, after-sales and value-added services, and other key points to ensure that the products they supply meet the high standards we have always adhered to.

The Group acknowledges the importance of green procurement to environmental protection and actively promotes relevant measures to reduce the negative impact on the environment. During the Year, to actively respond to the national energy saving and environmental protection policy, Xinhua Education of the Group procured environmentally friendly products for use in infrastructure and daily operations, including Grade 1 energy-saving air-to-water heat pumps, environmentally friendly sterilization and anti-bacteria boards, one-card water-saving and power-saving products, inverter air-conditioners and environmentally friendly plates, so as to achieve the conservation of energy and water resources in all aspects.

採購管理部門制定了明確的供應商准入機制，並建立了供應商資料庫對供應商信息實施分類登記。供應商須如實填寫《供應商預報名登記表》與簽訂《廉政承諾書》，提供企業基本信息及資質材料後，我們對以上信息進行核查。在審核過程中，我們除了關注供應商所提供產品是否符合我們的需求外，還重點關注供應商的社會聲譽、有無違法事項、所提供產品是否符合國家相關環保法規等潛在風險因素，優先與風險值較低的供應商合作。

我們亦對供應商開展實地考察，深入了解企業規模及生產管理體系等方面是否符合我們對產品本身及環保的要求，並審核供應商提供的產品檢驗報告。我們的採購團隊從現場考察和商務洽談兩方面入手，深入了解供應商生產規模及人員構成、主要經營業績、售後及增值服務等關鍵點，確保其所提供產品符合本集團一貫堅持的高標準。

本集團深知綠色採購對於環境保護的重要性，並積極推行相關措施以降低對環境的負面影響。本年度，為積極相應國家節能環保政策，集團旗下新華教育採購的用於基建和日常運營的環保產品包括一級能耗空氣能熱水主機，環保滅菌抗菌板，一卡通節水節電產品，變頻空調，環保板材等，從不同環節實現能源和水資源的節約。

In addition to site visits and green procurement, every year, we will evaluate the annual overall performance of suppliers from six aspects including qualification, quality, price, supply, service and other advantageous items. Suppliers scoring more than 95 are deemed as excellent suppliers, suppliers whose scores ranging from 86 to 95 are deemed as good suppliers, suppliers whose scores ranging from 76 to 85 are deemed as qualified suppliers, suppliers whose scores ranging from 66 to 75 will be put in the observation list, and the Group will cooperate selectively with such suppliers based on the observation. Suppliers scoring less than 66 or being reported and blacklisted by the president committee of the Group will be included in the blacklist directly and will not be considered for cooperation.

## 1. Admittance of Suppliers

- Procurement management department conducts information review on the qualification materials provided by suppliers
- If necessary, the procurement department will conduct site visits to suppliers

## 2. Implementation of procurement

- Select suppliers within the range of qualified suppliers
- Identify suppliers through tendering, competitive bidding, direct appointment, etc. as required

## 3. Evaluation on suppliers

- The procurement team and the business department will regularly evaluate suppliers
- Strengthen cooperation with outstanding suppliers after the evaluation results are announced

In order to ensure the openness, fairness, justice and standardization of procedures of the procurement activities, all of our subordinate schools, procurement personnel, and suppliers are required to sign the "Integrity Commitment Letter" which, based on the relevant national laws and regulations and relevant documents of the Group, aims to restrict the behaviors of all parties and effectively prevent any acts to obtain improper benefits that violate the law and discipline, in order to protect the legitimate rights and interests of us and the suppliers.

除了實地考察和綠色採購，我們還從資質、質量、價格、供貨、服務、加分項等六大維度對供應商全年整體表現進行年度評估。得分95分以上的為優秀供應商，86-95分的為表現良好供應商，76-85分的為合格供應商；對於得分在66-75之間的供應商會進入觀察序列，集團視觀察情況進行選擇性合作。對於評分在66分以下或經集團總裁會通報列入黑名單的供應商，將會被直接納入黑名單，不予合作。

## 1. 供應商准入

- 採購管理部門對供應商提供的資質材料進行信息審核
- 必要時，採購部門開展供應商實地考察

## 2. 實施採購

- 在合格供應商範圍內選擇供應商
- 按規定通過招標、競價、直接指定等方式確定供應商

## 3. 供應商評估

- 採購小組及業務部門定期對供應商展開評估
- 評估結果公佈後，與優秀供應商加強合作

為了確保採購活動的公開、公平、公正以及流程的規範化，我們要求下屬院校、各採購人員以及各供應商簽署《廉政承諾書》。該承諾書以國家相關法律法規以及集團的文件為依據，旨在約束各方的行為，有效預防任何謀取不正當利益的違法違紀行為，從而保護我們與供應商的合法權益。



## 6.2. Compliance Management and Integrity Establishment

The Group deeply acknowledge the importance of compliant operation to the development of the Company. In order to promote the openness and transparency of the Company at all fronts, the Group establishes the integrity establishment leadership team and organizes a strong audit and supervision team, clarifies the compliance supervision mechanism, and the Audit and Supervision Department is responsible for the management and supervision of the Group's compliant operation. Strengthening compliance management is not only for meeting the requirements of external supervision, but also to cater for the needs of our own business development. We are committed to cultivating corporate compliance culture, regularly carrying out corporate compliance training, establishing the idea of governing enterprises according to law, and cultivating a corporate culture based on legal culture.

### *Anti-Fraud, Anti-Bribery, Anti-Corruption*

We strictly abide by the laws and regulations including the “Anti-Corruption and Bribery Law of the People’s Republic of China” and the “Anti-Money Laundering Law of the People’s Republic of China”. We take a “zero tolerance” attitude toward corruption, bribery, blackmail, extortion, money laundering and other corrupt practices, and designate the Audit and Supervision Department as the Company’s permanent institution of integrity. In order to prevent fraud, the Group enhances the governance and internal control, reduces the Company’s risks, regulates the operation, and maintains the legal interests of the Company and shareholders. Pursuant to the relevant laws and regulations on listed companies and requirements of securities trading markets and regulators, based on the actual condition of the Company, we have established the “Anti-fraud, Anti-bribery, Anti-corruption, and Reporting and Complaint Management Measures of the Group”. The measures specify that the Board and Audit Committee are responsible for the guidance works on anti-fraud, anti-bribery and anti-corruption. The management of the Company is responsible for establishing and implementing the relevant mechanism and control procedures with assessment and prevention of fraud risks. The Audit and Supervision Department is responsible for assisting in the establishment of these mechanisms, and pay reasonable attention to and check the potential fraud during the internal audit. All agencies and departments are responsible for their internal anti-fraud, anti-bribery and anti-corruption works within the

## 6.2. 合規管理及廉潔建設

本集團深刻認識到合規經營對公司發展的重要性。為了促進公司各環節的公開透明，集團成立了廉政建設領導小組，並組建了一支強大的審計督查隊伍。這支隊伍明確了合規監督機制，由審計督查部負責集團合規經營的管理監督工作。強化合規管理不僅是為了滿足外部監管的要求，更是我們自身業務發展的需要。我們致力於培育企業合規文化，定期開展企業合規培訓，樹立依法治企的理念，打造以法制文化為基礎的企業文化。

### *防舞弊、反賄賂、反腐敗*

我們嚴格遵守《中華人民共和國反貪污賄賂法》、《中華人民共和國反洗錢法》等法律法規，對貪污、賄賂、勒索、敲詐、洗黑錢等貪腐行為秉持「零容忍」的態度，指定審計督查部為公司廉政工作常設機構。為了有效防治舞弊行為，本集團加強了公司治理和內部控制，旨在降低公司風險、規範經營行為並維護公司和股東的合法權益。根據相關的上市公司法律、法規、證券交易市場和監管機構的規定和要求，結合公司的實際情況，我們制定了《集團防舞弊、反賄賂、反腐敗及舉報投訴管理辦法》。該辦法明確了董事會和審計委員會在防舞弊、反賄賂、反腐敗行為中的指導職責。公司管理層則負責建立和實施包括舞弊風險評估和預防在內的相關機制和控制程式。審計督查部則負責協助建立這些機制，並在內部審計過程中合理關注和檢查可能存在的舞弊行為。各機構和部門則承擔其組織內部的防舞弊、反賄賂、反腐敗工作。本集團通過制定培訓計劃要求，並組織開展培訓，實現反貪污培訓覆蓋集團上下全體員工。我們對新入職員工進行反貪污培訓，形式包括但不限於員工手冊和文件制度解讀等。我們在集團每間辦公

organization. Anti-corruption training is provided to all employees across the Group through the formulation of training requirements and the organization and conducting of trainings. We provide anti-corruption trainings to new employees in the form of, including but not limited to, employee handbooks and interpretation of documents and systems. We post propaganda posters about the systems in every office of the Group and publicize the importance of anti-corruption to all staff through collective meetings such as staff meeting. The supervisor of Supervision Department of the Group will also conduct anti-corruption trainings on school leaders and all department heads during tour visit to each school. During the Year, the Group conducted 1 anti-corruption training covering the Group headquarters and all business divisions, and provided anti-corruption trainings for a total of 7 directors and 10,339 employees.

### *Established Complaint and Reporting Channels*

The Group has also established the Complaint and Reporting Management Rules of the Group, which specifies that the Audit and Supervision Department of the Group is a competent department responsible for investigating and handling complaints and reportings made directly or passed on by the leaders of the Group. The complaints and reportings involving the audit and supervision personnel of the Group will be investigated and handled by the person designated by the leaders of the Group. The Audit and Supervision Department sets up a reporting hotline, email and mailbox and other supervision and reporting channels and made them open to the public. Employees at all levels and all parties in the community having direct or indirect economic relationships with the Company can report relevant violations of professional ethics through these channels, or report and uncover actual or suspected fraud cases. During the Year, the Group had no corruption or commercial bribery lawsuits, and did not violate relevant laws and regulations that have a significant impact on the Group's operation.

室內都貼上了反貪污的制度宣傳海報，並通過員工大會等集體性會議，向全體員工宣傳反腐敗重要性。集團督查部的督查專員在各院校巡迴走訪期間，也會對院校領導及各部門負責人進行反貪污培訓。本年度，本集團開展1次反貪污培訓，覆蓋集團總部與各事業部，共為7位董事以及10,339位員工提供反貪污培訓。

### *完善的投訴舉報渠道*

本集團建立了《集團投訴舉報管理規定》，明確集團審計督查部是集團投訴舉報的受理部門，調查處理直接投訴舉報及集團領導轉交的投訴舉報事項。涉及集團審計督查人員的投訴舉報，由集團領導派專人進行調查處理。審計督查部設立舉報電話、電子郵箱和信箱等監督舉報渠道並對外公佈，各級員工及與公司有直接或間接經濟關係的社會各方均可通過該渠道反映相關違反職業道德的情況，或檢舉揭發實際或疑似舞弊案件。本年度，集團未發生有關貪污訴訟、商業賄賂的訴訟案件，亦未違反對集團營運有重大影響的相關法律法規。



An illustrative example of posters about complaints and reportings  
投訴舉報海報示例

## Intellectual Property Rights Protection

The Group also implements comprehensive control and management of intellectual property rights, and strictly abides by the “Trademark Law of the People’s Republic of China”, the “Patent Law of the People’s Republic of China”, the “Copyright Law of the People’s Republic of China”, the “Anti-Unfair Competition Law of the People’s Republic of China” and other relevant laws during our production and operation activities. We formulate and implement management systems on intellectual property rights within the Company such as the “Trademark Management System of the Group”, and clarify requirements for compliant management such as the creation, registration, protection, use and other aspects of intellectual property rights.

During the Year, the Group successfully obtained 90 patents and copyrights. In terms of trademark protection, the Group added 37 new trademarks and registered 275 trademarks cumulatively during the Year.

## Truthful Advertising

The Group attaches importance to the truthfulness of advertising, strictly complies with the Advertising Law of the People’s Republic of China in its operation activities, and conducts internal training on typical cases of illegal and non-compliant commercial advertisements, while requiring employees to learn, understand, abide by and use the law, informing employees the typical illegal advertisements and regulating the Group’s advertising requirements.

## 知識產權保護

本集團亦對知識產權實施全方位的控制和管理，在生產經營活動中嚴格遵守《中華人民共和國商標法》、《中華人民共和國專利法》、《中華人民共和國著作權法》、《中華人民共和國反不正當競爭法》等相關法律，並在公司內部制定實行《集團商標管理制度》等知識產權相關的管理制度，明確知識產權的創造、註冊、保護、使用等合規管理要求。

本年度，本集團成功獲批專利及著作權90項。在商標保護方面，集團本年度新增商標37件，累計註冊商標275件。

## 如實廣告宣傳

本集團重視廣告宣傳的真實性，在經營活動中嚴格遵守《中華人民共和國廣告法》，並在內部進行違法違規商業廣告典型案例的培訓，要求員工學法、懂法、守法、用法，科普違法廣告宣傳典型，規範集團廣告宣傳要求。

## 7. HELPING EACH OTHER TO FULFILL SOCIAL RESPONSIBILITY PRACTICALLY

While pursuing sustainable and stable corporate development, the Group has never forgotten the support and trust from different sectors of society. For more than 30 years, we have been active in the field of public welfare, committed to paying back to society and continuously fulfilling our commitment to assume social responsibility. The Group has been shouldering corporate responsibility to society, proactively encouraging and promoting public welfare activities, and engaged in various public welfare projects by connecting and leveraging its strengths in vocational education. In promoting education and poverty alleviation, community support and volunteer services, the Group has effectively integrated its resources in different areas to contribute to the prosperity and development of the communities and society in which it operates.

### 7.1. Dream Building and Tuition Grants by Public Welfare Activities in Poverty Alleviation and Education Support

To put into practice the comprehensive education model of “Skills + Further Studies + Employment” and to help youngsters from poor families to acquire skills and gain employment, we re-launched the “New Start – Dream Building Public Welfare Activities” project in September 2024. The beneficiaries of the project included unemployed youngsters, veterans, and persons with disabilities. Since the inception of the education support and public welfare project in 2017, we have cumulatively supported more than 11,000 students in poverty. During the event for the Year, the Group raised RMB404,900, which is planned to support approximately 150 students. Through the public welfare and education support project, the Group has been exploring effective ways of targeted poor alleviation and educational support, so that students in poverty and aspiring youngsters can have the opportunity to receive vocational education, with their future empowered by poverty alleviation through skill acquisition.

## 7. 守望相助，切實踐行社會責任

在追求企業持續穩定發展的同時，本集團從未忘記社會各界給予的支持與信賴。三十餘年來，我們一直活躍在社會公益領域，致力於回報社會，並持續不斷地履行企業對社會責任的承諾。我們集團持續承擔企業社會責任，積極鼓勵和推動社會公益活動，結合和依託自身職業教育的優勢，投身於各類社會公益項目。在推動教育扶貧、社區幫扶和志願服務等方面，有效整合自身不同領域的資源，助力所在社區及社會的繁榮與發展。

### 7.1. 扶貧扶智，公益築夢助學

為踐行「技能+升學+就業」的全方位育人模式，幫助家庭貧困的青年實現技能就業，我們於2024年9月再次開展「新起點·築夢公益行動」項目，受捐贈對象包括待業青年、退役軍人、殘疾人士。自助學公益項目於2017年開展以來，我們已累計資助11,000餘名貧困學生。在本年度活動期間，本集團共籌款人民幣40.49萬元，計劃資助約150名學生。通過公益助學項目，本集團不斷探索精準扶貧、教育扶貧的有效途徑，讓貧困學生和有志青年有機會接受職業教育，以技能扶貧的方式賦能未來。

## 7.2. Reaching Out to Communities to Spread Love and Care

During the Year, with the Group's schools leveraging their own unique educational resources and professional skills, teachers and students joined hands to reach out to communities during important festivals to provide the elderly, women and special groups with warmth and care. For instance, Changsha On-mind worked together with community elderly service centers several times during the Year to provide visiting "volunteer hair cut" services for the elderly with special difficulties in the districts, thus turning passive services into active services and covering the "last mile" of serving the people. In addition to actively launching community care activities, some of our schools also joined hands with other schools to launch practical labor skills courses, aiming to introduce practical skills education into campuses and provide more practical opportunities for students at the basic education level while boosting the "Double Reduction" policy with new momentum.

## 7.2. 深入社鄰·傳遞愛與關懷

本年度，集團各院校結合自身辦學的特色資源和專業技能，師生攜手，在重要節日深入社區，為老人、婦女、特殊群體等送上暖心關懷。例如長沙歐曼諦在本年度多次聯合社區養老服務站，上門為轄區特殊困難老年人開展「義剪」志願服務，將被動服務轉為主動服務，打通為民服務「最後一米」。除積極開展社區關懷活動外，部分院校也攜手學校開展勞技實踐課，旨在將實用技能教育引入校園，為基礎教育階段的學生提供更多實踐機會，同時也為「雙減」政策注入新的活力。



An illustrative example of community care activities launched by our schools  
各院校開展社鄰活動示例

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## 7.3. Introducing Food Education to Schools and Emphasizing Students' Diet and Nutrition

On 12 July 2024, the launching ceremony of the public welfare activity with the theme of “Fuelling the Dream” hosted by Beijing Yuruomu Charity Foundation and Beijing Reignwood Cultural Foundation and co-organized by China East Education Group and China Industry-University-Research Institute Collaboration Association’s Collaborative Innovation Platform for Nutritious Meals Industry was held in Shandong New East Technical School. Based on the well-received activities last year, the Group joined hands with relevant organizations again this year to continue to carry out public welfare and education support activities in four schools in Shandong, Henan, Hebei and Shaanxi. Through these activities, the Group popularized knowledge about nutrition and health and spread the idea of reasonable diet. During the activities, the four schools organized public welfare activities that allowed them to reach out to communities, homes for the elderly, primary and secondary schools, thus enriching students’ practical experiences in society and demonstrating the Group’s commitment to the mission of “Healthy China”.

## 7.3. 食育進校，著眼飲食營養

2024年7月12日，由北京市于若木慈善基金會、北京華彬文化基金會主辦，中國東方教育集團、中國產學研合作促進會營養餐產業協同創新平台協辦的「為夢想加油」主題公益活動啟動儀式在山東新東方技工學校隆重舉行。在去年的活動受到廣泛好評的基礎上，今年集團與相關組織再次攜手，在山東、河南、河北、陝西四所院校繼續開展公益助學活動，通過此次活動普及營養健康知識、傳播合理膳食理念。活動開展期間，四所院校分別組織了走進社區、敬老院、中小學等公益活動，豐富了學生的社會實踐經歷，體現了集團踐行「健康中國」的使命擔當。



Launching ceremony of the “Fuelling the Dream” activity  
「為夢想加油」活動啟動儀式

## 7.4. Accreditation for the Group (Excerpt)

## 7.4. 本集團取得榮譽(節選)

Award and Accreditation 榮譽及獎項	Awarding Organization 頒獎組織	Date 獲獎時間
Golden Bull Award for Hong Kong Stocks 港股金牛獎	China Securities Journal 中國證券報	October 2024 2024年10月
Outstanding Development Award 卓越發展獎	Shanghai United Media Group/Jiemian News 上海報業集團/界面新聞	December 2024 2024年12月
Outstanding Case Study of Leaders in New Ecology of Automotive 汽車新生態領軍者優秀案例	Automotive Quality and Brand Credit Laboratory 汽車質量與品牌信用實驗室	December 2024 2024年12月

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## APPENDIX 1: SUMMARY OF KEY PERFORMANCE INDICATORS

## 附錄1：關鍵績效指標總覽

Environmental Performance:

環境績效表現：

Key Performance Indicators 績效指標	Unit 單位	2024 2024年	2023 2023年	2022 2022年
<b>Air pollutants<sup>5</sup></b> 大氣污染物 <sup>5</sup>				
Nitrogen oxide emissions 氮氧化物(NOx)排放量	kg 千克	4,187.14	5,218.65	5,904.91
Sulphur oxide emissions 硫氧化物(SOx)排放量	kg 千克	1,503.82	528.71	1,626.37
Particle emissions 顆粒排放量	kg 千克	427.86	438.85	503.04
<b>Greenhouse gas</b> 溫室氣體				
Scope 1 Direct emission <sup>6</sup> 範圍一直接排放量 <sup>6</sup>	tonnes CO <sub>2</sub> -e 公噸二氧化碳當量	9,194.89	10,743.60	11,381.47
Scope 1 emissions per RMB million revenue <sup>7</sup> 每百萬元人民幣收益範圍一排放量 <sup>7</sup>	tonnes CO <sub>2</sub> -e/RMB million 公噸二氧化碳當量/百萬元人民幣	2.23	2.70	2.98
Scope 2 Indirect emission <sup>8</sup> 範圍二直接排放量 <sup>8</sup>	tonnes CO <sub>2</sub> 公噸二氧化碳	57,827.65	62,876.25	57,703.85
Scope 2 emissions per RMB million revenue 每百萬元人民幣收益範圍二排放量	tonnes CO <sub>2</sub> /RMB million 公噸二氧化碳/百萬元人民幣	14.05	15.80	15.11
Scope 3 Indirect emission <sup>9</sup> 範圍三間接排放量 <sup>9</sup>	tonnes CO <sub>2</sub> -e 公噸二氧化碳當量	348.45	514.85	269.59
Total greenhouse gas emissions 溫室氣體排放總量	tonnes CO <sub>2</sub> -e 公噸二氧化碳當量	67,371.00	74,134.70	69,354.91
Greenhouse gas emissions per RMB million revenue 每百萬元人民幣收益溫室氣體排放量	tonnes CO <sub>2</sub> -e/RMB million 公噸二氧化碳當量/百萬元人民幣	16.37	18.63	18.16

- 5 The calculation method and relevant emission coefficients of the air pollutant emissions refer to the “First National Census on Pollution Sources Manual of Urban Living Source Discharge Coefficients”, the “Road Vehicles Air Pollutant Emission Inventory Preparation Technical Guide (Trial)” and “Non-road Mobile Source Air Pollutant Emission Inventory Preparation Technical Guide (Trial)”, issued by the Ministry of Ecology and Environment of the People’s Republic of China.
- 6 The GHG emissions (Scope 1) are calculated with reference to the “Calculation Method and Reporting Guidance on Greenhouse Gas Emissions for Other Industrial Enterprises (Trial)” and the “Calculation Method and Reporting Guidance on Greenhouse Gas Emissions for On-road Transportation Enterprises (Trial)” issued by the National Development and Reform Commission of China and the “How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs” issued by the Stock Exchange.
- 7 The Group’s revenue for the Year was RMB4,116.19 million.
- 8 The calculation scope of the GHG emission (Scope 2) includes indirect emissions caused by the production of purchased electricity in Mainland China, with reference to the “Instructions on Greenhouse Gas Emission Accounting and Reporting for Power Generating Equipment of Enterprises” issued by the Ministry of Ecology and Environment of the PRC (the calculation factor adopts the 2022 national average emission factor).
- 9 The calculation scope of the GHG emission (Scope 3) includes indirect GHG emissions from the Group’s business air travel and paper waste. GHG emissions from business air travel are calculated in accordance with the “Greenhouse Gas Protocol: The Calculation Tool for Greenhouse Gases Emissions from Combustion of Transport or Mobile Sources” issued by the World Resources Institute and the World Business Council for Sustainable Development; GHG emissions from paper waste are calculated in accordance with the “How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs” issued by the Stock Exchange.

- 5 此大氣污染物排放的計算方法及相關排放係數參考中華人民共和國生態環境部發佈的《第一次全國污染源普查城鎮生活源產排污係數手冊》、《道路機動車大氣污染物排放清單編製技術指南(試行)》以及《非道路移動源大氣污染物排放清單編製技術指南(試行)》。
- 6 此溫室氣體排放(範圍一)參考中國國家發展和改革委員會發佈的《工業其他行業企業溫室氣體排放核算方法與報告指南(試行)》、《陸上交通運輸企業溫室氣體排放核算方法與報告指南(試行)》以及聯交所發佈的《如何準備環境、社會及管治報告》附錄二之《環境關鍵績效指標匯報指引》計算得出。
- 7 本年度本集團收入為人民幣4,116.19百萬元。
- 8 此溫室氣體排放(範圍二)的計算範圍包括中國內地外購電力在生產過程中造成的間接排放，參考中國生態環境部發佈的《企業溫室氣體排放核算方法與報告指南發電設施》(計算因子採用2022年全國電網平均排放因子)。
- 9 此溫室氣體排放(範圍三)的計算範圍包括本集團因航空商務差旅與廢棄紙張所造成的間接溫室氣體排放。因航空差旅產生的溫室氣體排放根據世界資源研究所與世界可持續發展工商理事會發佈的《溫室氣體核算體系：移動源燃燒溫室氣體排放計算工具》計算得出；廢棄紙張造成的溫室氣體排放根據聯交所發佈的《如何準備環境、社會及管治報告附錄二：環境關鍵績效指標匯報指引》計算得出。

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Key Performance Indicators 績效指標	Unit 單位	2024 2024年	2023 2023年	2022 2022年
<b>Wastes</b> 廢棄物				
Total discharge of hazardous wastes 有害廢棄物產生總量	tonnes 公噸	2.68	3.26	4.83
Total hazardous wastes produced per RMB million revenue 每百萬元人民幣收益有害廢棄物產生總量	tonnes/RMB million 公噸/百萬元人民幣	0.0007	0.0008	0.0013
Total discharge of hazardous wastes 有害廢棄物回收總量	tonnes 公噸	2.07	2.59	2.71
Total hazardous wastes produced per RMB million revenue 每百萬元人民幣收益有害廢棄物回收總量	tonnes/RMB million 公噸/百萬元人民幣	0.0005	0.0007	0.0007
Total discharge of non-hazardous wastes 無害廢棄物產生總量	tonnes 公噸	158,786.33 <sup>10</sup>	23,986.39	23,380.84
Total non-hazardous wastes produced per RMB million revenue 每百萬元人民幣收益無害廢棄物產生總量	tonnes/RMB million 公噸/百萬元人民幣	38.58	6.03	6.12
Total recycled non-hazardous wastes 無害廢棄物回收總量	tonnes 公噸	153,164.26 <sup>11</sup>	11,347.15	8,693.49
Total recycled non-hazardous wastes per RMB million revenue 每百萬元人民幣收益無害廢棄物回收總量	tonnes/RMB million 公噸/百萬元人民幣	37.21	2.85	2.28
<b>Use of resources</b> 資源使用				
Total water consumption 用水總量	tonnes 公噸	4,675,295.75	4,847,009.42	4,450,199.51
Water consumption per RMB million revenue 每百萬元人民幣收益用水量	tonnes/RMB million 公噸/百萬元人民幣	1,135.83	1,218.25	1,165.28
Total consumption of packaging materials 包裝材料消耗總量	tonnes 公噸	14.27	25.93	13.82
Total consumption of packaging materials per RMB million revenue 每百萬元人民幣收益包裝材料消耗量	tonnes/RMB million 公噸/百萬元人民幣	0.003	0.01	0.004

10 The reason for the increase in total discharge of non-hazardous wastes during the Year was the expansion of schools, which generated 130,000 tonnes of construction wastes.

11 The reason for the increase in total recycled non-hazardous wastes during the Year was the recycling of 130,000 tonnes of construction wastes generated by schools under expansion.

10 本年度無害廢棄物產生總量增長原因為院校擴建產生130,000噸建築垃圾。

11 本年度無害廢棄物回收總量增長原因為回收院校擴建產生的130,000噸建築垃圾。



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Key Performance Indicators 績效指標	Unit 單位	2024 2024年	2023 2023年	2022 2022年
<b>Use of energy<sup>12</sup></b> <b>能源使用<sup>12</sup></b>				
Total electricity consumption 用電總量	MWh 兆瓦時	105,073.64	110,251.18	101,181.58
Electricity consumption per RMB million revenue 每百萬元人民幣收益用電量	MWh/RMB million 兆瓦時/百萬元人民幣	25.53	27.71	26.49
Total natural gas consumption 天然氣消耗總量	MWh 兆瓦時	19,026.60	24,850.49	17,720.05
Natural gas consumption per RMB million revenue 每百萬元人民幣收益天然氣用量	MWh/RMB million 兆瓦時/百萬元人民幣	4.62	6.25	4.64
Total gas consumption 煤氣消耗總量	MWh 兆瓦時	4,571.01	1,559.34	4,913.89
Gas consumption per RMB million revenue 每百萬元人民幣收益煤氣用量	MWh/RMB million 兆瓦時/百萬元人民幣	1.11	0.39	1.29
Total methanol consumption 甲醇消耗總量	MWh 兆瓦時	2,349.43	2,574.78	837.14
Methanol consumption per RMB million revenue 每百萬元人民幣收益甲醇用量	MWh/RMB million 兆瓦時/百萬元人民幣	0.57	0.65	0.22
Total LPG consumption 液化石油氣	MWh 兆瓦時	10,409.27	8,949.35	16,990.44
LPG consumption per RMB million revenue 每百萬元人民幣收益液化石油氣用量	MWh/RMB million 兆瓦時/百萬元人民幣	2.53	2.25	4.45
Total gasoline consumption 汽油消耗總量	MWh 兆瓦時	6,048.64	8,923.91	9,010.91
Gasoline consumption per RMB million revenue 每百萬元人民幣收益汽油用量	MWh/RMB million 兆瓦時/百萬元人民幣	1.47	2.24	2.36
Total diesel consumption 柴油消耗總量	MWh 兆瓦時	43.64 <sup>13</sup>	4.08	4.08
Diesel consumption per RMB million revenue 每百萬元人民幣收益柴油用量	MWh/RMB million 兆瓦時/百萬元人民幣	0.0106	0.0010	0.0011
Total steam consumption 蒸汽消耗總量	MWh 兆瓦時	3.65	–	–
Steam consumption per RMB million revenue 每百萬元人民幣收益蒸汽用量	MWh/RMB million 兆瓦時/百萬元人民幣	0.0009	–	–
Total comprehensive energy consumption 綜合能源消耗總量	MWh 兆瓦時	147,525.88	157,113.13	150,658.09
Comprehensive energy consumption per RMB million revenue 每百萬元人民幣收益綜合能源消耗量	MWh/RMB million 兆瓦時/百萬元人民幣	35.84	39.49	39.45

12 Use of energy is calculated in accordance with the conversion factors in the National Standardized General Principles for Calculation of Comprehensive Energy Consumption (GB/T 2589-2020) of the People's Republic of China.

13 The reason for the increase in total diesel consumption during the Year was the usage of new excavators.

12 能源使用量根據中華人民共和國國家標準《綜合能耗計算通則(GB/T 2589-2020)》中換算係數計算。

13 本年度柴油消耗總量增加原因為新增挖掘機的使用。

Mandatory Disclosure Requirements 強制披露規定		Disclosure Sections 披露章節
Governance Structure 管治架構	<p>A statement from the board containing the following elements:</p> <ul style="list-style-type: none"> <li>(i) a disclosure of the Board’s oversight of ESG issues;</li> <li>(ii) the Board’s ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues (including risks to the issuer’s businesses); and</li> <li>(iii) how the Board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer’s businesses.</li> </ul> <p>由董事會發出的聲明，當中載有下列內容：</p> <ul style="list-style-type: none"> <li>(i) 披露董事會對ESG事宜的監管；</li> <li>(ii) 董事會的ESG管理方針及策略，包括評估、優次排列及管理重要的ESG相關事宜(包括對發行人業務的風險)的過程；及</li> <li>(iii) 董事會如何按ESG相關目標檢討進度，並解釋它們如何與發行人業務有關連。</li> </ul>	Sustainability Management/ Low Carbon and Energy Saving for Diversified Empowerment of Green Transformation 可持續發展管理／低碳節能，多元賦能綠色轉型
Reporting Principles 匯報原則	<p>A description of, or an explanation on, the application of the following Reporting Principles in the preparation of the ESG Report: materiality, quantitative, consistency.</p> <p>描述或解釋在編備ESG報告時如何應用下列匯報原則：重要性、量化、一致性。</p>	About This Report 關於本報告
Reporting Boundary 匯報範圍	<p>A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report. If there is a change in the scope, the issuer should explain the difference and reason for the change.</p> <p>解釋ESG報告的匯報範圍，及描述挑選哪些實體或業務納入環境、社會及管治報告的過程。若匯報範圍有所改變，發行人應解釋不同之處及變動原因。</p>	About This Report 關於本報告

# Environmental, Social and Governance Report 環境、社會及管治報告

General Disclosure and Key Performance Indicators 一般披露及關鍵績效指標		Disclosure Sections or Explanation 披露章節或解釋	
A. Environmental A. 環境	A1. Emissions A1. 排放物	<p>General disclosure 一般披露</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes.</p> <p>有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	Low Carbon and Energy Saving for Diversified Empowerment of Green Transformation 低碳節能，多元賦能綠色轉型
		<p>A1.1 The types of emissions and respective emissions data.</p> <p>A1.1 排放物種類及相關排放數據。</p>	Appendix 1: Summary of Key Performance Indicators 附錄1：關鍵績效指標總覽
		<p>A1.2 Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).</p> <p>A1.2 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。</p>	Appendix 1: Summary of Key Performance Indicators 附錄1：關鍵績效指標總覽
		<p>A1.3 Total hazardous wastes produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).</p> <p>A1.3 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。</p>	Appendix 1: Summary of Key Performance Indicators 附錄1：關鍵績效指標總覽
		<p>A1.4 Total non-hazardous wastes produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).</p> <p>A1.4 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。</p>	Appendix 1: Summary of Key Performance Indicators 附錄1：關鍵績效指標總覽
		<p>A1.5 Description of measures to mitigate emissions and results achieved.</p> <p>A1.5 描述所訂立的排放量目標及為達到這些目標所採取的步驟。</p>	Low Carbon and Energy Saving for Diversified Empowerment of Green Transformation 低碳節能，多元賦能綠色轉型
		<p>A1.6 Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.</p> <p>A1.6 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。</p>	Low Carbon and Energy Saving for Diversified Empowerment of Green Transformation 低碳節能，多元賦能綠色轉型

# Environmental, Social and Governance Report 環境、社會及管治報告

General Disclosure and Key Performance Indicators 一般披露及關鍵績效指標		Disclosure Sections or Explanation 披露章節或解釋	
A. Environmental A. 環境	A2. Use of Resources A2. 資源使用	General disclosure 一般披露 Policies on the efficient use of resources, including energy, water, and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Low Carbon and Energy Saving for Diversified Empowerment of Green Transformation 低碳節能，多元賦能綠色轉型
		A2.1 Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in 000s) and intensity (e.g. per unit of production volume, per facility). A2.1 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Appendix 1: Summary of Key Performance Indicators 附錄1：關鍵績效指標總覽
		A2.2 Water consumption in total and intensity (e.g. per unit of production volume, per facility). A2.2 總耗水量及密度(如以每產量單位、每項設施計算)。	Appendix 1: Summary of Key Performance Indicators 附錄1：關鍵績效指標總覽
		A2.3 Description of energy use efficiency initiatives and results achieved. A2.3 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	Low Carbon and Energy Saving for Diversified Empowerment of Green Transformation 低碳節能，多元賦能綠色轉型
		A2.4 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. A2.4 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	Low Carbon and Energy Saving for Diversified Empowerment of Green Transformation 低碳節能，多元賦能綠色轉型 <i>The Group's water consumption is derived from the municipal water supply network, so it has not encountered any problems in obtaining appropriate water consumption resources</i> 本集團用水均來自市政供水管網，故在求取適用水資源上無遇到任何問題
		A2.5 Total packaging material used for finished products (in tonnes), if applicable, with reference to per unit produced. A2.5 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。	Appendix 1: Summary of Key Performance Indicators 附錄1：關鍵績效指標總覽

# Environmental, Social and Governance Report 環境、社會及管治報告

General Disclosure and Key Performance Indicators 一般披露及關鍵績效指標		Disclosure Sections or Explanation 披露章節或解釋	
A. Environmental A. 環境	A3. Environment and Natural Resources A3. 環境及天然資源	General disclosure 一般披露 Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Low Carbon and Energy Saving for Diversified Empowerment of Green Transformation 低碳節能，多元賦能綠色轉型
		A3.1 Description of the significant impacts of activities on the environment and natural resources and actions taken to manage them. A3.1 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Low Carbon and Energy Saving for Diversified Empowerment of Green Transformation 低碳節能，多元賦能綠色轉型
	A4. Climate Change A4. 氣候變化	General disclosure 一般披露 Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Low Carbon and Energy Saving for Diversified Empowerment of Green Transformation 低碳節能，多元賦能綠色轉型
		A4.1 Description of the significant climate-related issues which have or may have impact on the issuer, and actions taken to manage them. A4.1 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Low Carbon and Energy Saving for Diversified Empowerment of Green Transformation 低碳節能，多元賦能綠色轉型
		General disclosure 一般披露 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Work Together to Create a Blueprint for the Corporate Development 勳力同心，共繪企業發展藍圖
		B1. Employment B1. 僱傭	B1.1 Total workforce by gender, employment type (such as full-time or part-time), age group and geographical region. B1.1 按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。 B1.2 Employee turnover rate by gender, age group and geographical region. B1.2 按性別、年齡組別及地區劃分的僱員流失比率。

