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## **SHANGHAI GENCH EDUCATION GROUP LIMITED**

### **上海建橋教育集團有限公司**

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

**(Stock Code: 1525)**

## **ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2025**

### **ANNUAL RESULTS**

The Board of Directors of the Company is pleased to announce the audited consolidated financial results of the Group for the year ended 31 December 2025, together with the comparative figures for the year ended 31 December 2024.

### **FINANCIAL HIGHLIGHTS**

	<b>For the year ended</b>		<b>Percentage change</b>
	<b>31 December 2025</b>	<b>2024</b>	
	<b><i>RMB'000</i></b>	<b><i>RMB'000</i></b>	
Revenue	<b>1,004,586</b>	969,854	3.6%
Gross profit	<b>544,651</b>	539,894	0.9%
Profit before tax	<b>318,601</b>	298,331	6.8%
Profit for the year	<b>242,548</b>	223,618	8.5%

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS**  
**FOR THE YEAR ENDED 31 DECEMBER 2025**

		2025	2024
	<i>Notes</i>	<b>RMB'000</b>	<b>RMB'000</b>
<b>REVENUE</b>	5	<b>1,004,586</b>	969,854
Cost of sales		<u>(459,935)</u>	<u>(429,960)</u>
<b>GROSS PROFIT</b>		<b>544,651</b>	539,894
Other income and gains	5	<b>48,820</b>	47,518
Selling and distribution expenses		<b>(3,652)</b>	(4,544)
Administrative expenses		<b>(252,352)</b>	(240,239)
Impairment losses on financial assets		<b>(2,240)</b>	(8,364)
Other expenses		<b>(481)</b>	(8,808)
Finance costs	6	<b>(15,495)</b>	(27,126)
Share of losses of a joint venture		<u>(650)</u>	<u>—</u>
<b>PROFIT BEFORE TAX</b>	7	<b>318,601</b>	298,331
Income tax expense	8	<u>(76,053)</u>	<u>(74,713)</u>
<b>PROFIT FOR THE YEAR</b>		<b><u>242,548</u></b>	<b><u>223,618</u></b>
Attributable to:			
Owners of the parent		<u>242,548</u>	<u>223,618</u>
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>			
Basic and diluted	10	<b><u>RMB0.61</u></b>	<b><u>RMB0.57</u></b>

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 DECEMBER 2025**

	<b>2025</b>	2024
	<b>RMB'000</b>	RMB'000
<b>PROFIT FOR THE YEAR</b>	<u><b>242,548</b></u>	<u>223,618</u>
<b>OTHER COMPREHENSIVE INCOME</b>		
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:		
Translation difference of the financial statements using different presentation currency	<u>(34)</u>	<u>221</u>
<b>Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods</b>	<u><b>(34)</b></u>	<u>221</u>
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods:		
Translation difference of the financial statements using different presentation currency	<u>(2,189)</u>	<u>(1,843)</u>
<b>Net other comprehensive loss that will not be reclassified to profit or loss in subsequent periods</b>	<u><b>(2,189)</b></u>	<u>(1,843)</u>
<b>OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX</b>	<u><b>(2,223)</b></u>	<u>(1,622)</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<u><u><b>240,325</b></u></u>	<u><u>221,996</u></u>
Attributable to:		
Owners of the parent	<u><u><b>240,325</b></u></u>	<u><u>221,996</u></u>

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2025**

	<i>Notes</i>	<b>2025</b> <b>RMB'000</b>	2024 <b>RMB'000</b>
<b>NON-CURRENT ASSETS</b>			
Property and equipment		<b>2,398,389</b>	2,407,320
Right-of-use assets		<b>575,730</b>	591,380
Other intangible assets		<b>8,607</b>	7,787
Long-term prepayments and other receivables		<b>4,165</b>	7,020
Investment in a joint venture		<b>6,850</b>	–
Equity investments designated at fair value through other comprehensive income		<b>2,000</b>	–
Deferred tax assets		<b>1,055</b>	150
Debt investments at fair value through other comprehensive income		<b>194,849</b>	131,037
		<u><b>3,191,645</b></u>	<u>3,144,694</u>
Total non-current assets		<u><b>3,191,645</b></u>	<u>3,144,694</u>
<b>CURRENT ASSETS</b>			
Accounts receivable	<i>11</i>	<b>9,039</b>	11,748
Prepayments and other receivables		<b>8,501</b>	6,884
Financial assets at fair value through profit or loss		<b>55,034</b>	473,168
Cash and cash balances and time deposits		<b>392,078</b>	338,768
		<u><b>464,652</b></u>	<u>830,568</u>
Total current assets		<u><b>464,652</b></u>	<u>830,568</u>
<b>CURRENT LIABILITIES</b>			
Other payables and accruals	<i>12</i>	<b>272,158</b>	250,394
Interest-bearing bank borrowings		<b>30,000</b>	163,000
Lease liabilities		<b>877</b>	846
Contract liabilities	<i>13</i>	<b>551,344</b>	512,885
Tax payable		<b>47,564</b>	48,955
Deferred income		<b>4,299</b>	2,913
		<u><b>906,242</b></u>	<u>978,993</u>
Total current liabilities		<u><b>906,242</b></u>	<u>978,993</u>
<b>NET CURRENT LIABILITIES</b>		<u><b>(441,590)</b></u>	<u>(148,425)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u><b>2,750,055</b></u>	<u>2,996,269</u>

	<b>2025</b> <i>RMB'000</i>	2024 <i>RMB'000</i>
<b>NON-CURRENT LIABILITIES</b>		
Interest-bearing bank borrowings	<b>250,415</b>	666,926
Lease liabilities	<b>909</b>	1,786
Deferred tax liabilities	<b>11,675</b>	7,621
Deferred income	<b>2,224</b>	2,806
	<hr/>	<hr/>
Total non-current liabilities	<b>265,223</b>	679,139
	<hr/>	<hr/>
<b>NET ASSETS</b>	<b>2,484,832</b>	2,317,130
	<hr/>	<hr/>
<b>EQUITY</b>		
<b>Equity attributable to owners of the parent</b>		
Issued capital	<b>3,677</b>	3,677
Reserves	<b>2,481,155</b>	2,313,453
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<b>TOTAL EQUITY</b>	<b>2,484,832</b>	2,317,130
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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 8 May 2018 as an exempted company with limited liability under the laws of the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company. During the year, the Company and its subsidiaries (collectively referred to as the “Group”) were principally engaged in providing undergraduate education, junior college education, education related and training services in the Chinese mainland. There has been no significant change in the Group’s principal activities during the year.

#### Information about subsidiaries

Particulars of the Company’s principal subsidiaries are as follows:

Name	Notes	Place and date of incorporation/establishment and place of operations	Nominal value of share/registered and paid up capital	Percentage of equity attributable to the Company	Principal activities
<b>Directly held:</b>					
Shanghai Gench Education Holdings Limited		British Virgin Islands (“BVI”) 15 May 2018	US\$1	100%	Investment holding
<b>Indirectly held:</b>					
Gench Education Group (Hong Kong) Limited (“Gench HK”)		Hong Kong 1 June 2018	HK\$1	100%	Investment holding
望亭教育科技(上海)有限公司 Wangting Education Technology (Shanghai) Limited (“Gench WFOE”)*	(2)	PRC/Chinese mainland 31 October 2018	RMB10,000,000	100%	Investment holding
上海建橋(集團)有限公司 Shanghai Jianqiao (Group) Co., Ltd. (“Jian Qiao Group”)	(1),(2)	PRC/Chinese mainland 7 November 2000	RMB175,000,000	100%	Investment holding
上海建橋投資發展有限公司 Shanghai Jian Qiao Investment Development Co., Ltd. (“Jian Qiao Investment”)	(1),(2)	PRC/Chinese mainland 3 August 1999	RMB37,500,000	100%	Investment holding
上海建橋學院有限責任公司 Shanghai Jian Qiao University Co., Ltd. (“Jian Qiao University Company”)	(1),(2)	PRC/Chinese mainland 28 September 2020	RMB50,000,000	100%	Provision of common undergraduate education and junior college education services
上海望亭後勤管理服務有限公司 Shanghai Wangting Logistics Management Service Co., Ltd. (“Wangting Logistics”)	(2)	PRC/Chinese mainland 16 June 2021	RMB10,000,000	100%	Logistics management services
上海望亭企業服務有限公司 Shanghai Wangting Enterprise Services Co., Ltd. (“Wangting Enterprise”)	(2)	PRC/Chinese mainland 14 July 2022	RMB5,000,000	100%	Provision of property management and catering services

Name	Notes	Place and date of incorporation/establishment and place of operations	Nominal value of share/registered and paid up capital	Percentage of equity attributable to the Company	Principal activities
上海望亭商業管理有限公司 Shanghai Wangting Business Management Co., Ltd. ("Wangting Business")	(2)	PRC/Chinese mainland 31 August 2023	RMB5,000,000	100%	Business management services
上海望亭餐飲管理有限公司 Shanghai Wangting Catering Management Co., Ltd. ("Wangting Catering")	(2)	PRC/Chinese mainland 1 September 2023	RMB5,000,000	100%	Catering management services
上海建橋啟航培訓學校有限公司 Shanghai Jianqiao Qihang Training School Co., Ltd. ("Jianqiao Qihang")	(2)	PRC/Chinese mainland 10 September 2024	RMB5,000,000	100%	Provision of senior high school education and training services

\* The entity is registered as a wholly-foreign-owned enterprise under the law of the Chinese mainland.

