

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

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

(股份代號 Stock code: 667)



中期報告
INTERIM
REPORT
2020



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OVERVIEW

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

Our vocational training education mainly covers four industry sectors, namely, culinary arts, information technology and internet technology, auto services as well as fashion and beauty. We serve these four industry sectors under seven school brands, namely New East Culinary Education, Omick Education of Western Cuisine and Pastry, Cuisine Academy, Xinhua Internet Technology Education, Wisezone Data Technology Education, Wontone Automotive Education and On-mind Fashion & Beauty Education. As of 30 June 2020, we operated 194 schools and centers with 128,004 average number of students enrolled and customers registered for the six months ended 30 June 2020. Our comprehensive nationwide school network covers 29 of the 31 provinces in mainland China and Hong Kong.

概覽

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

我們的職業技能教育主要涵蓋四個行業領域，即烹飪技術、信息技術及互聯網技術、汽車維修以及時尚美業。我們於七個學校品牌(即新東方烹飪教育、歐米奇西點西餐教育、美味學院、新華電腦教育、華信智原DT人才培訓基地、萬通汽車教育及歐曼諦時尚美業教育)旗下服務於該四個行業領域。截至2020年6月30日，我們運營194所學校及中心，截至2020年6月30日止六個月的平均培訓人次及客戶註冊人數為128,004人次。我們全面且全國性學校網絡遍佈中國內地31個省份中的29個省份及香港。

Our brands 集團旗下品牌



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

62,841¹



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

3,484¹



Customized catering experience centers providing customized catering experience services to customers who are interested in cooking or who plan to establish their own businesses in the catering industry

私人定製烹飪體驗中心
為對烹飪感興趣或計劃於餐飲行業建立自己的公司的客戶提供私人訂制烹飪體驗服務

555¹



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

40,661¹



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

409¹



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

19,968¹



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

86¹

Note 1: Average number of students/customers registered for the six months ended 30 June 2020
附註1: 截至2020年6月30日止六個月的平均培訓人次/客戶註冊人數

Highlights 摘要

The following chart sets forth the information of our seven school brands as of 30 June 2020:

下圖載列截至2020年6月30日我們七個學校品牌的資料：

Segments 分部	Brands 品牌		No. of schools/ centers in operation as of 30 June 2020 於2020年 6月30日 運營中的 學校/中心數目	Average number of students enrolled/ customers registered for the six months ended 30 June 2020 截至2020年 6月30日 止六個月 平均培訓人次/ 客戶註冊人數
Culinary Arts 烹飪技術	New East 新東方		59	62,841
	Omick 歐米奇		31	3,484
	Cuisine Academy 美味學院		19	555
Information Technology and Internet Technology 信息技術及互聯網技術	Xinhua Internet 新華電腦		30	40,661
	Wisezone 華信智原		22	409
Auto Services 汽車服務	Wontone 萬通		32	19,968
Fashion & Beauty 時尚美業	On-mind 歐曼諦		1	86
TOTAL 合計			194	128,004

KEY MILESTONE

關鍵里程碑

Year 年份	Event 事件
1988-2005 1988年至2005年	<ul style="list-style-type: none"> Established New East Culinary Education, Xinhua Internet Technology Education and Wontone Automotive Education. 成立新東方烹飪教育、新華電腦教育及萬通汽車教育。
2007 2007年	<ul style="list-style-type: none"> The number of our schools in operation reached 27. 運營中的學校數目達到27所。
2012 2012年	<ul style="list-style-type: none"> The number of our schools in operation reached 40. 運營中的學校數目達到40所。
2015 2015年	<ul style="list-style-type: none"> The number of our schools in operation reached 71, and we expanded our business to Hong Kong. 運營中的學校數目達到71所，並將業務擴展至香港。
2016 2016年	<ul style="list-style-type: none"> Established Omick Education of Western Cuisine and Pastry. 成立歐米奇西點西餐教育。
2017 2017年	<ul style="list-style-type: none"> Established Cuisine Academy. 成立美味學院。
June 2019 2019年6月	<ul style="list-style-type: none"> The Company's shares listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 12 June 2019. 本公司股份於2019年6月12日在香港聯合交易所有限公司(「聯交所」)主板上市。