# Environmental, Social and Governance Report 環境、社會及管治報告

General Disclosure and Key Performance Indicators 一般披露及關鍵績效指標		Disclosure Sections or Explanation 披露章節或解釋	
B. Social B. 社會	B2. Health and Safety B2. 健康與安全	General disclosure 一般披露 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Work Together to Create a Blueprint for the Corporate Development/Building Dreams with Ingenuity and Nurturing Outstanding Leading Talents 戮力同心，共繪企業發展藍圖／匠心築夢，培育卓越領軍人才
		B2.1 Number and rate of work-related fatalities in each of the past three years (including the reporting year). B2.1 過去三年(包括匯報年度)每年因工亡故的人數及比率。	Work Together to Create a Blueprint for the Corporate Development 戮力同心，共繪企業發展藍圖
		B2.2 Lost days due to work injury. B2.2 因工傷損失工作日數。	Work Together to Create a Blueprint for the Corporate Development 戮力同心，共繪企業發展藍圖
		B2.3 Description of occupational health and safety measures adopted, and how they are implemented and monitored. B2.3 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Building Dreams with Ingenuity and Nurturing Outstanding Leading Talents 匠心築夢，培育卓越領軍人才
	B3. Development and Training B3. 發展與培訓	General disclosure 一般披露 Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Work Together to Create a Blueprint for the Corporate Development 戮力同心，共繪企業發展藍圖
		B3.1 The percentage of employees trained by gender and employee category (e.g. senior management and middle management). B3.1 按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	Work Together to Create a Blueprint for the Corporate Development 戮力同心，共繪企業發展藍圖
		B3.2 The average training hours completed per employee by gender and employee category. B3.2 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Work Together to Create a Blueprint for the Corporate Development 戮力同心，共繪企業發展藍圖

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General Disclosure and Key Performance Indicators 一般披露及關鍵績效指標		Disclosure Sections or Explanation 披露章節或解釋	
B. Social B. 社會	B4. Labour Standards B4. 勞工準則	General disclosure 一般披露 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Work Together to Create a Blueprint for the Corporate Development 勳力同心，共繪企業發展藍圖
		B4.1 Description of measures to review employment practices to avoid child and forced labour. B4.1 描述檢討招聘慣例的措施以避免童工及強制勞工。	Work Together to Create a Blueprint for the Corporate Development 勳力同心，共繪企業發展藍圖
		B4.2 Description of steps taken to eliminate such practices when discovered. B4.2 描述在發現違規情況時消除有關情況所採取的步驟。	Work Together to Create a Blueprint for the Corporate Development 勳力同心，共繪企業發展藍圖
		General disclosure 一般披露 Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Fairness and Impartiality as a Solid Foundation of Regulated Operations 公平公正，規範運營夯實根基
	B5. Supply Chain Management B5. 供應鏈管理	B5.1 Number of suppliers by geographical region. B5.1 按地區劃分的供應商數目。	Fairness and Impartiality as a Solid Foundation of Regulated Operations 公平公正，規範運營夯實根基
		B5.2 Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. B5.2 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	Fairness and Impartiality as a Solid Foundation of Regulated Operations 公平公正，規範運營夯實根基
		B5.3 Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. B5.3 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	Fairness and Impartiality as a Solid Foundation of Regulated Operations 公平公正，規範運營夯實根基
		B5.4 Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. B5.4 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	Fairness and Impartiality as a Solid Foundation of Regulated Operations 公平公正，規範運營夯實根基

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General Disclosure and Key Performance Indicators 一般披露及關鍵績效指標		Disclosure Sections or Explanation 披露章節或解釋	
B. Social B. 社會	B6. Product Responsibility B6. 產品責任	<p>General disclosure 一般披露</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.</p> <p>有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	<p>Building Dreams with Ingenuity and Nurturing Outstanding Leading Talents/Fairness and Impartiality as a Solid Foundation of Regulated Operations</p> <p>匠心築夢，培育卓越領軍人才／公平公正，規範運營夯實根基</p> <p><i>Due to the nature of the Group's business, labelling matters relating to the products and services provided are not applicable to the Group</i></p> <p>由於本集團的業務性質，有關所提供產品和服務的標籤事宜對本集團不適用</p>
		<p>B6.1 Percentage of total products sold or shipped subject to recalls for safety and health reasons.</p> <p>B6.1 已售或已運送產品總數中因安全與健康理由而須回收的百分比。</p>	<p><i>This item is not applicable to the Group as the Group's business does not involve the manufacture of products</i></p> <p>由於本集團業務不涉及產品生產，此項對本集團不適用</p>
		<p>B6.2 Number of products and services related complaints received and how they are dealt with.</p> <p>B6.2 接獲關於產品及服務的投訴數目以及應對方法。</p>	<p>Building Dreams with Ingenuity and Nurturing Outstanding Leading Talents</p> <p>匠心築夢，培育卓越領軍人才</p>
		<p>B6.3 Description of practices related to observing and protecting intellectual property rights.</p> <p>B6.3 描述與維護及保障知識產權有關的慣例。</p>	<p>Fairness and Impartiality as a Solid Foundation of Regulated Operations</p> <p>公平公正，規範運營夯實根基</p>
		<p>B6.4 Description of quality assurance process and recall procedures.</p> <p>B6.4 描述質量檢定過程及產品回收程式。</p>	<p><i>This item is not applicable to the Group as the Group's business does not involve the manufacture of products</i></p> <p>由於本集團業務不涉及產品生產，此項對本集團不適用</p>
		<p>B6.5 Description of consumer information protection and privacy policies, and how they are implemented and monitored.</p> <p>B6.5 描述消費者資料保障及私隱政策，以及相關執行及監察方法。</p>	<p>Building Dreams with Ingenuity and Nurturing Outstanding Leading Talents</p> <p>匠心築夢，培育卓越領軍人才</p>



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General Disclosure and Key Performance Indicators 一般披露及關鍵績效指標		Disclosure Sections or Explanation 披露章節或解釋	
B. Social B. 社會	B7. Anti-corruption B7. 反貪污	<p>General disclosure 一般披露</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.</p> <p>有關防止賄賂、勒索、欺詐及洗黑錢的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	Fairness and Impartiality as a Solid Foundation of Regulated Operations 公平公正，規範運營夯實根基
		<p>B7.1 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.</p> <p>B7.1 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。</p>	Fairness and Impartiality as a Solid Foundation of Regulated Operations 公平公正，規範運營夯實根基
		<p>B7.2 Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.</p> <p>B7.2 描述防範措施及舉報程式，以及相關執行及監察方法。</p>	Fairness and Impartiality as a Solid Foundation of Regulated Operations 公平公正，規範運營夯實根基
		<p>B7.3 Description of anti-corruption training provided to directors and staff.</p> <p>B7.3 描述向董事及員工提供的反貪污培訓。</p>	Fairness and Impartiality as a Solid Foundation of Regulated Operations 公平公正，規範運營夯實根基
		<p>General disclosure 一般披露</p> <p>Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.</p> <p>有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。</p>	Helping Each Other to Fulfill Social Responsibility Practically 守望相助，切實踐行社會責任
	B8. Community Investment B8. 社區投資	<p>B8.1 Focus areas of contribution (e.g. education, environmental concerns, needs of labour, health, culture and sports).</p> <p>B8.1 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。</p>	Helping Each Other to Fulfill Social Responsibility Practically 守望相助，切實踐行社會責任
		<p>B8.2 Resources contributed (e.g. money and time) to the focus area.</p> <p>B8.2 在專注範疇所動用資源(如金錢或時間)。</p>	Helping Each Other to Fulfill Social Responsibility Practically 守望相助，切實踐行社會責任

# Directors' Report 董事會報告

The Board is pleased to present its report and the audited consolidated financial statements of the Group for the year ended 31 December 2024.

## INCORPORATION AND LISTING OF THE COMPANY

The Company was incorporated in Cayman Islands as an exempted company with limited liability on 4 October 2018 under the Companies Law of Cayman Islands and the shares of the Company (the “Shares”) were listed on the Main Board of the Stock Exchange on 12 June 2019.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in the operation of vocational training education services. Details of the activities of the principal subsidiaries are set out in note 32 to the consolidated financial statements in this annual report.

## RESULTS AND BUSINESS REVIEW

The results of the Group for the year ended 31 December 2024 are set out in the consolidated statement of profit or loss and other comprehensive income on page 191 in this annual report.

A fair review of the business of the Group during the year and its likely future development and outlook, important events affecting the Company that have occurred since the end of the financial year, an analysis of the Group's performance during the year using financial key performance indicators, details regarding the Group's compliance with the relevant laws and regulations that have a significant impact on the Group, and the Group's key relationships with stakeholders as required under Schedule 5 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) are set out in the sections headed “Chairman's Statement”, “Management Discussion and Analysis” and “Corporate Governance Report” of this annual report and which also constitute part of this report.

董事會欣然提呈其報告及本集團截至2024年12月31日止年度之經審核綜合財務報表。

## 本公司之註冊成立和上市

本公司於2018年10月4日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限責任公司。於2019年6月12日，本公司的股份（「股份」）在聯交所主板上市。

## 主要業務

本公司為投資控股公司，本集團主要從事職業技能教育服務。其主要附屬公司的業務詳情載於本年報綜合財務報表附註32。

## 業績及業務回顧

本集團截至2024年12月31日止年度的業績載於本年報第191頁的綜合損益及其他全面收益表。

有關本集團於年內業務的公平審視及其日後可能發展及前景、自財政年度末起已發生的影響本公司的重要事件、以財務關鍵績效指標分析本集團年內的表現、有關本集團遵守對本集團產生重大影響的相關法律及法規的情況以及本集團與利益相關者的重要關係已根據公司條例（香港法例第622章）附表5的規定載於本年報「主席報告」、「管理層討論與分析」及「企業管治報告」章節，且亦構成本報告一部分。

# Directors' Report 董事會報告

## PRINCIPAL RISKS AND UNCERTAINTIES

The following list is a summary of certain principal risks and uncertainties facing by the Group:

- our business and results of operations depend on the level of tuition fees we are able to charge and our ability to maintain and raise the level of tuition fees.
- our business is heavily dependent on the market recognition of our brand and reputation and any damage to our reputation would materially and adversely affect our business. Negative publicity concerning our schools or our Group may adversely affect our reputation, business, growth prospect and our ability to recruit qualified teachers and staff.
- we face intense competition from existing players and industry consolidation in the PRC, which could lead to adverse pricing pressure, reduced operating margins, loss of market share, departures of qualified employees and increased capital expenditures.
- we may expand our school network through acquisitions or cooperation with third party partners and may not be able to successfully execute such expansion strategy.

The above is not an exhaustive list. Investors are advised to make their own judgment or consult their own investment advisors before making any investment in the Shares.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment and giving back to community and achieving sustainable growth.

## 主要風險及不確定因素

以下為本集團面臨的若干主要風險及不確定因素概要：

- 我們的業務及經營業績取決於我們可收取的學費水平以及我們維持及提高學費的能力。
- 我們的業務很大程度上倚賴市場對我們品牌及聲譽的認可，對我們聲譽的任何損害可能會對我們的業務造成重大不利影響。有關我們學校或本集團的負面報道可能對我們的聲譽、業務、增長前景及我們招聘合資格教師及職員的能力造成不利影響。
- 我們於中國面臨現有從業者及行業整合的激烈競爭，可能導致價格下調的壓力，經營溢利率下降、市場份額減少、合資格僱員離任及資本開支增加。
- 我們可能透過收購或與第三方合夥人合作擴大大學校網絡且可能無法成功執行有關擴張戰略。

以上所列並非全部。投資者於投資股份之前務請自行作出判斷或諮詢其投資顧問。

## 環境政策及表現

本集團致力履行社會責任、改善僱員福利及促進發展、保護環境、回饋社會並實現可持續增長。

## MAJOR CUSTOMERS AND SUPPLIERS

The revenue attributable to the five largest customers of the Group accounted for less than 30% of the Group's consolidated total revenue for the year.

The purchases attributable to the five largest suppliers of the Group accounted for less than 30% of the Group's consolidated total purchases for the year.

None of the Directors nor any of their close associates (as defined in the Listing Rules) nor any Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the number of issued Shares) had any beneficial interest in the Group's five largest customers and/or five largest suppliers during the year.

## DIVIDEND

At the Board meeting held on 27 March 2025, the Board proposed the payment of a final dividend of HK\$0.22 (approximately RMB0.21) per ordinary share in respect of the year ended 31 December 2024. The aforesaid proposed payment of final dividend is subject to approval of the Shareholders at the AGM to be held on Tuesday, 27 May 2025. Subject to the approval of Shareholders at the AGM, the aforesaid proposed final dividend is expected to be paid on or around Thursday, 26 June 2025.

## TAX RELIEF AND EXEMPTION

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

If the Shareholders are unsure about the taxation implications of purchasing, holdings, disposing of, dealing in, or the exercise of any rights in relation to the Company's Shares, they are advised to consult an expert.

## PROPERTY AND EQUIPMENT

Details of movements in property and equipment of the Group during the year ended 31 December 2024 are set out in note 15 to the consolidated financial statements in this annual report.

## SHARE CAPITAL

Details of changes in the share capital of the Company during the year ended 31 December 2024 are set out in note 25 to the consolidated financial statements in this annual report.

## 主要客戶及供應商

本集團年內五大客戶所佔收入額佔本集團的本年度合併總收入少於30%。

本集團年內五大供應商所佔採購額佔本集團的本年度合併採購總額少於30%。

年內，董事或彼等的任何緊密聯繫人(如上市規則所列)或任何股東(就董事所深知擁有已發行股份數目5%以上)概無於本集團五大客戶及／或五大供應商中擁有任何實益權益。

## 股息

於2025年3月27日舉行的董事會會議上，董事會建議就截至2024年12月31日止年度派發末期股息每股普通股0.22港元(約人民幣0.21元)。上述建議派付末期股息須經股東於將於2025年5月27日(星期二)舉行的股東週年大會上批准。經股東於股東週年大會上批准後，上述建議末期股息預期將於2025年6月26日(星期四)或前後支付。

## 稅務減免及豁免

本公司並不知悉股東因其持有本公司證券而享有的任何稅務減免及豁免。

若股東對購買、持有、處置及買賣本公司股份或行使其任何有關權利的稅務影響有任何疑問，建議諮詢專家。

## 物業及設備

本集團物業及設備於截至2024年12月31日止年度的變動詳情載於本年報綜合財務報表附註15。

## 股本

本公司股本於截至2024年12月31日止年度的變動詳情載於本年報綜合財務報表附註25。

# Directors' Report 董事會報告

## DISTRIBUTABLE RESERVES OF THE COMPANY

Movements in reserves of the Company during the year ended 31 December 2024 are set out in the note 34 to the consolidated financial statements in this annual report.

Our reserves available for distribution to the Shareholders consist of share premium and retained profits. Under the Companies Act (Chapter 22) 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 dividends to the Shareholders if immediately following the date on which the distribution or dividend is proposed to be paid, we will be able to pay off our debts as they fall due in the ordinary course of business. As of 31 December 2024, the Company's reserve available for distribution to equity holders amounted to approximately RMB2,095 million.

## DIVIDEND POLICY

The Company has approved and adopted a dividend policy (the "Dividend Policy"), pursuant to which the Company may declare and distribute dividends to the Shareholders to allow Shareholders to share the Company's profits and for the Company to retain adequate reserves for future growth.

The declaration, distribution and amount of dividend is subject to the absolute discretion of the Board, after taking into account, inter alia, the Group's operations, business and future development plans, liquidity position, our future operations and earnings, capital requirements and surplus, financial condition, working capital requirements and other factors that the Board consider relevant. The distribution of final dividend of a financial year will be subject to the approval of the Shareholders, but the amount of dividend shall not exceed the recommendation of the Board.

Subject to the aforesaid factors, the Board plans to maintain distributing not less than 30% of the distributable profit of the relevant financial year of the Group as dividend.

## 本公司可供分派儲備

本公司於截至2024年12月31日止年度的儲備變動載於本年報的綜合財務報表附註34。

我們可供分派予股東的儲備包括股份溢價及留存溢利。根據開曼群島公司法(第22章)及組織章程細則，倘緊隨建議支付分派或派付股息的日期後，我們將能結清日常業務過程中到期的債務，則本公司可應用股份溢價賬向股東支付分派或派付股息。於2024年12月31日，本公司可供分派予權益持有人的儲備約為人民幣2,095百萬元。

## 股息政策

本公司已批准及採納股息政策(「股息政策」)，據此，本公司可向股東宣派及派付股息，使股東能分享本公司之溢利，同時使本公司能為未來增長保留充足儲備。

股息的宣派、派付及金額由本公司的董事會全權酌情釐定，並須考慮(其中包括)本集團之營運、業務和未來的發展計劃、流動資金狀況、未來之營運和盈利、資本需求和盈餘、財務狀況、營運資本需求及董事會認為有關的其他因素。各財政年度之末期股息的派付均應獲得股東的批准，惟派息金額不得超過董事會的建議。

受上文所述的因素所規限，董事會計劃維持分派不少於本集團於相關財政年度可分派溢利的30%作為股息。

Declaration, recommendation or distribution of any dividend is subject to all relevant applicable laws and regulation of Cayman Islands and the Articles of Association. The Board will continually review the Dividend Policy and reserve the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

On 27 March 2025, in the absence of unforeseen circumstances, the Board approved the plans that the dividends to be distributed by way of cash to the Shareholders for each of the financial year ending 31 December 2025, 2026 and 2027 will account for not less than 60% of the net profit attributable to the Shareholders for that year (the “Plan”).

The Board approved the Plan to demonstrate the Company's confidence over its business development and prospects. In deciding whether to recommend the payment of dividends and its amount, the Board will consider the factors outlined in the Dividend Policy, including the Group's operations, business and future development plans, liquidity position, future operations and earnings, capital requirements and surplus, financial condition, working capital requirements, and other relevant factors. In case of any inconsistency between the Plan and the Dividend Policy, the Dividend Policy shall prevail.

### DIRECTORS

The Directors during the year ended 31 December 2024 and up to the date of this report are:

#### Executive Directors

Mr. Wu Wei (*Chairman*)

Mr. Xiao Guoqing (*Deputy chairman*)

#### Non-executive Directors

Mr. Wu Junbao

Mr. Lu Zhen

#### Independent Non-executive Directors

Mr. Hung Ka Hai, Clement

Dr. Zhu Guobin

Dr. Zang Yunzhi

宣派、建議或派付任何股息亦須遵守開曼群島所有相關適用之法律和法規及本公司之組織章程細則。董事會將持續檢討股息政策，並保留其唯一及絕對酌情權利隨時更新、修訂及／或修改股息政策。股息政策絕不會構成本公司須派付任何特定金額的股息之具法律約束力承諾，並／或令本公司有義務須隨時或不時宣派股息。

於2025年3月27日，在並無不可預見情況下，董事會批准就截至2025年、2026年及2027年12月31日止財政年度各年以現金方式向股東分派的股息將佔當年股東應佔淨利潤不少於60%的計劃（「該計劃」）。

董事會已批准該計劃，反映本公司對業務發展及前景充滿信心。於釐定是否建議支付股息及其款項時，董事會將考慮股息政策中概述的因素，包括本集團的營運、業務及未來發展計劃、流動資金狀況、未來營運及盈利、資本需求盈餘、財務狀況、營運資金需求及其他相關因素。倘該計劃與股息政策不一致，以股息政策為準。

### 董事

於截至2024年12月31日止年度及直至本報告日期的董事為：

#### 執行董事

吳偉先生(主席)

肖國慶先生(副主席)

#### 非執行董事

吳俊保先生

陸真先生

#### 獨立非執行董事

洪嘉禧先生

朱國斌博士

臧蘊智博士

# Directors' Report 董事會報告

## DIRECTORS (continued)

Pursuant to Article 84 of the Articles of Association, Mr. Wu Wei, Mr. Wu Junbao and Dr. Zang Yunzhi, shall retire by rotation and, being eligible, have offered themselves for re-election at the forthcoming AGM.

The Company has received from each of the independent non-executive Directors an annual written confirmation of independence. The Company confirms all the independent non-executive Directors are independent pursuant to Rule 3.13 of the Listing Rules.

## DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract and each of the non-executive Directors has entered into a letter of appointment with the Company for a term commencing from the date of his/her appointment/re-designation as an executive Director/non-executive Director which shall be for a period of three years since the listing date, and shall be automatically renewed for successive periods of three years (always subject to re-election as and when required under the Articles of Association). The term of each of the service contracts/letter of appointments shall end when the service contract/letter of appointment is terminated in accordance with the terms and conditions thereof or by either party giving to the other party not less than three months' prior notice in writing.

Each of our independent non-executive Director has entered into a letter of appointment with the Company for an initial period of one year since the listing date or his/her date of appointment, and shall automatically renewed for successive period of one year (subject to re-election as and when required under the Articles of Association) which may be terminated in accordance with the terms and conditions of thereof or by either party serving on the other party a prior written notice of not less than one month.

Save as aforesaid, no Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than normal statutory compensation.

## 董事(續)

根據組織章程細則第84條，吳偉先生、吳俊保先生及臧蘊智博士須於應屆股東週年大會上輪值退任，並符合資格及願意膺選連任。

本公司已接獲每位獨立非執行董事的書面年度獨立性確認書。根據上市規則第3.13條，本公司確認所有獨立非執行董事均為獨立。

## 董事服務合約

各執行董事已訂立服務合約，而各非執行董事已與本公司訂立委任函，自其獲委任／調任為執行董事／非執行董事的日期起生效，任期為自上市日期起計為期三年，並將自動重續連續三年期間（須一直按組織章程細則規定於有需要時予以重選）。各份服務合約／委任函的有效期限須於該服務合約／委任函根據其條款及條件或由一方向另一方發出不少於三個月的事先書面通知予以終止時結束。

各獨立非執行董事已與本公司訂立委任函，任期自上市日期起計或其獲委任日期起計初步為期一年，並將自動重續一年（須一直按組織章程細則規定於有需要時予以重選）為止，可根據其條款及條件或由一方向另一方發出不少於一個月的事先書面通知予以終止。

除上述者外，概無建議於應屆股東週年大會上重選的董事與本公司訂有在不支付賠償（正常法定賠償除外）的情況下不可由本公司於一年內終止的服務合約。

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2024, the interests and short positions of the Directors, chief executives and their associates of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for as set out in Appendix C3 to the Listing Rules, and adopted by the Company were as follows:

### Interest in the Shares and underlying Shares of the Company:

## 董事於證券的權益及淡倉

於2024年12月31日，本公司的董事、主要行政人員及其聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債券中擁有(i)根據證券及期貨條例第XV部的第7及第8分部須知會本公司及聯交所(包括根據證券及期貨條例彼等被當作或視為擁有之權益及淡倉之條款)；或(ii)根據證券及期貨條例第352條須列入該條所指登記冊內；或(iii)根據本公司已採納上市規則附錄C3所載標準守則知會本公司及聯交所的權益及淡倉載列如下：

### 於本公司股份和相關股份的權益：

	Interests in Shares 股份權益		Interests in underlying Shares pursuant to share options 根據購股權在 相關股份的權益	Percentage of the Company's issued share capital <sup>(Note 5)</sup> 佔本公司已發行 股本的百分比 <sup>(附註5)</sup>	Long/ Short position 好/淡倉
	Corporate interest 公司權益	Personal interest 個人權益			
Mr. Wu Junbao (Note 1) 吳俊保先生(附註1)	721,792,602	-	-	33.13%	Long position 好倉
Mr. Wu Wei (Note 2) 吳偉先生(附註2)	490,361,609	-	-	22.50%	Long position 好倉
Mr. Xiao Guoqing (Note 3) 肖國慶先生(附註3)	437,993,495	-	-	20.10%	Long position 好倉
Mr. Lu Zhen (Note 4) 陸真先生(附註4)	-	-	654,510	0.03%	Long position 好倉



# Directors' Report 董事會報告

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

Notes:

- Mr. Wu Junbao holds the entire issued share capital of Wu Junbao Education Company Limited ("Wu Junbao Education") and is therefore deemed to be interested in the 721,792,602 Shares held by Wu Junbao Education under the SFO.
- Mr. Wu Wei holds the entire issued share capital of Wu Wei Education Company Limited ("Wu Wei Education") and is therefore deemed to be interested in the 490,361,609 Shares held by Wu Wei Education under the SFO.
- Mr. Xiao Guoqing holds the entire issued share capital of ZhongAn Education Company Limited (formerly known as "Xiao Guoqing Education Company Limited") ("ZhongAn Education") and ZhongAn Education Investment Limited ("ZhongAn Education Investment") is the wholly-owned subsidiary of ZhongAn Education which is therefore deemed to be interested in the 437,993,495 Shares held by ZhongAn Education Investment under the SFO.
- Mr. Lu Zhen holds share options of 654,510 Shares. Details of the share options are set out in the section titled "Equity-settled Share Option Schemes" below.
- The percentage is calculated based on the total number of 2,178,989,802 Shares in issue as at 31 December 2024.

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

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

## 董事於證券的權益及淡倉(續)

附註：

- 吳俊保先生持有吳俊保教育有限公司(「吳俊保教育」)的全部已發行股本，因此，根據證券及期貨條例，彼被視作於吳俊保教育持有的721,792,602股股份中擁有權益。
- 吳偉先生持有吳偉教育有限公司(「吳偉教育」)的全部已發行股本，因此，根據證券及期貨條例，彼被視作於吳偉教育持有的490,361,609股股份中擁有權益。
- 肖國慶先生持有中安教育有限公司(前稱「肖國慶教育有限公司」(「中安教育」))的全部已發行股本，而ZhongAn Education Investment Limited (「中安教育投資」)為中安教育的全資附屬公司，因此，根據證券及期貨條例，彼被視作於中安教育投資持有的437,993,495股股份中擁有權益。
- 陸真先生持有654,510股股份的購股權。有關該等購股權的詳情載於下文「以股權結算的購股權計劃」一節。
- 百分比乃根據於2024年12月31日已發行股份總數2,178,989,802股股份計算。

本公司董事及最高行政人員於本公司相聯法團中的權益：

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

Save as disclosed above and in the section of "Equity-settled Share Option Schemes" below, as at 31 December 2024, none of the Directors, chief executives and their associates of the Company had any interest and short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning part XV of SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## EQUITY-SETTLED SHARE OPTION SCHEMES

The Company adopted two share option schemes as approved by the Shareholders at the Shareholders' meetings held on 7 December 2018 ("**Pre-IPO Share Option Scheme**") and 21 May 2019 ("**2019 Share Option Scheme**") respectively (collectively referred to as "**Share Option Schemes**") for the purpose of giving eligible participants an opportunity to have a personal stake in our Company and help motivate them to optimise their future performance and efficiency to our Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such eligible participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of our Group. The Share Option Schemes were adopted before the effective date of the new Chapter 17 of the Listing Rules. The Company will comply with the new Chapter 17 in accordance with the transitional arrangements for the existing share schemes.

The Share Option Schemes do not specify any minimum holding period and/or performance targets as a condition for the exercise of an option but subject to the rules of the Share Options Schemes. The Board is empowered with the authority to determine granting of an option on a case by case basis taking into account of the relevant factors as the Board in its sole discretion considers appropriate. For details of the vesting period of the Share Option Schemes, please refer to note 26 to the consolidated financial statements in this annual report.

The consideration payable on acceptance of the option granted to an grantee under the respective Share Option Schemes is HK\$1.00 which is payable no later than 28 days from the offer date.

## 董事於證券的權益及淡倉 (續)

除上文和下述的「以股權結算的購股權計劃」部份所披露外，於2024年12月31日，概無本公司董事、主要行政人員及其聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、本公司的相關股份及債券中擁有須根據證券及期貨條例第352條記錄於本公司所存置的登記冊，或根據標準守則須知會本公司及聯交所的任何權益及淡倉。

## 以股權結算的購股權計劃

本公司已採納兩個購股權計劃，分別為於2018年12月7日舉行的股東大會上由股東批准的購股權計劃(「**首次公開發售前購股權計劃**」)及於2019年5月21日舉行的股東大會上由股東批准的購股權計劃(「**2019年購股權計劃**」)(統稱為「**購股權計劃**」)，旨在向合資格參與者提供於本公司擁有個人股權的機會，並激勵彼等提升日後對本集團的績效及效率，及／或就彼等過往的貢獻給予獎勵，以吸引及挽留或以其他方式繼續維持與對本集團的業績、增長或成功而言乃屬重要及／或其貢獻有利於或將有利於本集團的業績、增長或成功之合資格參與者的長期合作關係。購股權計劃於上市規則的新訂第17章生效日期前已獲採納。本公司將根據現有股份計劃的過渡安排遵守新訂第17章。

購股權計劃並無任何特定須持有的最短期間及／或行使購股權須達致的表現目標，惟須遵守購股權計劃的規則。董事會獲授權根據具體情況，經考慮董事會全權酌情視為適當的相關因素後，決定是否授出購股權。有關購股權計劃的歸屬期詳情，請參閱本年報綜合財務報表附註26。

在各購股權計劃下，接納授予購股權的承授人須於自要約日起28天內支付代價為1.00港元。

# Directors' Report 董事會報告

## EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

Pursuant to the Pre-IPO Share Option Scheme, the Company has issued upon exercise of all options to be granted under the Pre-IPO Share Option Scheme are 135,244,720 Shares, representing approximately 6.2% of the issued share capital of the Company as at the date of this annual report. There was no option available for grant under the Pre-IPO Share Option Scheme at the beginning and the end of the year ended 31 December 2024. The total number of Shares available for issue under the Pre-IPO Share Option Scheme is 111,793,448 Shares, representing approximately 5.1% of the total issued Shares as at the date of this annual report.

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

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

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

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

Subject to the Pre-IPO Share Option Scheme and in compliance with the relevant regulatory policy conditions, grantees of the Pre-IPO Share Option Scheme may exercise the outstanding number of shares granted under the Pre-IPO Share Option Scheme in cash by way of remittance of onshore funds.

## 以股權結算的購股權計劃(續)

根據首次公開發售前購股權計劃，本公司根據首次公開發售前購股權計劃將予授出的所有購股權獲悉數行使發行135,244,720股股份，佔本公司於本年報日期已發行股本約6.2%。於截至2024年12月31日止年度之年初及年末，首次公開發售前購股權計劃項下並無可供授出的購股權。首次公開發售前購股權計劃項下可供發行的股份總數為111,793,448股，佔本年報日期已發行股份總數約5.1%。

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

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

合格依據由董事會不時釐定。

受本公司股東批准及首次公開發售前購股權計劃終止條文規限，首次公開發售前購股權計劃在自採納日期起10年期間有效及具有效力，惟於或在本公司上市日期之後未授出任何購股權。可行使購股權之期間將由董事會絕對酌情決定，惟購股權不可在其授出之日後10年之後行使，授出購股權之日即批准授出該購股權的董事會決議案日期，該日必須為營業日。首次公開發售前購股權計劃的餘下年期約為三年零八個月。

在首次公開發售前購股權計劃的規限下及符合相關監管政策條件下，首次公開發售前購股權計劃的承授人可以以境內匯出資金的方式，以現金方式行使首次公開發售前購股權計劃所授予的尚未行使的股份數量。

## Directors' Report 董事會報告

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

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

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

### 以股權結算的購股權計劃(續)

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

首次公開發售前購股權計劃下尚未行使的購股權詳情如下：

	Date of grant	Exercisable period	Exercise price HKD	No. of options outstanding at 1 January 2024	No. of options granted during the year ended 31 December 2024	No. of options exercised/ cancelled/ lapsed during the year ended 31 December 2024	No. of options outstanding at 31 December 2024	Approximate shareholding percentage of the underlying shares for the options in the share capital of the Company
	授予日	可行使期間	行使價 港元	於 2024年1月1日 未行使的 購股權數目	於截至 2024年 12月31日止 年度內授予 的購股權數目	於截至2024年 12月31日止 年度內已行使/ 註銷/失效的 購股權數目	於2024年 12月31日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Mr. Lu Zhen 陸真先生	2018/12/7	2019/7/12 to 2029/6/11 2019年7月12日 至 2029年6月11日	2.25	654,510	-	-	654,510	0.03%
Other employees 其他僱員	2018/12/7	2019/7/12 to 2029/6/11 2019年7月12日 至 2029年6月11日	2.25	111,277,438	-	(138,500)	111,138,938	5.10%
Total 合計				111,931,948	-	(138,500)	111,793,448	5.13%

**Note:** During the year ended 31 December 2024, 138,500 options were exercised. The weighted average closing price of the Shares immediately before the dates on which the options were exercised was HK\$3.03 per Share.

**附註：** 於截至2024年12月31日止年度內，已行使138,500份購股權。緊接購股權獲行使日期前股份的加權平均收市價為每股3.03港元。

# Directors' Report 董事會報告

## EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

Pursuant to the 2019 Share Option Scheme, the Company can issue options so that the total number of Shares that may be issued upon exercise of all options to be granted under the 2019 Share Option Scheme are 217,900,000 Shares, representing 10% of the issued share capital of the Company upon listing and approximately 10% of the issued share capital of the Company as at the date of this annual report. There were 217,573,000 options available for grant under the 2019 Share Option Scheme at the beginning and the ended of the year ended 31 December 2024. The total number of shares available for issue under the 2019 Share Option Scheme is 217,684,180 Shares, representing approximately 10% of the total issued Shares as at the date of this annual report.

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

- (i) any executive director of, manager of, headmaster of, dean of, or other employee holding an executive, managerial, supervisory or similar position in any member of our Group, any proposed employee, any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of our Group;
- (ii) a director or proposed director (including an independent non-executive director) of any member of our Group;
- (iii) a direct or indirect shareholder of any member of our Group;
- (iv) a supplier of goods or services to any member of our Group;
- (v) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of our Group;
- (vi) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of our Group;

## 以股權結算的購股權計劃(續)

根據2019年購股權計劃，本公司可發行購股權，以使根據2019年購股權計劃將予授出的所有購股權獲行使時可予發行的股份總數為217,900,000股股份，佔本公司於上市後的已發行股本10%及本公司於本年報日期已發行股本約10%。於截至2024年12月31日止年度之年初及年末，2019年購股權計劃項下有217,573,000份可供授出的購股權。2019年購股權計劃項下可供發行的股份總數為217,684,180股，佔本年報日期已發行股份總數約10%。

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

- (i) 本集團任何成員公司的任何執行董事、經理、校長、系主任，或擔當行政、管理、監管或類似職位的其他僱員、任何僱員人選、任何全職或兼職僱員，或被調往本集團任何成員公司擔任全職或兼職工作的人士；
- (ii) 本集團任何成員公司的董事或候選董事(包括獨立非執行董事)；
- (iii) 本集團任何成員公司的直接或間接股東；
- (iv) 向本集團任何成員公司供應貨品或服務的供應商；
- (v) 本集團任何成員公司的客戶、顧問、業務或合資企業合作夥伴、加盟商、承包商、代理或代表；
- (vi) 向本集團任何成員公司提供設計、研究、開發或其他支持或任何建議、顧問、專業或其他服務的個人或實體；

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

- (vii) an associate of any of the persons referred to in paragraphs (i) to (vi) above; and
- (viii) any person involved in the business affairs of the Company whom our Board determines to be appropriate to participate in the 2019 Share Option Scheme.

Pursuant to the amendments to the Listing Rules with effect from 1 January 2023, the eligible persons under the 2019 Share Option Scheme is subject to Rule 17.03A of the Listing Rules.

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

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

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

## 以股權結算的購股權計劃(續)

- (vii) 上文(i)至(vi)段所述任何人士的聯繫人；及
- (viii) 任何參與本公司業務事宜而董事會釐定適合參與2019年購股權計劃的人士。

根據上市規則於2023年1月1日起生效的修訂，2019年購股權計劃項下的合資格人士視乎上市規則第17.03A條而定。

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

在不抵觸本公司於股東大會上或透過董事會提早終止下，2019年購股權計劃將自其採納日期起計為期十年有效及生效。2019年購股權計劃的餘下年期約為四年。

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

# Directors' Report 董事會報告

## EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

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

	Date of grant	Exercisable period	Exercise price HKD	Closing price per share immediately before the date of grant HKD	No. of options outstanding at 1 January 2024	No. of options granted during the year ended 31 December 2024	No. of options exercised/cancelled/lapsed during the year ended 31 December 2024	No. of options outstanding at 31 December 2024	Approximate shareholding percentage of the underlying shares for the options in the share capital of the Company
Employee	2019/6/12	2019/6/12	11.25	N/A	111,180	-	-	111,180	0.005%
僱員	2019年6月12日	2019年6月12日 to 2029年6月11日 至 2029年6月11日		不適用					
Total					111,180	-	-	111,180	0.005%
合計					111,180	-	-	111,180	0.005%

**Note:** During the year ended 31 December 2024, no option were exercised.

The number of Shares that may be issued in respect of options granted under the Share Option Schemes during the year ended 31 December 2024 were 58,321,456 Shares, representing approximately 3% of the weighted average number of Shares in issue for the year ended 31 December 2024.