- (1) These entities are owned through contractual arrangements.
- (2) The English names of these companies represent the best effort made by the management of the Company to directly translate the Chinese names as they do not register any official English name.

The above table lists the major subsidiaries within the Group which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

## 2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with IFRS Accounting Standards promulgated by the International Accounting Standards Board (“IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss, equity investments designated at fair value through other comprehensive income and debt investments at fair value through other comprehensive income which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

The Group recorded net current liabilities of RMB441,590,000 as at 31 December 2025. The directors of the Company (the “Directors”) have given careful consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as going concern.

The Directors believe that the Group will have sufficient cash flows generated from operations and available banking facilities to meet its liabilities as and when they fall due. Therefore, the financial statements are prepared on a going concern basis.

### *Basis of consolidation*

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2025. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

### **3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES**

The Group has adopted amendments to IAS 21 *Lack of Exchangeability* for the first time for the current year's financial statements. The Group has not early adopted any other standard or amendment that has been issued but is not yet effective.

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. As the currencies that the Group had transacted in and the functional currencies of overseas subsidiaries for translation into the Group's presentation currency were exchangeable, the amendments did not have any impact on the Group's financial statements.

### **4. OPERATING SEGMENT INFORMATION**

The Group principally provides undergraduate education, junior college education, education related and training services in the Chinese mainland.

IFRS 8 Operating Segments requires operating segments to be identified on the basis of internal reporting about components of the Group that are regularly reviewed by the chief operating decision-maker in order to allocate resources to segments and to assess their performance. The information reported to the Directors, who are the chief operating decision-makers, for the purpose of resource allocation and assessment of performance, does not contain discrete operating segment financial information and the Directors reviewed the financial results of the Group as a whole. Therefore, no further information about the operating segment is presented.

#### **Geographical information**

During the year, the Group operated within one geographical location because all of its revenue was generated in the Chinese mainland and all of its long-term assets/capital expenditure were located/incurred in the Chinese mainland. Accordingly, no further geographical information is presented.

#### **Information about major customers**

No services provided to a single customer contributed to 10% or more of the total revenue of the Group during the year.

## 5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
<b>Revenue from contracts with customers</b>		
Tuition fees	836,308	809,987
Boarding fees	134,337	134,045
Education related and training services	21,490	18,557
Other services	<u>12,451</u>	<u>7,265</u>
Total	<u><u>1,004,586</u></u>	<u><u>969,854</u></u>

### (i) Disaggregated revenue information

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
<b>Recognised over time</b>		
Tuition fees	836,308	809,987
Boarding fees	134,337	134,045
Education related and training services	17,842	13,108
Other services	<u>12,451</u>	<u>7,265</u>
Total recognised over time	<u><u>1,000,938</u></u>	<u><u>964,405</u></u>
<b>Recognised at a point in time</b>		
Education related and training services	<u>3,648</u>	<u>5,449</u>
Total	<u><u>1,004,586</u></u>	<u><u>969,854</u></u>

### (ii) Performance obligations

#### *Tuition fees and boarding fees*

The performance obligation is satisfied over time as services are rendered and tuition fees and boarding fees are generally paid in advance prior to the beginning of each academic year. The Group has elected the practical expedient for not disclosing the remaining performance obligations for these services.

#### *Education related and training services*

Revenues from the canteen management service, delivery service and training service are recognised over time because the customers simultaneously receive and consume the benefits provided by the Group. Revenues from the examination service and scientific research service are recognised at the point in time when the services are rendered.

## Other income and gains

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
<b>Other income</b>		
Bank interest income	2,866	4,173
Operating lease income	13,461	9,605
Other interest income from financial assets at fair value through profit or loss	5,459	6,018
Other interest income from debt investments at fair value through other comprehensive income	3,368	1,023
Government grants	16,204	19,882
Others	7,268	5,442
Total other income	<u>48,626</u>	<u>46,143</u>
<b>Gains</b>		
Fair value gain on financial assets at fair value through profit or loss	33	1,168
Gain on disposal of items of property and equipment	161	188
Gain on disposal of items of right-of-use asset	-	19
Total gains	<u>194</u>	<u>1,375</u>
Total other income and gains	<u><u>48,820</u></u>	<u><u>47,518</u></u>

## 6. FINANCE COSTS

An analysis of finance costs is as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Interest on bank loans	15,404	31,270
Interest on lease liabilities	91	38
Subtotal	15,495	31,308
Less: Interest capitalised	-	(4,182)
Total	<u><u>15,495</u></u>	<u><u>27,126</u></u>

## 7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	<i>Note</i>	<b>2025</b> <b>RMB'000</b>	2024 RMB'000
Cost of services provided		<b>459,935</b>	429,960
Employee benefit expense (including directors' and chief executive's remuneration):			
Wages, salaries and other allowances		<b>341,755</b>	348,427
Pension scheme contributions and social welfare		<b>68,699</b>	56,644
Total		<b>410,454</b>	405,071
Depreciation of property and equipment*		<b>114,606</b>	101,633
Depreciation of right-of-use assets*		<b>15,985</b>	15,646
Amortisation of other intangible assets*		<b>2,328</b>	1,704
Lease payments not included in the measurement of lease liabilities		<b>1,178</b>	1,295
Auditors' remuneration		<b>2,000</b>	2,000
Impairment of financial assets, net			
Impairment of accounts receivable, net	<i>11</i>	<b>2,250</b>	2,279
(Reversal of impairment)/impairment of other receivables, net.		<b>(10)</b>	6,085

\* The depreciation of property and equipment, depreciation of right-of-use assets and amortisation of other intangible assets of RMB112,688,000 (2024: RMB100,890,000), RMB15,275,000 (2024: RMB15,270,000) and RMB1,790,000 (2024: RMB1,205,000) for the year ended 31 December 2025, respectively, are recorded in "Cost of sales" in the consolidated statement of profit or loss.

## 8. INCOME TAX

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act (Revised) of the Cayman Islands and accordingly is not subject to income tax from business carried out in the Cayman Islands.

The Company's directly held subsidiary is incorporated in the BVI as an exempted company with limited liability under the BVI Business Companies Act and accordingly is not subject to income tax from business carried out in the BVI.

The Group was not liable for income tax in Hong Kong and the United States as the Group had no assessable profits derived from or earned in Hong Kong and the United States during the year.

All of the Group’s subsidiaries operating in the Chinese mainland were subject to the corporate income tax (“CIT”) rate of 25% during the year, except for Gench WFOE, Wangting Enterprise, Haishi Cultural, Jianqiao Culture, Jianqiao Data, Jianqiao Zefeng, Jianqiao Medical, Wangting Future and Jianqiao Media. In accordance with the requirements of the tax regulations in the Chinese mainland, Gench WFOE was qualified for “High and New Technology Enterprise” qualification and was subject to a reduced CIT rate of 15% for 2025 and 2024. Wangting Enterprise, Haishi Cultural, Jianqiao Culture, Jianqiao Data, Jianqiao Zefeng, Jianqiao Medical, Wangting Future and Jianqiao Media were qualified as Small and Micro Enterprises and subject to a preferential effective CIT rate of 5% for the year ended 31 December 2025. Wangting Business, Wangting Catering and Wangting Enterprise were also qualified as Small and Micro Enterprises and subject to a preferential effective CIT rate of 5% for the year ended 31 December 2024.

The major components of income tax expense of the Group are as follows:

	<b>2025</b>	2024
	<b><i>RMB’000</i></b>	<i>RMB’000</i>
Current – Chinese mainland income taxes	<b>72,904</b>	67,111
Deferred	<b>3,149</b>	7,602
	<hr/>	<hr/>
Total tax charge for the year	<b><u>76,053</u></b>	<u>74,713</u>

A reconciliation of tax expense/(credit) applicable to profit before tax at the statutory tax rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the income tax expense at the effective tax rates, and a reconciliation of the statutory tax rates to the effective tax rates, during the year are as follows:

	<b>2025</b>	2024
	<b><i>RMB’000</i></b>	<i>RMB’000</i>
Profit before tax	<b><u>318,601</u></b>	<u>298,331</u>
At the statutory income tax rate	<b>79,763</b>	75,550
Expenses not deductible for tax	<b>1,248</b>	1,664
Lower tax rate enacted by local authority	<b>(2,549)</b>	(2,672)
Additional tax deduction on research and development expenses	<b>(696)</b>	(805)
Adjustments in respect of current tax of previous periods	<b>3</b>	(689)
Tax losses utilised from previous periods	<b>(1,192)</b>	(1,460)
Tax losses not recognised	<b>308</b>	2,341
Deductible temporary differences not recognised	<b>(832)</b>	784
	<hr/>	<hr/>
Tax charge at the Group’s effective rate	<b><u>76,053</u></b>	<u>74,713</u>

The Group has assessed its potential exposure under Pillar Two legislations based on the information available regarding the financial performance of the Group in the current year. As such, it may not be entirely representative of future circumstances. Based on the assessment, the Group concluded that it does not have any potential exposure. The Group continues to follow Pillar Two legislative developments, as more countries prepare to enact the Pillar Two model rules, to evaluate the potential future impact on its financial statements.

## 9. DIVIDENDS

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Proposed final – HK\$0.04 (2024: HK\$0.10) per ordinary share	13,943	36,613
Interim – HK\$0.10 (2024: HK\$0.10) per ordinary share	<u>36,010</u>	<u>36,145</u>

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

## 10. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent of RMB242,548,000 (2024: RMB223,618,000), and the weighted average number of ordinary shares of 394,500,000 (2024: 395,313,685) outstanding during the year. The number of shares for the year ended 31 December 2025 has been arrived at after eliminating the treasury shares.