January 2020 2020年1月	<ul style="list-style-type: none"> Establish On-mind Fashion & Beauty Education. 成立歐曼諦時尚美業教育。
June 2020 2020年6月	<ul style="list-style-type: none"> The number of our schools and centers in operation reached 194 including 59 schools under New East Culinary Education, 31 schools under Omick Education of Western Cuisine and Pastry, 19 centers under Cuisine Academy, 30 schools under Xinhua Internet Technology Education, 22 schools under Wisezone Data Technology Education, 32 schools under Wontone Automotive Education and 1 school under On-mind Fashion & Beauty Education. 運營中的學校及中心數目達到194所，包括新東方烹飪教育所轄59所學校、歐米奇西點西餐教育所轄31所學校、美味學院所轄19個中心、新華電腦教育所轄30所學校、華信智原DT人才培訓基地所轄22所學校、萬通汽車教育所轄32所學校及歐曼諦時尚美業教育所轄1所。

FINANCIAL SUMMARY

財務總結

		Six months ended 30 June	
		Unaudited Consolidated	
		截至6月30日止六個月	
		未經審核綜合	
		2020	2019
		2020年	2019年
		(RMB million)	(RMB million)
		(人民幣百萬元)	(人民幣百萬元)
Revenue	收入	1,517	1,821
Gross profit	毛利	872	1,107
Profit before taxation	稅前利潤	346	446
Net profit for the period	期內純利	243	312
Adjusted net profit ⁽¹⁾	經調整純利 ⁽¹⁾	212	408
		As at	
		於	
		30 June	31 December
		2020	2019
		2020年	2019年
		6月30日	12月31日
		Unaudited	Audited
		未經審核	經審核
		(RMB million)	(RMB million)
		(人民幣百萬元)	(人民幣百萬元)
Net assets	資產淨值	5,981	6,120
Total assets	總資產	9,241	9,678

^{1.} Adjusted net profit was derived from the unaudited net profit for the respective periods excluding the effect of (i) non-cash share-based payment expenses; (ii) the net foreign exchange gain; and (iii) the non-recurring listing expenses. This is not Hong Kong Financial Reporting Standard measure. For details, please refer to the section headed "Management Discussion and Analysis – Financial Review – Adjusted Net Profit" in this report.

^{1.} 經調整純利乃根據相關期內未經審核純利，並剔除(i)以非現金的股份基礎給付的開支；(ii)淨滙兌收益；以及(iii)非經常性上市費用的影響而計算。其並非香港財務報告準則計量。有關詳情，請參閱本報告「管理層討論與分析－財務回顧－經調整純利」一節。

BOARD OF DIRECTORS

Executive Directors

Mr. Wu Wei (*Chairman*)

Mr. Xiao Guoqing (*Deputy Chairman*)

Non-executive Directors

Mr. Wu Junbao

Mr. Lu Zhen

Independent Non-executive Directors

Mr. Hung Ka Hai, Clement

Mr. Cheung Tsun Yung, Thomas

Dr. Zhu Guobin

AUDIT COMMITTEE

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

Mr. Cheung Tsun Yung, Thomas

Dr. Zhu Guobin

NOMINATION COMMITTEE

Mr. Wu Wei (*Committee Chairman*)

Dr. Zhu Guobin

Mr. Hung Ka Hai, Clement

REMUNERATION COMMITTEE

Dr. Zhu Guobin (*Committee Chairman*)

Mr. Xiao Guoqing

Mr. Hung Ka Hai, Clement

JOINT COMPANY SECRETARIES

Mr. Mao Chaosheng

Ms. Leung Suet Wing

AUTHORISED REPRESENTATIVES

Mr. Wu Wei

Mr. Mao Chaosheng

AUDITOR

Deloitte Touche Tohmatsu

Certified Public Accountants

35/F, One Pacific Place

88 Queensway

Hong Kong

董事會

執行董事

吳偉先生 (*主席*)

肖國慶先生 (*副主席*)

非執行董事

吳俊保先生

陸真先生

獨立非執行董事

洪嘉禧先生

張俊勇先生

朱國斌博士

審核委員會

洪嘉禧先生 (*委員會主席*)

張俊勇先生

朱國斌博士

提名委員會

吳偉先生 (*委員會主席*)

朱國斌博士

洪嘉禧先生

薪酬委員會

朱國斌博士 (*委員會主席*)

肖國慶先生

洪嘉禧先生

聯席公司秘書

毛超聖先生

梁雪穎女士

授權代表

吳偉先生

毛超聖先生

核數師

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執業會計師

香港

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LEGAL ADVISER AS TO HONG KONG LAW

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Edinburgh Tower, The Landmark, 15 Queen's Road Central
Central, Hong Kong