## 以股權結算的購股權計劃(續)

2019年購股權計劃下尚未行使的購股權詳情如下：

	授予日期	可行使期間	行使價 港元	緊接授予日期前的每股收市價 港元	於2024年1月1日未行使的購股權數目	於截至2024年12月31日止年度內授予的購股權數目	於截至2024年12月31日止年度內已行使/註銷/失效的購股權數目	於2024年12月31日未行使的購股權數目	購股權相關股份佔本公司股本的股權概約百分比
Employee	2019/6/12	2019/6/12	11.25	N/A	111,180	-	-	111,180	0.005%
僱員	2019年6月12日	2019年6月12日 至 2029年6月11日		不適用					
Total					111,180	-	-	111,180	0.005%
合計					111,180	-	-	111,180	0.005%

**附註：** 截至2024年12月31日止年度，並沒有行使購股權。

於截至2024年12月31日止年度內，有關購股權計劃項下授出的購股權可能發行的股份數目為58,321,456股，相當於截至2024年12月31日止年度已發行股份加權平均數約3%。

# Directors' Report 董事會報告

## SUBSTANTIAL SHAREHOLDERS

As at 31 December 2024, the interests or 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 required to be kept by the Company under Section 336 of the SFO are as follows:

Name	Capacity and nature of interest	Number of shares held	Percentage of the Company's issued share capital <sup>(Note 7)</sup> 佔本公司已發行股本百分比 <sup>(附註7)</sup>	Long/Short position
名稱	身份及權益性質	所持股份數目		好/淡倉
Wu Junbao Education (Note 1) 吳俊保教育(附註1)	Beneficial interest 實益權益	721,792,602	33.13%	Long position 好倉
Wu Wei Education (Note 2) 吳偉教育(附註2)	Beneficial interest 實益權益	490,361,609	22.50%	Long position 好倉
ZhongAn Education Investment (Note 3) 中安教育投資(附註3)	Beneficial interest 實益權益	437,993,495	20.10%	Long position 好倉
Ms. Zhou Jiaju (Note 4) 周家菊女士(附註4)	Spousal interest 配偶權益	721,792,602	33.13%	Long position 好倉
Ms. Cheng Jing (Note 5) 程靜女士(附註5)	Spousal interest 配偶權益	490,361,609	22.50%	Long position 好倉
Ms. Wei Zhiling (Note 6) 衛志玲女士(附註6)	Spousal interest 配偶權益	437,993,495	20.10%	Long position 好倉

Notes:

1. Wu Junbao Education, which is wholly-owned by Mr. Wu Junbao, is the beneficial owner of approximately 33.13% of the shareholding in the Company. By virtue of the SFO, Mr. Wu Junbao and Ms. Zhou Jiaju (spouse of Mr. Wu Junbao) are deemed to be interested in all of the Shares held by Wu Junbao Education.
2. Wu Wei Education, which is wholly-owned by Mr. Wu Wei, is the beneficial owner of approximately 22.50% of the shareholdings in the Company. By virtue of the SFO, Mr. Wu Wei and Ms. Cheng Jing (spouse of Mr. Wu Wei) are deemed to be interested in all of the Shares held by Wu Wei Education.

## 主要股東

於2024年12月31日，根據本公司按照證券及期貨條例第336條所存置的股東名冊所記錄，以下人士(本公司董事或最高行政人員除外)於本公司股份及相關股份中擁有的權益或淡倉如下：

Name	Capacity and nature of interest	Number of shares held	Percentage of the Company's issued share capital <sup>(Note 7)</sup> 佔本公司已發行股本百分比 <sup>(附註7)</sup>	Long/Short position
名稱	身份及權益性質	所持股份數目		好/淡倉
Wu Junbao Education (Note 1) 吳俊保教育(附註1)	Beneficial interest 實益權益	721,792,602	33.13%	Long position 好倉
Wu Wei Education (Note 2) 吳偉教育(附註2)	Beneficial interest 實益權益	490,361,609	22.50%	Long position 好倉
ZhongAn Education Investment (Note 3) 中安教育投資(附註3)	Beneficial interest 實益權益	437,993,495	20.10%	Long position 好倉
Ms. Zhou Jiaju (Note 4) 周家菊女士(附註4)	Spousal interest 配偶權益	721,792,602	33.13%	Long position 好倉
Ms. Cheng Jing (Note 5) 程靜女士(附註5)	Spousal interest 配偶權益	490,361,609	22.50%	Long position 好倉
Ms. Wei Zhiling (Note 6) 衛志玲女士(附註6)	Spousal interest 配偶權益	437,993,495	20.10%	Long position 好倉

附註：

1. 吳俊保教育(由吳俊保先生全資擁有)為本公司約33.13%股權的實益擁有人。根據證券及期貨條例，吳俊保先生及周家菊女士(吳俊保先生的配偶)被視為於吳俊保教育所持有的所有股份中擁有權益。
2. 吳偉教育(由吳偉先生全資擁有)為本公司約22.50%股權的實益擁有人。根據證券及期貨條例，吳偉先生及程靜女士(吳偉先生的配偶)被視為於吳偉教育所持有的所有股份中擁有權益。



# Directors' Report 董事會報告

## SUBSTANTIAL SHAREHOLDERS (continued)

Notes: (continued)

3. ZhongAn Education Investment, which is indirectly wholly-owned by Mr. Xiao Guoqing, is the beneficial owner of approximately 20.10% of the shareholdings in the Company. By virtue of the SFO, Mr. Xiao Guoqing and Ms. Wei Zhiling (spouse of Mr. Xiao Guoqing) are deemed to be interested in all of the Shares held by ZhongAn Education Investment.
4. Ms. Zhou Jiaju, the spouse of Mr. Wu Junbao, is deemed under the SFO to be interested in the Shares held by Mr. Wu Junbao.
5. Ms. Cheng Jing, the spouse of Mr. Wu Wei, is deemed under the SFO to be interested in the Shares held by Mr. Wu Wei.
6. Ms. Wei Zhiling, the spouse of Mr. Xiao Guoqing, is deemed under the SFO to be interested in the Shares held by Mr. Xiao Guoqing.
7. The percentage is calculated based on the total number of 2,178,989,802 shares in issue as at 31 December 2024.

Save as disclosed above, as at 31 December 2024, no person, other than a Director or chief executive of the Company, had interests or short positions in the Shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

## 主要股東 (續)

附註：(續)

3. 中安教育投資(由肖國慶先生間接全資擁有)為本公司約20.10%股權的實益擁有人。根據證券及期貨條例，肖國慶先生及衛志玲女士(肖國慶先生的配偶)被視為於中安教育投資所持有的所有股份中擁有權益。
4. 周家菊女士，吳俊保先生的配偶，根據證券及期貨條例被視為於吳俊保先生所持股份中擁有權益。
5. 程靜女士，吳偉先生的配偶，根據證券及期貨條例被視為於吳偉先生所持股份中擁有權益。
6. 衛志玲女士，肖國慶先生的配偶，根據證券及期貨條例被視為於肖國慶先生所持股份中擁有權益。
7. 百分比乃根據於2024年12月31日已發行股份總數2,178,989,802股股份計算。

除上文所披露外，於2024年12月31日，根據本公司按照證券及期貨條例第336條所存置的股東名冊記錄，概無人士(本公司董事或最高行政人員除外)於本公司股份及相關股份中擁有權益或淡倉。

### NON-COMPETITION UNDERTAKING OF THE CONTROLLING SHAREHOLDERS

Mr. Wu Junbao, Wu Junbao Education (“**Controlling Shareholders**”), Mr. Wu Wei, Wu Wei Education, Mr. Xiao Guoqing and ZhongAn Education (collectively as the “**Undertaking Parties**” and each as a “**Undertaking Party**”), have entered into the Deed of Non-competition on 21 May 2019 in favour of the Company, pursuant to which the Undertaking Parties have jointly and severally and irrevocably undertaken with the Company (for itself and for the benefit of its subsidiaries) that it or he would not, and would procure that its or his controlled entities (except any members of the Group) would not, during the restricted period set out below, directly or indirectly, either on its or his own account or in conjunction with or on behalf of any person, company (enterprise or corporate entity), partnership or associate (whether of an economic nature), among other things, carry on, participate or be interested or engaged in or hold (in each case whether as a shareholder, partner, agent, employee or otherwise) any business which is or may be in competition with the business of any member of the Group (the “**Restricted Business**”) to the extent such competition would materially and adversely impact the operations and financial position or prospects of the Group.

The “restricted period” stated in the Deed of Non-competition refers to the period during which (i) the Shares remain listed on the Stock Exchange; (ii) in relation to each Undertaking Party, the relevant Undertaking Party or any of its/his associates still holds directly or indirectly an equity interest in our Company; and (iii) the Undertaking Parties and/or their respective associates jointly or severally are entitled to exercise or control the exercise of not less than 30% in aggregate of the voting power at general meetings of the Company.

Under the Structured Contracts (as defined in the Company’s prospectus dated 30 May 2019 (the “**Prospectus**”)), Mr. Wu Junbao, Mr. Wu Wei and Mr. Xiao Guoqing, as registered Shareholders, and Mr. Ge Xiaoliang, as a school sponsor of Nanjing Culinary Technical School (南京烹飪技工學校) (“**Nanjing School**”), also provided certain non-competition undertakings in favour of the Company.

The Company has received and the independent non-executive Directors have reviewed the confirmation from the Undertaking Parties in respect of their compliance with the terms of non-competition undertaking for the year.

### 控股股東的不競爭承諾

於2019年5月21日，吳俊保先生、吳俊保教育（「**控股股東**」）、吳偉先生、吳偉教育、肖國慶先生及中安教育（統稱及各自稱為「**承諾方**」）以本公司為受益人訂立不競爭契據，據此，承諾方已共同及各別且不可撤回地向本公司（為其本身及為其附屬公司的利益）承諾，於下文所載受限制期間，倘有關競爭會對本集團的運營及財務狀況或前景造成重大不利影響，則其不會並將促使其所控制的實體（本集團任何成員公司除外）不會直接或間接自行或聯同或代表任何人士、公司（企業或公司實體）、合作夥伴或聯營公司（無論是否為經濟性質），（其中包括）進行或參與任何目前或可能與本集團任何成員公司的業務構成競爭的業務（「**受限制業務**」），或於當中擁有權益或從事或持有（在各情況下均不論以股東、合夥人、代理、僱員或其他身份）受限制業務。

不競爭契據所述的「受限制期間」指(i)股份仍在聯交所上市的期間；(ii)就各承諾方而言，有關承諾方或其任何聯繫人仍直接或間接持有本公司的股本權益的期間；及(iii)承諾方及／或其各自的聯繫人共同或個別有權於本公司股東大會上行使或控制行使合共不少於30%的投票權的期間。

根據結構性合約（定義見本公司日期為2019年5月30日的招股章程（「**招股章程**」）），吳俊保先生、吳偉先生及肖國慶先生（為註冊股東），以及南京烹飪技工學校（「**南京學校**」）的舉辦者葛孝良先生，亦已作出若干不競爭承諾（以本公司為受益人）。

本公司已接獲及獨立非執行董事已接獲承諾方就彼等於年度內遵守不競爭承諾條款發出的確認書。

## STRUCTURED CONTRACTS

Please refer to the section headed “Structured Contracts” in the Prospectus for the major terms of and reasons to enter into Structured Contracts and other details. For the year ended 31 December 2024, the Board had reviewed the overall performance of the structured contracts and believes that the Group had complied with the structured contracts in all material respects.

On 14 May 2021, the State Council of the People's Republic of China (the “**State Council**”) promulgated the Implementation Rules for the Laws for Promoting Private Education of the People's Republic of China (the “**Implementation Rules**”). The Implementation Rules stipulate that: (1) private schools that provide compulsory education are not allowed to enter into transactions with their interested parties, and other private schools which conduct transactions with their interested parties shall set price reasonably and regulate decision-making mechanism by following the principle of publicity, fairness and justice and shall not harm the interests of the state, schools and teachers and students. Private schools shall set up an information disclosure mechanism for dealing with their interested parties. The relevant governmental authorities relating to education, human resources and social security and finance, shall strengthen the supervision of the agreements entered into between non-profit private schools and their interested parties, and shall review the connected transactions annually; and (2) if the founder is a legal person, its controlling shareholder and the actual controller shall meet the requirements stipulated by laws and administrative regulations for the establishment of a private school, and any change of the controlling shareholder or the actual controller must be reported to the competent authorities for filing and publication. Any social organizations and individuals shall not control private schools which provide compulsory education or non-profit private schools which implement pre-school education through mergers and acquisitions or contractual agreements.

Contractual arrangements under the structured contracts may be regarded as connected transactions of our schools with interested parties and we may incur costs to establish disclosure mechanisms and undergo review and check by the relevant government authorities where it may find that one or more agreements underlying our contractual arrangements do not comply with applicable PRC laws and regulations and may subject us to severe penalties, resulting in material adverse impact on our business operations and financial condition.

## 結構性合約

有關訂立結構性合約的主要條款及原因及其他詳情，請參閱招股章程「結構性合約」一節。截至2024年12月31日止年度，董事會已審閱結構性合約的整體表現，並相信本集團已於所有重大方面遵守結構性合約。

2021年5月14日，中華人民共和國國務院（「國務院」）發佈《中華人民共和國民辦教育促進法實施條例》（「實施條例」），實施條例規定：(1)實施義務教育的民辦學校不得與利益關聯方進行交易。其他民辦學校與利益關聯方進行交易的，應當遵循公開、公平、公允的原則，合理定價、規範決策機制，不得損害國家利益、學校利益和師生權益。民辦學校應當建立利益關聯方交易的信息披露制度。教育、人力資源社會保障以及財政等有關政府部門應當加強對非營利性民辦學校與利益關聯方簽訂協議的監管，並按年度對關聯交易進行審查；及(2)舉辦者為法人的，其控股股東和實際控制人應當符合法律、行政法規規定的舉辦民辦學校的條件，控股股東和實際控制人變更的，應當報主管部門備案並公示。任何社會組織和個人不得通過兼併收購、協議控制等方式控制實施義務教育的民辦學校、實施學前教育的非營利性民辦學校。

結構性合約項下的合約安排可能被視為我們的學校與利益相關方的關連交易，我們可能就建立披露機制及接受相關政府部門審查及審核產生巨額合規成本而相關政府部門可能認定合約安排的一項或多項相關協議不符合適用中國法律法規的規定，而可能令我們遭受嚴重處罰，令我們的業務運營及財務狀況受到重大不利影響。

## Qualification Requirement

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

None of the implementation regulations related to the Qualification Requirement was updated for the year ended 31 December 2024. For details of the efforts and actions made by the Group in accordance with the Qualification Requirement, please refer to the section headed "Structured Contracts" in the Prospectus.

## Foreign Investment Law ("FIL")

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

## 資質要求

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

截至2024年12月31日止年度，資質要求相關實施條例並無更新。有關本集團根據資質要求作出的努力及行動，請參閱招股章程中「結構性合約」一節。

## 《外商投資法》(「《外商投資法》」)

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

# Directors' Report 董事會報告

## CONNECTED TRANSACTIONS

### Non-exempt Continuing Connected Transactions

#### (1) Financial assistance

On 11 June 2024, the Company and each of Mr. Wu Junbao, Mr. Wu Wei and Mr. Xiao Guoqing entered into a loan framework agreement (the “**Loan Framework Agreement**”), respectively, pursuant to which the Company agreed to, through its designated PRC lending subsidiary(ies), make available to the PRC receiving companies to be designated by Mr. Wu Junbao, a non-executive Director of the Company, Mr. Wu Wei, the chairman and an executive Director of the Company and Mr. Xiao Guoqing, the vice-chairman and an executive Director of the Company, a RMB revolving loan facility in a maximum daily balance (excluding the accrued interests) of RMB50 million each, respectively, at an interest rate of 7% per annum for the period from 11 June 2024 to 31 December 2025. Such Loan Framework Agreement will provide a better return on the Group’s temporarily surplus cash resources which is beneficial to the Group and the Shareholders as a whole.

The maximum amount of the aforesaid transaction between the Group and Mr. Wu Junbao, Mr. Wu Wei and Mr. Xiao Guoqing was nil, nil and RMB50,000,000 respectively for the year ended 31 December 2024 (for details, please refer to notes 20 and 31 to the consolidated financial statements). For details of the financial assistance, please refer to the Company’s announcement dated 11 June 2024.

## 關連交易

### 非豁免持續關連交易

#### (1) 財務資助

於2024年6月11日，本公司分別與吳俊保先生、吳偉先生及肖國慶先生各自訂立貸款框架協議（「**貸款框架協議**」），據此，本公司同意透過其指定中國貸款附屬公司分別向本公司非執行董事吳俊保先生、本公司主席兼執行董事吳偉先生及本公司副主席兼執行董事肖國慶先生各自指定之中國收款公司提供每日最高結餘（不包括應計利息）為人民幣50百萬元之人民幣循環貸款融資，由2024年6月11日至2025年12月31日止期間內年利率為7%。貸款框架協議將為本集團的暫時剩餘現金資源提供較好的回報，對本集團及股東整體有益。

截至2024年12月31日止年度，本集團與吳俊保先生、吳偉先生及肖國慶先生之間的上述交易最高金額分別為零、零及人民幣50,000,000元（詳情請參閱綜合財務報表附註20及31）。有關財務資助的詳情，請參閱本公司日期為2024年6月11日的公告。

## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (2) Structured Contracts

As disclosed in the paragraph headed “Structured Contracts — Background of the Structured Contracts” in the Prospectus, relevant laws and regulations restrict the operation of vocational education and vocational training institutions to Sino-foreign cooperation ownership, in addition to imposing qualification requirements on the foreign owners. Further, it is expected that the possibility of government approval for establishing and operating a vocational education and vocational training institute in the PRC by way of Sino-foreign ownership in the foreseeable future is very low. As a result, the Group, through our wholly-owned subsidiary, Hefei Xinhua Chuangchi Education Management Co., Ltd. (the “WFOE”), our PRC Consolidated Affiliated Entities and other parties, have entered into the Structured Contracts such that we can conduct our business operations indirectly in the PRC through our PRC Consolidated Affiliated Entities while complying with applicable PRC law and regulations. The Structured Contracts, as a whole, are designed to provide our Group with effective control over the financial and operational policies of our PRC Consolidated Affiliated Entities, to the extent permitted by PRC law and regulations, the right to acquire the equity interest in and/or the assets of our PRC Consolidated Affiliated Entities and/or the school sponsors interest in Nanjing School after the listing through the WFOE. As we operate our education business through our PRC Consolidated Affiliated Entities, which are controlled by their respective school sponsors and we do not hold any direct equity interest in our PRC Consolidated Affiliated Entities, the Structured Contracts were entered into on 30 November 2018 pursuant to which all material business activities of our PRC Consolidated Affiliated Entities are instructed and supervised by our Group, through the WFOE, and the relevant economic benefits arising from such business of the our PRC Consolidated Affiliated Entities are transferred to our Group.

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (2) 結構性合約

如招股章程「結構性合約—結構性合約背景」一段所披露，有關法律法規除對外國所有者提出資格要求外，還將職業教育及職業培訓機構的經營限制在中外合作擁有權範圍內。此外，預期政府批准在中國境內以中外合資的方式設立和經營職業教育和職業培訓機構的可能性在可預見的未來屬微乎其微。因此，本集團已通過全資附屬公司、合肥新華創智教育管理有限公司（「WFOE」）、我們的中國綜合聯屬實體及其他方訂立結構性合約，以便我們通過中國綜合聯屬實體在中國境內間接開展業務經營，同時遵守適用的中國法律法規。結構性合約整體旨在為本集團有效控制中國綜合聯屬實體的財務及運營政策，在中國法律法規允許的情況下，向本集團提供在通過WFOE上市後購買中國綜合聯屬實體股本權益及／或資產的權利及／或學校舉辦者於南京學校的權益。由於我們通過中國綜合聯屬實體（由其各自學校舉辦者控制）經營教育業務，且我們並未在中國綜合聯屬實體持有任何直接股本權益，我們於2018年11月30日訂立結構性合約，據此，我們中國綜合聯屬實體的所有重大業務活動均將由本集團通過WFOE進行指導及監督，而我們中國綜合聯屬實體的相關業務所產生的相關經濟利益將被轉移到本集團。

## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (2) Structured Contracts (continued)

The Structured Contracts consist of a series of agreements, collectively, the exclusive management consultancy and business cooperation agreements, the exclusive call option agreements, the equity pledge agreement, the powers of attorney, the accounts receivable pledge agreement, the school sponsors' or capital contributors' rights entrustment agreement and the school sponsors' or capital contributors' powers of attorney, each of which is an integral part of the Structured Contracts. See "Structured Contracts" in the Prospectus for details of major terms of these agreements.

In view of the Structured Contracts, we have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with (i) the announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions contemplated under the Structured Contracts pursuant to Rule 14A.105 of the Listing Rules, (ii) the requirement of setting an annual cap for the transactions under the Structured Contracts under Rule 14A.53 of the Listing Rules, and (iii) the requirement of limiting the term of our Structured Contracts to three years or less under Rule 14A.52 of the Listing Rules, for so long as our Shares are listed on the Stock Exchange subject however to the following conditions:

- (a) No change without Independent Non-executive Directors' approval

No change to the Structured Contracts will be made without the approval of the Independent Non-executive Directors.

- (b) No change without independent Shareholders' approval

Save as described in paragraph (d) below, no change to the agreements governing the Structured Contracts will be made without the approval of our Company's independent Shareholders.

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (2) 結構性合約 (續)

結構性合約包含一系列協議(統稱獨家管理顧問及業務合作協議、獨家購買權協議、股權質押協議、授權委託書、應收賬款質押協議、學校舉辦者或出資人權利委託協議及學校舉辦者或出資人的授權委託書)，上述各項均為結構性合約的組成部分。有關該等協議主要條款的詳情，請參閱招股章程「結構性合約」。

針對結構性合約，我們已經向聯交所申請，及聯交所已經授出豁免(i)依據上市規則第14A.105條規定就結構性合約項下擬定的交易，嚴格遵守上市規則第十四A章下的公告、通函及獨立股東批准規定；(ii)根據上市規則第14A.53條就結構性合約項下的交易訂立年度上限的規定；及(iii)根據上市規則第14A.52條將我們的結構性合約期限限制在三年或以下的規定，只要股份在聯交所上市，但須符合下列條件：

- (a) 未經獨立非執行董事批准不得變更

未經獨立非執行董事批准，不得更改結構性合約。

- (b) 未經獨立股東批准不得變更

除下文(d)段所述外，未經本公司獨立股東批准，不得更改管轄結構性合約的協議。

## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (2) Structured Contracts (continued)

- (b) No change without independent Shareholders' approval (continued)

Once independent Shareholders' approval of any change has been obtained, no further announcement or approval of the independent shareholders will be required under Chapter 14A of the Listing Rules unless and until further changes are proposed. The periodic reporting requirement regarding the Structured Contracts in the annual reports of our Company will however continue to be applicable.

- (c) Economic benefits flexibility

The Structured Contracts shall continue to enable our Group to receive the economic benefits derived by our PRC Consolidated Affiliated Entities through (i) our Group's option, to the extent permitted under PRC laws and regulations, to acquire all or part of the equity or school sponsor's interest held by the registered Shareholders and/or the school sponsors of Nanjing School, as the case may be, at the lowest possible amount permissible under the applicable PRC laws and regulations, (ii) the business structure under which the net profit generated by our PRC Consolidated Affiliated Entities is substantially retained by our Group, such that no annual cap shall be set on the amount of service fees payable to WFOE by our PRC Consolidated Affiliated Entities under the exclusive technical service and management consultancy agreements, and (iii) our Group's right to control the management and operation of, as well as, in substance, all of the voting rights of our PRC Consolidated Affiliated Entities as appointed by the registered Shareholders in our PRC Consolidated Affiliated Entities or by the school sponsors of Nanjing School, as the case may be.

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (2) 結構性合約 (續)

- (b) 未經獨立股東批准不得變更 (續)

在獨立股東批准任何變更後，除非提出進一步的變更建議，否則根據上市規則第十四A章的規定，不需要獨立股東的進一步公告或批准。然而，本公司年度報告中關於結構性合約的定期報告要求將繼續適用。

- (c) 經濟效益的靈活性

結構性合約將繼續使本集團通過下列方式獲得源於我們中國綜合聯屬實體的經濟效益：(i)在中國法律法規許可的範圍內，本集團按適用中國法律法規所允許的最低可能數量，全部或部分收購(視情況而定)記名股東及/或南京學校的學校舉辦者持有的股權或學校舉辦者權益的購股權，(ii)本集團據以實質留存源於我們中國綜合聯屬實體的純利(以致不得對我們的中國綜合聯屬實體依據獨家技術服務及管理顧問協議向WFOE支付的服務費設定任何年度限額)的業務結構，及(iii)本集團有權控制我們中國綜合聯屬實體的記名股東或南京學校的學校舉辦者(視情況而定)所指定的中國綜合聯屬實體的管理及運營，且有權實際上擁有其全部表決權。



## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (2) Structured Contracts (continued)

##### (d) Renewal and reproduction

On the basis that the Structured Contracts provide an acceptable framework for the relationship between our Company and its subsidiaries in which our Company has direct shareholding, on one hand, and our PRC Consolidated Affiliated Entities, on the other hand, that framework may be renewed and/or reproduced upon the expiry of the existing arrangements or in relation to any existing or new wholly foreign owned enterprise or operating company engaging in the same business as that of our Group which our Group might wish to establish when justified by business expediency, without obtaining the approval of the Shareholders, on substantially the same terms and conditions as the existing Structured Contracts. The directors, chief executives or substantial shareholders of any existing or new wholly foreign owned enterprise or operating company (including branch company) engaging in the same business as that of our Group which our Group may establish will, upon renewal and/or reproduction of the Structured Contracts, however be treated as connected persons of our Company and transactions between these connected persons and our Company other than those under similar Structured Contracts shall comply with Chapter 14A of the Listing Rules. This condition is subject to relevant PRC laws, regulations and approvals.

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (2) 結構性合約 (續)

##### (d) 更新和複製

在結構性合約就本公司及其直接控股附屬公司(一方)與我們的中國綜合聯屬實體(另一方)之間的關係提供可接受框架的前提下,可於現有安排到期後,或就本集團認為可提供業務便利時可能有意成立的從事與本集團相同業務的任何現有或新外商獨資企業或營運公司,按照與現有結構性合約大致相同的條款與條件,重續及/或複製該框架,而無須取得股東批准。然而,本集團可能成立的從事與本集團相同業務的任何現有或新外商獨資企業或營運公司(包括分公司)的董事、最高行政人員或主要股東,將於重續及/或複製結構性合約後被視為本公司關連人士,該等關連人士與本公司之間的交易(根據類似結構性合約進行者除外)須遵守上市規則第十四A章的規定。此項條件以符合相關中國法律法規與批准為前提。

## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (3) Confirmation of independent non-executive Directors

The independent non-executive Director have reviewed and confirmed the continuing connected transactions set out above are:

1. in the ordinary and usual course of business of the Group;
2. on normal commercial terms or better; and
3. entered into in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

Our independent non-executive Directors have reviewed the Structured Contracts and confirmed that (i) the transactions carried out during the year ended 31 December 2024 have been entered into in accordance with the relevant provisions of the Structured Contracts, have been operated so that the profit generated by the PRC Consolidated Affiliated Entities has been substantially retained by the Group, (ii) no dividends or other distributions have been made by the PRC Consolidated Affiliated Entities to the respective holders of equity or school sponsor's interest which are not otherwise subsequently assigned or transferred to the Group, and (iii) the Structured Contracts and if any, any new contracts entered into, renewed or reproduced between the Group and the PRC Consolidated Affiliated Entities during the year ended 31 December 2024 under paragraph (d) above are fair and reasonable, or advantageous, so far as the Group is concerned and in the interests of the Shareholders as a whole.

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (3) 獨立非執行董事的確認

獨立非執行董事已審核及確認上列所載之持續關連交易為：

1. 屬本集團的日常業務；
2. 按照一般或更好商務條款進行；及
3. 根據有關交易的協議條款訂立，而交易條款公平合理，並且符合本集團股東的整體利益。

獨立非執行董事已審閱結構性合約並確認：(i)於截至2024年12月31日止年度開展的交易按照結構性合約的有關規定訂立，相關交易的經營使得源於我們中國綜合聯屬實體的溢利實質由本集團留存；(ii)我們的中國綜合聯屬實體並未向其後未另行轉撥或轉讓給本集團的股權或學校舉辦者權益的有關持有人派發任何股息或作出其他分派；及(iii)結構性合約及本集團與我們的中國綜合聯屬實體於截至2024年12月31日止年度根據上文(d)段訂立、重續或複製的任何新合同(如有)對本集團而言屬公平合理或有利，且符合本集團股東的整體利益。

# Directors' Report 董事會報告

## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (4) Confirmation of auditors of the Company

The Company's auditor was engaged to report on the Group's 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 HKICPA. The external auditor issued its unqualified letter containing its findings and conclusions in respect of the continuing connected transactions in accordance with Chapter 14A of the Listing Rules.

The Company's auditors also carried out procedures on the transactions pursuant to the Structured Contracts and confirmed that the transactions 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 our PRC Consolidated Affiliated Entities to the respective holders of equity or school sponsor's interest which are not otherwise subsequently assigned or transferred to our Group.

## RELATED PARTIES TRANSACTIONS

Details of the related parties transactions undertaken in the normal course of business are set out in notes 20 and 31 to the consolidated financial statements in this annual report, which also constitute continuing connected transactions under the Listing Rules. These continuing connected transactions have complied with the requirements under Chapter 14A of the Listing Rules.

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (4) 本公司核數師的確認

本公司已委聘核數師根據香港核證委聘準則第3000號(經修訂)「審核或審閱過往財務資料以外的核證委聘」並參考香港會計師公會頒佈的實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，匯報本集團的持續關連交易。外聘核數師已根據上市規則第十四A章發出無保留意見函件，當中載有其有關持續關連交易的發現及結論。

本公司核數師亦按照結構性合約對交易執程序，確認交易已得到董事的批准，及按照有關結構性合約訂立，及我們的中國綜合聯屬實體並未向其後未另行轉撥或轉讓給本集團的股權或學校舉辦者權益的有關持有人派發任何股息或作出其他分派。

## 關聯方交易

於日常業務過程中進行的關聯方交易的詳情載於本年度綜合財務報表附註20及31，亦構成上市規則項下的持續關連交易。該等持續關連交易已遵守上市規則第十四A章項下之規定。

## CONFLICT OF INTERESTS

For the year ended 31 December 2024, none of the Directors, the substantial Shareholders or the management Shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the business of the Group or has any other conflict of interests with the Group.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year ended 31 December 2024 were rights to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate granted to any director or their respective spouses or children under 18 years of age, or were any such rights exercised by them; or were the Company or any of its holding companies, fellow subsidiaries and subsidiaries a party to any arrangement to enable the Company's directors, their respective spouses or children under 18 years of age to acquire such rights in any other body corporate.

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

Save as disclosed in the section headed "Non-exempt Continuing Connected Transactions" in this report, none of the Directors nor any entity connected with the Directors had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during or at the end of the year ended 31 December 2024.

## 利益衝突

截至2024年12月31日止年度，本公司董事、主要股東或管理層股東或彼等各自任何聯繫人概無從事任何直接或間接與本集團業務構成或可能構成競爭的任何業務，亦無與本集團存在任何其他利益衝突。

## 董事認購股份或債券的權利

除上文所披露外，於截至2024年12月31日止年度內任何時間，概無任何董事或彼等各自的配偶或未滿十八歲的子女獲授可透過購買本公司或任何其他法人團體股份或債券而獲益的權利，或行使任何該等權利；而本公司或其任何控股公司、同系附屬公司及附屬公司概無訂立任何安排，致使本公司董事、彼等各自的配偶或未滿十八歲的子女可自任何其他法人團體購入該等權利。

## 董事於重大交易、安排或合約的權益

除本報告「非豁免持續關連交易」一節所披露者外，截至2024年12月31日止年度內或年末，概無董事或與董事有關連的實體直接或間接於本公司、其控股公司或其任何附屬公司或同系附屬公司所訂立的任何重大交易、安排或合約中擁有重大權益。

# Directors' Report 董事會報告

## CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Non-exempt Continuing Connected Transactions" and the transactions as disclosed in notes 20 and 31 to the consolidated financial statements in this annual report, no Controlling Shareholder or any of its subsidiaries have any contract of significance with the Company or its subsidiaries during the year ended 31 December 2024.

No contract of significance, including contracts of significance for the provision of services, has been entered into among the Company or any of its subsidiaries and the Controlling Shareholders or any of their subsidiaries during the year ended 31 December 2024.

## MANAGEMENT CONTRACTS

No contract, concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 December 2024.

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

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as its own code for dealing in securities of the Company by the Directors. The Company has made specific enquiry of all Directors and all Directors have confirmed that they have complied with the required standard as set out in the Model Code during the year ended 31 December 2024.

## PRE-EMPTIVE RIGHTS

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

## EQUITY-LINKED AGREEMENTS

Save for the Pre-IPO Share Option Scheme and the 2019 Share Option Scheme, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2024.

## 控股股東於重大合約的權益

除本報告「非豁免持續關連交易」一節所披露者及於本年報綜合財務報表附註20及31所披露的交易外，控股股東或其任何附屬公司於截至2024年12月31日止年度內並無與本公司或任何附屬公司訂立任何重大合約。

截至2024年12月31日止年度，本公司或其任何附屬公司並無與控股股東或彼等任何附屬公司訂立任何重大合約，包括提供服務的重大合約。

## 管理合約

截至2024年12月31日止年度，本公司並無訂立或存續有關本公司全部或大部分業務管理的合約。

## 遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄C3所載的標準守則作為其本身有關董事買賣本公司證券之守則。本公司已向全體董事作出特定查詢，而全體董事已確認彼等於截至2024年12月31日止年度一直遵守標準守則所載之規定標準。

## 優先購買權

組織章程細則或開曼群島法例並無規定本公司須按比例向現有股東發售新股份的優先購買權條文。

## 股權掛鈎協議

除首次公開發售前購股權計劃及2019年購股權計劃外，於截至2024年12月31日止年度，本集團並無訂立或存續任何股權掛鈎協議。

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company (including sale of treasury shares (as defined under the Listing Rules), if any) during the year ended 31 December 2024.

The Company did not hold any treasury shares (as defined under the Listing Rules) as at 31 December 2024.

### PERMITTED INDEMNITY

Pursuant to the Articles of Association and subject to the applicable laws and regulations, the Directors, secretary and other senior officers of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) acting or who have acted in relation to any of the affairs of the Company and everyone of them, and everyone of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts; and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto: provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.

The Company has taken out liability insurance to provide appropriate coverage for the Directors.

### 購買、出售或贖回本公司上市證券

於截至2024年12月31日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券(包括出售庫存股份(定義見上市規則)，如有)。

於2024年12月31日，本公司未持有任何庫存股份(定義見上市規則)。

### 獲准許的彌償

根據組織章程細則，在不違反適用法律法規的情況下，本公司於任何時候(無論是現時抑或過去)的董事、秘書及其他高級人員以及就或曾就本公司任何事務行事的清盤人或受託人(如有)以及每名該等人士及該等人士的每名繼承人、遺囑執行人及遺產管理人，均可從本公司的資產及溢利獲得彌償，確保該等人士或任何該等人士、該等人士的任何繼承人、遺囑執行人或遺產管理人就各自的職務或信託，執行其職責或假定職責時免於因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支受到任何損害。任何該等人士均毋須就其他人士或彼等中的其他人士的行為、收取、疏忽或過失而負責，亦毋須為符合規定以致參與任何收取，或為出於保管目的寄存或存管本公司任何款項或財物的任何銀行或其他人士，或為本公司賴以投放或投資任何款項的抵押不充分或不足，或為該等人士執行各自的職務或信託時發生或涉及的任何其他損失、不幸事故或損害而負責，惟本彌償保證不延伸適用於與上述任何人士欺詐或不誠實有關的任何事宜。

本公司已投購責任保險，為董事提供適當保障。

# Directors' Report 董事會報告

## AUDIT COMMITTEE AND REVIEW OF CONSOLIDATED FINANCIAL STATEMENTS

The Audit Committee of the Company consists of three independent non-executive Directors, namely Mr. Hung Ka Hai, Clement, Dr. Zhu Guobin and Dr. Zang Yunzhi. The main duties of the Audit Committee are to assist the Board in providing an independent review of the completeness, accuracy and fairness of the consolidated financial statements for the year ended 31 December 2024 of the Group, as well as the efficiency and effectiveness of the Group's operations and internal controls. The Audit Committee has reviewed the consolidated financial statements of the Group for the year ended 31 December 2024, including the accounting principles and practices adopted by the Group. The Audit Committee is in the opinion that the consolidated financial statements have been prepared in accordance with the applicable accounting standards, the Listing Rules and the statutory requirements and that adequate disclosures have been made in the annual report.