The Group had no potentially dilutive ordinary shares outstanding during the years ended 31 December 2025 and 2024.

The calculations of basic and diluted earnings per share are based on:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
<b>Earnings</b>		
Profit attributable to ordinary equity holders of the parent, used in the basic and diluted earnings per share calculations	<u>242,548</u>	<u>223,618</u>
	<b>Number of shares</b>	
	2025	2024
<b>Shares</b>		
Weighted average number of ordinary shares used in the basic and diluted earnings per share calculations	<u>394,500,000</u>	<u>395,313,685</u>

The calculations weighted average number of ordinary shares have taken into account the effect of treasury shares.

## 11. ACCOUNTS RECEIVABLE

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Accounts receivable	9,458	12,446
Impairment	<u>(419)</u>	<u>(698)</u>
Net carrying amount	<u><u>9,039</u></u>	<u><u>11,748</u></u>

Accounts receivable mainly represented amounts of tuition fees, boarding fees, education related and training service fees. An ageing analysis of the accounts receivable as at the end of the reporting period, based on the transaction date and net of loss allowance, is as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Within 1 year	7,350	9,517
1 to 2 years	1,285	1,684
2 to 3 years	359	481
Over 3 years	<u>45</u>	<u>66</u>
Total	<u><u>9,039</u></u>	<u><u>11,748</u></u>

The movements in the loss allowance for impairment of accounts receivable are as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
At beginning of year	698	512
Provision for impairment losses, net ( <i>note 7</i> )	2,250	2,279
Amount written off as uncollectible	<u>(2,529)</u>	<u>(2,093)</u>
At end of year	<u><u>419</u></u>	<u><u>698</u></u>

The Group's students are required to pay tuition fees and boarding fees in advance for the upcoming school year, which normally commences in September every year. The outstanding receivables represent amounts related to students who have applied for delaying payment of tuition fees and boarding fees. There is no fixed term for delayed payments. In view of the aforementioned and the fact that the Group's accounts receivable related to a large number of individual students, there is no significant concentration of credit risk.

Account receivables of education related and training services mainly arise from canteen management service fee and delivery service fee, and are due for payment upon the issuance of the demand notes in accordance with the terms of the relevant agreements.

The Group does not hold any collateral or other credit enhancements over its accounts receivable balances. Accounts receivable are non-interest-bearing.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's accounts receivable using a provision matrix:

31 December 2025	Past due				Total
	Less than 12 months	13 to 24 months	25 to 36 months	Over 36 months	
Collective assessment					
Expected credit loss rate	2.42%	8.61%	19.51%	39.19%	4.43%
Gross carrying amount (RMB'000)	7,532	1,406	446	74	9,458
Expected credit losses (RMB'000)	<u>182</u>	<u>121</u>	<u>87</u>	<u>29</u>	<u>419</u>
31 December 2024	Past due				
	Less than 12 months	13 to 24 months	25 to 36 months	Over 36 months	Total
Collective assessment					
Expected credit loss rate	3.76%	8.78%	20.10%	39.45%	5.61%
Gross carrying amount (RMB'000)	9,889	1,846	602	109	12,446
Expected credit losses (RMB'000)	<u>372</u>	<u>162</u>	<u>121</u>	<u>43</u>	<u>698</u>

## 12. OTHER PAYABLES AND ACCRUALS

	<i>Note</i>	<b>2025</b> <b>RMB'000</b>	2024 <i>RMB'000</i>
Payables for purchase of property and equipment		<b>14,282</b>	1,714
Payables for construction projects		<b>77,787</b>	100,284
Other tax payable		<b>6,266</b>	5,845
Rental received in advance		<b>4,071</b>	984
Miscellaneous advances received from students	(i)	<b>63,532</b>	50,856
Accrued bonuses and other employee benefits		<b>47,189</b>	53,725
Accrued interest expenses		<b>229</b>	849
Deposits		<b>5,637</b>	5,110
Other payables and accrued expenses		<b>53,165</b>	31,027
		<hr/>	<hr/>
Total		<b>272,158</b>	250,394
		<hr/> <hr/>	<hr/> <hr/>

- (i) The advances represented expenses relating to textbooks, training, medical examination, insurance collected from students which will be paid on behalf of the students.

Other payable balances are unsecured, non-interest-bearing and repayable on demand.

### 13. CONTRACT LIABILITIES

The Group recognised the following revenue-related contract liabilities, which represented the unsatisfied performance obligation as 31 December 2025 and are expected to be recognised as revenue within one year:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Tuition fees	462,458	426,716
Boarding fees	<u>88,886</u>	<u>86,169</u>
Total	<u><u>551,344</u></u>	<u><u>512,885</u></u>

The Group receives tuition and boarding fees from students in advance prior to the beginning of each academic year. Revenue from tuition and boarding fees are recognised proportionately over the relevant period of the respective programs. The students are entitled to refund of payments in relation to the proportionate services not yet rendered.

Changes in contract liabilities during the year are as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
At the beginning of the year	512,885	511,183
Revenue recognised that was included in the contract liabilities at the beginning of the year	(512,885)	(511,183)
Increase due to cash received, excluding amounts recognised as revenue during the year	<u>551,344</u>	<u>512,885</u>
At the end of the year	<u><u>551,344</u></u>	<u><u>512,885</u></u>

### 14. SHARE AWARD SCHEME

On 11 December 2020, the board of Directors approved an employee share award scheme (“Share Award Scheme”) under which: (i) an employee (whether full time or part time), executive or officer, (ii) a Director (including any executive, non-executive and independent non-executive director), or (iii) any consultant or adviser (whether professional or otherwise being engaged whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) of any member of the Group who, in the sole discretion of the board of the Directors, has contributed or may contribute to the growth and development of our Group (the “Eligible Participant”), will be entitled to participate. The purposes and objectives of the Share Award Scheme are (i) to recognise the contributions by certain Eligible Participants and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

Subject to any early termination as may be determined by the board of the Directors pursuant to rules of the Share Award Scheme (the “Scheme Rules”), the Share Award Scheme shall be valid and effective from 11 December 2020 for 10 years or the earlier of the date for the last batch of shares granted to the Eligible Participant has been vested with the shares transferred to the Eligible Participants or has lapsed.

The Share Award Scheme are subject to the administration of the board of the Directors in accordance with the Scheme Rules and the terms of the trust deed (the “Trust Deed”) which was entered into between the Company as settlor and the trustee on 11 December 2020.

The trustee holds the trust fund (including the awarded shares and related income) in accordance with the terms of the Trust Deed. The board of the Directors from time to time issues implementation and operation manual for the Share Award Scheme.

The board of the Directors, at any time and from time to time, causes to be paid an amount of cash to the trustee for the purchase of the shares on and/or off the market for the operation of the Share Award Scheme.

Subject to the terms and conditions of the Share Award Scheme and the fulfilment of all relevant vesting conditions, the respective awarded shares held by the trustee on behalf of those Eligible Participants shall vest in accordance with the vesting schedule (if any) and the trustee shall cause the awarded shares to be transferred to such Eligible Participant on the vesting date(s), provided that the Eligible Participant remains an Eligible Participant at all times after the grant of the awarded shares and on each relevant vesting date(s).

A summary of movements in the Company’s treasury share is as follows:

	Number of treasury shares	Total <i>RMB’000</i>
At 1 January 2025 and 31 December 2025	<u>20,500,000</u>	<u>84,504</u>

As at 31 December 2025, 20,500,000 of the Company’s treasury shares\* were held by a trustee and will be granted to the Eligible Participant under Share Award Scheme. Since 11 December 2020 and up to the date of approval of these financial statements, the board neither granted, lapsed or cancelled any awards.

\* The treasury shares held by the trustee for the benefit of grantees under the Share Award Scheme are not treasury shares as defined under the Listing Rules.

## **15. EVENTS AFTER THE REPORTING PERIOD**

On 27 March 2026, the board of Directors resolved to recommend the payment of a final dividend of HK\$0.04 per ordinary share for the year ended 31 December 2025 to the shareholders whose names appear on the register of members of the Company on 3 June 2026. The recommendation is subject to the approval by the shareholders of the Company at the forthcoming annual general meeting of the Company.