## ANNUAL GENERAL MEETING

The forthcoming AGM will be held on Tuesday, 27 May 2025. For the details, please refer to the notice of the AGM which will be published on the respective websites of the Stock Exchange and the Company and/or dispatched to the shareholders of the Company as soon as practicable in accordance with the Company's Articles of Association and the Listing Rules.

## CLOSURE OF REGISTER OF MEMBERS

- (a) For determining the entitlement to attend and vote at the forthcoming AGM

The register of members of the Company will be closed from Thursday, 22 May 2025 to Tuesday, 27 May 2025 (both days inclusive), during which period no transfer of shares of the Company may be registered, for the purposes of ascertaining Shareholders' entitlement to attend and vote at the forthcoming AGM. In order to be eligible to attend and vote at the forthcoming AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Service Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 May 2025.

## 審核委員會及審閱綜合財務報表

本公司審核委員會由三名獨立非執行董事（即洪嘉禧先生、朱國斌博士及臧蘊智博士）組成。審核委員會的主要職責為協助董事會就本集團於截至2024年12月31日止年度的綜合財務報表的完整性、準確性及公平性，以及本集團營運及內部控制的效率及有效性作出獨立檢討。審核委員會已審閱本集團截至2024年12月31日止年度的綜合財務報表，包括本集團採納的會計原則及慣例。審核委員會認為，有關綜合財務報表乃按適用會計準則、上市規則及法定規定編製，並已於年報內作出充足披露。

## 股東週年大會

應屆股東週年大會將於2025年5月27日（星期二）舉行。詳情請參閱有關股東週年大會通告，其將按本公司組織章程細則及上市規則盡快於聯交所及本公司各自的網站上刊發及／或寄發予本公司股東。

## 暫停辦理股份過戶登記

- (a) 釐定有權出席應屆股東週年大會及投票

本公司將由2025年5月22日（星期四）至2025年5月27日（星期二）止期間（首尾兩天包括在內）暫停辦理本公司股份過戶登記手續，以釐定有權出席應屆股東週年大會及於會上投票之股東身份。為確保符合資格出席應屆股東週年大會並於會上投票，所有股份過戶文件連同有關股票須於2025年5月21日（星期三）下午4時30分前，送達本公司的香港股份過戶登記分處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖）辦理股份過戶登記手續。

## CLOSURE OF REGISTER OF MEMBERS (continued)

### (b) For determining the entitlement to the proposed final dividend

The register of members of the Company will be closed from Tuesday, 3 June 2025 to Thursday, 5 June 2025 (both days inclusive), during which period no transfer of Shares of the Company may be registered, for the purposes of ascertaining Shareholders' entitlement for the proposed final dividend. The record date for the proposed final dividend shall be Thursday, 5 June 2025. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 2 June 2025.

## SUFFICIENCY OF PUBLIC FLOAT

Pursuant to the waiver obtained from the Stock Exchange, based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained public float of at least 20.0024% and 20.1817% of the Company's issued Shares (excluding treasury shares) from the date of listing to 4 July 2019, being the date of issue of additional Shares upon exercise of over-allotment options, and as at the date of this report respectively.

## SUMMARY OF FINANCIAL INFORMATION

A summary of the consolidated statement of profit or loss and of the consolidated assets and liabilities of the Group for the last five financial years, is set out on page 308.

## 暫停辦理股份過戶登記(續)

### (b) 釐定有權享有建議末期股息

本公司將由2025年6月3日(星期二)至2025年6月5日(星期四)止期間(首尾兩天包括在內)暫停辦理股份過戶登記手續,以釐定有權享有建議的末期股息之股東身份。享有建議的末期股息之記錄日期為2025年6月5日(星期四)。為確保有權收取建議的末期股息,所有股份過戶文件連同有關股票須於2025年6月2日(星期一)下午4時30分前,送達本公司的香港股份過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)辦理股份過戶登記手續。

## 足夠公眾持股量

根據自聯交所取得的豁免,基於本公司所得到之公開資料,並就董事所知,本公司自上市日期起至2019年7月4日(即因行使超額配股權而發行額外股份的日期)及截至本報告日期維持分別佔本公司已發行股份(不包括庫存股份)至少20.0024%及20.1817%的足夠公眾持股量。

## 財務資料概要

本集團截至前五個財政年度的合併損益表及合併資產及負債概要載於第308頁。



## Directors' Report 董事會報告

### AUDITOR

Deloitte Touche Tohmatsu shall retire in the forthcoming AGM and, being eligible, will offer themselves for re-appointment. A resolution for their re-appointments as auditor of the Company will be proposed at the forthcoming annual general meeting.

By order of the Board

**China East Education Holdings Limited**

**Wu Wei**

*Chairman*

Hong Kong, 27 March 2025

### 核數師

德勤•關黃陳方會計師行須於應屆股東週年大會上退任，並符合資格及願意膺選連任。而應屆股東週年大會上將提呈決議案，續聘彼等為本公司的核數師。

承董事會命

**中國東方教育控股有限公司**

**吳偉**

*主席*

香港，2025年3月27日

# Deloitte.

# 德勤

## TO THE SHAREHOLDERS OF CHINA EAST EDUCATION HOLDINGS LIMITED

(中國東方教育控股有限公司)

(incorporated in the Cayman Islands with limited liability)

致中國東方教育控股有限公司各股東

(於開曼群島註冊成立之有限公司)

### Opinion

We have audited the consolidated financial statements of China East Education Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 191 to 307, which comprise the consolidated statement of financial position as at 31 December 2024, 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 material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) 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 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.

### 意見

本行已審核中國東方教育控股有限公司（「**貴公司**」）及其附屬公司（統稱「**貴集團**」）載於第191頁至第307頁之綜合財務報表，此綜合財務報表包括於2024年12月31日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括重大會計政策資料及其他說明資料。

本行認為，綜合財務報表已根據香港會計師公會（「**香港會計師公會**」）頒佈的香港財務報告準則（「**香港財務報告準則**」）真實而公平地反映 貴集團於2024年12月31日的綜合財務狀況，及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

### 意見基礎

本行已根據香港會計師公會頒佈的香港審計準則（「**香港審計準則**」）進行審核。本行就該等準則承擔的責任在本報告的「核數師就審核綜合財務報表承擔的責任」一節中進一步闡述。根據香港會計師公會的「職業會計師道德守則」（「**守則**」），本行獨立於 貴集團，並已履行守則中的其他道德責任。本行相信，本行所獲得的審核憑證能充足和適當地為本行的意見提供基礎。

# Independent Auditor's Report (continued) 獨立核數師報告(續)

## Key Audit Matter

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was 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 matter

#### 關鍵審核事項

Occurrence of revenue recognition in relation to tuition fees  
發生與學費相關的收入確認

We identified revenue, referring to Note 6 of the consolidated financial statements, as a key audit matter due to its significance to the consolidated financial statements and large volume of transactions for the year ended 31 December 2024.

本行將收入列為關鍵審核事項乃由於其對截至2024年12月31日止年度綜合財務報表及大量交易的重要性，請參閱綜合財務報表附註6。

Tuition fees are generally collected in advance at the enrollment or at the beginning of each school year for courses with duration over one year. Tuition fees received from students but not earned are initially recorded in contract liabilities, and then recognised over the relevant period of the applicable courses. Revenue is one of the key performance indicators of the Group. Given the significant balance and large volume of transactions processed, we therefore consider the occurrence of revenue recognition as a key audit matter. 學費一般於入學時或期限超過一年的課程各學年開始時提前收取。從學生收到但未賺取的學費初步記錄於合約負債，其後於適用課程相關期間確認。收入乃 貴集團關鍵績效指標之一。鑒於重大結餘及所進行交易量巨大，本行因此將收入確認視為關鍵審核事項。

The accounting policy of revenue recognition and analysis of revenue are included in Note 6 to the consolidated financial statements.

收入確認及收入分析的會計政策載於綜合財務報表附註6。

## 關鍵審核事項

關鍵審核事項是根據本行的職業判斷，對本期間綜合財務報表的審核最為重要的事項。該等事項是在本行審核整體綜合財務報表及出具意見時進行處理的。本行不會對該等事項提供單獨的意見。

### How our audit addressed the key audit matter

#### 本行的審核如何處理關鍵審核事項

Our procedures in relation to the occurrence of revenue recognition of tuition fees included:

本行有關發生學費收入確認之審核程序包括：

- obtaining an understanding of and assessing the design, implementation and operating effectiveness of Group's key internal controls relating to the occurrence of revenue recognition of tuition fees process;
- 了解及評估 貴集團與發生學費收入確認過程有關的關鍵內部監控的設計、實施及運營成效；
- on a sample basis, verifying the existence of the students in the financial year by interviewing respective students and agreeing information in the student register system;
- 抽樣訪談學生，以及核對學生註冊系統信息，檢查財政年度內是否有相關學生；
- on a sample basis, checking the supporting documents of tuition fees received from students;
- 抽樣檢查自學生收取的學費證明文件；
- on a sample basis, performing recalculation of the amount of contract liabilities and revenue recognised during the year; and
- 抽樣重新計算年內已確認合約負債及收入的金額；及
- performing analytical procedures to assess the reasonableness of revenue recognised during the year.
- 執行分析程序，以評估於年內確認的收入的合理性。

# Independent Auditor's Report (continued) 獨立核數師報告 (續)

## 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 of the Company 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 HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

## 其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載之資料，惟不包括綜合財務報表及本行就此發出之核數師報告。

本行對綜合財務報表的意見並不涵蓋其他資料，本行亦不對其他資料發表任何形式的鑒證結論。

就本行審核綜合財務報表而言，本行的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或本行在審核過程中所了解的情況有重大不一致，或者似乎有重大錯誤陳述。基於本行已執行的工作，如果本行認為其他資料有重大錯誤陳述，本行需要報告該事實。在這方面，本行沒有任何報告。

## 貴公司董事及治理層就綜合財務報表承擔之責任

貴公司之董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製及真實而公平地列報此等綜合財務報表以及 貴公司董事認為屬必要而使綜合財務報表的編製不存在由於欺詐或錯誤而導致之重大錯誤陳述之內部控制。

在編製綜合財務報表時， 貴公司董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營會計基礎，除非 貴公司董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層負責監督 貴集團財務報告過程。

## Independent Auditor's Report (continued) 獨立核數師報告(續)

### 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement 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.

### 核數師就審核綜合財務報表承擔之責任

本行的目標，是對整體綜合財務報表是否存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括本行意見之核數師報告，按照吾等協定之委聘條款，僅向整體股東報告，除此之外本報告別無目的。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。合理保證是高水平之保證，但不能保證按香港審計準則進行之審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期彼等個別或匯總起來可能影響使用者依據該等綜合財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

在根據香港審計準則進行審核的過程中，本行運用了職業判斷，保持了職業懷疑態度。本行亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及取得充足和適當的審核憑證，作為本行意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險比較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審核相關的內部控制，以設計適當的審核程序，但並非旨在對貴集團內部控制的有效性發表意見。

## Independent Auditor's Report (continued) 獨立核數師報告 (續)

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.
- Conclude on the appropriateness of the directors of the Company's 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.
- Plan and perform the group audit to obtain sufficient audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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.

### 核數師就審核綜合財務報表承擔之責任 (續)

- 評價 貴公司董事所採用會計政策的恰當性及作出會計估計和相關披露資料的合理性。
- 對 貴公司董事採用持續經營會計基礎的恰當性作出結論。根據所得的審核憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對 貴集團持續經營的能力構成重大疑慮。如果本行認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中的相關披露資料進行關注。假若有關披露資料不足，則修改本行的意見。本行的結論是基於截至本行的核數師報告日期止所取得的審核憑證。然而，未來事件或情況可能導致 貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否公允反映相關交易和事項。
- 計劃及執行集團審核，以就 貴集團中實體或業務單位的財務資料獲取充分的審核證據，作為對綜合財務報表形成意見的基礎。本行負責指導、監督和審閱為進行集團審核而執行的審核工作。本行僅對本行的審核意見承擔責任。

本行就既定審核範圍、時間安排、重大審核結果等事項，包括本行在審核期間識別出內部控制的任何重大缺陷與治理層進行了溝通。

## Independent Auditor's Report (continued) 獨立核數師報告(續)

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

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 matter communicated with those charged with governance, we determine those the matter that was of most significance in the audit of the consolidated financial statements of the current period and is therefore the key audit matter. We describe this matter in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Wong Shun Yu.

#### Deloitte Touche Tohmatsu

Certified Public Accountants  
Hong Kong

27 March 2025

### 核數師就審核綜合財務報表承擔之責任(續)

本行還向治理層提交聲明，說明本行已符合有關獨立性的相關職業道德要求，並與彼等溝通所有合理地被認為會影響本行獨立性的關係和其他事項，以及在適用的情況下，為消除威脅而採取的行動或相關的防範措施。

從與治理層溝通的事項中，本行決定對本期綜合財務報表的審核最為重要的事項，因而構成關鍵審核事項。本行會在核數師報告中描述該事項，除非法律法規不允許對該事項作出公開披露，或在極端罕見的情況下，若有合理預期在本行報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，本行將不會在此等情況下在報告中溝通該事項。

本獨立核數師報告的審計項目合夥人是王惇瑀。

#### 德勤•關黃陳方會計師行

執業會計師  
香港

2025年3月27日

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

		<b>Year ended 31 December</b>		
		<b>截至12月31日止年度</b>		
	NOTES	<b>2024</b>	2023	
	附註	<b>2024年</b>	2023年	
		<b>RMB'000</b>	RMB'000	
		<b>人民幣千元</b>	人民幣千元	
			(restated)	
			(經重列)	
Revenue	收入	6	4,116,185	3,978,654
Cost of sales	銷售成本		<b>(2,001,650)</b>	(2,070,437)
Gross profit	毛利		<b>2,114,535</b>	1,908,217
Other income and expenses	其他收入及開支	7	<b>119,753</b>	139,257
Other gains and losses	其他收益及虧損	8	<b>32,431</b>	43,355
Selling expenses	銷售開支		<b>(973,974)</b>	(1,036,973)
Administrative expenses	行政開支		<b>(507,937)</b>	(529,180)
Research and development expenses	研發開支		<b>(12,350)</b>	(17,366)
Finance costs	財務成本	9	<b>(118,041)</b>	(139,301)
Profit before tax	稅前溢利		<b>654,417</b>	368,009
Income tax expense	所得稅開支	10	<b>(141,821)</b>	(95,387)
Profit and total comprehensive income for the year	年內溢利及全面收益總額	11	<b>512,596</b>	272,622
Earnings per share	每股盈利	14		
– Basic (RMB cents)	– 基本(人民幣分)		<b>23.53</b>	12.51
– Diluted (RMB cents)	– 稀釋(人民幣分)		<b>23.46</b>	12.37



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

As at 31 December 2024  
於2024年12月31日

		As at 31 December 於12月31日	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
	NOTES 附註		
<b>Non-current Assets</b>	<b>非流動資產</b>		
Property and equipment	物業及設備	15 <b>3,308,721</b>	3,080,278
Right-of-use assets	使用權資產	16 <b>2,148,822</b>	2,225,672
Deferred tax assets	遞延稅項資產	17 <b>19,821</b>	20,246
Deposits paid for acquisition of leasehold lands	收購租賃土地的已付按金	<b>6,206</b>	34,206
Deposits for rental	租金按金	<b>18,919</b>	19,425
Deposits for utilities and others	水電費及其他按金	<b>2,866</b>	3,392
Deposits for acquisition of a subsidiary	收購一間附屬公司的按金	35 <b>10,000</b>	–
		<b>5,515,355</b>	5,383,219
<b>Current Assets</b>	<b>流動資產</b>		
Inventories	存貨	18 <b>64,349</b>	67,893
Trade and other receivables	貿易及其他應收款項	19 <b>347,576</b>	323,558
Other financial assets	其他金融資產	20	
– measured at fair value through profit or loss (“FVTPL”)	– 以公允價值計量並計入損益(「以公允價值計量並計入損益」)	<b>499,769</b>	364,196
– measured at amortised cost	– 按攤銷成本計量	<b>50,000</b>	80,000
Tax recoverable	可收回稅款	<b>3,404</b>	5,513
Time deposits	定期存款	21 <b>1,536,862</b>	1,551,441
Cash and cash equivalents	現金及現金等價物	21 <b>1,466,863</b>	1,515,313
		<b>3,968,823</b>	3,907,914
<b>Current Liabilities</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付款項	22 <b>706,794</b>	681,433
Tax liabilities	稅項負債	<b>94,837</b>	62,634
Lease liabilities	租賃負債	23 <b>336,426</b>	265,397
Contract liabilities	合約負債	24 <b>1,456,590</b>	1,323,910
		<b>2,594,647</b>	2,333,374
<b>Net Current Assets</b>	<b>流動資產淨值</b>	<b>1,374,176</b>	1,574,540
<b>Total Assets less Current Liabilities</b>	<b>資產總值減流動負債</b>	<b>6,889,531</b>	6,957,759

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

As at 31 December 2024 (continued)  
於2024年12月31日(續)

		<b>As at 31 December</b>	
		於12月31日	
	NOTES 附註	<b>2024</b> <b>2024年</b> <b>RMB'000</b> 人民幣千元	2023 2023年 RMB'000 人民幣千元
<b>Non-current Liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	23 <b>1,085,784</b>	1,307,764
Contract liabilities	合約負債	24 <b>24,235</b>	17,981
Deferred tax liabilities	遞延稅項負債	17 <b>27,733</b>	20,527
Government grants	政府補助	<b>2,315</b>	3,924
		<b>1,140,067</b>	1,350,196
<b>Net Assets</b>	<b>資產淨值</b>	<b>5,749,464</b>	5,607,563
<b>Capital and Reserves</b>	<b>資本及儲備</b>		
Share capital	股本	25 <b>192</b>	192
Reserves	儲備	<b>5,749,272</b>	5,607,371
<b>Total Equity</b>	<b>權益總額</b>	<b>5,749,464</b>	5,607,563

The consolidated financial statements on pages 191 to 307 were approved and authorised for issue by the board of directors on 27 March 2025 and are signed on its behalf by:

載於第191至307頁的綜合財務報表經董事會於2025年3月27日通過及授權發出，並由以下人士代為簽署：

**Wu Wei**  
吳偉  
DIRECTOR  
董事

**Xiao Guoqing**  
肖國慶  
DIRECTOR  
董事

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital	Share premium	Capital reserve	Share- based payments reserve	Statutory surplus reserve	Retained profits	Total
		股本	股份溢價	資本儲備	以股份 為基礎的 支付儲備	法定盈餘儲備	留存溢利	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
						(note a) (附註a)		
At 1 January 2023	於2023年1月1日	192	2,823,093	156,947	237,650	272,385	2,201,791	5,692,058
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	-	272,622	272,622
Recognition of equity-settled share-based payments (Note 26)	確認以權益結算的股份支付(附註26)	-	-	-	32,993	-	-	32,993
Issue of new shares upon exercise of share options (Notes 25(iii) and 26)	行使購股權時發行新股份(附註25(iii)及26)	-	11,967	-	(7,185)	-	-	4,782
Transfer of share option reserve upon forfeiture of share options (Note 26)	於沒收購股權時轉撥購股權儲備(附註26)	-	-	-	(2,689)	-	2,689	-
Dividend distribution (Note 13)	股息分派(附註13)	-	(394,892)	-	-	-	-	(394,892)
Transfer	轉撥	-	-	-	-	(19,807)	19,807	-
At 31 December 2023	於2023年12月31日	192	2,440,168	156,947	260,769	252,578	2,496,909	5,607,563
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	-	512,596	512,596
Recognition of equity-settled share-based payments (Note 26)	確認以權益結算的股份支付(附註26)	-	-	-	25,100	-	-	25,100
Issue of new shares upon exercise of share options (Notes 25(iii) and 26)	行使購股權時發行新股份(附註25(iii)及26)	-	703	-	(418)	-	-	285
Dividend distribution (Note 13)	股息分派(附註13)	-	(396,080)	-	-	-	-	(396,080)
Transfer	轉撥	-	-	-	-	12,078	(12,078)	-
At 31 December 2024	於2024年12月31日	192	2,044,791	156,947	285,451	264,656	2,997,427	5,749,464

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

For the year ended 31 December 2024 (continued)  
截至2024年12月31日止年度(續)

Note:

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

附註：

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

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

		Year ended 31 December 截至12月31日止年度	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit before tax	稅前溢利	654,417	368,009
Adjustments for:	調整項目：		
Finance costs	財務成本	118,041	139,301
Interest income from time deposits and bank balances	定期存款及銀行結餘利息收入	(78,128)	(95,725)
Interest income from entrusted loans	委託貸款利息收入	(2,854)	(5,342)
Depreciation of property and equipment	物業及設備折舊	313,563	316,496
Depreciation of right-of-use assets	使用權資產折舊	277,282	303,868
Release of asset-related government grants	發放資產相關政府補助	(1,847)	(2,941)
Losses on disposals of property and equipment	出售物業及設備的虧損	38,116	5,040
Gains from termination of lease agreements	終止租賃協議收益	(7,068)	(3,704)
Gains from changes in fair value of other financial assets measured at FVTPL	以公允價值計量並計入損益的其他金融資產的公允價值變動收益	(50,723)	(20,412)
Equity-settled share-based payments expense	以權益結算的股份支付開支	25,100	32,993
Net unrealised foreign exchange gains	未變現匯兌收益淨額	(32,485)	(36,162)
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	1,253,414	1,001,421
Decrease in inventories	存貨減少	3,544	3,732
(Increase) decrease in trade and other receivables	貿易及其他應收款項(增加)減少	(34,063)	424
Decrease in deposits for utilities and others	水電費及其他按金減少	526	34
(Decrease) increase in trade and other payables	貿易及其他應付款項(減少)增加	(18,607)	1,922
Increase in contract liabilities	合約負債增加	138,934	133,897
Cash generated from operations	經營產生的現金	1,343,748	1,141,430
Income taxes paid	已付所得稅	(99,878)	(116,639)
Net cash from operating activities	經營活動所得現金淨額	1,243,870	1,024,791

# Consolidated Statement of Cash Flows (continued) 綜合現金流量表(續)

For the year ended 31 December 2024 (continued)  
截至2024年12月31日止年度(續)

		Year ended 31 December 截至12月31日止年度	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Interest received from time deposits and bank balances	收取定期存款及銀行結餘利息	88,173	97,126
Interest received from entrusted loans	收取委託貸款利息	2,854	5,342
Proceeds on disposals of property and equipment	出售物業及設備的所得款項	7,945	7,978
Purchases of property and equipment	購買物業及設備	(539,597)	(791,037)
Deposits paid for acquisition of leasehold land	收購租賃土地的已付按金	(106,285)	(34,206)
Withdrawal of deposits paid for acquisition of leasehold land	提取收購租賃土地的已付按金	28,000	19,973
Payments for right-of-use assets	使用權資產付款	–	(16,896)
Payments for rental deposits	租賃按金付款	(1,838)	(2,076)
Withdrawal of rental deposits	提取租賃按金	1,811	4,139
Purchases of other financial assets	購買其他金融資產	(1,424,000)	(685,000)
Redemptions of other financial assets	贖回其他金融資產	1,369,150	979,860
Placement of time deposits	定期存款存款	(2,377,008)	(2,416,492)
Withdrawal of time deposits	提取定期存款	2,408,833	2,636,858
Withdrawal of deposits paid for development	提取已付開發按金	–	5,712
Asset-related government grants	發放資產相關政府補助	238	859
Deposits paid for acquisition of a subsidiary	收購一間附屬公司的已付按金	(10,000)	–
Net cash used in investing activities	投資活動所用現金淨額	(551,724)	(187,860)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Proceeds from exercise of share options	行使購股權所得款項	285	4,782
Payment on dividend paid	已付股息付款	(396,080)	(394,892)
Repayments of lease liabilities	償還租賃負債	(241,999)	(247,537)
Interests paid on lease liabilities	租賃負債已付利息	(118,041)	(139,301)
Net cash used in financing activities	融資活動所用現金淨額	(755,835)	(776,948)
Net (decrease) increase in cash and cash equivalents	現金及現金等價物(減少)增加淨額	(63,689)	59,983
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物	1,515,313	1,435,498
Effect of foreign exchange rate changes	匯率變動的影響	15,239	19,832
Total cash and cash equivalents at the end of the year, represented by Cash and cash equivalents	年末現金及現金等價物總額(即現金及現金等價物)	1,466,863	1,515,313

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 1. GENERAL INFORMATION

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

The Company is an investment holding company. The principal activities of its subsidiaries are mainly engaged in the operation of vocational education institutions. Details of the subsidiaries are disclosed in Note 32. The Company and its subsidiaries are collectively referred to as the “Group”.

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

## 1. 一般資料

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

本公司是一家投資控股公司。本公司附屬公司的主要業務主要從事經營職業教育機構。有關附屬公司的詳情披露於附註32。本公司及其附屬公司統稱為「**本集團**」。

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

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

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

- exercise effective financial and operational control over Anhui Xinhua Education and Nanjing Culinary;
- exercise equity holders' voting rights of Anhui Xinhua Education and Nanjing Culinary;
- receive substantially all economic returns generated by Anhui Xinhua Education and Nanjing Culinary in consideration for the business support, technical and consulting services provided by the Group;
- obtain an irrevocable and exclusive right to purchase the entire equity interest in Anhui Xinhua Education and Nanjing Culinary from the Controlling Equity Holders and Mr. Ge Xiaoliang at nil consideration or a minimum purchase price permitted under PRC laws and regulations. The Group may exercise such options at any time until it has acquired all equity interests and/or all assets of Anhui Xinhua Education and Nanjing Culinary. In addition, Anhui Xinhua Education and Nanjing Culinary are not allowed to sell, transfer, or dispose any assets, or make any distributions to its equity holders without prior consent of the Group; and

### 2. 綜合財務報表呈列基準

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

- 對安徽新華教育及南京烹飪實施有效的財務和運營控制；
- 行使安徽新華教育及南京烹飪權益持有人的投票權；
- 根據本集團提供的業務支持、技術和顧問服務，獲得安徽新華教育及南京烹飪產生的絕大部分經濟回報；
- 以零對價或中國法律法規批准的最低購買價自控股權益持有人及葛孝良先生取得購買安徽新華教育及南京烹飪全部股本權益的不可撤銷專有權。本集團可隨時行使該等購股權，直至收購安徽新華教育及南京烹飪的全部股本權益及／或全部資產。此外，未經本集團的事先同意，安徽新華教育及南京烹飪不可出售、轉讓或處置任何資產，或向其權益持有人作出任何分派；及



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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

- obtain a pledge over the entire equity interest of Anhui Xinhua Education and Nanjing Culinary from the Controlling Equity Holders and Mr. Ge Xiaoliang as collateral security for all of the amounts Anhui Xinhua Education and Nanjing Culinary due to the Group and to secure performance of the Controlling Equity Holders' and Mr. Ge Xiaoliang's obligations under the Contractual Arrangements.

Consequently, the Company regards Anhui Xinhua Education and Nanjing Culinary as indirect subsidiaries.

The following balances and amounts of the Anhui Xinhua Education and its subsidiaries and Nanjing Culinary were included in the consolidated financial statements:

Revenue	收入
Profit before tax	稅前溢利

Non-current assets	非流動資產
Current assets	流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債

## 2. 綜合財務報表呈列基準(續)

- 自控股權益持有人及葛孝良先生取得對安徽新華教育及南京烹飪全部股本權益的抵押，作為安徽新華教育及南京烹飪應付本集團所有款項的抵押擔保，並確保控股權益持有人及葛孝良先生履行在合約安排下的責任。

因此，本公司將安徽新華教育及南京烹飪視為間接附屬公司。

下列安徽新華教育及其附屬公司及南京烹飪的結餘和金額已納入綜合財務報表內：

### Year ended 31 December 截至12月31日止年度

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
4,000,179	3,857,406
474,814	214,606

### As at 31 December 於12月31日

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
5,507,698	4,632,169
1,644,588	1,246,226
2,545,802	1,530,871
1,138,334	1,334,020

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRS that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

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

### 3. 應用新訂及經修訂《香港財務報告準則》(「香港財務報告準則」)

於本年度已強制生效的經修訂香港財務報告準則

於本年度，本集團已首次應用以下香港會計師公會(「香港會計師公會」)頒佈於2024年1月1日開始的本集團年度期間強制生效的經修訂香港財務報告準則，以編製綜合財務報表：

香港財務報告準則第16號(修訂本)	售後租回的租賃負債
香港會計準則第1號(修訂本)	將負債分類為流動或非流動以及香港詮釋第5號(2020年)之有關修訂
香港會計準則第1號(修訂本)	附帶契諾的非流動負債
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排

於本年度應用經修訂香港財務報告準則對本集團於本年度及過往年度的財務狀況及表現及／或本綜合財務報表所載披露並無重大影響。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRS in issue but not yet effective

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

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments <sup>3</sup>
Amendments to HKFRS 10 and HKAS 28	Sales or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup>
Amendments to HKFRS Accounting Standards	Annual improvements to HKFRS Accounting Standards – Volume 11 <sup>3</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>2</sup>
HKFRS 18	Presentation and Disclosure in Financial Statements <sup>4</sup>

- <sup>1</sup> Effective for annual periods beginning on or after a date to be determined.
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2025.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2026.
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2027.

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

### 3. 應用新訂及經修訂《香港財務報告準則》(「香港財務報告準則」)(續)

已頒佈但未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	金融工具之分類及計量之修訂 <sup>3</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產銷售或注資 <sup>1</sup>
香港財務報告準則會計準則(修訂本)	香港財務報告準則會計準則之年度改進—第11卷 <sup>3</sup>
香港會計準則第21號(修訂本)	缺乏可交換性 <sup>2</sup>
香港財務報告準則第18號	財務報表之呈列及披露 <sup>4</sup>

- <sup>1</sup> 於將予釐定的日期或之後開始年度期間生效。
- <sup>2</sup> 自2025年1月1日或之後開始年度期間生效。
- <sup>3</sup> 自2026年1月1日或之後開始年度期間生效。
- <sup>4</sup> 自2027年1月1日或之後開始年度期間生效。

除下文所述新訂及經修訂香港財務報告準則外，本公司董事預期，應用全部新訂及經修訂香港財務報告準則於可預見未來將不會對綜合財務報表產生重大影響。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRS in issue but not yet effective  
(continued)

#### *HKFRS 18 Presentation and Disclosure in Financial Statements*

HKFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 *Presentation of Financial Statements*. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7. Minor amendments to HKAS 7 *Statement of Cash Flows* and HKAS 33 *Earnings per Share* are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group’s consolidated financial statements.

### 3. 應用新訂及經修訂《香港財務報告準則》(「香港財務報告準則」)(續)

已頒佈但未生效的新訂及經修訂香港財務報告準則(續)

#### *香港財務報告準則第18號財務報表之呈列及披露*

香港財務報告準則第18號*財務報表之呈列及披露*規定財務報表中的列報及披露要求，將取代香港會計準則第1號*財務報表之呈列*。該項新訂香港財務報告準則會計準則，於承襲香港會計準則第1號的許多要求同時，引入於損益表中呈現指定類別及定義小計的新要求；於財務報表附註中提供管理層定義的表現指標之披露，並改善財務報表中資料的聚合及分拆。此外，若干香港會計準則第1號的段落已移至香港會計準則第8號及香港財務報告準則第7號。對香港會計準則第7號*現金流量表*及香港會計準則第33號*每股盈利*亦進行小幅修訂。

香港財務報告準則第18號及其他準則的修訂本將於2027年1月1日或之後開始的年度期間生效，並允許提前應用。預期新準則的應用將影響未來財務報表中損益表之呈列及披露。本集團正在評估香港財務報告準則第18號對本集團綜合財務報表的具體影響。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

### 4.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRS issued by the HKICPA. 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.

### 4.2 Material accounting policy information

#### *Basis of consolidation*

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

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- 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.

## 4. 綜合財務報表的編製基準及重大會計政策資料

### 4.1 綜合財務報表的編製基準

本綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則編製。就編製綜合財務報表而言，倘有關資料合理預期會影響主要用戶作出的決定，則有關資料被視為重大。而且，本綜合財務報表亦載有聯交所證券上市規則（「**上市規則**」）及香港公司條例規定的適用披露事項。

### 4.2 重大會計政策資料

#### *綜合基準*

綜合財務報表包括本公司及由本公司及其附屬公司控制的實體（包括結構性實體）的財務報表。本公司可通過以下方式實現控制：

- 可對投資對象行使權力；
- 承擔或享有參與投資對象之可變回報之風險或權利；及
- 可對投資對象行使權力影響本公司之回報。

倘事實及情況顯示上文所述三項控制因素的一項或多項出現變化，本集團會重新評估其是否控制投資對象。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 4.2 Material accounting policy information (continued)

##### *Basis of consolidation (continued)*

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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.

### 4. 綜合財務報表的編製基準及重大會計政策資料(續)

#### 4.2 重大會計政策資料(續)

##### *綜合基準(續)*

倘本集團於投資對象之投票權未能佔大多數，但只要投票權足以賦予本集團實際能力可單方面掌控投資對象之相關業務時，本集團即對投資對象擁有權力。在評估本集團於投資對象之投票權是否足以賦予其權力時，本集團考慮所有相關事實及情況，其中包括：

- 本集團持有投票權之規模相對於其他選票持有人持有投票權之規模及分散性；
- 本集團、其他選票持有人或其他方持有的潛在投票權；
- 其他合約安排所產生的權利；及
- 於需要作出決定(包括先前股東大會上之投票模式)時表明本集團當前擁有或並無擁有指導相關活動之能力的任何額外事實及情況。

本集團獲得對附屬公司的控制權時，可開始合併附屬公司，並於失去對該附屬公司的控制權時停止合併。具體而言，年內收購或出售附屬公司的收入及開支自本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團不再控制該附屬公司為止。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### *Basis of consolidation (continued)*

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.

#### *Revenue from contracts with customers*

Information about the Group's accounting policies relating to revenue from contracts with customers is provided in Note 6.

#### *Leases*

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### *綜合基準(續)*

必要時對附屬公司的財務報表作出調整，以使其會計政策與本集團的會計政策相符。

有關本集團成員公司間之交易的所有集團內公司間資產、負債、權益、收入、開支及現金流量均於綜合賬目時全數對銷。

#### *來自客戶合約的收入*

本集團有關來自客戶合約的收入會計政策資料載於附註6。

#### *租賃*

本集團於合約開始時根據於香港財務報告準則第16號項下的定義評估合約是否為租賃或包含租賃。該合約將不會被重新評估，除非該合約中的條款與條件隨後被改動。

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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### *Leases (continued)*

##### **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.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

##### *Short-term leases*

The Group applies the short-term lease recognition exemption to leases of staff apartments 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 or another systematic basis over the lease term.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### *租賃(續)*

##### **本集團作為承租人**

##### *將代價分配至合約組成部分*

對於包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將合約代價分配至各個租賃組成部分。

非租賃組成部分由租賃組成部分區分出來，並通過應用其他可適用準則進行會計處理。

##### *短期租賃*

對於自起初日期起計租期為12個月或以內且並不含購買選擇權的員工公寓租賃，本集團應用短期租賃確認豁免。短期租賃的租金付款於租期內按直線基準或其他有系統性的基準確認為開支。



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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 4.2 Material accounting policy information (continued)

##### Leases (continued)

##### The Group as a lessee (continued)

##### 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
- any initial direct costs incurred by the Group.

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

### 4. 綜合財務報表的編製基準及重大會計政策資料(續)

#### 4.2 重大會計政策資料(續)

##### 租賃(續)

##### 本集團作為承租人(續)

##### 使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；及
- 本集團產生的任何初始直接成本。

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整，並經租賃負債的任何重新計量調整。

本集團合理確定於租賃期完結時可獲得相關租賃資產擁有權之使用權資產從開始日至可使用年期完結計算折舊。除此之外，使用權資產按其估計可使用年期及租賃年期較短者，以直線法計算折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### *Leases (continued)*

##### **The Group as a lessee (continued)**

##### *Refundable rental deposits*

Refundable rental deposits paid are accounted under HKFRS 9 *Financial Instruments* 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 are fixed payments (including in-substance fixed payments) less any lease incentives receivable.