## MANAGEMENT DISCUSSION & ANALYSIS

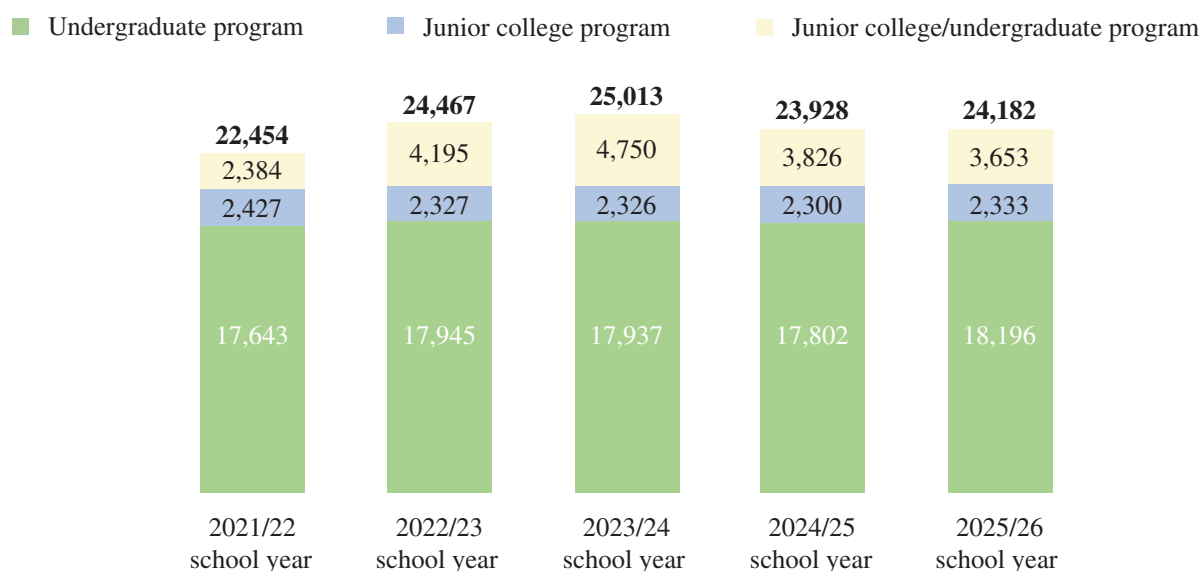
### BUSINESS OVERVIEW

The Group is a higher vocational education group which provides undergraduate education and junior college education, focusing on high-quality schooling for the provision of excellent education for students. The Group operates Shanghai Jian Qiao University, being the domestic leading private university, at Lingang New Area in the China (Shanghai) Pilot Free Trade Zone. As measured by the number of full-time students enrolled in the 2025/26 school year, our University is the largest private university in Shanghai and is also a leading private university in the entire Yangtze River Delta. According to CUAA.net (中國校友會網), our University again ranked third among all category I private universities in China for four consecutive years from 2022 to 2025 and first among private universities in the Yangtze River Delta for six consecutive years from 2020 to 2025.

### Student enrollment

In the 2025/26 school year, the overall number of full-time enrolled students of our University reached 24,182, representing an increase of 254 as compared to that of the 2024/25 school year. In the 2025/26 school year, the University enrolled 4,796 (2024/25: 4,505) students in undergraduate program, 780 (2024/25: 763) students in junior college program, 1,815 (2024/25: 1,838) students in junior college/undergraduate program.

#### Student enrollment



## Tuition rates

The following table sets forth tuition fee information for our full-time programs for the school years indicated:

	<b>Tuition Fee of New Student<sup>(1)</sup></b>		
	<b>2023/24</b>	<b>2024/25</b>	<b>2025/26</b>
	<b>school year</b>	<b>school year</b>	<b>school year</b>
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
Undergraduate program	32,000-39,800 <sup>(2)</sup>	32,000-39,800 <sup>(2)</sup>	42,000-48,000 <sup>(3)</sup>
Junior college program	20,000	20,000	23,000
Junior college/undergraduate program	30,000-39,800	32,000-39,800	32,000-39,800

### Notes:

- (1) Tuition fees shown above are applicable to full-time students enrolled in the relevant school years only, excluding tuition fees charged for part-time students enrolled in our continuing education program.
- (2) The tuition fee range of the undergraduate program includes (i) the undergraduate program; and (ii) the undergraduate program under the international program, excluding tuition fee rate of RMB80,000 per school year for the former international design college, the tuition fee rate of RMB58,000 per school year for the bilingual-lectured digital media technology program, the tuition fee rate of RMB45,000 per school year for the bilingual-lectured journalism program and the tuition fee rate of RMB45,000 per school year for the international project with Vaughn College of Aeronautics and Technology.
- (3) The tuition fee range of the undergraduate program includes (i) the undergraduate program; and (ii) the undergraduate program under the international program, excluding tuition fee rate of RMB80,000 per school year for the former international design college, the tuition fee rate of RMB58,000 per school year for the bilingual-lectured digital media technology program and the bilingual-lectured journalism program, and the tuition fee rate of RMB58,000 per school year for the international project with Vaughn College of Aeronautics and Technology.

## BUSINESS REVIEW AND OPERATIONAL UPDATE

### Our University

Our University is an applied technology university which focuses on undergraduate education. As of 31 December 2025, our University offers 40 undergraduate programs and 10 junior college programs in a wide range of areas including economics, management, literature, engineering, art, science and pedagogy. Our University has 1 major with national characteristics, 1 MOE comprehensive pilot reform undergraduate major, 15 first-class undergraduate majors in Shanghai, as well as 3 majors with Shanghai characteristics.

The schooling quality of our University ranked in the forefront of peer universities, which has accumulated a solid brand reputation. In January 2025, CUAANet (中國校友會網) announced the 2025 CUAANet University Rankings, which showed that our University continued to rank third among the CUAANet category I private universities in China for four consecutive years. Over 25 years of operation, our University has been consecutively awarded “Shanghai Civilized Unit (上海市文明單位)” for 9 times over 18 years since 2004, won the honorary title of “Shanghai Garden Unit (上海市花園單位)” from 2015 to 2020 and awarded the “National Model Unit of Civilization (全國文明單位)” for the first time in 2015 (the first private university in Shanghai), and passed the reexamination thrice in 2017, 2020 and 2025, continuing to retain the honorary title of the “National Model Unit of Civilization (全國文明單位)”, and certified by Shanghai Audit Centre of Quality System to have implemented the ISO9001 quality management system in 2018, and passed the re-certification in May 2021, and passed the MOE undergraduate teaching quality assessment (教育部本科教學工作審核評估) twice in November 2019 and April 2025. In February 2022, our University was also approved by the MOE as an innovation and development centre for ideological and political work in colleges and universities, in the same month, our University was selected as “Shanghai Safe and Civilized Campus for 2019-2020 school year”, and was once again selected as “Shanghai Safe and Civilized Campus for 2021-2022 school year” in March 2024. Our University was among the first batch of universities in the PRC to be granted reputable title of “Lei Feng Spirit College Demonstration Education Base (雷鋒精神高校示範教育基地)” in April 2024, and was awarded the “Contribution Award for Promoting Lei Feng Spirit in the New Era (新時代傳播雷鋒精神貢獻獎)” in September 2024. Our University was rated as “Outstanding Institution for Information Disclosure Work in Shanghai Higher Education Institutions (2023–2024) (2023-2024年度上海高校信息公開工作優秀單位)” and “Outstanding Institution for Petition and Complaint Handling Work in the Shanghai Education System (2024) (2024年度上海市教育系統信訪工作優秀單位)” respectively in February and March 2025.

## **DUAL SUPPORT FROM LINGANG SPECIAL AREA POLICY AND VOCATIONAL EDUCATION POLICY**

### **(I) Strategic emerging industries in Lingang forge a new pattern of industry-education integration**

In February 2025, the Management Committee of Lingang New Area printed and issued the “Industry-Education Integrated High Quality Development Plan of Action (2025-2027) in Lingang New Area of the China (Shanghai) Pilot Free Trade Zone (《中國(上海)自由貿易試驗區臨港新片區產教融合高質量發展行動計劃(2025-2027)》)”, to further promote the resources smoothing and benign cycle of education, technology, talents and industries. The Document points out many higher education resources level improvement actions, like optimizing higher education resources layout, actively importing quality higher education resources, supporting higher education institutions to explore the mechanism innovation for industry-education integration, strengthening the construction of higher education scientific innovation talents incubators, reinforcing higher education new engineering discipline construction and excellent engineers training efforts, and conducting international industry-education integration projects etc., and clearly supports our University to build into an industry-education integrated university.

In December 2025, the Management Committee of Lingang New Area and Shanghai Municipal Commission of Science and Technology jointly printed and issued the “Shanghai ‘Lingang Science Innovation Town’ Construction Plan (《上海市“臨港科創城”建設方案》)”, to build Lingang into a world-class science innovation town. The plan stresses on the “role of Lingang’s rich higher education scientific innovation resources”, and specifies the missions like deepening industry-education integration, supporting universities to independently establish or jointly build characteristic industry park with partners, and gathering talents to innovate and create business etc., which offers the Group with the interface and strategic opportunities for us to directly take part in regional innovation development and obtain special policies and resources support, to further turn geographic advantages into unique development advantages and brand values.

The open development philosophy and profound economic foundation of Pudong New Area provide a solid support for the development of Lingang New Area. Lingang New Area is rapidly becoming a clustering point of China’s strategic emerging industries, increasing the exploration of differentiation system innovation in several areas, and putting effort into building a world-class industrial cluster. Under the favourable policy of Lingang National Core Pilot Area for Industry-education Integration, our University as the only private university currently in Lingang has increasingly highlighted its geographic advantages in admitting students and exploring a new model of industry-education integration.

## **(II) National support policies in place, driving high quality development of modern vocational education**

In January 2025, the Central Committee of the Communist Party of China and the State Council jointly printed and issued the “Outline of the Plan for the Construction of a Stronger Education State (2024-2035)(《教育強國建設規劃綱要(2024-2035年)》)” (the “Outline”), which proposed enhancing higher education comprehensive strength, building strategic leadership, driving higher education reform classified development, optimizing higher education layout, shaping diversified school running, and exploring new business of industry-education integration. This Outline is a guideline of education cause development published by the Central Committee of the Communist Party of China and the State Council, it is the first national plan of action with the theme of building a leading country in education and the key task of fully serving Chinese modernization, and a top-tier system arrangement for advancing education-technology-talent integrated development and for enhancing the overall effectiveness of the national innovation system efficiency, bearing great and profound significance.

In March 2025, the third session of the 14th National People’s Congress considered and passed the “Government’s Work Report 2025”, which clearly proposed deeply implementing the strategy of science education revitalizing the nation, integrating education development, science and technology innovation and talent cultivation, accelerating high quality education system, regulating private education development, driving the integration of vocation and general education, industry and education, and enhancing the adaptability of vocational education.

The sustained support and encouragement of policies provided a strong support for the integration of industry and education as well as the high quality development of vocational education.

## **OUTSTANDING ACHIEVEMENTS IN THE CONSTRUCTION OF HIGH-QUALITY VOCATIONAL EDUCATION SYSTEM**

### **(I) Aligning with the market demand for talents and optimizing the layout of disciplines and majors**

Majors ranking of our University remained the top among application-oriented universities and colleges across the country and our majors closely kept pace with the needs. In March 2025, according to “2025 First-class Majors Ranking (Application-oriented) in China” published by CUAA.net (中國校友會網), 29 majors of our University ranked among top 10 in China, and 33 majors ranked among top 20 in China, among which 13 majors including gemstone and material technology, journalism, automobile service engineering and international business ranked first in the country. The advertising, Japanese language and tourism management majors of our University successfully passed the professional certification of the Yangtze River Delta New Liberal Arts Education Professional Certification Alliance (長三角新文科教育專業認證聯盟). Our University follows the positioning of “keeping a foothold in Lingang, integrating with Pudong, serving Shanghai and radiating the Yangtze River Delta”, focuses on Lingang’s urban socioeconomic development objective of “openness & innovation, smart ecology, industry-city integration, suitability for business and living”, drives education chain, talent chain, industry chain and innovation chain integration in terms of Lingang New Area industry map and population import planning, and builds majors layout and structural system featuring applied technology university and meeting regional development demands centering on social undertakings such as IC (integrated circuits), life health, electronic information, high-end equipment manufacturing, fashion consumer goods, digital economy and modern service industry.

### **(II) Enhancing the faculty capacity and strengthening the core educative support**

The faculty capacity of our University remains in the forefront among peer universities. As of 30 September 2025, among the full-time teachers of our University, the master degree or higher accounted for 86.4%, the doctoral degree accounted for 28.8%, the senior title accounted for 38.6%, and the double-position accounted for 47.8%. Our University strictly implements teachers qualification and admission system, and continuously enhances teachers’ teaching capabilities through measures such as tutor leading, specialized training, or encouraging participation in various teaching competitions, and attaches great importance to fostering teachers’ ethics and professional conduct. Every year, we evaluate and select advanced models like “Lei Feng Award”, “Qingyun Prize”, “Good Teacher in My Heart”, “Five-star Instructor” and “Excellent Major Tutor”, encourage teachers to devote, contribute, and teach with patience. Meanwhile, positioned as applied technology university, we greatly promote professional teachers to practice in enterprises by system security, platform erection, management reinforcement, examination incentive and other means, and hold industry-education integration special workshops, to increase teachers’ awareness and capabilities of industry-education integration. Our University is one of the first batch of 20 MOE-approved universities piloting “navigation workstations” for national college professors, and also a research base for the ideological and political work of professors in Shanghai private universities.

### **(III) Deepening course connotative construction, upgrading teaching quality**

Our University insists on positioning in consideration of talents training objectives, focuses on courses connotative construction, constructs “school level- city level – national level” 3-level courses building system, and enhances practical teaching and quality teaching. In January 2025, 12 of our courses were selected as Shanghai first class undergraduate courses, the number of approved courses showed a year-on-year increase of 50%, a historic new high. In July 2025, 26 of our courses were approved as Shanghai higher education municipal level key courses, the number of approved courses ranked the 7th place among higher education institutions in Shanghai, and thus we became the only private university in the top 10. The courses cover various types including “AI+ courses”, “industry-education integration courses”, “courses in areas with urgent talent shortages” and “experimental, practical, and hands-on courses”, among which, “AI+ courses” accounted for 50%, “industry-education integration courses” accounted for 31%, showing our teaching innovation embracing educational innovation and applied talent cultivation in the intelligent era. In 2025, the course “Fundamentals of Gemstone Geology and Crystallography” course of our College of Jewelry was selected as a “Online/Offline Hybrid First-Class Course”, achieving a breakthrough for our University in the construction of national first-class courses. In addition, our University actively promotes the development of online open courses. As of December 2025, a total of 1,253 online open courses were developed.

### **(IV) Upgrading teaching facilities and building a smart campus with characteristics**

The Group continues to deepen the upgrading and modification of teaching and scientific research instruments and equipment as well as teaching laboratories, and is committed to building a modern and intelligent teaching environment. The intelligent classrooms are equipped with high-definition camera systems, smart audio devices and high-speed Internet connections, realizing high-quality audio-video collection and transmission, to meet all levels of class listening and appraisal needs. Based on the OBE (Outcome-Based Education) concept, we have formed talent training program management system, course teaching management systems, and teaching quality monitoring system, and have completed the erection of Cloud Gench Intelligent Teaching Platforms, such as Cloud Teaching Center, Cloud Examination Center and Cloud Teaching Management Center, and built a “student-oriented, learning-centered” teaching process support system. Meanwhile, we have constructed a scientific research system to enhance the effectiveness of scientific research management, and independently developed the office automation (OA) workflow system, which has further improved the efficiency of work and management level. Centering on curriculum teaching reform and classroom teaching revolution, the Group has embedded AI, 5G, VR (virtual reality) and other technologies into the teaching reform process, and combined the application of smart learning scenarios with the classroom teaching revolution. Our University also actively builds the DeepSeek Gench Education application large model, develops service agents, management agents and teaching agents, offers teachers and students with round-the-clock, personalized learning support and living services, realizes intelligent and refined campus management, and creates an efficient, convenient and vibrant smart campus ecosystem.

## **(V) Promoting students' all-round development, enhancing their employability**

Focusing on the general requirements of “five-pronged education stratagem (五育並舉)” and “three comprehensive education (三全育人)”, our University continues to deepen the talent cultivation system of “core qualities, competence-based, outcome-oriented and continuous improvement (核心素養+能力本位+成果導向+持續改進)” to cultivate professionals in various fields who are well-rounded in morality, intelligence, physical health, aesthetics, and labor, with solid cultural foundation and professional ethics, and effectively fulfills the fundamental task of fostering virtue and nurturing talents. Our University also attaches great importance to the high-quality employment of students. In recent years, the employment rate of our graduates has always been stabling at 99% and above. As of 31 August 2025, the employment rate of year 2025 graduates of our University reached 99.4% (where employment in Yangtze River Delta accounted for 77.5%, and employment in Shanghai accounted for 59.2%), the college-entrance rate reached 5.8% and the rate of studying abroad reached 5.3%, and 94 students studied abroad at top 50 universities/colleges in QS World University Rankings, 123 students studied abroad at top 100 universities/colleges in QS World University Rankings. Our University was awarded the honorary title of “Advanced Institution in Promoting Employment of Shanghai Municipality (上海市促進就業先進集體)”, and the honorary title of “Best Service University for High-Quality Employment in 2024 (2024年度高質量就業最佳服務高校)” in May and December 2024, respectively.

## **(VI) Increasing international cooperation level, building global communication profile**

To grasp the international talents opportunity of Lingang, our University deepens the reform of international school running mechanism and system, collectively drives international exchange and cooperation, increases international partners level and project level, drives the internationalization of teachers and academic programs, and fully improves students' international vision and global qualities. We work deeply with Vaughn College of Aeronautics and Technology, The Kyoto College of Graduate Studies for Informatics, Teesside University, among others, in junior college to master's program, undergraduate to master's program, dual bachelor's program and other programs. In 2025, our University contracted with 11 overseas famous universities/colleges in Germany, United Kingdom, New Zealand, Thailand and other countries, to expand our teachers and students' overseas exchange channels, and further expand our international circle; we received cumulatively 43 batches of delegations of overseas famous institutions from the United Kingdom, Germany, Singapore, Thailand, Japan, South Korea and other countries; we organized our school officials and teachers to visit Finland, Australia, Singapore, Japan and other countries to conduct in-depth exchange and professional study; we launched more than 30 foreign/overseas exchange programs, including training at UN international organizations, study visits to prestigious overseas universities, and internships at renowned overseas enterprises, attracting a large number of outstanding students.

## **(VII) Improving lifelong education system, strengthening continuing education supply**

Leveraging the distinctive strengths of its featured programs and high-quality teaching resources in full-time higher education, rooted in Lingang and upholding the concept of lifelong education, our University is committed to comprehensively strengthening the supply capacity of higher degree continuing education and higher non-degree continuing education oriented toward the national economic development strategy and the need for cultivating young talents, and strives to build an integrated, multi-field, cross-age lifelong education system that encompasses vocational skills training, industry-education integration development, and public welfare social training, thereby facilitating knowledge renewal and capacity enhancement while meeting the diverse learning needs of various sectors. As of 31 December 2025, the number of adult students of the continuing education programs of our University amounted to 3,760. As to non-academic vocational education, the Group actively responded to vocational education “1+X” certificate system (職業教育「1+X」證書制度), to deepen the vocational qualification training and enhance students’ occupational skills. As of 31 December 2025, our University provided a total of more than 400 types of vocational skills certificate training. In addition, our University as a continuing education base for high-end equipment industry workers and a continuing education base for fashion consumption and logistics industry workers, applied for Shanghai “dual system” workers continuing education higher education pilot base (incubation) project, and successfully secured the project approval.