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

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### *租賃(續)*

##### **本集團作為承租人(續)**

##### *可退回租賃按金*

可退回租賃按金根據香港財務報告準則第9號金融工具列賬，最初按公允價值計量。於首次確認時對公允價值的調整乃被視為額外租賃付款，並計入使用權資產的成本。

##### *租賃負債*

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量借款利率計算。

租賃付款指固定付款(包括實質性的固定付款)減任何應收租賃優惠。

於開始日期後，租賃負債就應計利息及租賃付款作出調整。

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

For the year ended 31 December 2024  
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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 4.2 Material accounting policy information (continued)

##### Leases (continued)

##### The Group as a lessee (continued)

##### Lease liabilities (continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.
- a lease contract is modified and the lease modification is not accounted for as a separate lease (see below for the accounting policy for “**lease modifications**”).

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

### 4. 綜合財務報表的編製基準及重大會計政策資料(續)

#### 4.2 重大會計政策資料(續)

##### 租賃(續)

##### 本集團作為承租人(續)

##### 租賃負債(續)

倘出現以下情況，本集團重新計量租賃負債(並就相關使用權資產作出相應調整)：

- 租賃期有所變動或行使購買選擇權的評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因於市場租賃審查後市場出租率變動而出現變動，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃付款而重新計量。
- 租賃合約已修改且租賃修改不作為一項單獨租賃入賬(有關「**租賃的修改**」的會計政策請見下文)。

本集團於綜合財務狀況表內把租賃負債呈列為單獨項目。

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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### Leases (continued)

##### The Group as a lessee (continued)

##### Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified 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.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### 租賃(續)

##### 本集團作為承租人(續)

##### 租賃的修改

倘出現以下情況，本集團將租賃的修改作為一項單獨的租賃進行入賬：

- 該項修改通過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約的實際情況對單獨價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租賃修改而言，本集團基於透過使用修改生效日期的經修訂貼現率貼現經修訂租賃付款的經修改租賃的租期重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。

當經修改合約包含租賃成分以及一個或多個額外租賃或非租賃成分時，本集團根據租賃成分的相對獨立價格及非租賃成分的總獨立價格，將經修改合約中的代價分配至每個租賃成分。

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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### 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 exchanges 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 carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. 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.

#### 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 government grants 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.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### 外幣

在編製各個別集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)進行的交易，按交易日期的現行匯率確認。在報告期末，以外幣計值的貨幣項目按當日的現行匯率重新換算。按公允價值列賬且以外幣列值之非貨幣項目乃以釐定公允價值當日匯率重新換算。以外幣歷史成本計量的非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生的匯兌差額於其產生期間於損益確認。

#### 政府補助

在合理確保本集團將符合政府補助所附條件且收到補助前，政府補助不予確認。

政府補助在本集團確認有關補助擬抵銷之相關成本為支出期間按系統化基準於損益確認。具體而言，以要求本集團購買、建造或另行收購非流動資產為主要條件的政府補助乃於綜合財務狀況表確認為政府補助，並於相關資產的使用年期內基於系統合理基準轉撥至損益。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### *Government grants (continued)*

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. Such grants are presented under “other income”.

#### *Employee benefits*

##### **Retirement benefit costs**

Payments to state-managed retirement benefit schemes and Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service 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 HKFRS 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 and annual leave) after deducting any amount already paid.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### *政府補助(續)*

與收入相關的政府補助是抵銷已產生的支出或虧損或旨在給予本集團實時財務支援(而無未來有關成本)的應收款項，於有關補助成為應收款項期間在損益中確認。該等補助列於「其他收入」項下。

#### *員工福利*

##### **退休福利成本**

由國家管理的退休福利計劃及強積金計劃的供款於僱員提供服務使其有權收取供款時確認為開支。

##### **短期僱員福利**

短期僱員福利按預期將於僱員提供服務時所支付福利的未貼現金額確認。所有短期僱員福利均確認為開支，但倘另一項香港財務報告準則規定或允許將有關福利計入一項資產的成本中則作別論。

僱員的應計福利(如薪酬與工資及年假)在扣除已付的任何金額後確認負債。

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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### *Share-based payments*

#### **Equity-settled share-based payments transactions**

##### *Share options granted to employees*

Equity-settled share-based payments to employees 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-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market 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 the share-based payments reserve.

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

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### *以股份為基礎的支付*

#### **以權益結算的股份支付交易**

##### *授予僱員的購股權*

向僱員作出的以權益結算的股份支付按授出日期權益工具的公允價值計量。

於授出日期釐定的以權益結算的股份支付的公允價值(不考慮所有非市場歸屬條件)基於本集團預計將最終歸屬的權益工具按直線法於歸屬期內支銷，而權益(以股份為基礎的支付儲備)亦相應增加。於各報告期末，本集團根據對所有相關非市場歸屬條件的評估，修訂其對預期歸屬的權益工具數目的估計。修訂原有估計的影響(如有)於損益內確認，以使累計開支能反映經修訂估計，而以股份為基礎的支付儲備亦作出相應調整。

於行使購股權時，先前於以股份為基礎的支付儲備確認的金額將轉撥至股份溢價。當購股權於歸屬日後失效或於屆滿日期仍未獲行使，先前於以股份為基礎的支付儲備確認的款項將轉撥至留存溢利。

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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### Taxation

Income tax expense represents the sum of current and deferred income tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before taxation 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. 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 the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### 稅項

所得稅開支為即期及遞延所得稅開支的總和。

即期應納稅款按年內應課稅溢利計算。由於收入或支出於其他年度為應課稅或可扣稅，以及若干項目為不可課稅或不可扣稅，故應課稅溢利與稅前溢利不同。本集團即期稅項負債按於報告期末已頒佈或實質上已頒佈的稅率計算。

遞延稅項按綜合財務報表內的資產及負債賬面值與計算應課稅溢利所用相應稅基之間的暫時性差額確認。通常就所有應課稅暫時性差額確認遞延稅項負債。倘可能有可動用以抵銷可扣減暫時性差額的應課稅溢利，則通常就所有可扣減暫時性差額確認遞延稅項資產。倘暫時性差額是由既不影響應課稅溢利也不影響會計溢利的交易中的資產及負債的初始確認中產生及於交易時不會導致產生等額應課稅及可扣減暫時性差額，則有關遞延稅項資產及負債不予確認。



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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### Taxation (continued)

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 difference and it is probable that the temporary difference will not be reversed in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are 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 profit 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 each 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 each reporting period, to recover or settle the carrying amount of its assets and liabilities.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### 稅項(續)

遞延稅項負債按與投資於附屬公司相關的應課稅暫時性差額確認，惟本集團能夠控制暫時性差額之撥回且暫時性差額可能於可見未來不會撥回則除外。與該等投資相關的扣減暫時性差額所產生的遞延稅項資產僅在可能產生充足應課稅溢利以利用暫時性差額利益並預期會在可見未來撥回的情況下確認。

遞延稅項資產的賬面值於各報告期末進行審核，倘不可能再有充足的應課稅溢利以收回全部或部分資產，則會扣減有關賬面值。

遞延稅項資產及負債以各報告期末已頒佈或實質上已頒佈的稅率(及稅法)為基準，按預期於負債獲償還或資產獲變現期間適用的稅率計量。

遞延稅項負債及資產的計量反映本集團預期於各報告期末收回或結算其資產及負債賬面值的方式將會遵循的稅務結果。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (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 HKAS 12 requirements to right-of-use assets and lease liabilities separately. The Group recognises a deferred tax asset related to lease liabilities 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 taxable 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.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### 稅項(續)

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將香港會計準則第12號規定分別應用於使用權資產及租賃負債。本集團確認遞延稅項資產(倘應課稅溢利很可能被用作抵銷且可扣減暫時性差額可被動用時)及就所有應課稅暫時性差額確認遞延稅項負債。

倘有法定可強制執行權利將即期稅項資產及即期稅項負債抵銷，且其與同一稅務機構向同一應課稅實體徵收的所得稅相關，則遞延稅項資產及負債可互相抵銷。

即期及遞延稅項於損益確認。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### Property and equipment

Property and equipment are tangible assets that are held for use in the supply of services or for administrative purposes (other than properties under construction as described below). Property and equipment 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 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 and equipment.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### 物業及設備

物業及設備為用於提供服務或行政用途的有形資產(在建物業除外(如下文所述))。物業及設備按照成本減去後續累積折舊和累積減值損失(如有)列示於綜合財務狀況表。

用於供應或行政用途的在建物業按成本減任何已確認減值虧損入賬。成本包括使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本，包括測試相關資產是否正常運作之成本，以及對合資格資產按照集團的會計政策進行資本化之借貸成本。該等資產按與其他物業資產相同的基準於資產可作擬定用途時開始折舊。

當本集團就物業權益的擁有權(包括租賃土地及樓宇部分)作出付款時，全部代價按初始確認時相對公允價值比例在租賃土地與樓宇部分之間分配。倘相關款項能可靠分配，則租賃土地權益在綜合財務狀況表中列為「使用權資產」。倘有關代價未能在非租賃樓宇部分及相關租賃土地的未分割權益之間作出可靠分配，整項物業分類為物業及設備。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 4.2 Material accounting policy information (continued)

##### *Property and equipment (continued)*

Depreciation is recognised so as to write off the cost of items of property 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 each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property 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 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.

##### *Impairment on property and equipment and right-of-use assets*

At the end of each reporting period, the Group reviews the carrying amounts of its property and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property and equipment and right-of-use 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.

### 4. 綜合財務報表的編製基準及重大會計政策資料(續)

#### 4.2 重大會計政策資料(續)

##### *物業及設備(續)*

物業及設備項目(在建物業除外)折舊按成本減其剩餘價值,在其估計可使用年期內以直線法撇銷。估計可使用年期、剩餘價值及折舊方法於各個報告期末檢討,而任何估計變動的影響按前瞻性基準入賬。

物業及設備項目於出售或預期繼續使用資產不會產生未來經濟利益時終止確認。出售或停止使用物業及設備所產生的任何收益或虧損釐定為出售所得款項與資產賬面值間的差額,並於損益中確認。

##### *物業及設備以及使用權資產的減值*

於各報告期末,本集團核查物業及設備以及使用權資產的賬面值,以釐定有否跡象顯示此類資產已出現減值虧損。如有任何此跡象,則會估計相關資產之可收回金額,以釐定減值虧損(如有)的程度。

物業及設備以及使用權資產的可收回金額將單獨進行估計。倘無法單獨估計可收回金額,本集團會估計該資產所屬的現金產生單位之可收回金額。

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

For the year ended 31 December 2024  
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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 4.2 Material accounting policy information (continued)

##### *Impairment on property and equipment and right-of-use assets (continued)*

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.

### 4. 綜合財務報表的編製基準及重大會計政策資料(續)

#### 4.2 重大會計政策資料(續)

##### *物業及設備以及使用權資產的減值(續)*

於測試現金產生單位的減值時，倘可設立合理及一致的分配基準，則公司資產分配至相關現金產生單位，或分配至現金產生單位內可設立合理及一致分配基準的最小組別。釐定公司資產所屬的現金產生單位或現金產生單位組別的可收回金額，並與有關現金產生單位或現金產生單位組別的賬面值比較。

可收回金額指資產公允價值減出售成本與使用價值二者中的較高者。在評估使用價值時，估計未來現金流量會採用除稅前貼現率貼現為其現值，該除稅前貼現率反映對貨幣時間價值的當前市場評估及該資產(或現金產生單位)特有的風險(未針對該風險調整估計未來現金流量)。

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

For the year ended 31 December 2024  
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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 4.2 Material accounting policy information (continued)

##### *Impairment on property and equipment and right-of-use assets (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 a cash generating unit or the 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 the group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### 4. 綜合財務報表的編製基準及重大會計政策資料(續)

#### 4.2 重大會計政策資料(續)

##### *物業及設備以及使用權資產的減值(續)*

若估計資產(或現金產生單位)之可收回金額少於賬面值，則資產(或現金產生單位)之賬面值將調減至其可收回金額。就未能按合理一致基準分配至現金產生單位的公司資產或一部分公司資產而言，本集團會將一組現金產生單位的賬面值(包括分配至該現金產生單位組別的公司資產或一部分公司資產的賬面值)與現金產生單位組別的可收回金額作比較。在分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值(如適用)，然後按比例根據該單位各資產或現金產生單位組別的賬面值分配至其他資產。資產賬面值不會減少至低於其公允價值減出售成本(若可計量)、使用價值(若可釐定)及零當中之最高者。本應分配至該項資產的減值虧損金額，按比例分配至該單位其他資產或現金產生單位組別。減值虧損即時於損益中確認。

若減值損失其後撥回，則資產(或現金產生單位或現金產生單位組別)的賬面值將增至其可收回金額的經修改估計，但經增加的賬面值不得超出資產(或現金產生單位或現金產生單位組別)於過往年度未有確認減值虧損時原應有的賬面值。減值虧損撥回即時於損益中確認。

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

For the year ended 31 December 2024  
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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 4.2 Material accounting policy information (continued)

##### Cash and cash equivalents

Cash and cash equivalents 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.

##### 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.

### 4. 綜合財務報表的編製基準及重大會計政策資料(續)

#### 4.2 重大會計政策資料(續)

##### 現金及現金等價物

於綜合財務狀況表呈列之現金及現金等價物包括：

- (a) 現金，其包括手頭現金及活期存款，不包括受監管限制而導致有關結餘不再符合現金定義之銀行結餘；及
- (b) 現金等價物，其包括短期（通常原到期日為三個月或更短）、可隨時轉換為已知數額現金且價值變動風險不大之高流動性投資。現金等價物持作滿足短期現金承擔，而非用於投資或其他目的。

##### 金融工具

在本集團實體成為工具合約條文的訂約方時，確認金融資產及金融負債。所有金融資產之日常買賣乃按交易日基準確認及終止確認。日常買賣乃指須於根據市場規則或慣例訂定之時限內交付資產之金融資產買賣。

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

For the year ended 31 December 2024  
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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 4.2 Material accounting policy information (continued)

##### *Financial instruments (continued)*

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 HKFRS 15 *Revenue from Contracts with Customers*. 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 fair value through profit or loss (“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.

### 4. 綜合財務報表的編製基準及重大會計政策資料(續)

#### 4.2 重大會計政策資料(續)

##### *金融工具(續)*

金融資產及金融負債初步按公允價值計量，而客戶合約產生的貿易應收款項除外，初步按香港財務報告準則第15號來自客戶合約的收入規定的方式計量。收購或發行金融資產及金融負債(以公允價值計量並計入損益(「以公允價值計量並計入損益」))的金融資產或金融負債除外)直接應佔之交易成本於初始確認時計入金融資產或金融負債之公允價值或自其中扣除(如適用)。收購以公允價值計量並計入損益的金融資產或金融負債直接應佔之交易成本即時於損益確認。

實際利率法乃計算金融資產或金融負債的攤銷成本及分配相關期間利息收入及支出的方法。實際利率乃於初始確認時按金融資產或金融負債的預計年期或(如適用)較短期間，準確折現估計未來現金收款及付款(包括所有屬於實際利率不可或缺部分的已付或已收費用及利率差價、交易成本及其他溢價或折讓)至賬面淨值的利率。



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

For the year ended 31 December 2024  
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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 4.2 Material accounting policy information (continued)

##### *Financial instruments (continued)*

##### **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 collect 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 FVTPL.

### 4. 綜合財務報表的編製基準及重大會計政策資料(續)

#### 4.2 重大會計政策資料(續)

##### *金融工具(續)*

##### **金融資產**

##### *金融資產的分類和後續計量*

符合下列條件的金融資產其後以攤銷成本計量：

- 於目的為收回合約現金流量的業務模式中持有的金融資產；及
- 合約條款於特定日期產生僅為支付本金及未償還本金利息的現金流量。

所有其他金融資產隨後以公允價值計量並計入損益。

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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### *Financial instruments (continued)*

#### **Financial assets (continued)**

#### *Classification and subsequent measurement of financial assets (continued)*

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and 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 (see below). 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.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### *金融工具(續)*

#### **金融資產(續)**

#### *金融資產的分類和後續計量(續)*

(i) 攤銷成本及利息收入

後續以攤銷成本計量的金融資產的利息收入按實際利率法確認，且通過將實際利率用於金融資產(隨後出現信貸減值的金融資產除外，詳見下文)的總賬面值計算。隨後出現信貸減值的金融資產的利息收入通過將實際利率用於下一報告期金融資產的攤銷成本確認。倘信貸減值金融工具的信貸風險得到改善以致金融資產不再出現信貸減值，則利息收入通過將實際利率用於釐定資產不再出現信貸減值後的報告期初的金融資產的總賬面值確認。

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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### Financial instruments (continued)

#### Financial assets (continued)

#### Classification and subsequent measurement of financial assets (continued)

#### (ii) Financial assets at FVTPL

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

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend 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 HKFRS 9

The Group performs impairment assessment under expected credit losses (“ECL”) model on financial assets (including trade and other receivables, deposits for rental, deposits for utilities and others, other financial assets measured at amortised cost, time deposits and cash and cash equivalents) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting dates to reflect changes in credit risk since initial recognition.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### 金融工具(續)

#### 金融資產(續)

#### 金融資產的分類和後續計量(續)

#### (ii) 以公允價值計量並計入損益的金融資產

不符合以攤銷成本計量的金融資產，均以公允價值計量並計入損益。

於各報告期末，以公允價值計量並計入損益的金融資產按公允價值計量，而任何公允價值收益或虧損於損益確認。於損益確認的收益或虧損淨額不包括就金融資產賺取的任何股息並計入「其他收益及虧損」行項目內。

#### 須根據香港財務報告準則第9號進行減值評估的金融資產減值

本集團對根據香港財務報告準則第9號須進行減值評估的金融資產(包括貿易及其他應收款項、租賃按金、水電費及其他按金、以攤銷成本計量的其他金融資產、定期存款及現金及現金等價物)使用預期信貸虧損(「預期信貸虧損」)模型進行減值評估。預期信貸虧損的金額於各報告日期更新以反映自初始確認以來信貸風險的變動。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### *Financial instruments (continued)*

#### **Financial assets (continued)**

#### *Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)*

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.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless 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.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### *金融工具(續)*

#### **金融資產(續)**

#### *須根據香港財務報告準則第9號進行減值評估的金融資產減值(續)*

生命周期預期信貸虧損指於相關工具預期壽命內發生所有可能的違約事件而導致的預期信貸虧損。相反，12個月預期信貸虧損(「**12個月預期信貸虧損**」)則指預期於報告日期後12個月內可能發生的違約事件而導致的部分生命周期預期信貸虧損。評估乃基於本集團過往信貸虧損經驗，並根據債務人特定因素、一般經濟狀況及於報告日期對當前狀況及未來狀況預測的評估而作出調整。

本集團一直就貿易應收款項確認生命周期預期信貸虧損。

就所有其他工具而言，本集團計量虧損準備等於12個月預期信貸虧損，除非自首次確認以來信貸風險顯著增加，於該情況下，則本集團確認生命周期預期信貸虧損。是否應以生命周期預期信貸虧損確認乃根據自初始確認以來發生違約的可能性或風險顯著上升而評估。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### Financial instruments (continued)

#### Financial assets (continued)

#### Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)

(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 each 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:

- 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;

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### 金融工具(續)

#### 金融資產(續)

#### 須根據香港財務報告準則第9號進行減值評估的金融資產減值(續)

(i) 信貸風險顯著上升

於評估信貸風險是否自初始確認以來已顯著上升時，本集團將金融工具於各報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險進行比較。作出此評估時，本集團會考慮合理有據的定量及定性資料，包括過往經驗及無須花費不必要成本或精力即可獲得的前瞻性資料。

具體而言，評估信貸風險是否已顯著增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外界市場指標顯著惡化，例如信貸息差大幅增加、債務人的信貸違約掉期價；

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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### Financial instruments (continued)

#### Financial assets (continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)

(i) Significant increase in credit risk (continued)

- 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.

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.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### 金融工具(續)

#### 金融資產(續)

須根據香港財務報告準則第9號進行減值評估的金融資產減值(續)

(i) 信貸風險顯著上升(續)

- 預計會導致債務人履行其債務責任的能力顯著下降的業務、財務或經濟狀況的現有或預期不利變動；
- 債務人經營業績的實際或預期顯著惡化；
- 導致債務人履行其債務責任的能力顯著下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

無論上述評估結果如何，除非本集團合理有據的資料另有說明，否則倘合約付款逾期超過30日，本集團會推定信貸風險自初始確認以來已顯著增加。

本集團定期監控用以識別信貸風險是否顯著增加的準則的有效性，並酌情對其進行修訂，以確保該準則能夠在金額逾期前識別信貸風險的顯著增加。

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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### *Financial instruments (continued)*

#### **Financial assets (continued)**

#### *Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)*

##### (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, the Group considers that default has occurred when a financial asset 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:

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### *金融工具(續)*

#### **金融資產(續)**

#### *須根據香港財務報告準則第9號進行減值評估的金融資產減值(續)*

##### (ii) 違約的定義

就內部信貸風險管理而言，本集團認為，當內部開發或從外部來源獲得的信息表明債務人不大可能向其債權人(包括本集團)作出全額支付時(不計及本集團持有的任何抵押品)，則發生違約事件。

儘管有上文所述，本集團認為，倘金融資產逾期超過90日，則違約已經發生，惟本集團有合理及可靠資料證明較寬鬆的違約標準更為適用則當別論。

##### (iii) 信貸減值的金融資產

若發生對金融資產的預計未來現金流量造成不利影響的一個或多個事件，則金融資產出現信貸減值。金融資產信貸減值證據包括與下列事件有關的可觀察數據：

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

For the year ended 31 December 2024  
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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 4.2 Material accounting policy information (continued)

*Financial instruments (continued)*

#### **Financial assets (continued)**

*Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)*

#### (iii) Credit-impaired financial assets (continued)

- (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. 綜合財務報表的編製基準及重大會計政策資料(續)

#### 4.2 重大會計政策資料(續)

*金融工具(續)*

#### **金融資產(續)**

*須根據香港財務報告準則第9號進行減值評估的金融資產減值(續)*

#### (iii) 信貸減值的金融資產(續)

- (a) 發行方或借款人發生重大財務困難；
- (b) 違約或逾期事件等違反合約；
- (c) 出借款項予借款人的貸款人，出於與借款人的財務困難有關的經濟或合約原因，而向借款人授出貸款人在其他情況下不會考慮的寬限期；或
- (d) 借款人很可能將會破產或進行其他財務重組。



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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### *Financial instruments (continued)*

#### **Financial assets (continued)**

#### *Impairment of financial assets subject to impairment assessment under HKFRS 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, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. 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.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### *金融工具(續)*

#### **金融資產(續)**

#### *須根據香港財務報告準則第9號進行減值評估的金融資產減值(續)*

#### (iv) 撤銷政策

當有資料顯示交易對手方出現嚴重財務困難且無實際收回可能時(例如交易對手方被清算或已進入破產程序),本集團會撤銷金融資產。在考慮法律意見(如適用)後,已撤銷金融資產仍可根據本集團之收回程序實施強制執行。撤銷構成終止確認事件。任何後續收回款項均於損益中確認。

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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### Financial instruments (continued)

#### Financial assets (continued)

#### Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)

#### (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. The ECL on trade receivables are assessed individually, based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forward-looking information that is available without undue cost or effort at the end of each year.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

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.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### 金融工具(續)

#### 金融資產(續)

須根據香港財務報告準則第9號進行減值評估的金融資產減值(續)

#### (v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即存在違約時的違約損失程度)及違約風險的函數。違約概率及違約損失率乃基於過往數據及前瞻性資料進行評估。預期信貸虧損的估計反映了一個無偏概率加權金額，該金額乃以違約風險作為權重而釐定。根據債務人過往違約經驗、債務人經營所在行業的一般經濟狀況和於各年度末在無須付出不當成本或努力的情況下可獲得的當前以及前瞻性資料的評估單獨評估貿易應收款項的預期信貸虧損。

一般而言，預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預計收取的現金流量(按初步確認時釐定的實際利率貼現)之間的差額估算。

利息收入乃按金融資產的總賬面值計算，除非金融資產發生信貸減值，於該情況下利息收入則按金融資產的攤銷成本計算。

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

For the year ended 31 December 2024  
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## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### *Financial instruments (continued)*

#### **Financial assets (continued)**

#### *Impairment of financial assets subject to impairment assessment under HKFRS 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 and other receivables, deposits for rental and deposits for utilities and others where the corresponding adjustment is recognised through a loss allowance account.

#### *Foreign exchange gains and losses*

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- For financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the 'Other gains and losses' line item (Note 8) as part of the net foreign exchange gains/(loss);

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### *金融工具(續)*

#### **金融資產(續)**

須根據香港財務報告準則第9號進行減值評估的金融資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

本集團通過調整所有金融工具的賬面值於損益確認該等金融工具的減值收益或虧損，惟通過虧損撥備賬確認相應調整的貿易及其他應收款項、租賃按金及水電費及其他按金例外。

#### *外匯收益及虧損*

以外幣計值的金融資產的賬面值以該外幣計量，並按各報告期末即期匯率換算。具體而言：

- 對於不構成指定對沖關係的按攤銷成本計量的金融資產，匯兌差額作為外匯收益／(虧損)淨額之一部分於損益中的「其他收益及虧損」條目確認(附註8)；

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

### 4.2 Material accounting policy information (continued)

#### Financial instruments (continued)

#### Financial assets (continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)

#### (v) Measurement and recognition of ECL (continued)

#### Foreign exchange gains and losses (continued)

- For financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the 'Other gains and losses' line item as part of the gain/(loss) from changes in fair value of other financial assets (Note 8).

#### 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 measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

## 4. 綜合財務報表的編製基準及重大會計政策資料(續)

### 4.2 重大會計政策資料(續)

#### 金融工具(續)

#### 金融資產(續)

須根據香港財務報告準則第9號進行減值評估的金融資產減值(續)

#### (v) 預期信貸虧損的計量及確認(續)

#### 外匯收益及虧損(續)

- 對於不構成指定對沖關係的以公允價值計量並計入損益的金融資產，匯兌差額作為其他金融資產之公允價值變動產生的收益/(虧損)之一部分於損益中的「其他收益及虧損」條目確認(附註8)。

#### 終止確認金融資產

僅在獲取資產所產生現金流量的合約權利到期，或將金融資產及該資產所有權的幾乎所有風險及回報轉讓予另一實體的情況下，本集團方會終止確認一項金融資產。

一旦終止確認按攤銷成本計量的金融資產，資產的賬面值與已收及應收代價的差額會在損益中確認。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

#### 4.2 Material accounting policy information (continued)

##### *Financial instruments (continued)*

##### **Financial liabilities and equity**

##### *Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition 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 at amortised cost*

All financial liabilities including trade and other payables 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.

### 4. 綜合財務報表的編製基準及重大會計政策資料(續)

#### 4.2 重大會計政策資料(續)

##### *金融工具(續)*

##### **金融負債及權益**

##### *分類為債務或權益*

債務及權益工具按合約安排的性質以及金融負債及權益工具的定義分類為金融負債或權益。

##### *權益工具*

權益工具為任何能證明擁有某個實體經扣除所有負債後的資產中的剩餘權益的合約。本公司所發行的權益工具按已收所得款項(經扣除直接發行成本)確認。

購回本公司本身權益工具於權益內確認及直接扣減。並無於損益內就購買、出售、發行或註銷本公司本身權益工具而確認收益或虧損。

##### *以攤銷成本計量的金融負債*

所有金融負債(包括貿易及其他應付款項)其後採用實際利率法以攤銷成本計量。

##### *終止確認金融負債*

當且僅當本集團的責任被解除、取消或到期時，本集團方會終止確認金融負債。終止確認的金融負債賬面值與已付及應付對價之間的差額於損益確認。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 4, the management of the Group is 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.

#### Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the management of the Group has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

### 5. 主要會計判斷及估計不確定因素之主要來源

應用附註4所述本集團會計政策時，本集團的管理層須就無法通過其他來源輕易得出的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及視為相關的其他因素而作出。實際結果可能與該等估計有所不同。

該等估計及相關假設會不斷作出審閱。若會計估計之修訂僅影響估計修訂期間，則於該期間確認有關修訂，若有關修訂影響本期及未來期間，則於修訂及未來期間確認。

#### 應用會計政策時之主要判斷

以下為本集團管理層於應用本集團會計政策過程中已作出並對綜合財務報表中已確認金額產生最重大影響之主要判斷(涉及估計之判斷(見下文)除外)。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical judgements in applying accounting policies (continued)

#### Contractual Arrangements

The Group conducts a substantial portion of the business through Anhui Xinhua Education and Nanjing Culinary in the PRC due to regulatory restrictions on foreign ownership in the Group's schools in the PRC. The Group does not have any equity interest in Anhui Xinhua Education or Nanjing Culinary. The management of the Group assessed whether or not the Group has control over Anhui Xinhua Education and Nanjing Culinary based on whether the Group has the power over Anhui Xinhua Education and Nanjing Culinary, has rights to variable returns from its involvement with Anhui Xinhua Education and Nanjing Culinary, and has the ability to affect those returns through its power over Anhui Xinhua Education and Nanjing Culinary. After assessment, the management of the Group concluded that the Group has control over Anhui Xinhua Education and Nanjing Culinary as a result of the Contractual Arrangements and other measures and accordingly, the assets, liabilities and their operating results of Anhui Xinhua Education and Nanjing Culinary are included in the consolidated financial statements for both years or since the respective dates of establishment, whichever is the shorter period.

Nevertheless, the Contractual Arrangements and other measures may not be as effective as direct legal ownership in providing the Group with direct control over Anhui Xinhua Education, Nanjing Culinary and uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of Anhui Xinhua Education and Nanjing Culinary. The management of the Group, based on the advice of its legal counsel, considers that the Contractual Arrangements among Xinhua Chuangzhi, Anhui Xinhua Education, Nanjing Culinary, the Controlling Equity Holders and Mr. Ge Xiaoliang are in compliance with the relevant PRC laws and regulations and are legally enforceable.

### 5. 主要會計判斷及估計不確定因素之主要來源(續)

應用會計政策時之主要判斷(續)

#### 合約安排

由於對本集團中國學校之外資擁有權的監管限制，本集團在中國通過安徽新華教育及南京烹飪開展絕大部分業務。本集團並無於安徽新華教育及南京烹飪中擁有任何股本權益。本集團管理層根據本集團是否對安徽新華教育及南京烹飪具有影響力、是否有權享有因其參與安徽新華教育或南京烹飪事務而產生的可變回報及能否通過其對安徽新華教育及南京烹飪的影響力對有關回報產生影響來評估本集團是否對安徽新華教育及南京烹飪擁有控制權。經評估後，本集團管理層得出結論認為，由於合約安排及其他措施，本集團對安徽新華教育及南京烹飪擁有控制權，因此，安徽新華教育及南京烹飪的資產、負債及其經營業績納入兩個年度或自其各自成立日期以來(以較短者為準)的綜合財務報表。

然而，合約安排及其他措施可能不如本集團通過直接法定所有權直接對安徽新華教育、南京烹飪進行控制一樣有效，而中國法律體系的不確定性可能會影響本集團對安徽新華教育及南京烹飪的業績、資產及負債的受益權。基於法律顧問的建議，本集團管理層認為新華創智、安徽新華教育、南京烹飪、控股權益持有人及葛孝良先生之間訂立的合約安排符合中國相關法律法規，並可依法強制執行。

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

For the year ended 31 December 2024  
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### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each 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.

#### Estimated impairment of property and equipment and right-of-use assets

Property and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash generating units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

As at 31 December 2024, the carrying amounts of property and equipment and right-of-use assets were RMB3,308,721,000 and RMB2,148,822,000 (2023: RMB3,080,278,000 and RMB2,225,672,000) respectively, details of which are disclosed in Notes 15 and 16 respectively.

### 5. 主要會計判斷及估計不確定因素之主要來源 (續)

#### 估計不確定因素的主要來源

下列乃各報告期末涉及未來主要假設及估計不確定因素的其他主要來源，該等估計及假設很可能導致須對下一個財政年度的資產及負債賬面值作出重大調整。

#### 物業及設備以及使用權資產的估計減值

物業及設備以及使用權資產按成本減累計折舊及減值(如有)列賬。釐定資產是否減值，本集團須行使判斷及作出估計，尤其是評估：(1)是否有事件已發生或有任何指標可能影響資產價值；(2)資產賬面值是否能夠以可收回金額支持，如為使用價值，即按照持續使用資產估計的未來現金流量的淨現值；及(3)將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。當無法估計個別資產(包括使用權資產)的可收回金額時，本集團估計資產所屬現金產生單位的可收回金額，於能夠建立合理及一致的分配基礎時，包括公司資產的分配，否則可收回金額按已分配相關公司資產的最小現金產生單位組別確定。變更假設及估計，包括現金流預測中的貼現率或增長率，可能對可收回金額造成重大影響。

於2024年12月31日，物業及設備以及使用權資產的賬面值分別為人民幣3,308,721,000元及人民幣2,148,822,000元(2023年：人民幣3,080,278,000元及人民幣2,225,672,000元)，詳情分別披露於附註15及16。



# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2024  
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## 6. REVENUE AND SEGMENT INFORMATION

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

Revenue represents service income from tuition fees less sales related tax, and is recognised over time. The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs (mainly representing teaching staff costs, rental expenses and depreciation of school premises) to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

Tuition fees are generally paid in advance at the beginning of each courses, and are initially recorded as contract liabilities. The portion of tuition payments received from students but not earned is recorded as contract liabilities. Amounts which will be earned within one year is reflected as a current liability and those which will be earned beyond one year is reflected as a non-current liability.

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

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

## 6. 收入及分部資料

本集團主要於中國從事提供職業教育服務。

收入指學費扣除銷售相關稅項後的服務收入，其隨時間確認。完全履行履約責任的進度乃按投入法計量，即根據相對於履行履約責任的預期總投入而言本集團對履行履約責任所作努力或投入情況（主要指教學人員成本、租金開支及校舍折舊）確認收入，最能反映本集團移交商品或服務控制權履行情況。

學費通常在各課程開始時預先支付，初始入賬為合約負債。從學生收到但未賺取的學費付款部分入賬為合約負債。將在一年內賺取的金額反映為流動負債，而將在一年後賺取的金額則反映為非流動負債。

### 分配至客戶合約的尚未履行的履約責任之交易價格

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

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

For the year ended 31 December 2024  
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### 6. REVENUE AND SEGMENT INFORMATION (continued)

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

The Group's operating segments are based on information prepared and reported to the chief operating decision makers ("CODM"), the Board, for the purposes of resource allocation and performance assessment. In the current year, the Group reorganised its internal reporting structure which resulted in changes to the composition of its reportable segments. Specifically, Cuisine Academy was integrated into the operations of New East Culinary Education to form the Culinary Arts segment, Omick Education of Western Cuisine and Pastry is reclassified as the Western Cuisine and Pastry, Wisezone Data Technology Education was integrated into the operations of Xinhua Internet Technology Education to form the Information Technology and Internet Technology segment, Wontone Automotive Education is reclassified as the Auto Services segment and Fashion and Beauty segment was separated from other miscellaneous businesses to report as an independent segment. Prior year segment disclosures have been re-presented to conform with the current year's presentation.