## **(VIII) Further deepening school-enterprise cooperation and developing industry-education integration for collaborative talent cultivation**

Our University is both the high-tech talents cultivation base in Shanghai and one of the first batch of industry-education integration bases in Lingang New Area (臨港新片區首批產教融合基地). The “Digital Smart Manufacturing (數聯智造)” Industry College is one of the first batch of Shanghai municipal key modern industrial colleges (首批上海市級重點現代產業學院) while the “Integrated Circuit (集成電路)” Industry College is one of the second batch of Shanghai municipal key modern industrial colleges (第二批上海市級重點現代產業學院). Our University leads application-oriented talents training with our in-depth industry-education integration system, and our cooperation with enterprises includes but not limited to co-construction of on/off-campus practice bases, work-study alternation, order-based training, and industry-academia-research integration. Our University is a sponsor of Lingang Industrial College (臨港產業大學), and works with Lingang Industrial College to jointly apply for “Municipal Consortium of High-end Equipment Industrial Zone in Lingang New Area (臨港新片區高端裝備產業區市域聯合體)”, and is approved as one of the first batch of “City-wide Industry-education Associations (市域產教聯合體)” in Shanghai.

In 2024, our University established a significant strategy to transform into an industry-education integrated university, and by closely aligning with the requirements of regional industrial layout, we tailored education, learning, research, and innovation based on industrial needs, and built an industry-education integration model centered around “one core, two wings, three integrations, and four scenarios (一體兩翼三融四境)”, striving to achieve the coordinated development of “industry, academia, research, and innovation” as an integrated entity. We expect to preliminarily complete the transformation of an industry-education integrated university by 2030 and fully accomplish it by 2035, thereby enriching the distinctive features of an applied university with the unique characteristics of an industry-education integrated university, and building our University as a nationally recognized top-tier private university.

In 2025, our University conducted 8 key industry-education integrated projects in a string, covering the College of Mechanical and Electrical Engineering, the College of Journalism and Communication, the College of Business, the College of Art Design, the College of Jewelry and the College of Information Technology, adding 20 new industry-education integrated courses with teaching materials. In August 2025, Lingang Jewelry Arts Centre was opened beside Dishui Lake, integrating public exhibition, entrepreneurship incubation, science generalization & education, appraisal & design, fashion & consumption among other functions, being another innovative practice of industry-education integration of our University. In November 2025, the national level platform “IC Packaging and Testing Industry-Talent Collaboration and Innovation Centre” & Lingang Industry-Education Integrated Practice Base was created in our University, marking a new stage of IC talents training and industrial collaboration between government, school and enterprise. As of 31 December 2025, our University established the Medical Engineering Industry College and the Live Streaming Economy Industry College, and actively drove the construction of the Big Data Industry College, the IC Industry College and the Intelligent Manufacturing Industry College. In addition, we had 6 experience cases listed in the 2025 Lingang New Area Industry-Education Integration Case Collection.

The Group’s phase four campus facilities were fully operational in March 2025, with a total gross floor area of approximately 86,400 square meters, mainly comprising (i) a teaching and training building (conducive to connect university-enterprise resources and deepen the integration of industry and education); (ii) three talent apartments (increasing the attraction of outstanding talents for the University and help the University to introduce various experts in the integration of industry and education); and (iii) a multi- functional research and development centre (contributing to the research on the integration of industry and education and the joint talent training with the on-campus enterprises).

## **FUTURE OUTLOOK AND BUSINESS STRATEGY**

As always, the Group adheres to the educational philosophy of running a high-quality school, strives to establish a high-quality applied technical talents training system and operates schools to the people's satisfaction and top-tier private university in the nation. The Group's development connotation is highly in line with the national direction to promote the high-quality development of vocational education. We believe that based on the geographical advantages of Pudong and Lingang dual special zones and the development opportunities of Lingang as a cluster of China's strategic emerging industries, adherence to quality improvement and connotative development, building an ecological benchmark campus with the integration of industry and education, practicing the development thoughts of being a long-distance runner for high-quality development of higher education in China and scarce value of our University's for-profit transformation, the Group is expected to gain wider recognition in the industry. Looking forward, we will leverage the following strategies to promote our business development:

### **BUILDING ON OUR EXISTING STRENGTHS AND ADHERING TO THE PATH OF HIGH-QUALITY DEVELOPMENT**

In the 2025/26 school year, we continued to optimize the tuition fee, with the minimum tuition fee for new students of undergraduate programs being optimized from RMB32,000 per school year to RMB42,000 per school year, and the minimum tuition fee for new students of junior college programs being optimized from RMB20,000 per school year to RMB23,000 per school year. Additionally, the boarding fees in respect of our smart dormitory buildings for the freshman remained at RMB7,800 per school year. The year 2026 is the starting year of the "Fifteenth Five-Year Plan", and from the new starting point of history, we will continue to adhere to the educational philosophy of "student-oriented, teaching-centred, undergraduate-focused (育人為本，教學為本，本科為本)" and the work ideology of "quality as the core, teaching as the centre, students as the base, teachers as the principal (品質核心，教學中心，學生本位，教師主體)" to deepen the reform of talent cultivation models, optimize the structure and layout of professional disciplines, and promote the digital and intelligent program transformation. We will continue to explore DeepSeek and other AI-enabled education and teaching, enhance the capacity construction of faculty team, ensure the teaching quality, stimulate the vitality of scientific research and innovation, and comprehensively serve students' growth, thereby promoting the high-quality development of school undertakings.

## **CAPITALIZING ON POLICY BENEFITS IN THE LINGANG NEW AREA AND ADVANCING THE INTEGRATION OF INDUSTRY, EDUCATION AND CITY**

Lingang is a dual special zone under the superposition of two national strategies: Pudong Pioneer Area and Lingang New Area, carrying an important national strategic mission as the first trial test field of “Pioneer Area for Socialist Modernization”. Lingang focuses on the innovation and development of key technological links in the field of “Filling the Domestic Gaps (填補國家空白)” and emerging industries, which is to establish a special economic functional zone with more international market influence and competitiveness. As the core area of the national industry-education integration pilot program, leveraging on the regional advantages of rapid gathering in the advanced manufacturing industry, Lingang will have more exploration opportunities for industry-education integration.

Looking forward, the Group will fully capitalize on historic opportunities, actively take the initiative to serve the national strategy to promote the high-quality development of vocational education and the regional development strategy to build Lingang a “Global Power City”, deeply promote the strategy of integration, internationalization and digitalisation, deepen the construction of modern vocational education system, and cultivate more high-quality technical and skilled talents. Additionally, the Group will continue to stay abreast of the latest policies and developments of the integration of industry and education, deeply align industrial needs with the education and teaching rule, promote the in-depth integration of teaching scenarios and production practices, and accelerate the transformation into an industry-education integrated university, with a view to growing our University into a top-tier private university in China with distinctive features and international standing and a long-term practitioner for the high-quality development of higher education in China.

### **REGULATORY DEVELOPMENT**

There has been no significant regulatory update since the publication of the 2024 Annual Report. Please refer to the 2024 Annual Report for details of the regulatory update.

Our Company will continue to monitor developments of relevant laws and regulations, and will make further announcements in respect thereof in accordance with the Listing Rules as and when appropriate.

### **FINANCIAL REVIEW**

#### **Revenue**

Revenue represents the value of services rendered during the Reporting Period. The Group derives revenue from tuition fees, boarding fees, education related and training services and other services.

The Group's revenue increased by RMB34.7 million, or 3.6%, from RMB969.9 million for the year ended 31 December 2024 to RMB1,004.6 million for the year ended 31 December 2025, which was mainly due to (i) the increase in the revenue derived from tuition fees and boarding fees by approximately RMB26.6 million, or 2.8%. Such increase was mainly due to the growth in the number of students and average tuition fees per student during the year ended 31 December 2025, and (ii) the increase in revenue from education related and training services and other services by approximately RMB8.1 million, or 31.4% during the Reporting Period.

### **Cost of Sales**

Cost of sales primarily consisted of salary costs, depreciation and amortization, student-related expenses, cooperative education expenses, teaching material expenses and maintenance expenses, along with training expenses, research and development costs, travel expenses, office expenses, and others.

The Group's cost of sales increased approximately by RMB29.9 million, or 7.0%, from RMB430.0 million for the year ended 31 December 2024 to RMB459.9 million for the year ended 31 December 2025, which was primarily due to (i) the salary costs increasing by approximately RMB15.7 million, or 6.6%, from approximately RMB237.6 million for the year ended 31 December 2024 to approximately RMB253.3 million for the year ended 31 December 2025, as a result of the growth of the number of teachers during the Reporting Period; (ii) the increase of the depreciation and amortization expenses, as the phase four of the campus of our University has been fully operational in March 2025.

### **Gross Profit and Gross Profit Margin**

Gross profit represents our revenue less cost of sales. The Group's gross profit increased by approximately RMB4.8 million, or 0.9%, from approximately RMB539.9 million for the year ended 31 December 2024 to approximately RMB544.7 million for the year ended 31 December 2025.

The Group's gross profit margin represents the Group's gross profit as a percentage of its revenue. For the year ended 31 December 2025, the Group achieved a gross profit margin of 54.2%, representing a year-on-year decrease of 1.5 percentage points, while remaining basically stable compared with the last year.

## **Other Income and Gains**

Other income and gains primarily consist of government grants, bank interest income, operating lease income from operators of supermarkets, snap shops, etc. in the school campus, and others.