The Group's reportable and operating segments for financial reporting purposes have been reorganised as follows:

- (a) Culinary Arts (formerly included New East Culinary Education and Cuisine Academy): providing comprehensive culinary training programs to students who pursue a career in becoming professional chefs and also providing customized catering experience services to customers who are interested in cooking or who plan to establish their own businesses in the catering industry;
- (b) Western Cuisine and Pastry (formerly named as Omick Education of Western Cuisine and Pastry): offering a variety of courses, including baking, desserts, western cuisines, bartending and barista training;

### 6. 收入及分部資料(續)

分配至客戶合約的尚未履行的履約責任之交易價格(續)

本集團的經營分部以向主要經營決策者(「主要經營決策者」)(即董事會)編製及呈報之資料為基礎，以作資源分配及評估表現用途。於本年度，本集團重組內部報告結構，導致報告分部組成發生變動。具體來說，美味學院併入新東方烹飪教育以形成烹飪技術分部，歐米奇西點西餐教育重新分類為西點西餐，華信智原DT人才培訓基地併入新華電腦教育以形成信息技術及互聯網技術分部，萬通汽車教育重新分類為汽車服務分部，而時尚美業分部從其他雜項業務中分離出來，並作為獨立分部進行報告。過往年度分部披露已經重列，以符合本年度的呈報。

為作財務報告目的，本集團可報告分部及經營分部已重組如下：

- (a) 烹飪技術(先前包括新東方烹飪教育及美味學院)：為尋求成為專業廚師的學生提供全面的烹飪培訓課程，並為對烹飪感興趣或計劃於餐飲行業建立自己的公司的客戶提供私人訂製烹飪體驗服務；
- (b) 西點西餐(前稱為歐米奇西點西餐教育)：提供各種課程，包括烘焙、甜點、西餐、調酒及咖啡師培訓；

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

For the year ended 31 December 2024  
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### 6. REVENUE AND SEGMENT INFORMATION (continued)

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

- (c) Information Technology and Internet Technology (formerly included Xinhua Internet Technology Education and Wisezone Data Technology Education): providing a wide range of information technology-related training to students and also providing short-term information technology and internet technology programs to junior college and university students who have possessed the basic knowledge and seek to further develop relevant practical skills.
- (d) Auto Services (formerly named as Wontone Automotive Education): providing hands-on auto repair skill training as well as practical knowledge of automobile commerce;
- (e) Fashion and Beauty: mainly focusing on cultivating high skills fashion and beauty professionals; and
- (f) Other miscellaneous businesses.

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

The management of the Group assesses the performance of the operating and reportable segment based on the revenue and gross profit for the year of the Group as presented in the consolidated statement of profit or loss and other comprehensive income. The accounting policies of the reportable segment are the same as the Group's accounting policies described in Note 4. Segment results represent the profits earned by each segment and excluding certain other income and expenses, other gains and losses, corporate administrative expenses and income tax expense. No analysis of the Group's assets and liabilities is regularly provided to the management of the Group for review. Inter-segment sales are charged at cost plus approach.

### 6. 收入及分部資料(續)

分配至客戶合約的尚未履行的履約責任之交易價格(續)

- (c) 信息技術及互聯網技術(先前包括新華電腦教育及華信智原DT人才培訓基地): 為學生提供廣泛的信息技術相關培訓及為已掌握基礎知識並尋求進一步提升相關實踐技能的大專生及大學生提供信息技術及互聯網技術短期課程;
- (d) 汽車服務(前稱為萬通汽車教育): 提供汽車維修技能以及汽車商務等其他汽車服務的實訓;
- (e) 時尚美業: 主要專注於培養高技能時尚美業人才; 及
- (f) 其他雜項業務。

該等分部乃根據本集團所報告的分部資料而劃分。

本集團管理層根據本集團的年內收入及毛利評估經營及可報告分部的表現，而有關收入及毛利列報於綜合損益及其他全面收益表。可報告分部的會計政策與本集團於附註4所述的會計政策一致。分部業績指各分部所得利潤(不包括若干其他收入及開支、其他收益及虧損、企業行政開支及所得稅開支)。並無定期向本集團管理層提供本集團的資產及負債分析，以供審閱。分部間銷售按成本加成法收費。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 6. REVENUE AND SEGMENT INFORMATION (continued)

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

The following is an analysis of the Group's revenue and results by operating and reportable segments for the years ended 31 December 2024 and 2023:

For the year ended 31 December 2024

## 6. 收入及分部資料(續)

分配至客戶合約的尚未履行的履約責任之交易價格(續)

本集團於截至2024年及2023年12月31日止年度按經營及可報告分部劃分的收入及業績分析如下：

截至2024年12月31日止年度

		Culinary Arts	Western Cuisine and Pastry	Information Technology and Internet Technology 信息技術及互聯網技術	Auto Service	Fashion and Beauty	Other Miscellaneous Businesses 其他雜項業務	Elimination	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>								
External sales	外部銷售	1,918,834	342,865	762,744	912,103	105,439	74,200	-	4,116,185
Inter-segment sales	分部間銷售	8,264	-	-	1,916	-	149,598	(159,778)	-
Segment revenue	分部收入	1,927,098	342,865	762,744	914,019	105,439	223,798	(159,778)	4,116,185
<b>Results</b>	<b>業績</b>								
Segment results	分部業績	440,185	26,402	105,211	137,046	1,712	(54,860)	-	655,696
<b>Unallocated</b>	<b>未分配</b>								
Other income and expenses	其他收入及開支								82,473
Other gains and losses	其他收益及虧損								32,431
Corporate administrative expenses	企業行政開支								(116,183)
Profit before tax	稅前溢利								654,417
Income tax expense	所得稅開支								(141,821)
Profit for the year	年內溢利								512,596
<b>Other segment information</b>	<b>其他分部資料</b>								
Depreciation of property and equipment	物業及設備折舊	129,412	17,113	65,136	76,525	7,613	17,764	-	313,563
Depreciation of right-of-use assets	使用權資產折舊	115,453	25,885	50,261	74,207	6,783	4,693	-	277,282
Additions of property and equipment	添置物業及設備	129,516	1,634	63,815	41,100	21,341	330,661	-	588,067
Additions of right-of-use assets	增加使用權資產	179,865	5,194	26,927	3,347	668	106,285	-	322,286

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 6. REVENUE AND SEGMENT INFORMATION (continued)

For the year ended 31 December 2023

		Culinary Arts	Western Cuisine and Pastry	Information Technology and Internet Technology	Auto Service	Fashion and Beauty	Other Miscellaneous Businesses	Elimination	Total
		烹飪技術	西點西餐	互聯網技術	汽車服務	時尚美業	雜項業務	對銷	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Revenue</b>	<b>收入</b>								
External sales	外部銷售	1,914,319	330,809	777,070	846,530	46,881	63,045	-	3,978,654
Inter-segment sales	分部間銷售	-	-	4,808	823	-	142,163	(147,794)	-
Segment revenue	分部收入	1,914,319	330,809	781,878	847,353	46,881	205,208	(147,794)	3,978,654
<b>Results</b>	<b>業績</b>								
Segment results	分部業績	300,505	(28,319)	52,448	72,087	(20,311)	(40,361)	-	336,049
<b>Unallocated</b>	<b>未分配</b>								
Other income and expenses	其他收入及開支								104,994
Other gains and losses	其他收益及虧損								43,355
Corporate administrative expenses	企業行政開支								(116,389)
Profit before tax	稅前溢利								368,009
Income tax expense	所得稅開支								(95,387)
Profit for the year	年內溢利								272,622
<b>Other segment information</b>	<b>其他分部資料</b>								
Depreciation of property and equipment	物業及設備折舊	134,260	23,163	71,774	70,936	3,470	12,893	-	316,496
Depreciation of right-of-use assets	使用權資產折舊	122,952	29,725	61,816	78,050	6,422	4,903	-	303,868
Additions of property and equipment	添置物業及設備	368,443	3,137	34,754	110,211	28,843	249,162	-	794,550
Additions of right-of-use assets	增加使用權資產	94,517	2,242	6,085	105,878	13,932	67,948	-	290,602

### Geographical information

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

### Information about major customers

No single customer contributed over 10% or more of total revenue of the Group during the years ended 31 December 2024 and 2023.

## 6. 收入及分部資料(續)

截至2023年12月31日止年度

### 地域資料

本集團主要在中國開展業務。本集團絕大部分非流動資產均位於中國。

### 有關主要客戶的資料

於截至2024年及2023年12月31日止年度，並無單一客戶佔本集團總收入的10%或以上。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 7. OTHER INCOME AND EXPENSES

### 7. 其他收入及開支

		Year ended 31 December 截至12月31日止年度	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Asset-related government grants	與資產相關的政府補助	1,847	2,941
Unconditional government grants	無條件政府補助	35,433	31,322
Interest income from	利息收入來自		
– time deposits and bank balances	– 定期存款及銀行結餘	78,128	95,725
– entrusted loans	– 委託貸款	2,854	5,342
Others	其他	1,491	3,927
		<b>119,753</b>	139,257

### 8. OTHER GAINS AND LOSSES

### 8. 其他收益及虧損

		Year ended 31 December 截至12月31日止年度	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Gains from changes in fair value of other financial assets measured at FVTPL	以公允價值計量並計入損益的其他金融資產的公允價值變動收益	50,723	20,412
Losses on disposals of property and equipment	出售物業及設備的虧損	(38,116)	(5,040)
Gains from termination of lease agreements	終止租賃協議收益	7,068	3,704
Net foreign exchange gains	匯兌收益淨額	12,756	24,279
		<b>32,431</b>	43,355

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 9. FINANCE COSTS

Interest expenses on lease liabilities 租賃負債之利息開支

### 9. 財務成本

Year ended 31 December  
截至12月31日止年度

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
118,041	139,301

### 10. INCOME TAX EXPENSE

PRC Enterprise Income Tax ("EIT") 中國企業所得稅(「企業所得稅」)  
– Current tax 一 即期稅項  
– Over provision in prior years 一 過往年度超額撥備  
Deferred tax (Note 17) 遞延稅項(附註17)

### 10. 所得稅開支

Year ended 31 December  
截至12月31日止年度

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
135,719	97,816
(1,529)	(1,186)
7,631	(1,243)
141,821	95,387

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

Hong Kong Profits Tax is calculated at 16.5% (2023: 16.5%) of the estimated assessable profit for the year ended 31 December 2024. The subsidiaries of the Company operating in Hong Kong did not have tax assessable profit during both years.

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

香港利得稅乃就截至2024年12月31日止年度估計應課稅溢利按16.5%稅率(2023年：16.5%)計算。本公司於香港運營的附屬公司於兩個年度並無應課稅溢利。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 10. INCOME TAX EXPENSE (continued)

During the year ended 31 December 2024, pursuant to the Enterprise Income Tax Law and Implementation Regulations of the Law of the PRC, the applicable tax rate of PRC subsidiaries is 25% (2023: 25%), except for certain subsidiaries entitled to different preferential tax rates.

Beijing Langjie Technology Co., Ltd. (北京朗傑科技有限公司) was qualified as a High and New Technology Enterprise since 1 January 2004 and enjoyed the preferential tax rate of 15% during both years.

Certain subsidiaries of the Group are subject to “small and thin-profit enterprises” will benefit from a preferential tax rate of 20% under the EIT Law. For each of the years ended 31 December 2024 and 2023, the qualifying group entities enjoyed 75% reduction on annual taxable income.

Certain subsidiaries of the Company are entitled to the preferential tax rate of 15% (2023: 15%) because they are located in the western region of the PRC. Details are set out below:

#### Name of subsidiary

附屬公司名稱

Chengdu New East Culinary Vocational Training School Co., Ltd.  
成都新東方烹飪職業技能培訓學校有限公司

Sichuan Xinhua Computer Institute  
四川新華電腦學院

Gansu New East Culinary Advanced Technical School Co., Ltd.  
甘肅新東方烹飪高級技工學校有限公司

Guiyang City New East Culinary Secondary Vocational School  
貴陽市新東方烹飪中等職業學校

Guiyang New East Culinary Vocational Training School  
貴陽新東方烹飪職業培訓學校

Guizhou Xinhua Computer Vocational Training School  
貴州新華電腦職業培訓學校

### 10. 所得稅開支(續)

於截至2024年12月31日止年度，根據中國企業所得稅法及其實施條例，中國附屬公司的適用稅率為25%（2023年：25%），惟若干獲豁免納稅或享有不同優惠稅率的附屬公司除外。

自2004年1月1日起，北京朗傑科技有限公司乃合資格高新技術企業並於兩個年度內享有15%的優惠稅率。

根據企業所得稅法，本集團若干附屬公司屬於小型微利企業，將享受20%的優惠稅率。於截至2024年及2023年12月31日止年度各年，合資格集團實體的年度應課稅收入可減免75%。

由於本公司的若干附屬公司均位於中國西部地區，故其有權享有15%（2023年：15%）的優惠稅率。詳情載列如下：

#### Starting date

起始日期

#### Expiry date

到期日期

1 January 2011 31 December 2030  
2011年1月1日 2030年12月31日

1 January 2011 31 December 2030  
2011年1月1日 2030年12月31日

1 January 2015 31 December 2030  
2015年1月1日 2030年12月31日

1 January 2011 31 December 2030  
2011年1月1日 2030年12月31日

1 January 2011 31 December 2030  
2011年1月1日 2030年12月31日

1 January 2011 31 December 2030  
2011年1月1日 2030年12月31日



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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 10. INCOME TAX EXPENSE (continued)

Certain subsidiaries of the Company are entitled to the preferential tax rate of 15% (2023: 15%) because they are located in the western region of the PRC. Details are set out below: (continued)

Name of subsidiary 附屬公司名稱	Starting date 起始日期	Expiry date 到期日期
Guizhou Wisezone Technology Co., Ltd. 貴州華信智原科技有限公司	1 January 2016 2016年1月1日	31 December 2030 2030年12月31日
Guiyang Xinhua Internet Technical School 貴陽新華互聯網技工學校	1 January 2017 2017年1月1日	31 December 2030 2030年12月31日
Guiyang New East Culinary Advanced Technical School 貴陽新東方烹飪高級技工學校	1 January 2016 2016年1月1日	31 December 2030 2030年12月31日
Hohhot City New East Advanced Technical School 呼和浩特市新東方高級技工學校	1 January 2016 2016年1月1日	31 December 2030 2030年12月31日
Shaanxi New East Culinary Training School Co., Ltd. 陝西新東方烹飪培訓學校有限公司	1 August 2011 2011年8月1日	31 December 2030 2030年12月31日
Shaanxi Xinhua Computer Software Training School Co., Ltd. 陝西新華電腦軟體培訓學校有限公司	1 January 2012 2012年1月1日	31 December 2030 2030年12月31日
Xinjiang New East Culinary School Co., Ltd. 新疆新東方烹飪培訓學校有限公司	1 January 2016 2016年1月1日	31 December 2030 2030年12月31日
Yunnan Wontone Automobile Repair Vocational Training School 雲南萬通汽修職業培訓學校	1 January 2014 2014年1月1日	31 December 2030 2030年12月31日
Yunnan New East Culinary Vocational Training School 雲南新東方烹飪職業培訓學校	1 January 2015 2015年1月1日	31 December 2030 2030年12月31日
Chongqing City New East Culinary Vocational Training School Co., Ltd. 重慶市新東方烹飪職業技能培訓學校有限公司	1 January 2012 2012年1月1日	31 December 2030 2030年12月31日
Chongqing Xinhua Computer Vocational Training School Co., Ltd. 重慶市新華電腦職業技能培訓學校有限責任公司	1 January 2011 2011年1月1日	31 December 2030 2030年12月31日
Chongqing City Xinhua Technical School 重慶市新華技工學校	1 January 2017 2017年1月1日	31 December 2030 2030年12月31日
Chengdu New East Culinary Advanced Technical School Co., Ltd. 成都新東方高級技工學校有限公司	1 January 2018 2018年1月1日	31 December 2030 2030年12月31日

### 10. 所得稅開支(續)

由於本公司的若干附屬公司均位於中國西部地區，故其有權享有15% (2023年：15%) 的優惠稅率。詳情載列如下：(續)

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 10. INCOME TAX EXPENSE (continued)

Certain subsidiaries of the Company are entitled to the preferential tax rate of 15% (2023: 15%) because they are located in the western region of the PRC. Details are set out below: (continued)

#### Name of subsidiary

附屬公司名稱

Chengdu Omick Western Pastry Vocational Training School

成都歐米奇西點職業技能培訓學校

Xian New East Culinary Technical School Co., Ltd.

西安新東方烹飪技工學校有限公司

Yunnan Xinhua Computer Secondary Vocational School.

雲南新華電腦中等專業學校

Hohhot City Xinhua Technical School Co., Ltd.

呼和浩特市新華技工學校有限責任公司

Hohhot Wontone Automobile Technical School Co., Ltd.

呼和浩特市萬通汽車技工學校有限責任公司

Urumqi Wontone Technical School Co., Ltd.

烏魯木齊市萬通技工學校有限公司

### 10. 所得稅開支(續)

由於本公司的若干附屬公司均位於中國西部地區，故其有權享有15% (2023年：15%) 的優惠稅率。詳情載列如下：(續)

#### Starting date

起始日期

#### Expiry date

到期日期

1 January 2019 31 December 2030

2019年1月1日 2030年12月31日

29 May 2020 31 December 2030

2020年5月29日 2030年12月31日

2 June 2020 31 December 2030

2020年6月2日 2030年12月31日

25 June 2021 31 December 2030

2021年6月25日 2030年12月31日

11 December 2021 31 December 2030

2021年12月11日 2030年12月31日

1 January 2023 31 December 2030

2023年1月1日 2030年12月31日

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 10. INCOME TAX EXPENSE (continued)

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

### 10. 所得稅開支(續)

年內所得稅開支可與綜合損益及其他全面收益表內的稅前溢利對賬如下：

		Year ended 31 December 截至12月31日止年度	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Profit before tax	稅前溢利	654,417	368,009
Tax at PRC EIT rate of 25%	按中國企業所得稅稅率25% 繳納之稅項	163,604	92,002
Tax effect of expenses not deductible for tax purposes	不可扣稅開支的稅務影響	11,709	16,709
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(29,527)	(29,263)
Over provision in respect of prior years	過往年度超額撥備	(1,529)	(1,186)
Tax effect of deductible temporary differences not recognised	未確認可抵扣暫時性差額的稅務影響	12,878	14,551
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	38,270	57,723
Utilisation of tax losses previously not recognised	利用先前未確認的稅項虧損	(36,405)	(24,874)
Tax benefit on research and development expenses	研發開支的稅務利益	(3,087)	(4,501)
Effect of withholding tax on estimated dividends in respect of the PRC subsidiaries' forthcoming years undistributable profits	預扣稅對中國附屬公司來年未分派溢利估計股息的影響	10,000	—
Income tax at concessionary rate	按優惠稅率計算的所得稅	(24,092)	(25,774)
		<b>141,821</b>	<b>95,387</b>

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 11. PROFIT FOR THE YEAR

## 11. 年內溢利

		Year ended 31 December 截至12月31日止年度	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Profit for the year has been arrived at after charging:	年內溢利乃經扣除下列各項而達致：		
Directors' remuneration	董事薪酬	3,360	3,317
Other staff costs	其他員工成本		
– salaries and other allowances	– 薪資及其他津貼	1,269,794	1,308,716
– retirement benefit scheme contributions	– 退休福利計劃供款	97,721	99,061
– equity-settled share-based payments expense	– 以權益結算的股份支付開支	24,898	32,727
Total staff costs	員工成本總額	1,395,773	1,443,821
Depreciation of property and equipment	物業及設備折舊	313,563	316,496
Depreciation of right-of-use assets	使用權資產折舊	281,785	311,450
Total depreciation	折舊總額	595,348	627,946
Capitalised in construction in progress	在建工程資本化	(4,503)	(7,582)
		590,845	620,364
Auditor's remuneration	核數師薪酬	4,240	4,190

During the year ended 31 December 2024, equity-settled share-based payments expense of RMB25,100,000 (2023: RMB32,993,000) were recognised in profit or loss in respect of share options of the Company. Details of transactions are set out in Note 26.

於截至2024年12月31日止年度，已就本公司購股權於損益內確認以權益結算的股份支付開支人民幣25,100,000元(2023年：人民幣32,993,000元)。交易詳情載於附註26。



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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

### 12. 董事、最高行政人員及僱員酬金(續)

Directors (continued)

董事(續)

	Directors fees	Salaries and other allowances	Equity-settled share-based payments expense	Retirement benefit scheme contributions	Total
	董事袍金	薪資及其他津貼	以權益結算的股份支付開支	退休福利計劃供款	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>For the year ended 31 December 2023</b>	<b>截至2023年12月31日止年度</b>				
<b>Executive directors:</b>	<b>執行董事：</b>				
Mr. Wu Wei	324	600	–	26	950
Mr. Xiao Guoqing	324	120	–	–	444
	648	720	–	26	1,394
<b>Non-executive directors:</b>	<b>非執行董事：</b>				
Mr. Wu Junbao	324	–	–	37	361
Mr. Lu Zhen	324	–	266	–	590
	648	–	266	37	951
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>				
Mr. Hung Ka Hai, Clement	324	–	–	–	324
Dr. Zhu Guobin	324	–	–	–	324
Dr. Zang Yunzhi	324	–	–	–	324
	972	–	–	–	972

The executive directors' emoluments shown above were paid for their services in connection with the management of affairs of the Group entities for both years. The non-executive directors' and independent non-executive directors' emoluments shown above were for their services as directors of the Company.

以上所列執行董事薪酬乃基於彼等於兩年內就管理本集團實體有關事宜所提供的服務而予以支付。以上所列非執行董事及獨立非執行董事的薪酬乃為其作為本公司董事的服務費。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

#### Employees

The five highest paid individuals of the Group did not include any directors of the Company for both years whose emoluments are included in the disclosures above. The emoluments of the five highest paid individuals are as follows:

Salaries and other benefits	薪資及其他福利
Retirement benefit scheme contributions	退休福利計劃供款
Equity-settled share-based payments expense	以權益結算的股份支付開支

The emoluments of the five highest paid individuals are within the following bands:

HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元

### 12. 董事、最高行政人員及僱員酬金(續)

#### 僱員

本集團的五名最高薪酬人士不包括兩個年度的本公司任何董事，有關董事的薪酬數額已於上文披露。五名最高薪酬人士的薪酬如下：

#### Year ended 31 December 截至12月31日止年度

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
6,781	4,982
108	70
3,289	4,989
<b>10,178</b>	<b>10,041</b>

本公司五名最高薪酬人士的薪酬區間如下：

#### Year ended 31 December 截至12月31日止年度

2024 2024年 number of employees 僱員人數	2023 2023年 number of employees 僱員人數
1	–
2	3
1	–
1	1
–	1

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

### Employees (continued)

During both years, no emoluments were paid by the Group to any of the executive directors, non-executive director, independent non-executive directors, or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

No share option was granted during the years ended 31 December 2024 and 2023. Details of the share option schemes are set out in Note 26.

## 13. DIVIDENDS

During the years ended 31 December 2024 and 2023, dividends for ordinary shareholders of the Company recognised as distribution:

Final dividend for the year ended 31 December 2023 of HK\$0.200 per ordinary share (2023: HK\$0.200 per ordinary share for the year ended 31 December 2022)	截至2023年12月31日止年度的末期股息每股普通股0.200港元(2023年：截至2022年12月31日止年度每股普通股0.200港元)
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A final dividend of HK\$0.200 (approximately equivalent to RMB0.182) per ordinary share in respect of the year ended 31 December 2023, in an aggregate amount of approximately HK\$435,770,000 (approximately equivalent to RMB396,080,000), was approved by the shareholders of the Company in the annual general meeting held on 7 June 2024 and paid during the year ended 31 December 2024.

## 12. 董事、最高行政人員及僱員酬金(續)

### 僱員(續)

本集團於兩個年度內並無向任何執行董事、非執行董事、獨立非執行董事或五名最高薪酬人士支付任何酬金，作為吸引彼等加入本集團或加入後的獎勵或離職補償。

截至2024年及2023年12月31日止年度，並無購股權獲授予。購股權計劃詳情載於附註26。

## 13. 股息

截至2024年及2023年12月31日止年度，本公司普通股股東的股息確認為分派：

### Year ended 31 December 截至12月31日止年度

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
396,080	394,892

截至2023年12月31日止年度的末期股息每股普通股0.200港元(約等於人民幣0.182元)，合計約435,770,000港元(約等於人民幣396,080,000元)已於2024年6月7日舉行的股東週年大會上經本公司股東批准並於截至2024年12月31日止年度派付。



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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 13. DIVIDENDS (continued)

Subsequent to the end of the reporting period, a final dividend of HK\$0.22 (approximately equivalent to RMB0.21) per ordinary share in respect of the year ended 31 December 2024, in an aggregate amount of approximately HK\$479 million (approximately equivalent to RMB464 million), has been proposed by the directors of the Company at the board meeting held on 27 March 2025 and is subject to approval by the shareholders of the Company in the forthcoming annual general meeting.

## 14. EARNINGS PER SHARE

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

Earnings:	盈利：
Earnings for the purposes of calculating basic and diluted earnings per share	用作計算每股基本及稀釋盈利的盈利
– attributable to owners of the Company	– 本公司擁有人應佔

Number of shares:	股份數目：
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用作計算每股基本盈利的普通股加權平均數
Effect of dilutive potential ordinary shares – share options	稀釋潛在普通股的影響 – 購股權
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用作計算每股稀釋盈利的普通股加權平均數

## 13. 股息(續)

於報告期末後，於2025年3月27日舉行的董事會會議上，本公司董事就截至2024年12月31日止年度建議末期股息每股普通股0.22港元(約等於人民幣0.21元)，合計約479百萬港元(約等於人民幣464百萬元)，惟須於本公司應屆股東週年大會上獲股東批准方可作實。

## 14. 每股盈利

本公司擁有人應佔每股基本及稀釋盈利的計算乃基於以下數據：

### Year ended 31 December 截至12月31日止年度

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
512,596	272,622

### Year ended 31 December 截至12月31日止年度

2024 2024年	2023 2023年
2,178,875,190	2,178,776,814
5,774,384	25,460,179
2,184,649,574	2,204,236,993

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 15. PROPERTY AND EQUIPMENT

## 15. 物業及設備

		Buildings	Leasehold improvements and structures	Furniture and fixtures	Electronic equipment	Motor vehicles	Construction in progress	Total
		樓宇	租賃物業裝修與結構	傢俱與裝置	電子設備	汽車	在建工程	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>COST</b>	<b>成本</b>							
At 1 January 2023	於2023年1月1日	1,172,516	1,031,841	759,662	500,895	56,828	556,844	4,078,586
Additions	添置	-	23,065	73,112	46,665	1,093	650,615	794,550
Transfer	轉撥	520,797	86,416	-	-	-	(607,213)	-
Disposals/write-off	出售/撇銷	-	(28,417)	(27,232)	(12,167)	(2,113)	-	(69,929)
At 31 December 2023	於2023年12月31日	1,693,313	1,112,905	805,542	535,393	55,808	600,246	4,803,207
Additions	添置	98,322	15,400	62,171	32,849	3,947	375,378	588,067
Transfer	轉撥	701,472	117,755	840	1,540	-	(821,607)	-
Disposals/write-off	出售/撇銷	(63)	(87,567)	(38,764)	(13,006)	(4,442)	-	(143,842)
At 31 December 2024	於2024年12月31日	2,493,044	1,158,493	829,789	556,776	55,313	154,017	5,247,432
<b>DEPRECIATION</b>	<b>折舊</b>							
At 1 January 2023	於2023年1月1日	197,716	327,520	518,449	369,934	49,725	-	1,463,344
Provided for the year	年內撥備	40,908	132,105	88,336	51,694	3,453	-	316,496
Eliminated on disposals/write-off	出售/撇銷時對銷	-	(20,366)	(23,351)	(11,196)	(1,998)	-	(56,911)
At 31 December 2023	於2023年12月31日	238,624	439,259	583,434	410,432	51,180	-	1,722,929
Provided for the year	年內撥備	51,109	136,529	76,979	46,686	2,260	-	313,563
Eliminated on disposals/write-off	出售/撇銷時對銷	(12)	(50,812)	(32,883)	(10,436)	(3,638)	-	(97,781)
At 31 December 2024	於2024年12月31日	289,721	524,976	627,530	446,682	49,802	-	1,938,711
<b>CARRYING VALUES</b>	<b>賬面值</b>							
At 31 December 2024	於2024年12月31日	2,203,323	633,517	202,259	110,094	5,511	154,017	3,308,721
At 31 December 2023	於2023年12月31日	1,454,689	673,646	222,108	124,961	4,628	600,246	3,080,278

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 15. PROPERTY AND EQUIPMENT (continued)

The above items of property and equipment other than construction in progress are depreciated on a straight-line basis, after taking into account their estimated residual value, at the following useful life:

Buildings	20-40 years
Leasehold improvements	Shorter of lease term or 3-5 years
Structures	Shorter of lease term or 15 years
Furniture and fixtures	3-5 years
Electronic equipment	3-5 years
Motor vehicles	4-8 years

As of 31 December 2024, the Group is in the process of obtaining title deeds of buildings with carrying value of RMB1,001,727,000 (2023: RMB647,710,000).

### 15. 物業及設備(續)

上述物業及設備中除在建工程以外的項目在下列可使用年內按直線法折舊，同時計及估計殘值：

樓宇	20至40年
租賃物業裝修	租期或3至5年 (以較短者為準)
結構	租期或15年 (以較短者為準)
傢俱及裝置	3至5年
電子設備	3至5年
汽車	4至8年

截至2024年12月31日，本集團正處在獲取樓宇業權契據的階段，相關樓宇的賬面值為人民幣1,001,727,000元(2023年：人民幣647,710,000元)。

### 16. RIGHT-OF-USE ASSETS

### 16. 使用權資產

		Leasehold lands 租賃土地 RMB'000 人民幣千元	Leased properties 租賃物業 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>As at 31 December 2024</b>	<b>於2024年12月31日</b>			
Carrying amounts	賬面值	775,861	1,372,961	2,148,822
<b>As at 31 December 2023</b>	<b>於2023年12月31日</b>			
Carrying amounts	賬面值	684,980	1,540,692	2,225,672
<b>For the year ended 31 December 2024</b>	<b>截至2024年12月31日止年度</b>			
Depreciation charge	折舊費用	15,404	266,381	281,785
Capitalised in construction in progress	在建工程資本化	(4,503)	—	(4,503)
		10,901	266,381	277,282
<b>For the year ended 31 December 2023</b>	<b>截至2023年12月31日止年度</b>			
Depreciation charge	折舊費用	15,367	296,083	311,450
Capitalised in construction in progress	在建工程資本化	(7,582)	—	(7,582)
		7,785	296,083	303,868

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 16. RIGHT-OF-USE ASSETS (continued)

Expense relating to short-term leases	與短期租賃相關支出
Total cash outflow for leases	租賃的現金流出總額
Additions to right-of-use assets from	添置使用權資產
– new leases of lands in the PRC	– 中國新土地租賃
– new leases of properties in the PRC	– 中國新物業租賃

During the year ended 31 December 2024, the Group terminated certain lease agreements of leased properties. The Group derecognised right-of-use assets and lease liabilities of approximately RMB117,351,000 (2023: RMB178,286,000) and RMB124,419,000 (2023: RMB181,990,000), respectively, resulting in gains from termination of approximately RMB7,068,000 (2023: RMB3,704,000).

For both years, the Group leases various properties, including the teaching buildings, dormitory buildings and offices for its operations. Lease contracts are entered into for fixed term of 1 to 20 years (2023: 1 to 20 years). Lease terms are negotiated on an individual basis and contain 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. There are no enforceable extension and termination options in lease contracts.

The leasehold lands are amortised on a straight-line basis over a period of 50 years, which is based on the lease terms or estimated by the management with reference to the normal terms in the PRC.

## 16. 使用權資產(續)

### Year ended 31 December 截至12月31日止年度

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
13,439	9,306
375,317	415,116
106,285	66,186
216,001	224,416
<b>322,286</b>	<b>290,602</b>

於截至2024年12月31日止年度，本集團終止租賃物業的若干租賃協議。本集團終止確認使用權資產約人民幣117,351,000元(2023年：人民幣178,286,000元)及租賃負債約人民幣124,419,000元(2023年：人民幣181,990,000元)，導致終止產生收益約人民幣7,068,000元(2023年：人民幣3,704,000元)。

本集團於兩個年度內租賃多項物業，包括教學樓、宿舍及辦公室，以作經營用途。租賃合約以固定期限1至20年(2023年：1至20年)訂立。租期視乎個案釐定，涵蓋不同條款及條件。本集團於釐定租期及評估不可撤銷期間的長度時，應用合約的定義以釐定可以執行合約的期間。租賃合約概無可以強制執行的延期及終止選擇權。

租賃土地在50年期間按直線法攤銷，該期間乃基於租期或管理層經參考中國的常規租期估計得出。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 16. RIGHT-OF-USE ASSETS (continued)

At 31 December 2024, the carrying values of the leasehold lands of RMB140,908,000 (2023: RMB144,475,000) are allocated by the government, which have no definite lease term stated in the relevant land use rights certificates. However, without the relevant administrative authorities' permission, the Group cannot transfer, lease or pledge as security such land use rights allocated by the government.

The Group entered into short-term leases for staff apartments during the year ended 31 December 2024 and 2023. As at 31 December 2024, the outstanding lease commitment relating to these staff apartments are RMB1,398,000 (2023: RMB1,931,000).

#### Leases committed

As at 31 December 2024, the Group entered into new leases for several properties that are not yet commenced, with average non-cancellable period ranged from 4 to 13 years (2023: 3 to 5 years), the total future undiscounted cash flows over the non-cancellable period amounted to RMB73,151,000 (2023: RMB15,600,000).

Details of the lease maturity analysis of lease liabilities are set out in Notes 23 and 28.

### 16. 使用權資產(續)

於2024年12月31日，租賃土地的賬面值人民幣140,908,000元(2023年：人民幣144,475,000元)由政府分配，並無於相關土地使用權證書限定租賃期限。然而，未經相關行政機關許可，本集團不得將政府分配的該等土地使用權進行轉讓、出租或抵押作為擔保。

截至2024年及2023年12月31日止年度，本集團已就員工公寓訂立短期租賃。於2024年12月31日，與員工公寓有關的未償還租賃承擔為人民幣1,398,000元(2023年：人民幣1,931,000元)。

#### 已承諾的租賃

於2024年12月31日，本集團訂立若干物業新租賃，惟租賃尚未開始，而其不可撤銷期間平均介乎4至13(2023年：3至5年)，於不可撤銷期間的未來未折現現金流量總額為人民幣73,151,000元(2023年：人民幣15,600,000元)。

租賃負債的租賃到期分析詳情載列於附註23及28。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 17. DEFERRED TAX ASSETS/LIABILITIES

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

Deferred tax assets 遞延稅項資產  
Deferred tax liabilities 遞延稅項負債

## 17. 遞延稅項資產／負債

就綜合財務狀況表中的呈列而言，若干遞延稅項資產及負債已予抵銷。以下為就財務報告目的對遞延稅項結餘的分析：

As at 31 December

於12月31日

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
19,821	20,246
(27,733)	(20,527)
<b>(7,912)</b>	<b>(281)</b>

The followings are the major deferred tax assets recognised and movements thereon during the current and prior years:

於本年度及過往年度確認的主要遞延稅項資產及其變動如下：

	Right-Of-use assets	Lease liabilities	Asset-related government grants 與資產相關的政府補助	Excess of advertising expenses 超出廣告開支的金額	Withholding tax on undistributed profits 未分派溢利的預扣稅	Total
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2023 於2023年1月1日	(388,533)	381,513	240	5,256	-	(1,524)
Credit (charge) to profit or loss 計入(扣除自)損益	55,136	(52,267)	(233)	(1,393)	-	1,243
At 31 December 2023 於2023年12月31日	(333,397)	329,246	7	3,863	-	(281)
Credit (charge) to profit or loss 計入(扣除自)損益	31,122	(28,388)	221	(586)	(10,000)	(7,631)
As at 31 December 2024 於2024年12月31日	(302,275)	300,858	228	3,277	(10,000)	(7,912)

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 17. DEFERRED TAX ASSETS/LIABILITIES (continued)

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. For investors incorporated in Hong Kong, a preferential rate of 5% will be applied where appropriate. Other than the PRC withholding income tax provided in respect of undistributed profits of the PRC subsidiaries as above, no deferred tax liabilities has been provided for the remaining profits of approximately RMB2,994,118,000 (2023: RMB2,595,826,000), which was derived from the PRC subsidiaries since 1 January 2008 as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

At 31 December 2024, the Group has unrecognised deductible temporary differences of RMB569,488,000 (2023: RMB517,976,000). In the opinion of the directors of the Company, no deferred tax asset is recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

At 31 December 2024, the Group has unrecognised tax losses of RMB820,411,000 (2023: RMB893,214,000), among which tax losses amounted to RMB791,739,000 (2023: RMB866,830,000) will expire at various dates up to and including 2029 and tax losses amounted to RMB28,672,000 (2023: RMB26,384,000) has no expiry date. In the opinion of the directors of the Company, no deferred tax assets in respect of tax losses are recognised due to the unpredictability of future profit streams.