The Group's other income and gains increased by RMB1.3 million, or 2.7%, from RMB47.5 million for the year ended 31 December 2024 to RMB48.8 million for the year ended 31 December 2025, which was mainly due to the combined effects of (i) the increase in operating lease income and other miscellaneous incomes amounting to RMB5.7 million, (ii) the increase of other interest income from financial assets at fair value through profit or loss and other interest income from debt investments at fair value through other comprehensive income increasing by approximately RMB1.8 million and (iii) the decrease of government grants, bank interest income and fair value gains on financial assets at fair value through profit or loss amounting to RMB6.1 million during the Reporting Period.

## **Selling and Distribution Expenses**

Selling and distribution expenses primarily consist of expenses incurred for relevant advertising of our University, including labour remuneration, the cost of promotional brochures, transportation expenses, telecommunication expenses and business entertainment expenses.

The Group's selling and distribution expenses decreased by approximately RMB0.8 million, or 19.6%, from approximately RMB4.5 million for the year ended 31 December 2024 to approximately RMB3.7 million for the year ended 31 December 2025, which was mainly due to the decrease of employee remuneration resulting from the Group's enhanced labor cost controls during the Reporting Period.

## **Administrative Expenses**

Administrative expenses consisted of salary expenses for administrative staff, logistic expenses, depreciation of vehicle and equipment for administrative purposes, professional service expenses, travel expenses, entertainment expenses, office expenses, and others.

The Group's administrative expenses increased by RMB12.2 million, or 5.0%, from RMB240.2 million for the year ended 31 December 2024 to RMB252.4 million for the year ended 31 December 2025, which was primarily due to (i) the increase in logistic expenses by approximately RMB28.9 million, or 87.7%, from approximately RMB32.9 million for the year ended 31 December 2024 to approximately RMB61.8 million for the year ended 31 December 2025, mainly as a result of the Group's upgrading and renovation of existing campus premises, (ii) the decrease in salary expenses by approximately RMB8.5 million, or 5.2%, as the Group's staff cost control measures and (iii) the decrease in office expenses and entertainment expenses amounting to approximately RMB8.7 million during the Reporting period.

## **Finance Costs**

The Group's finance costs primarily consisted of the interest expenses for bank loans.

Finance costs decreased by approximately RMB11.6 million, or 42.9%, from approximately RMB27.1 million for the year ended 31 December 2024 to approximately RMB15.5 million for the year ended 31 December 2025, which was primarily due to the scale of interest-bearing borrowings of our Group decreased from approximately RMB829.9 million as at 31 December 2024 to RMB280.4 million as at 31 December 2025 as the result of early repayment of most of long-term interest-bearing bank borrowings during the Reporting Period.

## **Profit Before Tax**

For the year ended 31 December 2025, the Group recorded a profit before tax of approximately RMB318.6 million, representing an increase of approximately 6.8% year-on-year from approximately RMB298.3 million of last year.

## **Income Tax Expense**

Income tax expense increased by RMB1.4 million from approximately RMB74.7 million for the year ended 31 December 2024 to approximately RMB76.1 million for the year ended 31 December 2025, which was mainly due to the increase of the profit before tax.

## **Current Assets and Current Liabilities**

The Group's net current liabilities increased by approximately RMB293.2 million, or 197.5%, from approximately RMB148.4 million for the year ended 31 December 2024 to approximately RMB441.6 million for the year ended 31 December 2025, which was primarily due to the early repayment of most of long-term interest-bearing bank borrowings during the Reporting Period.

## **Liquidity and Capital Resources**

Our primary uses of cash were to fund our working capital requirements, our purchase of property and equipment and to repay interest-bearing bank borrowings and related interest expenses. During the Reporting Period, we funded our operations principally with cash generated from our operations and interest-bearing bank borrowings. In the future, we believe that our liquidity requirements will be satisfied with a combination of cash flows generated from our operating activities, interest-bearing bank borrowings and the net proceeds from the initial public offering of the Company and other funds raised from the capital markets from time to time.

## Treasury Policy

Our Group has adopted a prudent financial management approach towards its treasury policy. The Board closely monitors the Group's liquidity position to ensure that the liquidity structure of our Group's assets, liabilities, and other commitments can meet its funding requirements all the time.

## Property and Equipment

As at 31 December 2025, the Group's property and equipment amounted to approximately RMB2,398.4 million, which remained stable compared with the last year.

## Cash and Cash balances and time deposits

As at 31 December 2025, the Group's cash and cash balances and time deposits increased by approximately RMB53.3 million, or 15.7%, which was primarily due to the redemption of financial assets measured at fair value through profit or loss upon maturity during the Reporting Period.

## Interest-bearing Bank Borrowings

Our interest-bearing bank borrowings primarily consisted of short-term working capital loans and long-term project loans for the construction of the school premises.

We borrowed loans from banks to supplement our working capital and finance our capital expenditure. As at 31 December 2025, our interest-bearing bank borrowings of RMB280.4 million were all denominated in Renminbi. The annual average effective interest rate of our bank borrowings decreased to approximately 2.93% (2024: approximately 3.65%).

## Capital Expenditure

Capital expenditures during the Reporting Period primarily related to the phase three of the construction of the school premises, maintaining and upgrading existing school premises for our University. For the year ended 31 December 2025, the Group's capital expenditures were RMB116.6 million.

## Commitments

Our capital commitments primarily were related to the acquisition of property and equipment. The following table sets forth our capital commitments as at the end of Reporting Period:

	As at 31 December	
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
Property and equipment	—	4,388

## Contingent Liabilities

- (1) During the year ended 31 December 2024, the supplier for the construction of certain campus facilities filed two claims to the People’s Court of Pudong New Area in Chinese mainland against Shanghai Jian Qiao University Co., Ltd. for overdue payments of construction costs with a total amount of RMB8,256,000 and the interests arising from the overdue payments of construction costs of approximately RMB113,000. As at 31 December 2024 and 2025, two bank accounts of Shanghai Jian Qiao University Co., Ltd. amounting to RMB8,369,000 were frozen by People’s Court of Pudong New Area as requested by the plaintiff. Shanghai No. 1 Intermediate People’s Court rendered a final judgment in the litigation that the above construction costs and interests should be paid to the supplier in March 2026. Full provision has been made to the Group’s financial statements.

During the year ended 31 December 2025, the supplier for the construction of certain campus facilities filed another two claims to the People’s Court of Pudong New Area in Chinese mainland against Shanghai Jian Qiao University Co., Ltd. for overdue payments of construction costs with a total amount of RMB13,353,000 and the interests arising from the overdue payments of construction costs of approximately RMB183,000. As at 31 December 2025, one bank account of Shanghai Jian Qiao University Co., Ltd. amounting to RMB13,536,000 were frozen by People’s Court of Pudong New Area as requested by the plaintiff. As of the date of announcement, the People’s Court of Pudong New Area has not yet rendered a judgment in the litigation. Full provision has been made to the Group’s financial statements.

- (2) During the year ended 31 December 2024, a factoring company filed a claim to the People’s Court of Pudong New Area in Mainland China against Shanghai Jianqiao (Group) Co., Ltd. and Shanghai Jian Qiao Investment Development Co., Ltd. as guarantors for a payment of factoring financing amount, factoring service fee, and interests. The case has been transferred to People’s Court of Huangpu District. As of the date of this announcement, the case is not yet to be scheduled. A provision of RMB8,300,000 and related interests have been made as at 31 December 2025 on the basis of the available evidence and after taking the Group’s legal counsel advices.

## Key Financial Ratios

	As at/for the year ended	
	31 December	
	2025	2024
Gross profit margin	54.2%	55.7%
Net profit margin	24.1%	23.1%
Return on assets	6.6%	5.6%
Return on Equity	9.8%	9.7%
Current Ratio	0.5	0.8
Interest coverage ratio	21.6	12.0
Net debt to equity ratio	0.0	0.2
Gearing ratio	0.1	0.4
Total debt to assets ratio	<u>0.1</u>	<u>0.2</u>

*Notes:*

- (1) Gross profit margin equals our gross profit divided by revenue for the year.
- (2) Net profit margin equals net profit after tax divided by revenue for the year.
- (3) Return on assets equals net profit for the year divided by total assets as at the end of the year.
- (4) Return on equity equals net profit for the year divided by total equity amounts as at the end of the year.
- (5) Current ratio equals our current assets divided by current liabilities as at the end of the year.
- (6) Interest coverage ratio equals profit before interest and tax of one year divided by finance cost for the year.
- (7) Net debt to equity ratio equals total interest-bearing bank loans net of cash and cash equivalents at the end of the year divided by total equity at the end of the year.
- (8) Gearing ratio equals total debt as at the end of the year divided by total equity as at the end of the year. Total debt includes all interest-bearing bank loans and other borrowings.
- (9) Total debt to assets ratio equals total interest-bearing bank and other borrowings at the end of the year divided by total assets at the end of the year.

### **Gearing Ratio**

As at 31 December 2025, the gearing ratio of the Group decreased from 0.4 to 0.1, which was mainly due to the early repayment of most of the long-term interest-bearing bank borrowings.

### **Foreign Exchange Risk Management**

The functional currency of the Company is Renminbi (RMB). The majority of the Group's revenue and expenditures are denominated in RMB. During the year ended 31 December 2025, the Group did not experience any significant difficulties in or impacts on its operations or liquidity due to fluctuations in currency exchange rates. The Directors believe that the Group has sufficient foreign exchange to meet its own foreign exchange requirements and will adopt practical and effective measures to prevent exposure to exchange rate risk. The Group did not enter into any financial instrument for hedging purpose.