### 17. 遞延稅項資產／負債(續)

根據中國企業所得稅法，由2008年1月1日起，就中國附屬公司賺取的利潤所宣派的股息須繳納預扣稅。在香港註冊成立的投資者將採用5%的優惠稅率(倘適用)。除上述就中國附屬公司未分派溢利計提中國預扣所得稅撥備外，並無就自2008年1月1日起來自中國附屬公司約人民幣2,994,118,000元(於2023年：人民幣2,595,826,000元)的剩餘溢利計提任何遞延稅項負債，原因是本集團可控制暫時性差額撥回之時間，且該等暫時性差額於可見將來將不會撥回。

於2024年12月31日，本集團的未確認可扣稅暫時性差額為人民幣569,488,000元(2023年：人民幣517,976,000元)。本公司董事認為，由於不可能出現應課稅溢利可用作抵銷可扣稅暫時性差額，故並無就該等可扣稅暫時性差額確認遞延稅項資產。

於2024年12月31日，本集團未確認稅項虧損人民幣820,411,000元(2023年：人民幣893,214,000元)，其中，金額為人民幣791,739,000元(2023年：人民幣866,830,000元)的稅項虧損將於直至2029年(包括該年度)止的不同日期到期及金額為人民幣28,672,000元(2023年：人民幣26,384,000元)並無到期日。本公司董事認為，概無稅項虧損的遞延稅項資產因未來利潤趨勢的不可預見性而獲確認。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 18. INVENTORIES

### 18. 存貨

		As at 31 December 於12月31日	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
School materials and consumables	教材及消耗品	64,349	67,893



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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 19. TRADE AND OTHER RECEIVABLES

## 19. 貿易及其他應收款項

		As at 31 December 於12月31日	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Trade receivables	貿易應收款項		
– from government (note i)	– 來自政府(附註i)	19,328	18,759
– from others (note ii)	– 來自其他(附註ii)	43,995	29,592
		<b>63,323</b>	48,351
Other receivables	其他應收款項		
Prepayments for consumables	消耗品預付款	24,579	29,481
Prepayments for rental	租賃預付款	8,753	5,596
Prepayments for services	服務預付款	32,147	22,961
Prepayments for advertisement	廣告預付款	46,308	45,098
Value added tax recoverable	可收回增值稅	73,719	74,019
Advance to staff	向員工作出的墊款	5,038	5,944
Interest receivables from time deposits and bank balances	定期存款及銀行結餘 的應收利息	25,173	35,218
Deposit for development (note iii)	開發的按金(附註iii)	14,280	14,280
Refundable deposit	可退還按金	6,770	11,520
Other receivables	其他應收款項	47,486	31,090
		<b>284,253</b>	275,207
		<b>347,576</b>	323,558

Notes:

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

As at 1 January 2023, trade receivables from contracts with customers amounted to RMB46,625,000.

附註：

- 相關款項指來自中國地方政府為學生購買職業教育服務的應收款項。
- 相關款項主要指來自客戶購買輔助服務(不包括職業教育服務)的應收款項。
- 相關款項指就開發成都新華未來職業技能培訓學校有限公司已付中國地方政府機構的按金。按金將根據項目開發的進度返還。

於2023年1月1日，來自客戶合約的貿易應收款項為人民幣46,625,000元。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

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

The following is an aged analysis of trade receivables presented based on the invoice dates:

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

In the opinion of the management of the Group, all of the trade receivable balances at the end of each year which have been past due over 90 days are not considered as in default as these are contributed by counterparties with good reputation and credit records. The management of the Group considered that the impairment loss was insignificant as there has not been a significant change in credit quality and amounts are considered recoverable at the end of each year and no impairment loss on ECL is recognised during both years. Details of impairment assessment of trade and other receivables are set out in Note 28.

### 19. 貿易及其他應收款項(續)

以下為按發票日期呈列的貿易應收款項賬齡分析：

As at 31 December  
於12月31日

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
28,723	31,428
14,582	15,956
20,018	967
<b>63,323</b>	<b>48,351</b>

本集團管理層認為，由於各年度末已逾期超過90日的貿易應收款項結餘均是具有良好信譽和信貸紀錄的交易對手，因此不被視為違約。由於信貸質素及款項並未發生重大變化，該等款項於各年度末被視為可收回，且於兩個年度內概無確認預期信貸虧損的減值虧損，故本集團管理層認為該減值虧損並不重大。貿易及其他應收款項減值評估詳情載於附註28。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 20. OTHER FINANCIAL ASSETS

### 20. 其他金融資產

		As at 31 December 於12月31日	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Other financial assets measured at FVTPL (note i)	以公允價值計量並計入損益的其他金融資產(附註i)		
– Structured deposits (note ii)	– 結構性存款(附註ii)	111,762	11,750
– Unquoted fund investment	– 無報價投資基金	388,007	352,446
		<b>499,769</b>	<b>364,196</b>
Other financial assets measured at amortised cost	按攤銷成本計量的其他金融資產		
– entrusted loans to related parties (note iii)	– 向關聯方提供的委託貸款(附註iii)	50,000	80,000

Notes:

- i. Details of the fair value measurement for other financial assets measured at FVTPL are set out in Note 28.
- ii. The structured deposits are short-term investments issued by banks and financial institutions with no predetermined or guaranteed return and are not principal protected. These financial assets are with expected rates of return (not guaranteed), depending on the market price of underlying financial instruments, including listed shares, bonds, debentures and other financial assets.
- iii. On 11 June 2024, the Group and each of Mr. Wu Junbao, Mr. Wu Wei and Mr. Xiao Guoqing entered into a loan framework agreement, pursuant to which the Group agreed to, through its designated lending subsidiary(ies), make available to the receiving companies to be designated by Mr. Wu Junbao, Mr. Wu Wei and Mr. Xiao Guoqing a RMB revolving loan facility in a maximum daily balance (excluding the accrued interests) of RMB50,000,000 each at a fixed interest rate of 7% per annum. As at 31 December 2024, the amounts represented an entrusted loan provided to Anhui Xinhua Holdings Group Investment Co., Ltd. (安徽新華控股集團投資有限公司) (“Xinhua Holdings Group”), a company controlled by Mr. Xiao Guoqing, with the principal amount of RMB50,000,000 and will be matured on 31 December 2025.

附註：

- i. 以公允價值計量並計入損益的其他金融資產的公允價值計量的詳情載於附註28。
- ii. 銀行及金融機構發行的結構性存款為無預設或保證回報及不保本的短期投資。該等金融資產具有預期回報率(並無保證)，實際回報率視乎相關金融工具(包括上市股份、債券、債權證及其他金融資產)的市場價格而定。
- iii. 於2024年6月11日，本集團與吳俊保先生、吳偉先生及肖國慶先生各自訂立貸款框架協議，據此，本集團同意透過其指定貸款附屬公司向吳俊保先生、吳偉先生及肖國慶先生各自指定之收款公司提供每日最高結餘(不包括應計利息)為人民幣50,000,000元之人民幣循環貸款融資，固定年利率為7%。於2024年12月31日，該款項指向由肖國慶先生控制的公司安徽新華控股集團投資有限公司(「新華控股集團」)提供委託貸款，本金額為人民幣50,000,000元，將於2025年12月31日到期。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 20. OTHER FINANCIAL ASSETS (continued)

Notes: (continued)

iii. (continued)

On 15 September 2022, the Group and each of Mr. Wu Junbao, Mr. Wu Wei and Mr. Xiao Guoqing entered into a loan framework agreement, pursuant to which the Group agreed to, through its designated lending subsidiary(ies), make available to the receiving companies to be designated by Mr. Wu Junbao, Mr. Wu Wei and Mr. Xiao Guoqing a RMB revolving loan facility in at a maximum daily balance (excluding the accrued interests) of RMB80,000,000 each, at an fixed interest rate of 7% per annum. As at 31 December 2023, the amounts represented an entrusted loan provided to Xinhua Holdings Group, a company controlled by Mr. Xiao Guoqing, with the principle amount of RMB80,000,000, and was settled on 31 March 2024.

The details of the entrusted loans were constituted as continuing connected transactions pursuant to the Listing Rules, details of which were set out in the Company's announcements dated 11 June 2024 and 15 September 2022, respectively.

## 21. CASH AND CASH EQUIVALENTS/TIME DEPOSITS

Cash and cash equivalents include demand deposits and short term deposits for the purpose of meeting the Group's short term cash commitments, which carry interest at market rates range from 0.10% to 5.75% (2023: 0.20% to 5.75%) per annum.

Time deposits carry interest at prevailing market rates from 1.30% to 6.41% (2023: 1.30% to 6.41%) per annum with original maturity of more than three months.

Except for time deposits with carrying amounts of nil and RMB682,898,000 (2023: RMB271,866,000 and RMB757,141,000) denominated in HK\$ and US\$ as at 31 December 2024, respectively, all of the other time deposits are denominated in RMB.

## 20. 其他金融資產(續)

附註：(續)

iii. (續)

於2022年9月15日，本集團與吳俊保先生、吳偉先生及肖國慶先生各自訂立貸款框架協議，據此，本集團同意透過其指定貸款附屬公司向吳俊保先生、吳偉先生及肖國慶先生各自指定之收款公司提供每日最高結餘(不包括應計利息)為人民幣80,000,000元之人民幣循環貸款融資，固定年利率為7%。於2023年12月31日，該款項指向由肖國慶先生控制的公司新華控股集團提供委託貸款，本金額為人民幣80,000,000元，已於2024年3月31日償還。

委託貸款的詳情根據上市規則構成持續關連交易，並載於本公司日期為2024年6月11日及2022年9月15日的公告。

## 21. 現金及現金等價物／定期存款

現金及現金等價物包括用於滿足本集團短期現金承諾的活期存款及短期存款，按介乎0.10%至5.75%(2023年：0.20%至5.75%)的市場年利率計息。

定期存款按現行市場年利率1.30%至6.41%(2023年：1.30%至6.41%)計息，初始到期日為超過三個月。

除於2024年12月31日的賬面值為零及人民幣682,898,000元(2023年：人民幣271,866,000元及人民幣757,141,000元)之定期存款分別以港元及美元計值外，所有其他定期存款乃按人民幣計值。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 22. TRADE AND OTHER PAYABLES

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

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

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

### 22. 貿易及其他應付款項

As at 31 December 於12月31日	
2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
117,724	123,804
246,149	202,182
6,708	6,810
196,650	202,549
22,891	33,047
62,716	62,753
53,956	50,288
<b>706,794</b>	<b>681,433</b>

貿易債權人的信貸期通常為90日。以下為按發票日期呈列的貿易應付款項的賬齡分析：

As at 31 December 於12月31日	
2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
117,724	123,804

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 23. LEASE LIABILITIES

#### Lease liabilities payable:

Within one year	1年內
Within a period of more than one year but not more than two years	超過1年但不多於2年的期間內
Within a period of more than two years but not more than five years	超過2年但不多於5年的期間內
Within a period of more than five years	超過5年的期間內
Less: Amount due for settlement with 12 months shown under current liabilities	減：於12個月內到期並須結清的金額(列於流動負債項下)
Amount due for settlement after 12 months shown under non-current liabilities	於12個月後到期並須結清的金額(列於非流動負債項下)

The weighted average incremental borrowing rates applied to lease liabilities range from 4.00% to 10.25% (2023: from 4.3% to 12.75%) per annum.

### 24. CONTRACT LIABILITIES

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

As at 1 January 2023, the current and non-current portion of contract liabilities amounted to RMB1,186,574,000 and RMB21,420,000 respectively.

### 23. 租賃負債

#### As at 31 December

於12月31日

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
336,426	265,397
244,888	287,741
473,186	559,001
367,710	461,022
<b>1,422,210</b>	1,573,161
<b>(336,426)</b>	(265,397)
<b>1,085,784</b>	1,307,764

適用於租賃負債的加權平均增量借貸年利率介乎4.00%至10.25%(2023年：4.3%至12.75%)。

### 24. 合約負債

#### As at 31 December

於12月31日

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
1,480,825	1,341,891
<b>(1,456,590)</b>	(1,323,910)
<b>24,235</b>	17,981

於2023年1月1日，合約負債之流動及非流動部分分別為人民幣1,186,574,000元及人民幣21,420,000元。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 24. CONTRACT LIABILITIES (continued)

The contract liabilities as at 1 January 2023 and 31 December 2023, amounted to RMB1,186,574,000 and RMB1,323,910,000, respectively, were recognised as revenue during the years ended 31 December 2024 and 2023.

### 25. SHARE CAPITAL

Ordinary shares of HK\$0.0001 each 每股0.0001港元的普通股

#### Authorised:

At 1 January 2023, 31 December 2023 and 31 December 2024 於2023年1月1日、2023年12月31日及2024年12月31日

i

3,800,000,000

380,000

#### Issued:

At 1 January 2023 於2023年1月1日  
Issue of new shares upon the exercise of share options 於行使購股權時發行新股份

ii

2,176,465,802

217,646

192

At 31 December 2023 於2023年12月31日

2,178,851,302

217,885

192

Issue of new shares upon the exercise of share options 於行使購股權時發行新股份

iii

138,500

14

-

At 31 December 2024 於2024年12月31日

2,178,989,802

217,899

192

Notes:

i. The Company was incorporated in the Cayman Islands on 4 October 2018 with an authorised share capital of HK\$380,000 divided into 3,800,000,000 shares with a par value of HK\$0.0001 each.

附註：

i. 本公司於2018年10月4日在開曼群島註冊成立，法定股本為380,000港元，分為3,800,000,000股股份，每股面值為0.0001港元。

### 24. 合約負債(續)

於2023年1月1日及2023年12月31日，人民幣1,186,574,000元及人民幣1,323,910,000元的合約負債分別於截至2024年及2023年12月31日止年度確認為收入。

### 25. 股本

Shown in the consolidated financial statements 載於綜合財務報表  
RMB'000 人民幣千元

Notes  
附註

Number of  
shares  
股份數目

Share  
Capital  
股本  
HK\$  
港元

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 25. SHARE CAPITAL (continued)

Notes: (continued)

- ii. During the year ended 31 December 2023, share options were exercised at a subscription price of HK\$2.25 per share (approximately equivalent to RMB2.00 per share), resulting in the issue of 2,385,500 ordinary shares of par value of HK\$0.0001 each in the Company. These shares rank pari passu with other shares in issue in all respect.
- iii. During the year ended 31 December 2024, share options were exercised at a subscription price of HK\$2.25 per share (approximately equivalent to RMB2.00 per share), resulting in the issue of 138,500 ordinary shares of par value of HK\$0.0001 each in the Company. These shares rank pari passu with other shares in issue in all respect.

## 26. SHARE OPTION SCHEMES

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

### The Pre-IPO Share Option Scheme

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

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

## 25. 股本(續)

附註：(續)

- ii. 於截至2023年12月31日止年度，購股權按每股2.25港元(約等於每股人民幣2.00元)認購價行使，以致本公司發行2,385,500股每股面值0.0001港元之普通股。此等股份在各方面與其他已發行股份享有同等地位。
- iii. 於截至2024年12月31日止年度，購股權按每股2.25港元(約等於每股人民幣2.00元)認購價行使，以致本公司發行138,500股每股面值0.0001港元之普通股。此等股份在各方面與其他已發行股份享有同等地位。

## 26. 購股權計劃

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

### 首次公開發售前購股權計劃

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

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



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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 26. SHARE OPTION SCHEMES (continued)

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

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

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

Details of specific categories of options are as follows:

Option	Date of grant	Vesting period	Exercise period	Percentage of the options to be vested
購股權	授出日期	歸屬期間	行使期間	待歸屬的購股權百分比
The Pre-IPO Share Option Scheme	7 December 2018 2018年12月7日	7 December 2018 ~ 11 July 2019 2018年12月7日 ~2019年7月11日	12 July 2019 ~ 11 June 2029 2019年7月12日 ~2029年6月11日	10%
首次公開發售前購股權計劃	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2020 2018年12月7日 ~2020年12月31日	31 December 2020 ~ 11 June 2029 2020年12月31日 ~2029年6月11日	10%
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2021 2018年12月7日 ~2021年12月31日	31 December 2021 ~ 11 June 2029 2021年12月31日 ~2029年6月11日	10%
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2022 2018年12月7日 ~2022年12月31日	31 December 2022 ~ 11 June 2029 2022年12月31日 ~2029年6月11日	10%
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2023 2018年12月7日 ~2023年12月31日	31 December 2023 ~ 11 June 2029 2023年12月31日 ~2029年6月11日	10%

### 26. 購股權計劃(續)

#### 首次公開發售前購股權計劃(續)

購股權可於董事會釐定的行使期內任何時間根據首次公開發售前購股權計劃條款行使，無論如何不得超過自2019年6月12日(即上市日期)起計十年。

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

購股權的具體類型詳情如下：

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 26. SHARE OPTION SCHEMES (continued)

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

Details of specific categories of options are as follows:  
(continued)

Option	Date of grant	Vesting period	Exercise period	Percentage of the options to be vested
購股權	授出日期	歸屬期間	行使期間	購股權百分比
	7 December 2018	7 December 2018 ~ 31 December 2024	31 December 2024 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日 ~2024年12月31日	2024年12月31日 ~2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2025	31 December 2025 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日 ~2025年12月31日	2025年12月31日 ~2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2026	31 December 2026 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日 ~2026年12月31日	2026年12月31日 ~2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2027	31 December 2027 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日 ~2027年12月31日	2027年12月31日 ~2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2028	31 December 2028 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日 ~2028年12月31日	2028年12月31日 ~2029年6月11日	

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

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

### 26. 購股權計劃(續)

#### 首次公開發售前購股權計劃(續)

購股權的具體類型詳情如下：(續)

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

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

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 26. SHARE OPTION SCHEMES (continued)

#### The Share Option Scheme

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

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

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

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

### 26. 購股權計劃(續)

#### 購股權計劃

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

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

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

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

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 26. SHARE OPTION SCHEMES (continued)

The Share Option Scheme (continued)

Details of specific categories of options are as follows:

Option	Date of grant	Vesting period	Exercise period	Percentage of the options to be vested 待歸屬的 購股權百分比	Fair value at grant date 授出日期 公允價值 HK\$'000 千港元
The Share Option Scheme	12 June 2019	Immediately vested	12 June 2019 ~ 11 June 2029	33%	*
購股權計劃	2019年6月12日	立即歸屬	2019年6月12日 ~2029年6月11日		
	12 June 2019	12 June 2019 ~ 11 June 2020	12 June 2020 ~ 11 June 2029	33%	*
	2019年6月12日	2019年6月12日 ~2020年6月11日	2020年6月12日 ~2029年6月11日		
	12 June 2019	12 June 2019 ~ 11 June 2021	12 June 2021 ~ 11 June 2029	34%	*
	2019年6月12日	2019年6月12日 ~2021年6月11日	2021年6月12日 ~2029年6月11日		

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

### 26. 購股權計劃(續)

購股權計劃(續)

購股權的具體類型詳情如下：

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

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 26. SHARE OPTION SCHEMES (continued)

#### The Share Option Scheme (continued)

As at 31 December 2024, the number of shares in respect of which options had been granted and remained outstanding under the Schemes was 111,904,628 (31 December 2023: 112,043,128). The following table disclosed movements of the Company's options granted under the Schemes for the years ended 31 December 2024 and 2023:

#### For the year ended 31 December 2024 截至2024年12月31日止年度

Name of grantee	Date of grant	Exercisable period	Exercise price	Outstanding as at 1/1/2024 於2024年1月1日 尚未行使	Exercised during the year 於年內行使	Forfeited during the year 於年內沒收	Outstanding as at 31/12/2024 於2024年12月31日 尚未行使
<b>Director</b> <b>董事</b>							
- Lu Zhen - 陸真	7 December 2018 2018年12月7日	12 July 2019 ~ 11 June 2029 2019年7月12日~2029年6月11日	2.25	654,510	-	-	<b>654,510</b>
<b>Employees</b> <b>僱員</b>	7 December 2018 2018年12月7日	12 July 2019 ~ 11 June 2029 2019年7月12日~2029年6月11日	2.25	111,277,438	(138,500)	-	<b>111,138,938</b>
	12 June 2019 2019年6月12日	12 June 2019 ~ 11 June 2029 2019年6月12日~2029年6月11日	11.25	111,180	-	-	<b>111,180</b>
				112,043,128	(138,500)	-	<b>111,904,628</b>
Exercisable as at 31 December 2024 於2024年12月31日可予行使							<b>58,321,456</b>
Weighted average exercise price 加權平均行使價				HK\$2.26 2.26港元	HK\$2.25 2.25港元		<b>HK\$2.26 2.26港元</b>

### 26. 購股權計劃(續)

#### 購股權計劃(續)

於2024年12月31日，有關根據該等計劃已授出及餘下尚未授出之購股權之股份數目為111,904,628股(2023年12月31日：112,043,128股)。下表披露截至2024年及2023年12月31日止年度，本公司根據該等計劃授出的購股權之變動情況：

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 26. SHARE OPTION SCHEMES (continued)

The Share Option Scheme (continued)

### For the year ended 31 December 2023

截至2023年12月31日止年度

Name of grantee	Date of grant	Exercisable period	Exercise price	Outstanding as at 1/1/2023 於2023年1月1日 尚未行使	Exercised during the year	Forfeited during the year	Outstanding as at 31/12/2023 於2023年12月31日 尚未行使
承授人姓名	授出日期	可行使期間	行使價 HK\$ 港元		於年內行使	於年內沒收	
<b>Director</b> <b>董事</b>							
- Lu Zhen - 陸真	7 December 2018 2018年12月7日	12 July 2019 ~ 11 June 2029 2019年7月12日~2029年6月11日	2.25	872,510	(218,000)	-	654,510
<b>Employees</b> <b>僱員</b>	7 December 2018 2018年12月7日	12 July 2019 ~ 11 June 2029 2019年7月12日~2029年6月11日	2.25	114,362,988	(2,167,500)	(918,050)	111,277,438
	12 June 2019 2019年6月12日	12 June 2019 ~ 11 June 2029 2019年6月12日~2029年6月11日	11.25	111,180	-	-	111,180
				115,346,678	(2,385,500)	(918,050)	112,043,128
Exercisable as at 31 December 2023 於2023年12月31日可予行使							45,064,163
Weighted average exercise price 加權平均行使價				HK\$2.26 2.26港元	HK\$2.25 2.25港元		HK\$2.26 2.26港元

During the year ended 31 December 2024, the weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$3.03 per share (2023: HK\$6.34 per share).

As at 31 December 2024, the weighted average remaining contractual lives of the share options is 4.45 years (2023: 5.45 years).

## 26. 購股權計劃(續)

購股權計劃(續)

截至2024年12月31日止年度，本公司股份於緊接購股權獲行使日期前的加權平均收市價為每股3.03港元(2023年：每股6.34港元)。

於2024年12月31日，購股權餘下合約加權平均年期為4.45年(2023年：5.45年)。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 26. SHARE OPTION SCHEMES (continued)

### The Share Option Scheme (continued)

During the year ended 31 December 2024, the Group recognised total expenses of RMB25,100,000 (2023: RMB32,993,000) in relation to the shares options granted by the Company under the Pre-IPO Share Option Scheme and Share Option Scheme.

## 27. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of equity attributable to owners of the Group, issued share capital, retained profits and other reserves as disclosed in the consolidated statement of changes in equity.

The directors of the Company review the capital structure on a semi-annual basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

## 26. 購股權計劃(續)

### 購股權計劃(續)

於截至2024年12月31日止年度，本集團確認涉及獲本公司根據首次公開發售前購股權計劃及購股權計劃授予購股權的開支總額為人民幣25,100,000元(2023年：人民幣32,993,000元)。

## 27. 資本風險管理

本集團管理其資本以確保本集團實體能夠持續經營，同時通過優化債務與股本間的平衡為股東帶來最大回報。本集團的整體戰略由往年起保持不變。

本集團的資本結構包括綜合權益變動表所披露的本集團擁有人應佔權益、已發行股本及留存溢利及其他儲備。

本公司董事每半年檢討資本結構。作為檢討的一部分，董事考慮資本成本及與各類資本相關的風險。根據董事的推薦意見，本集團將通過派付股息、發行新股及回購股份以及發行新債或贖回現有債務以平衡其整體資本結構。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 28. FINANCIAL INSTRUMENTS

### A. Categories of financial instruments

<i>Financial assets</i>	金融資產
Financial assets at FVTPL	以公允價值計量並計入損益的金融資產
Amortised cost	攤銷成本
<i>Financial liabilities</i>	金融負債
Amortised cost	攤銷成本
Lease liabilities	租賃負債

### B. Financial risk management objectives and policies

The Group's major financial instruments include deposits for rental, deposits for utilities and others, trade and other receivables, other financial assets, time deposits, cash and cash equivalents, trade and other payables and lease liabilities. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. The risks associated with these financial instruments and the management policies remain unchanged from prior year.

## 28. 金融工具

### A. 金融工具類別

As at 31 December  
於12月31日

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
499,769	364,196
3,247,580	3,315,974
503,436	472,074
1,422,210	1,573,161

### B. 金融風險管理目標及政策

本集團的主要金融工具包括租賃按金、水電費及其他按金、貿易及其他應收款項、其他金融資產、定期存款、現金及現金等價物、貿易及其他應付款項及租賃負債。該等金融工具的詳情於各附註披露。與該等金融工具有關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。有關如何減低該等風險的政策載於下文。本集團管理層管理及監控該等風險，以確保及時有效地採取適當措施。與該等金融工具有關的風險及管理政策由上個年度起保持不變。



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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 28. FINANCIAL INSTRUMENTS (continued)

#### B. Financial risk management objectives and policies (continued)

##### (i) Market risk

##### (a) Currency risk

Certain of the Group's time deposits, cash and cash equivalents, other receivables, other financial assets measured at FVTPL and other payables are denominated in HK\$ and US\$, which expose the Group to foreign currency risk attributable to the fluctuations in the exchange rates of US\$/HK\$ against RMB, the functional currency of the respective group entities.

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:

		Assets 資產		Liabilities 負債	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
HK\$	港元	26,859	322,768	330	170
US\$	美元	1,114,026	1,117,588	-	-

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.

### 28. 金融工具(續)

#### B. 金融風險管理目標及政策(續)

##### (i) 市場風險

##### (a) 貨幣風險

本集團若干定期存款、現金及現金等價物、其他應收款項、以公允價值計量並計入損益之其他金融資產及其他應付款項以港元及美元計值，使本集團面臨因美元／港元兌人民幣(即各集團實體功能貨幣)的匯率波動造成的外幣風險。

於報告日期，本集團貨幣資產及貨幣負債之賬面值以外幣計值如下：

本集團目前未有外幣對沖政策。然而，管理層監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 28. FINANCIAL INSTRUMENTS (continued)

### B. Financial risk management objectives and policies (continued)

#### (i) Market risk (continued)

##### (a) Currency risk (continued)

###### Sensitivity analysis

The Group is mainly exposed to the fluctuation of relevant foreign currencies against RMB.

The following table details the Group's sensitivity to a 5% (2023: 5%) increase and decrease in RMB against the relevant foreign currencies. 5% (2023: 5%) is the sensitivity rate used when reporting foreign currency risk internally to the key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting date for a 5% (2023: 5%) change in foreign currency rates. The analysis illustrates the impact for a 5% (2023: 5%) strengthening of RMB against the relevant currencies. For a 5% (2023: 5%) weakening of RMB against the relevant currencies, there would be an equal and opposite impact on the profit.

## 28. 金融工具(續)

### B. 金融風險管理目標及政策(續)

#### (i) 市場風險(續)

##### (a) 貨幣風險(續)

###### 敏感度分析

本集團主要面臨相關外幣兌人民幣波動之貨幣風險。

下表載列本集團對於人民幣兌相關外幣增加及減少5% (2023年: 5%)之敏感度。5% (2023年: 5%)為向主要管理人員內部報告外匯風險所使用的敏感度比率，代表管理層對外匯匯率可能出現的合理升跌的評估。敏感度分析僅包括尚未兌換以外幣計值的貨幣項目，並按外幣匯率之5% (2023年: 5%)變動就報告期末換算進行調整。分析顯示當人民幣兌相關貨幣升值5% (2023年: 5%)時之影響。倘人民幣兌相關貨幣貶值5% (2023年: 5%)，則對溢利產生等額而相反之影響。

	HK\$ impact 港元影響		US\$ impact 美元影響	
	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元	2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
Decrease in post-tax profit for the year as a result of a 5% strengthening of RMB against the foreign currencies	(995)	(12,097)	(41,776)	(41,910)
年內人民幣兌外幣升值5%使稅後溢利減少				

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 28. FINANCIAL INSTRUMENTS (continued)

#### B. Financial risk management objectives and policies (continued)

##### (i) Market risk (continued)

##### (b) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to lease liabilities. The Group is also exposed to cash flow interest rate risk through the impact of rate changes on cash and cash equivalents. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on cash and cash equivalents and time deposits.

The Group will continue to monitor the exposure on cash flow interest rate risk and will consider hedging the interest rate should the need arise. In the management's opinion, the Group does not have material interest rate risk exposure and hence no sensitivity analysis is presented.

##### (ii) Credit risk and impairment assessment

The Group's maximum exposure to credit risk which will cause a financial loss to the Group is arising from the amount of each class of financial assets as disclosed in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

### 28. 金融工具(續)

#### B. 金融風險管理目標及政策(續)

##### (i) 市場風險(續)

##### (b) 利率風險

本集團面臨與租賃負債有關的公允價值利率風險。由於利率變動對現金及現金等價物的影響，本集團亦面臨現金流量利率風險。本集團現金流量利率風險主要集中於現金及現金等價物及定期存款利率的波動。

本集團將繼續監控現金流量利率的風險敞口，並將於必要時考慮對沖利率。管理層認為，本集團並無重大利率風險敞口，因此並未呈列敏感度分析。

##### (ii) 信貸風險及減值評估

本集團各類金融資產款項所產生將對本集團造成財務損失的信貸風險最大敞口於綜合財務狀況表中披露。本集團並無持有任何抵押或實施其他信貸加強措施以彌補其金融資產相關信貸風險。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 28. FINANCIAL INSTRUMENTS (continued)

### B. Financial risk management objectives and policies (continued)

#### (ii) Credit risk and impairment assessment (continued)

##### **Trade receivables**

For trade receivables with gross carrying amount of RMB63,323,000 (2023: RMB48,351,000), the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The ECL on trade receivables are assessed individually, based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forward-looking information that is available without undue cost or effort at the end of each year.

The Group has concentration of credit risk as 30.50% (2023: 38.80%) of the total trade receivables were due from the PRC government as at 31 December 2024. The Group's remaining customers were mainly the corporate customers, and individually contributed less than 10% of the total trade receivables of the Group.

In the opinion of management, the Group has no significant credit risk for the receivables from the PRC government and counterparties with good reputation and credit records.

## 28. 金融工具(續)

### B. 金融風險管理目標及政策(續)

#### (ii) 信貸風險及減值評估(續)

##### **貿易應收款項**

就賬面總值為人民幣63,323,000元(2023年：人民幣48,351,000元)的貿易應收款項而言，本集團已採用《香港財務報告準則》第9號的簡化方法計量生命周期預期信貸虧損的虧損準備。根據債務人過往違約經驗、債務人經營所在行業的一般經濟狀況和於各年度末在無須付出不當成本或努力的情況下可獲得的當前以及前瞻性資料的評估單獨評估貿易應收款項的預期信貸虧損。

於2024年12月31日，本集團貿易應收款項總額中有30.50% (2023年：38.80%) 為應收中國政府款項，故本集團存在集中信貸風險。本集團的其餘客戶主要為公司客戶，個別公司客戶佔本集團貿易應收款項總額的10%以下。

管理層認為，本集團自應收中國政府款項並無重大信貸風險且交易對手具有良好的信譽及信貸記錄。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 28. FINANCIAL INSTRUMENTS (continued)

#### B. Financial risk management objectives and policies (continued)

##### (ii) Credit risk and impairment assessment (continued)

###### **Trade receivables (continued)**

In order to minimise the credit risk with the corporate customers, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

The management of the Group believes that the Group's credit risk in trade receivables is significantly reduced.

###### **Deposits and other receivables**

The Group assessed the loss allowances for deposits for rental, deposits for utilities and others, deposit for acquisition of a subsidiary and other receivables with gross carrying amounts of RMB18,919,000, RMB2,866,000, RMB10,000,000 and RMB98,747,000 (2023: RMB19,425,000, RMB3,392,000, nil and RMB98,052,000), respectively on 12m ECL basis.

For deposits for rental and deposits for utilities and others, the management of the Group has taken into account the historical default experience and forward-looking information, as appropriate. There had been no significant increase in credit risk since initial recognition.

### 28. 金融工具(續)

#### B. 金融風險管理目標及政策(續)

##### (ii) 信貸風險及減值評估(續)

###### **貿易應收款項(續)**

為盡量降低公司客戶的信貸風險，本集團管理層已授權一支團隊負責釐定信貸額度及信貸批准。於接納任何新客戶前，本集團採用內部信用評級系統來評估潛在客戶的信貸質量並確定授予客戶的信貸額度。其他監察程序亦已獲制定，從而可確保採取跟進行動以收回逾期債務。

本集團管理層相信，本集團貿易應收款項之信貸風險已大幅降低。

###### **按金及其他應收款項**

本集團按12個月預期信貸虧損基準評估賬面總值分別為人民幣18,919,000元、人民幣2,866,000元、人民幣10,000,000元及人民幣98,747,000元(2023年：人民幣19,425,000元、人民幣3,392,000元、零及人民幣98,052,000元)的租賃按金、水電費及其他按金、收購一間附屬公司的按金及其他應收款項的虧損撥備。

就租賃按金及水電費及其他按金而言，本集團管理層已計及歷史違約經驗及前瞻性資料(如適用)。信貸風險自首次確認以來並無大幅增加。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 28. FINANCIAL INSTRUMENTS (continued)

#### B. Financial risk management objectives and policies (continued)

##### (ii) Credit risk and impairment assessment (continued)

#### **Deposits and other receivables (continued)**

Other receivables mainly consisted of interest receivables from time deposits and bank balances, advance to staff, deposit for development and refundable deposit. For interest receivables from time deposits and bank balances, the management considered those banks are with good reputation and transaction record. For advance to staff, the management considered those staff are with good credit records and will usually pay back timely. For deposit for development, the management considered the deposits paid to the local government authority which has good credit records and will be repaid based on the progress of the project development.

The ECL on other receivables are assessed individually based on historical settlement records and past default experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the end of each year. 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.

### 28. 金融工具(續)

#### B. 金融風險管理目標及政策(續)

##### (ii) 信貸風險及減值評估(續)

#### **按金及其他應收款項(續)**

其他應收款項主要由來自定期存款及銀行結餘的應收利息、向員工作出的墊款、開發按金及可退還按金組成。就來自定期存款及銀行結餘的應收利息而言，管理層認為該等銀行擁有良好聲譽及交易記錄。就向員工作出的墊款而言，管理層認為該等員工擁有優質的信貸記錄且將會及時還款。就開發按金而言，管理層認為，按金已付予具有良好信用記錄的當地政府機構並將按項目開發的進展返還。

其他應收款項的預期信貸虧損根據歷史結算記錄及過往違約經驗作出單獨評估，並根據債務人特定因素、一般經濟狀況及於各年度末對當前狀況及其預測方向的評估而作出調整。管理層認為，自初始確認以來，該等款項的信貸風險並無顯著增加，本集團按12個月預期信貸虧損計提減值。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 28. FINANCIAL INSTRUMENTS (continued)

#### B. Financial risk management objectives and policies (continued)

##### (ii) Credit risk and impairment assessment (continued)

###### **Deposits and other receivables (continued)**

For the years ended 31 December 2024 and 2023, the Group assessed the ECL for other receivables are insignificant and thus no loss allowance was recognised.

###### **Cash and cash equivalents/time deposits/ other financial assets measured at amortised cost**

The credit risk on cash and cash equivalents, time deposits and other financial assets measured at amortised cost with gross carrying amounts of RMB1,466,863,000, RMB1,536,862,000 and RMB50,000,000 (2023: RMB1,515,313,000, RMB1,551,441,000 and RMB80,000,000), respectively, is limited because the counterparties are reputable financial institutions or related parties. The management are of the opinion that the average loss rate is insignificant and no impairment was provided at the end of each year.

### 28. 金融工具(續)

#### B. 金融風險管理目標及政策(續)

##### (ii) 信貸風險及減值評估(續)

###### **按金及其他應收款項(續)**

截至2024年及2023年12月31日止年度，本集團評估其他應收款項的預期信貸虧損微不足道，因此並無確認虧損撥備。

###### **現金及現金等價物／定期存款／按攤銷成本計量的其他金融資產**

由於交易對手為信譽良好的金融機構或相關方，故賬面總值分別為人民幣1,466,863,000元、人民幣1,536,862,000元及人民幣50,000,000元(2023年：人民幣1,515,313,000元、人民幣1,551,441,000元及人民幣80,000,000元)的現金及現金等價物、定期存款及按攤銷成本計量的其他金融資產的信貸風險有限。管理層認為，平均虧損率並不重大且各年度末並無計提減值。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 28. FINANCIAL INSTRUMENTS (continued)

### B. Financial risk management objectives and policies (continued)

#### (iii) Liquidity Risk

In the management of the liquidity risk, the Group monitors and maintains a level 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 regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

The following is the maturity analysis for financial liabilities held by the Group which is based on undiscounted remaining contractual obligations:

	Weighted average interest rate	On demand or less than 1 year 按要求或 1年以內	1 to 2 years 1至2年	2 to 5 years 2至5年	over 5 years 超過5年	Total undiscounted balances 未折現結餘 總額	Carrying amounts 賬面值
	%	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2024							
Trade and other payables	-	503,436	-	-	-	503,436	503,436
Lease liabilities	8.05	350,341	276,392	624,606	700,912	1,952,251	1,422,210
		853,777	276,392	624,606	700,912	2,455,687	1,925,646
At 31 December 2023							
Trade and other payables	-	472,074	-	-	-	472,074	472,074
Lease liabilities	8.25	348,548	354,442	702,121	799,105	2,204,216	1,573,161
		820,622	354,442	702,121	799,105	2,676,290	2,045,235

## 28. 金融工具(續)

### B. 金融風險管理目標及政策(續)

#### (iii) 流動資金風險

在管理流動資金風險方面，本集團監控及維持管理層認為足以為本集團的經營提供資金的現金及現金等價物水平，並減低現金流量波動的影響。本集團定期檢討其主要資金狀況，確保擁有足夠財政資源應付其財務承擔。

以下為本集團所持有金融負債的到期日分析(基於未折現餘下合約責任)：



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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 28. 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 each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

	Fair value		Fair value	Valuation technique(s)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
	31/12/2024	31/12/2023				
Financial assets 金融資產	<b>2024年</b> 12月31日 RMB'000 人民幣千元	2023年 12月31日 RMB'000 人民幣千元	hierarchy 公允價值 層級	and key input(s) 估值技術及 關鍵輸入數據	重大不可觀察 輸入數據	重大不可觀察 輸入數據與 公允價值之關係
Unquoted fund investment (note i) 無報價 投資基金(附註i)	<b>388,007</b>	352,446	Level 2 第二級	Net asset value as published by the fund manager 基金經理公佈的投資的資產淨值	N/A 不適用	N/A 不適用
Structured deposits 結構性存款	<b>111,762</b>	11,750	Level 3 第三級	Discounted cash flow-method was used/expected return rates 使用貼現現金流量法/預期回報率	Expected return rates range from 1.40% to 2.81% (2023: 0.45%) per annum 介乎1.40%至2.81%(2023年: 0.45%)的預期年度回報率	The higher the expected return, the higher the fair value, vice versa (note ii) 預期回報越高, 公允價值越高, 反之亦然(附註ii)

## 28. 金融工具(續)

### C. 金融工具之公允價值計量

- (i) 按經常性基準以公允價值計量之本集團金融資產之公允價值

本集團部分金融資產於各報告期末按公允價值計量。下表闡述有關釐定該等金融資產公允價值的方法(尤其是所用估值技術及輸入數據)的資料。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 28. FINANCIAL INSTRUMENTS (continued)

#### C. Fair value measurements of financial instruments (continued)

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

Notes:

- i. The fair value of unquoted fund investment is determined based on the net asset value price multiplied by the quantity of fund shares held by the Group.
- ii. At 31 December 2024, if the estimated return was 5% (2023: 5%) higher/lower and the other variables were held constant, the total carrying amount of other financial assets measured at FVTPL would increase/decrease by RMB47,000/RMB47,000 (2023: RMB5,000/RMB5,000), respectively.

### 28. 金融工具(續)

#### C. 金融工具之公允價值計量(續)

- (i) *按經常性基準以公允價值計量之本集團金融資產之公允價值(續)*

附註：

- i. 無報價投資基金的公允價值根據資產淨值價格乘以本集團所持有基金份數釐定。
- ii. 於2024年12月31日，倘估計回報率上升／下降5%（2023年：5%）而其他可變因素維持不變，以公允價值計量並計入損益的其他金融資產的賬面總值將分別增加／減少人民幣47,000元／人民幣47,000元（2023年：人民幣5,000元／人民幣5,000元）。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 28. FINANCIAL INSTRUMENTS (continued)

#### C. Fair value measurements of financial instruments (continued)

##### (ii) Reconciliation of Level 3 fair value measurements of financial assets

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

		RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	293,929
Purchases of other financial assets	購買其他金融資產	605,000
Redemptions of other financial assets	贖回其他金融資產	(899,242)
Gains on other financial assets	其他金融資產收益	12,063
At 31 December 2023	於2023年12月31日	<u>11,750</u>
Purchases of other financial assets	購買其他金融資產	1,374,000
Redemptions of other financial assets	贖回其他金融資產	(1,288,357)
Gains on other financial assets	其他金融資產收益	14,369
At 31 December 2024	於2024年12月31日	<u>111,762</u>

There were no transfers into or out of Level 3 during the year.

年內概無金融資產移入或移出第三級。

##### (iii) Fair value of financial assets and financial liabilities 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 to their fair values at the end of each reporting period.

##### (iii) 以攤銷成本入賬的金融資產及金融負債的公允價值

本集團管理層認為，於綜合財務報表中以攤銷成本入賬的金融資產及金融負債的賬面值與其於各報告期末的公允價值相若。

### 28. 金融工具(續)

#### C. 金融工具之公允價值計量(續)

##### (ii) 按第三級公允價值計量的金融資產之對賬

下表載列於兩個年度按第三級公允價值計量的金融資產之對賬：

		RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	293,929
Purchases of other financial assets	購買其他金融資產	605,000
Redemptions of other financial assets	贖回其他金融資產	(899,242)
Gains on other financial assets	其他金融資產收益	12,063
At 31 December 2023	於2023年12月31日	<u>11,750</u>
Purchases of other financial assets	購買其他金融資產	1,374,000
Redemptions of other financial assets	贖回其他金融資產	(1,288,357)
Gains on other financial assets	其他金融資產收益	14,369
At 31 December 2024	於2024年12月31日	<u>111,762</u>

年內概無金融資產移入或移出第三級。

##### (iii) 以攤銷成本入賬的金融資產及金融負債的公允價值

本集團管理層認為，於綜合財務報表中以攤銷成本入賬的金融資產及金融負債的賬面值與其於各報告期末的公允價值相若。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 29. CAPITAL COMMITMENTS

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

就收購物業及設備已訂約但未於綜合財務報表中計提撥備的資本開支

## 29. 資本承擔

As at 31 December

於12月31日

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
152,099	485,613

## 30. 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 flow were, or future cash flow will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

## 30. 融資活動所產生負債的對賬

下表詳述本集團融資活動所產生負債的變動(包括現金及非現金變動)。融資活動所產生的負債為其現金流量已於或未來現金流量將於本集團綜合現金流量表內分類為融資活動所產生的現金流量的負債。

		Lease liabilities 租賃負債 RMB'000 人民幣千元	Dividend payable 應付股息 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2023	於2023年1月1日	1,795,913	–	1,795,913
Financing cash flows	融資現金流量	(386,838)	(394,892)	(781,730)
Dividend declared	已宣派股息	–	394,892	394,892
New leases entered	新訂立租約	206,775	–	206,775
Interest expenses	利息開支	139,301	–	139,301
Termination of lease agreements	終止租賃協議	(181,990)	–	(181,990)
At 31 December 2023	於2023年12月31日	1,573,161	–	1,573,161
Financing cash flows	融資現金流量	(360,040)	(396,080)	(756,120)
Dividend declared	已宣派股息	–	396,080	396,080
New leases entered	新訂立租約	215,467	–	215,467
Interest expenses	利息開支	118,041	–	118,041
Termination of lease agreements	終止租賃協議	(124,419)	–	(124,419)
At 31 December 2024	於2024年12月31日	1,422,210	–	1,422,210

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 31. RELATED PARTY TRANSACTIONS

- (i) Other than as disclosed elsewhere in these consolidated financial statements, the Group has following transactions and balances with related parties:

#### Name of the related parties

##### 關聯方名稱

Anhui Xinhua University

(安徽新華學院)

(“Anhui Xinhua University”)

安徽新華學院(「安徽新華學院」)

Anhui Xinhua Real Estate Co., Ltd.

(安徽新華房地產有限公司)

(“Anhui Xinhua Real Estate”)

安徽新華房地產有限公司(「安徽新華房地產」)

Xinhua Holdings Group

新華控股集團

Anhui Xinhua Changjiang Commercial Management  
Co., Ltd. (安徽新華長江商業經營管理有限公司)

(“Anhui Xinhua Changjiang”)

安徽新華長江商業經營管理有限公司

(「安徽新華長江」)

### 31. 關聯方交易

- (i) 除綜合財務報表其他部分所披露者外，本集團與關聯方訂立以下交易及結餘：

#### Relationship with the Company

##### 與本公司的關係

Controlled by Mr. Wu Junbao

受吳俊保先生控制

Controlled by Mr. Wu Wei

受吳偉先生控制

Controlled by Mr. Xiao Guoqing

受肖國慶先生控制

Controlled by Mr. Wu Wei

受吳偉先生控制

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 31. RELATED PARTY TRANSACTIONS (continued)

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

Name of related parties 關聯方名稱	Nature of transactions 交易性質
Anhui Xinhua University 安徽新華學院	Service income 服務收入
Xinhua Holdings Group 新華控股集團	Interest income (Notes 7 and 20) 利息收入(附註7及20)
Anhui Xinhua Changjiang 安徽新華長江	Rental expenses 租賃開支
Anhui Xinhua Real Estate 安徽新華房地產	Interest expenses on lease liability 租賃負債的利息開支
	Lease liability (note) 租賃負債(附註)

Note: As at 31 December 2024, the Group has the right-of-use asset and lease liability amounted to RMB741,000 and RMB611,000, respectively, for the lease agreement of the use of offices with Anhui Xinhua Real Estate.

### 31. 關聯方交易(續)

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

Year ended/as at 31 December  
截至12月31日止年度／於12月31日

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
1,135	42
2,854	5,342
402	302
71	91
611	1,180

附註：於2024年12月31日，本集團就與安徽新華房地產訂立的使用辦公室之租賃協議，擁有使用權資產及租賃負債分別為人民幣741,000元及人民幣611,000元。

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 31. RELATED PARTY TRANSACTIONS (continued)

### (iii) Compensation of key management personnel

The remuneration of directors of the Company and other members of key management of the Group during the year was as follows:

Short-term benefits	短期福利
Retirement benefits scheme contribution	退休福利計劃供款
Equity-settled share-based payments expense	以權益結算的股份支付開支

## 31. 關聯方交易(續)

### (iii) 主要管理人員薪酬

本公司董事及本集團其他主要管理人員於本年度的薪酬如下：

#### Year ended 31 December 截至12月31日止年度

2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
5,235	5,051
220	116
445	585
<b>5,900</b>	<b>5,752</b>

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 32. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the Company's principal subsidiaries as at 31 December 2024 and 2023 are as follows:

## 32. 本公司主要附屬公司的詳情

於2024年及2023年12月31日，本公司主要附屬公司的詳情如下：

Name of subsidiary 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2024 2024年 %	2023 2023年 %	
Anhui Xinhua Education (formerly known as Anhui Xinhua Education Development Co., Ltd.) 安徽新華教育(前稱安徽新華教育發展有限公司)	30 March 2004 PRC 2004年3月30日 中國	RMB100,000,000 人民幣 100,000,000元	100	100	Education Investment 教育投資
China East Education Investment Limited 中國東方教育投資有限公司	19 October 2018 BVI 2018年10月19日 英屬維爾京群島	US\$1 1美元	100	100	Investment holding 投資控股
China Xinhua Vocational Education Holdings Limited 中國新華職業教育控股有限公司	10 August 2018 Hong Kong 2018年8月10日 香港	HK\$1 1港元	100	100	Investment holding 投資控股
Xinhua Chuangzhi 新華創智	28 August 2018 PRC 2018年8月28日 中國	RMB5,000,000 人民幣5,000,000元	100	100	Education Investment 教育投資
Hefei Xinhua East Education Investment Co., Ltd. 合肥新華東方教育投資有限公司	6 November 2016 PRC 2016年11月6日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Education Investment 教育投資
Hefei Xinhua Xueli Education Investment Co., Ltd. 合肥新華學力教育投資有限公司	6 November 2016 PRC 2016年11月6日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Education Investment 教育投資
Hefei Xinhua Zhiyuan Education Investment Co., Ltd. 合肥新華智原教育投資有限公司	6 November 2016 PRC 2016年11月6日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Education Investment 教育投資
Sichuan Xinhua Jinjin Education Investment Co., Ltd. 四川新華金津教育投資有限公司	29 May 2018 PRC 2018年5月29日 中國	RMB50,000,000 人民幣50,000,000元	100	100	Education Investment 教育投資



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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 32. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

### 32. 本公司主要附屬公司的詳情(續)

Name of subsidiary 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2024 2024年 %	2023 2023年 %	
Chengdu Tianji Education Management Co., Ltd. 成都天極教育管理有限公司	16 April 2001 PRC 2001年4月16日 中國	RMB600,000 人民幣600,000元	100	100	Education Investment 教育投資
Tianjin City East Haihui Human Resources Management Co., Ltd. 天津東方海匯人力資源管理有限公司	22 June 2020 PRC 2020年6月22日 中國	RMB10,000,000 人民幣10,000,000元	100	100	Education Investment 教育投資
Sichuan Xinhua Weilai Vocational Skills Training School Co., Ltd. 成都新華未來職業技能培訓學校有限公司	6 November 2020 PRC 2020年11月6日 中國	RMB50,000,000 人民幣50,000,000元	100	100	Education Investment 教育投資
Shanghe County East Xinhua Education & Training School Co., Ltd. 商河縣東方新華教育培訓學校有限公司	30 March 2020 PRC 2020年3月30日 中國	RMB50,000,000 人民幣50,000,000元	100	100	Education Investment 教育投資
Anhui Wontone Automobile Maintenance Institute 安徽萬通汽車專修學院	19 March 2007 PRC 2007年3月19日 中國	RMB30,000,000 人民幣30,000,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育服務
Anhui New East Advanced Culinary Technical School 安徽新東方烹飪高級技工學校 (formerly known as Anhui New East Culinary Technical School 前稱安徽新東方烹飪技工學校)	30 October 2016 PRC 2016年10月30日 中國	RMB1,500,000 人民幣1,500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Anhui New East Culinary Institute 安徽新東方烹飪專修學院	2 March 2006 PRC 2006年3月2日 中國	RMB40,000,000 人民幣40,000,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Anhui Xinhua Computer Institute 安徽新華電腦專修學院	28 December 2004 PRC 2004年12月28日 中國	RMB5,000,000 人民幣5,000,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

## 32. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

## 32. 本公司主要附屬公司的詳情(續)

Name of subsidiary 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益	Principal activities and country of operation 主要業務及經營國家	
			2024 2024年 %	2023 2023年 %	
Anhui Xinhua Advanced Technical School Co., Ltd. 安徽新華高級技工學校有限公司 (formerly known as Anhui Xinhua Technical School Co., Ltd. 前稱安徽新華技工學校有限公司)	10 April 2017 PRC 2017年4月10日 中國	RMB1,500,000 人民幣1,500,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Beijing Wisezone Educational Technology Co., Ltd. 北京華信智原教育技術有限公司	1 November 2005 PRC 2005年11月1日 中國	RMB2,550,000 人民幣2,550,000元	100	100	Provision of data technology related educational services in the PRC 於中國提供與數據科技相關的教育服務
Chengdu New East Advanced Culinary Technical School Co., Ltd. 成都新東方烹飪高級技工學校有限公司 (formerly known Chengdu City Longquanyi District New East Culinary Technical School Co., Ltd. 前稱成都市龍泉驛區新東方烹飪技工學校有限公司)	17 April 2018 PRC 2018年4月17日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Chengdu New East Culinary Vocational Training School Co., Ltd. 成都新東方烹飪職業技能培訓學校有限公司 (formerly known as Chengdu New East Culinary School 前稱成都新東方烹飪學校)	14 January 2003 PRC 2003年1月14日 中國	RMB3,500,000 人民幣3,500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Chengdu Wontone Automobile Vocational Training School Co., Ltd. 成都萬通汽車培訓職業技能學校有限公司 (formerly known as Sichuan Wontone Automobile Vocational Training Institute 前稱四川萬通汽車職業培訓學院)	19 March 2010 PRC 2010年3月19日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育服務
Changsha New East Culinary Institute 長沙新東方烹飪學院	12 September 2002 PRC 2002年9月12日 中國	RMB1,600,000 人民幣1,600,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 32. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

### 32. 本公司主要附屬公司的詳情(續)

Name of subsidiary 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2024 2024年 %	2023 2023年 %	
Chongqing City New East Culinary Vocational Training Institute 重慶市新東方烹飪職業培訓學院	12 March 2008 PRC 2008年3月12日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Guangzhou City Panyu District Wontone Automobile Vocational Training School 廣州市番禺區萬通汽車職業培訓學校	4 July 2011 PRC 2011年7月4日 中國	RMB500,000 人民幣500,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育服務
Guangzhou City Panyu District New East Culinary Vocational Training School 廣州市番禺區新東方烹飪職業培訓學校	17 February 2009 PRC 2009年2月17日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Guiyang City Xinhua Computer Secondary Vocational School CO., Ltd. 貴陽市新華電腦中等職業學校有限公司	10 July 2007 PRC 2007年7月10日 中國	RMB500,000 人民幣500,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Guiyang New East Advanced Culinary Technical School 貴陽新東方烹飪高級技工學校 (formerly known Guiyang New East Culinary Technical School 前稱貴陽新東方烹飪技工學校)	8 December 2016 PRC 2016年12月8日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Guiyang New East Culinary Institute 貴陽新東方烹飪學院	28 December 2007 PRC 2007年12月28日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary services in the PRC 於中國提供烹飪服務
Guizhou Xinhua Computer Institute 貴州新華電腦學院	11 July 2005 PRC 2005年7月11日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Guangzhou City New East Culinary Vocational Training School Co., Ltd. 廣州市新東方烹飪職業培訓學校有限公司	17 February 2009 PRC 2009年2月17日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的烹飪服務

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

For the year ended 31 December 2024  
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## 32. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

## 32. 本公司主要附屬公司的詳情(續)

Name of subsidiary 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2024 2024年 %	2023 2023年 %	
Hangzhou City Yuhang District New East Culinary School 杭州市余杭區新東方烹飪學校	5 July 2015 PRC 2015年7月5日 中國	RMB600,000 人民幣600,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育 服務
Henan Xinhua Computer Institute 河南新華電腦學院	7 April 2003 PRC 2003年4月7日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關 的教育服務
Hunan Wontone Automobile Vocational Training School 湖南萬通汽車職業培訓學校 (formerly known as Hunan Wontone Automobile Repair Vocational Training School 前稱湖南萬通汽修職業培訓學校)	10 May 2010 PRC 2010年5月10日 中國	RMB500,000 人民幣500,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育 服務
Hubei New East Culinary Vocational Training School 湖北新東方烹飪職業培訓學校	12 March 2013 2013年3月12日 中國	RMB900,000 人民幣900,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育 服務
Jiangsu New East Culinary Training School 江蘇新東方烹飪技術學校	12 April 2002 PRC 2002年4月12日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育 服務
Jiangxi Nanchang New East Culinary Secondary Vocational School 江西南昌新東方烹飪中專學校	14 March 2005 PRC 2005年3月14日 中國	RMB1,800,000 人民幣1,800,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育 服務
Jiangxi Nanchang Xinhua Computer Secondary Vocational School 江西南昌新華電腦中專學校	22 March 2005 PRC 2005年3月22日 中國	RMB2,600,000 人民幣2,600,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關 的教育服務

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

For the year ended 31 December 2024  
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### 32. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

### 32. 本公司主要附屬公司的詳情(續)

Name of subsidiary 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2024 2024年 %	2023 2023年 %	
Jiangxi Wontone Advanced Automobile Technical School Co., Ltd. 江西萬通汽車高級技工學校	13 July 2015 PRC 2015年7月13日 中國	RMB500,000 人民幣500,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育 服務
Nanjing Culinary 南京烹飪	16 July 2007 PRC 2007年7月16日 中國	RMB300,000 人民幣300,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育 服務
Nanjing Xinhua Computer Institute Institute Co., Ltd. 南京新華電腦專修學校有限公司	15 December 2004 PRC 2004年12月15日 中國	RMB3,390,000 人民幣3,390,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關 的教育服務
Shandong New East Technical School Co., Ltd. 山東新東方技工學校有限公司	28 February 2020 PRC 2020年2月28日 中國	RMB3,000,000 人民幣3,000,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育 服務
Shenyang New East Culinary School Co., Ltd. 瀋陽新東方烹飪學校有限公司	14 December 2010 PRC 2010年12月14日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育 服務
Shanxi Xinhua Computer Vocational Training School 山西新華電腦職業培訓學校	19 August 2005 PRC 2005年8月19日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關 的教育服務
Shandong Xinhua Computer Institute Co., Ltd. 山東新華電腦學院有限公司 (formerly known as Shandong Xinhua Computer Institute 前稱山東新華電腦學院)	27 May 2003 PRC 2003年5月27日 中國	RMB3,000,000 人民幣3,000,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關 的教育服務

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

For the year ended 31 December 2024  
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## 32. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

## 32. 本公司主要附屬公司的詳情(續)

Name of subsidiary 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2024 2024年 %	2023 2023年 %	
Shaanxi New East Culinary Training School Co., Ltd. 陝西新東方烹飪培訓學校有限公司 (formerly known as Shaanxi New East Culinary Training School 前稱陝西新東方烹飪培訓學校)	30 August 2011 PRC 2011年8月30日 中國	RMB500,000 人民幣500,000元	100	2023	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Shanghai Xinman Culinary Training Co., Ltd. 上海新曼烹飪培訓有限公司	11 September 2013 PRC 2013年9月11日 中國	RMB3,000,000 人民幣3,000,000元	100	2023	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Shijiazhuang New East Secondary Vocational School 石家莊新東方中等專業學校	20 May 2005 PRC 2005年5月20日 中國	RMB2,000,000 人民幣2,000,000元	100	2023	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Shijiazhuang Xinhua Computer School 石家莊新華電腦學校	17 July 2005 PRC 2005年7月17日 中國	RMB2,000,000 人民幣2,000,000元	100	2023	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Sichuan Xinhua Computer Institute 四川新華電腦學院	25 May 2004 PRC 2004年5月25日 中國	RMB3,500,000 人民幣3,500,000元	100	2023	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Suzhou City New East Vocational Training School 蘇州市新東方烹飪職業培訓學校	16 December 2015 PRC 2015年12月16日 中國	RMB500,000 人民幣500,000元	100	2023	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Xuzhou New East Culinary Vocational Training School Co., Ltd. 徐州新東方烹飪職業培訓學校有限公司	13 September 2017 PRC 2017年9月13日 中國	RMB500,000 人民幣500,000元	100	2023	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務

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

For the year ended 31 December 2024  
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### 32. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

### 32. 本公司主要附屬公司的詳情(續)

Name of subsidiary 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2024 2024年 %	2023 2023年 %	
Xian New East Culinary Technical School Co., Ltd. 西安新東方烹飪技工學校有限公司	22 May 2020 PRC 2020年5月22日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Yunnan New East Culinary Vocational Training School 雲南新東方烹飪職業培訓學校	14 February 2012 PRC 2012年2月14日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Zhengzhou City New East Culinary Vocational Skills Training School Co. Ltd. 鄭州市新東方烹飪職業技能培訓學校有限公司 (formerly known as Zheng Zhou City New East Culinary Vocational Training School 前稱鄭州市新東方烹飪職業培訓學校)	26 December 2008 PRC 2008年12月26日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Zhengzhou Wontone Automobile Vocational Training School Co., Ltd. 鄭州萬通汽車職業培訓學校有限公司 (formerly known as Zhengzhou City Wontone Automobile Vocational Training School 前稱鄭州萬通汽車職業培訓學校)	12 March 2009 PRC 2009年3月12日 中國	RMB2,000,000 人民幣2,000,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育服務
Beijing Langjie Technology Co., Ltd. 北京朗傑科技有限公司	28 September 2006 PRC 2006年9月28日 中國	RMB20,000,000 人民幣20,000,000元	100	100	Technology development, consulting, promotion and services in the PRC 於中國技術開發、顧問、推廣及服務
Tianjin Langjie Technology Co., Ltd. 天津朗傑科技有限公司	16 July 2019 PRC 2019年7月16日 中國	RMB5,000,000 人民幣5,000,000元	100	100	Technology development, consulting, promotion and services in the PRC 於中國技術開發、顧問、推廣及服務
Chengdu Ourandi Vocational Skills Training School Co., Ltd. 成都歐曼諦職業技能培訓學校有限公司	4 September 2019 PRC 2019年9月4日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Provision of fashion and beauty related educational services in the PRC 於中國提供時尚及美容相關的教育服務

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 32. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

The above table lists the subsidiaries of the Company which providing vocational education services, in the opinion of the Company's directors, principally affected the results or assets of the Group.

Each of the subsidiaries is limited liability company and has adopted 31 December, as their financial year end date.

None of the subsidiaries has issued any debt securities at the end of the year.

### 33. RETIREMENT BENEFITS SCHEMES

The employees of the PRC subsidiaries are members of the state-management retirement benefits scheme operated by the PRC government. The Group is required to contribute a specified percentage of payroll costs as determined by respective local government authority to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contribution under the scheme.

The Group also operates a Mandatory Provident Fund Scheme for all employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes a certain percentage of the relevant payroll costs to the scheme, which contribution is matched by the employees.

The amounts of contributions made by the Group in respect of the retirement benefit schemes during both years are disclosed in Notes 11 and 12.

### 32. 本公司主要附屬公司的詳情(續)

上表載列本公司董事認為主要影響本集團的業績或資產、提供職業教育服務的本公司附屬公司。

各附屬公司均為有限責任公司及採用12月31日作為其財政年度截止日期。

於年末，概無附屬公司已發行任何債務證券。

### 33. 退休福利計劃

中國附屬公司的僱員為由中國政府運作受國家管理的退休福利計劃成員。本集團須將薪酬開支按各地方政府機關制定的比例向退休福利計劃作出供款，以為福利提供資金。本集團有關退休福利計劃的唯一責任是根據計劃作出規定的供款。

本集團為所有香港僱員均參與強制性公積金計劃。該計劃的資產與本集團的資產分開持有，並由獨立信託人控制的基金管理。本集團及僱員在該計劃下都須按相關薪金成本若干百分比供款。

本集團於年內就退休福利計劃作出的供款金額披露於附註11及12。



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

For the year ended 31 December 2024  
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## 34. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

## 34. 財務狀況表及本公司儲備

		As at 31 December 於12月31日	
		2024 2024年 RMB'000 人民幣千元	2023 2023年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property and equipment	物業及設備	12	76
Deposit for rental	租賃按金	188	184
Loan to a subsidiary (note i)	向一家附屬公司提供的貸款 (附註i)		
		<b>310,000</b>	310,000
		<b>310,200</b>	310,260
<b>Current assets</b>	<b>流動資產</b>		
Prepayments and other receivables	預付款項及其他應收款項	370	362
Amounts due from subsidiaries (note ii)	應收附屬公司款項(附註ii)	176,999	151,929
Interest receivables	應收利息	22,413	30,321
Other financial assets measured at FVTPL	以公允價值計量並計入損益的 其他金融資產	388,007	352,446
Time deposits	定期存款	1,315,898	1,379,007
Cash and cash equivalents	現金及現金等價物	189,728	449,695
		<b>2,093,415</b>	2,363,760
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款項	949	571
Amount due to a subsidiary (note iii)	應付附屬公司款項(附註iii)	21,605	21,605
		<b>22,554</b>	22,176
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>2,070,861</b>	2,341,584
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	<b>2,381,061</b>	2,651,844
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital (Note 25)	股本(附註25)	192	192
Reserves	儲備	2,380,869	2,651,652
<b>Total equity</b>	<b>權益總額</b>	<b>2,381,061</b>	2,651,844

Notes:

- i. The amount represented the loans to Anhui Xinhua Education, which were unsecured and carried the fixed interest rates ranged from 5% to 7% per annum. These loans will be repayable in 2027.

附註：

- i. 該款項指向安徽新華教育提供的貸款，為無抵押及按固定年利率由5%至7%計息。該等貸款將於2027年償還。

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

For the year ended 31 December 2024  
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## 34. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

Notes: (continued)

- ii. The amounts were non-trade in nature, unsecured, interest-free and repayable on demand. The maximum outstanding balance during the year ended 31 December 2024 was RMB176,999,000 (31 December 2023: RMB151,929,000). The Group measured the loss allowance of amounts due from subsidiaries equal to 12m ECL. As there is no significant increase in credit risk since initial recognition and those subsidiaries are of good credit records, which also maintain good cashflow, the management of the Group were of the opinion that the impairment loss was insignificant and no loss allowance was provided.
- iii. The amount was due to Anhui Xinhua Education, non-trade in nature, unsecured, interest-free and repayable on demand.

## 34. 財務狀況表及本公司儲備(續)

附註：(續)

- ii. 該等款項為非貿易性質，無抵押，不計息及須按要求償還。於截至2024年12月31日止年度，未償還結餘最高為人民幣176,999,000元(2023年12月31日：人民幣151,929,000元)。本集團計量應收附屬公司款項的虧損撥備等於12個月預期信貸虧損。由於自首次確認以來信貸風險並無大幅增加且該等附屬公司具有良好信貸記錄，亦維持穩健的現金流，故本集團管理層認為減值虧損微乎其微及並無計提虧損撥備。
- iii. 該款項乃應付予安徽新華教育，為非貿易性質，無抵押，不計息及須按要求償還。

### Movement in the Company's reserves

		Share premium RMB'000 人民幣千元	Share-based payments reserve RMB'000 人民幣千元	(Accumulate losses)/ Retained profits (累計虧損)/ 留存溢利 RMB'000 人民幣千元	Total RMB'000 人民幣千元
As at 1 January 2023	於2023年1月1日	2,823,093	237,650	(144,867)	2,915,876
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	92,893	92,893
Recognition of equity-settled share-based payments (Note 26)	確認以權益結算的股份支付(附註26)	-	32,993	-	32,993
Issue of new shares upon exercise of share options	於行使購股權時發行新股份	11,967	(7,185)	-	4,782
Transfer of share option reserve upon forfeiture of share options	於沒收購股權時轉撥購股權儲備	-	(2,689)	2,689	-
Dividend distribution (Note 13)	股息分派(附註13)	(394,892)	-	-	(394,892)
As at 31 December 2023	於2023年12月31日	2,440,168	260,769	(49,285)	2,651,652
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	99,912	99,912
Recognition of equity-settled share-based payments (Note 26)	確認以權益結算的股份支付(附註26)	-	25,100	-	25,100
Issue of new shares upon exercise of share options	於行使購股權時發行新股份	703	(418)	-	285
Dividend distribution (Note 13)	股息分派(附註13)	(396,080)	-	-	(396,080)
As at 31 December 2024	於2024年12月31日	2,044,791	285,451	50,627	2,380,869

### 本公司儲備變動

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

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### 35. EVENTS AFTER THE REPORTING PERIOD

On 12 November 2024, Anhui Xinhua Education entered into the sale and purchase agreement with Shanxi Enlightenment Wisdom Education Consulting Center (山西啟蒙智匯教育諮詢中心) and Pu Xiaohu (普曉虎) (collectively referred to as the “**Transferors**”), and Shanxi Xinzhi Huake Education Management Co., Ltd. (山西新職華科教育管理有限公司), Shanxi Metallurgical Technician College (山西冶金技師學院) and Taiyuan Juxian High-Tech Development Co., Ltd. (太原聚賢高科技開發有限公司) (collectively referred to as the “**Target Group**”), pursuant to which Anhui Xinhua Education agreed to acquire the entire equity interests of the Target Group from the Transferors for an aggregate cash consideration of RMB10,000,000 (the “**Acquisition**”).

Other than the cash consideration paid, the Group also provided RMB15,350,000 to support the daily operation of the Target Group prior to the completion of the Acquisition.

Certain precedent conditions of the Acquisition, including the transferring of equity interest and the change of the board of directors and the legal representative of the Target Group, were completed in January 2025, so the Acquisition was considered to be completed in January 2025. The Acquisition has been accounted for as acquisition of business using the acquisition method.

Details of the purchase consideration are as follow:

Cash consideration paid	已付現金代價
Other receivables	其他應收款項
Total	總計

### 35. 報告期後事項

於2024年11月12日，安徽新華教育與山西啟蒙智匯教育諮詢中心及普曉虎(統稱為「**該等轉讓人**」)，以及山西新職華科教育管理有限公司、山西冶金技師學院及太原聚賢高科技開發有限公司(統稱為「**目標集團**」)訂立買賣協議，據此，安徽新華教育同意向該等轉讓人收購目標集團全部股權，總現金代價為人民幣10,000,000元(「**收購事項**」)。

除已付現金代價外，本集團亦提供人民幣15,350,000元，以支持目標集團於收購事項完成前的日常營運。

收購事項的若干先決條件，包括股權轉讓及目標集團的董事會及法人代表變更，已於2025年1月完成，故收購事項被視為於2025年1月完成。收購事項已使用收購法作為業務收購入賬。

購買代價詳情如下：

**RMB'000**  
人民幣千元

**10,000**

**15,350**

**25,350**

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

For the year ended 31 December 2024  
截至2024年12月31日止年度

### 35. EVENTS AFTER THE REPORTING PERIOD (continued)

The assets and liabilities recognised at the date of acquisition as a result of the Acquisition are as follow:

		Fair value 公允價值 RMB'000 人民幣千元
Property and equipment	物業及設備	91,263
Right-of-use assets	使用權資產	17,108
Inventories	存貨	68
Trade and other receivables and prepayments	貿易及其他應收款項及預付款項	6,944
Cash and cash equivalents	現金及現金等價物	4,487
Trade and other payables	貿易及其他應付款項	(70,547)
Contract liabilities	合約負債	(3,597)
Deferred income	遞延收入	(14,469)
Deferred tax liabilities	遞延稅項負債	(6,568)
Net identified assets acquired	已收購可識別資產淨值	24,689
Add: Goodwill (note)	加：商譽(附註)	661
		<b>25,350</b>

### 35. 報告期後事項(續)

因收購事項於收購日期確認的資產及負債如下：

Net cash outflows arising on the Acquisition are as follow:

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	10,000
Less: cash and cash equivalents acquired	減：獲取的現金及現金等價物	(4,487)
		<b>5,513</b>

收購事項產生的現金流出淨額如下：

Note: The directors of the Company engaged an independent valuer to assist in performing the valuation of the identified assets and liabilities of the Target Group at the completion date of the Acquisition. Based on which, the Group performed a purchase price allocation for the Acquisition, which resulted in recognition of goodwill amounted to approximately RMB661,000.

附註：本公司董事已聘請獨立估值師協助對目標集團於收購事項完成日期的可識別資產及負債進行估值。據此，本集團對收購事項執行購買價分配，導致確認商譽為約人民幣661,000元。

## Five-year Financial Information 五年財務資料

A summary of the consolidated statement of profit or loss and of the consolidated assets and liabilities of the Group for the last five financial years is as set out below:

本集團截至前五個財政年度的綜合損益表及綜合資產及負債概要載列如下：

### Consolidated Statement of Profit or Loss

### 綜合損益表

		Year ended 31 December 截至12月31日止年度				
		Audited 經審核				
		2024 2024年 (RMB'000) (人民幣千元)	2023 2023年 (RMB'000) (人民幣千元)	2022 2022年 (RMB'000) (人民幣千元)	2021 2021年 (RMB'000) (人民幣千元)	2020 2020年 (RMB'000) (人民幣千元)
Revenue	收入	4,116,185	3,978,654	3,819,022	4,139,700	3,648,892
Profit before income tax	除所得稅前溢利	654,417	368,009	498,022	468,777	443,748
Income tax expense	所得稅開支	(141,821)	(95,387)	(130,495)	(166,611)	(186,134)
Profit and total comprehensive income	溢利及全面收益總額	512,596	272,622	367,527	302,166	257,614

### Consolidated Assets and Liabilities

### 綜合資產及負債

		As at 31 December 於12月31日				
		Audited 經審核				
		2024 2024年 (RMB'000) (人民幣千元)	2023 2023年 (RMB'000) (人民幣千元)	2022 2022年 (RMB'000) (人民幣千元)	2021 2021年 (RMB'000) (人民幣千元)	2020 2020年 (RMB'000) (人民幣千元)
Total assets	總資產	9,484,178	9,291,133	9,488,677	9,648,065	9,821,294
Total liabilities	總負債	(3,734,714)	(3,683,570)	(3,796,619)	(3,917,310)	(3,781,256)
Net assets	資產淨值	5,749,464	5,607,563	5,692,058	5,730,755	6,040,038

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