### **Significant Investments, Acquisitions and Disposals, Future Plan for Material Investments And Capital Assets**

There were no significant investments held during the year ended 31 December 2025, nor other material acquisitions and disposals of subsidiaries and associated companies. Save as disclosed in this announcement, as at 31 December 2025, the Group did not have any immediate plans for material investments and capital assets.

## **Pledge of Assets**

As at 31 December 2025, the balance of bank borrowings secured of the Group was RMB280.4 million, of which RMB108.0 million was secured by the Group's rights over tuition fees and boarding fees, and the other was secured by the charging right of the talent center in the phase four of the construction.

## **Employees and Remuneration Policy**

As at 31 December 2025, the Group had 1,891 full-time employees (as at 31 December 2024: 1,889 employees). The remuneration policy and package of the Group's employees are periodically reviewed in accordance with industry practice and result performance of the Group. The Group provides external and internal training programs to its employees. The Group participates in various employee social security plans for its employees that are administered by local governments, including housing, pension, medical insurance, occupational injury insurance, maternity insurance and unemployment insurance. The total remuneration cost incurred by the Group for the year ended 31 December 2025 was RMB410.5 million (as at 31 December 2024: RMB405.1 million).

## **EVENTS AFTER THE REPORTING PERIOD**

On 27 March 2026, the Board has resolved to recommend the payment of a final dividend of HK\$0.04 per ordinary share for the year ended 31 December 2025 (the "2025 Final Dividend") to the Shareholders whose names appear on the register of members of our Company on 3 June 2026. Such proposal is subject to the approval by the Shareholders at the forthcoming AGM.

## **ANNUAL GENERAL MEETING**

The AGM will be held on Friday, 8 May 2026 and a notice convening the AGM will be published and despatched to the Shareholders who request the printed copy in due course.

## **DIVIDEND**

An interim dividend of HK\$0.1 per Share for the six months ended 30 June 2025 was declared during the year ended 31 December 2025.

On Friday, 27 March 2026, the Board has resolved to recommend the payment of a final dividend of HK\$0.04 per Share for the year ended 31 December 2025. The 2025 Final Dividend is intended to be paid out of the share premium account of our Company and is subject to the approval of the Shareholders. The circular convening the AGM to be held on Friday, 8 May 2026 will be dispatched to the Shareholders who request the printed copy in due course.

Upon the approval of the Shareholders, the 2025 Final Dividend will be payable on or around Tuesday, 16 June 2026 to the Shareholders whose names appear on the register of members of our Company on Wednesday, 3 June 2026. Including the interim dividend of HK\$0.1 per Share for the six months ended 30 June 2025, the total dividend for 2025 was HK\$0.14 per Share, which represents a payout ratio of 21.9% of the profit attributable to the Shareholders for the year ended 31 December 2025.

## **CLOSURE OF THE REGISTER OF MEMBERS**

For determining the eligibility of the Shareholders to attend and vote at the AGM to be held on Friday, 8 May 2026, the register of members of our Company will be closed from Tuesday, 5 May 2026 to Friday, 8 May 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for determining the eligibility of the Shareholders to attend and vote at the AGM is Friday, 8 May 2026. In order to be qualified for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with our 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, 4 May 2026.

For determining the entitlement of the Shareholders to receive the 2025 Final Dividend, the register of members of our Company will be closed on Wednesday, 3 June 2026, during which period no transfer of Shares will be registered. The record date for entitlement to the 2025 Final Dividend is Wednesday, 3 June 2026. In order to be qualified for the entitlement to receive the 2025 Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with our 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 Tuesday, 2 June 2026. The payment date of the 2025 Final Dividend is expected to be on or around Tuesday, 16 June 2026.

## **COMPLIANCE WITH THE CG CODE**

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. Our Company has adopted the code provisions set out in the CG Code as its own code of corporate governance. Our Company has complied with all applicable code provisions under the CG Code during the year ended 31 December 2025. The Board will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

## **COMPLIANCE WITH THE MODEL CODE**

Our Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions for the year ended 31 December 2025. Having made specific enquiries of all the Directors, each of the Directors has confirmed that he/she has complied with the Model Code during the year ended 31 December 2025.

At the same time, our Company has also adopted its own code of conduct regarding employees' securities transactions on terms no less exacting than the standard set out in the Model Code for the compliance by its relevant employees who are likely to be in possession of unpublished inside information of our Company in respect of their dealings in our Company's securities.

## **PURCHASE, SALE OR REDEMPTION OF OUR COMPANY'S LISTED SECURITIES**

Neither our Company nor any of its subsidiaries had purchased, sold or redeemed any other listed securities of our Company (including treasury shares as defined in the Listing Rules) during the year ended 31 December 2025. As at 31 December 2025, the Company did not hold any treasury shares for the purpose of the Listing Rules.

Separately, during the year ended 31 December 2025, no Shares were purchased by the trustee of the Share Award Scheme pursuant to the terms of the trust deed of the Share Award Scheme.

## **AUDIT COMMITTEE AND REVIEW OF ANNUAL FINANCIAL INFORMATION**

The Audit Committee has reviewed the accounting principles and practices adopted by our Group and discussed auditing, internal control and financial reporting matters. The Audit Committee, together with the Board, have reviewed our Group's audited consolidated financial statements for the year ended 31 December 2025.

## **SCOPE OF WORK FOR ANNUAL RESULTS ANNOUNCEMENT BY AUDITORS**

The financial information set out in this announcement does not constitute our Group's audited consolidated financial statements for the year ended 31 December 2025, but represents an extract from the consolidated financial statements for the year ended 31 December 2025 which have been audited by the auditor of our Company, Ernst & Young in accordance with International Standards on Auditing issued by the International Auditing and Assurance Standards Board. The financial information has been reviewed by the Audit Committee and approved by the Board.

## **PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT**

This announcement is published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and our Company ([www.genchedugroup.com](http://www.genchedugroup.com)). The annual report for the year ended 31 December 2025 containing all the information required by Appendix D2 to the Listing Rules will be dispatched to the Shareholders who request the printed copy and available on the same websites in due course.

## DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of our Company
“Audit Committee”	the audit committee of our Company
“Board”	the board of Directors
“CG Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“China” or “PRC”	the People’s Republic of China excluding for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan, China
“Company” or “our Company”	Shanghai Gench Education Group Limited
“Director(s)”	director(s) of the Company
“Group”, “our Group”, “we” or “us”	our Company, its subsidiaries and New PRC Affiliated Entities from time to time, or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the entities which carried on the business of the present Group at the relevant time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jian Qiao Group”	Shanghai Jian Qiao (Group) Limited* (上海建橋(集團)有限公司), a limited liability company established under the laws of the PRC on 7 November 2000, which is owned by the New Registered Shareholders. It is an affiliated entity of the Company

“Jian Qiao Investment”	Shanghai Jian Qiao Investment and Development Limited* (上海建橋投資發展有限公司), a limited liability company established under the laws of the PRC on 3 August 1999, which is wholly owned by Jian Qiao Group. It is an affiliated entity of our Company
“Jian Qiao University Company”	Shanghai Jian Qiao University Co., Ltd.* (上海建橋學院有限責任公司), a limited liability company established under the laws of the PRC on 28 September 2020, of which the equity interest is owned as to 90% by Jian Qiao Group and as to 10% by Jian Qiao Investment. It is an affiliated entity of our Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“MOE”	the Ministry of Education of the PRC
“New PRC Affiliated Entities”	collectively, Jian Qiao University Company and the School Holders, each an affiliated entity of our Company
“New Registered Shareholders”	shareholders of Jian Qiao Group, namely, Mr. Zhou Xingzeng, Mr. Zheng Xiangzhan, Mr. Zhao Donghui, Mr. Shi Yinjie, Mr. Jin Yinkuan, Mr. Chen Shengfang, Mr. Chen Zhiyong, Mr. Zhou Tianming, Mr. Bao Jianmin, Mr. Wang Hualin, Mr. Wang Chengguang, Mr. Chen Minghai, Mr. Chen Shengcai, Ms. Huang Chunlan, and Mr. Zheng Juxing
“Reporting Period”	the year ended 31 December 2025
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“School Holders”	the shareholders of Jian Qiao University Company, namely, Jian Qiao Group and Jian Qiao Investment
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of our Company

“Share Award Scheme”	the share award scheme adopted by our Company on 11 December 2020
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“University”, “our University” or “Shanghai Jian Qiao University”	a university in the PRC operated as a private non-enterprise unit under the name of “Shanghai Jian Qiao University” (上海建橋學院) from 28 June 2000 to 9 August 2021 and as a limited liability company, under the name of “Shanghai Jian Qiao University Co., Ltd.”* (上海建橋學院有限責任公司) since 10 August 2021, with the short name of “Shanghai Jian Qiao University” (上海建橋學院) in the relevant private school operating permit
“US\$”	United States dollars, the lawful currency of the United States
“Yangtze River Delta”	comprises Jiangsu, Zhejiang, Anhui and Shanghai in the PRC
“%”	per cent

By order of the Board  
**Shanghai Gench Education Group Limited**  
**Zhao Donghui**  
*Chairman*

Shanghai, 27 March 2026

*As at the date of this announcement, our executive Directors are Mr. Zhao Donghui and Mr. Ding Zheyin, our non-executive Directors are Mr. Fang Xiaoge, Mr. Ye Qionghai and Ms. Zhao Jiaqiao, and our independent non-executive Directors are Mr. Chen Baizhu, Mr. Hu Rongen and Ms. Liu Tao.*

\* *The English translation of company names in Chinese is for identification purposes only. If there is any inconsistency between the Chinese names of entities or enterprises established in China and their English translations, the Chinese names shall prevail.*