COMPLIANCE ADVISER

Haitong International Capital Limited
8/F, Li Po Chun Chambers
189 Des Voeux Road Central,
Hong Kong

REGISTERED OFFICE IN CAYMAN ISLANDS

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

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN PRC

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG SHARE REGISTRAR

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

COMPANY WEBSITE

www.chinaeastedu.com

STOCK CODE

667

有關香港法律的法律顧問

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

合規顧問

海通國際資本有限公司
香港
德輔道中189號
李實椿大廈8樓

開曼群島註冊辦事處

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

中國總部及主要營業地點

中國安徽省合肥市
瑤海區職教城
學林路1009號

香港主要營業地點

香港灣仔
港灣道18號
中環廣場32樓
3207室

主要股份過戶登記處

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

香港股份過戶登記處

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

公司網站

www.chinaeastedu.com

股票代碼

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BUSINESS OVERVIEW

We have a leading position in vocational training education segment in China. Moreover, we also have a leading position in China in providing vocational training education in three segments, namely, culinary arts, information technology and internet technology, as well as auto services. Headquartered in Hefei, Anhui province, we have established a nationwide school network consisting of 194 schools and centers in operation as of 30 June 2020, spanning 29 of the 31 provinces in mainland China and Hong Kong. We operate our business and establish our schools and centers under seven school brands, namely, New East Culinary Education, Omick Education of Western Cuisine and Pastry, Cuisine Academy, Xinhua Internet Technology Education, Wisezone Data Technology Education, Wontone Automotive Education and On-mind Fashion & Beauty Education.

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

業務回顧

我們在中國的職業技能教育板塊內處於領先地位。另我們在烹飪技術、信息技術及互聯網技術以及汽車服務三大行業領域所提供的職業技能教育服務，也是處於中國領先地位。我們的總部設在安徽省合肥市，校園網絡遍佈全國，截至2020年6月30日，我們已在中國內地31個省份中的29個省份及香港運營194所學校及中心。我們以七大知名學校品牌(即新東方烹飪教育、歐米奇西點西餐教育、美味學院、新華電腦教育、華信智原DT人才培訓基地、萬通汽車教育及歐曼諦時尚美業教育)經營業務及設立學校及中心。

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

OUR BUSINESS SEGMENTS

業務分部

As at 30 June 2020, we operated 194 vocational education institutions under the following brand names:

於2020年6月30日，我們在以下品牌名下經營194所職業教育機構：

Segments and Brands 分部及品牌	No. of schools/ centers 學校/ 中心數目	Description 描述
CULINARY ARTS 烹飪技術		
New East Culinary Education (“ New East ”)	59	New East Culinary Education has been providing comprehensive culinary training programs to students who pursue a career in becoming professional chefs. We teach our students the cooking traditions and practices of diversified Chinese cuisines, including the well-known and widely recognized eight regional cuisines in China, supported by an integration of classic Chinese and Western culinary skills. Each of our schools under New East Culinary Education offers various culinary training programs with different program lengths to meet students’ differentiated learning focuses and demands.
新東方烹飪教育(「 新東方 」)	59	新東方烹飪教育一直為追求成為專業廚師的學生提供全面烹飪培訓課程。我們教授學生烹飪中國傳統菜餚及練習多種菜餚(包括中國知名及受廣泛認可的八大地方菜系)以及傳授中西方經典烹飪技能。新東方烹飪教育旗下各所學校提供不同課程時長的各種烹飪培訓課程，以滿足學生不同的學習重點和需求。
Omick Education of Western Cuisine and Pastry (“ Omick ”)	31	Omick Education of Western Cuisine and Pastry offers high-quality western style catering education, which is committed to providing specialized culinary training to students with a focus on western pastry and western food. We offer a variety of courses, including baking, desserts, western cuisines, bartending, and barista training.
歐米奇西點西餐教育(「 歐米奇 」)	31	歐米奇西點西餐教育提供高質量西式餐飲教育，致力於為學生提供以西點和西餐為主的專業烹飪培訓。我們提供各種課程，包括烘焙、甜點、西餐、調酒及咖啡師培訓。
Cuisine Academy	19	Cuisine Academy has been providing customized catering experience services to customers who are interested in cooking or who plan to establish their own businesses in the catering industry. Cuisine Academy primarily providing customers with customized catering experience programs.
美味學院	19	美味學院為對烹飪感興趣或計劃於餐飲行業建立自己的公司的客戶提供私人訂製烹飪體驗服務。美味學院主要為客戶提供私人訂製烹飪體驗課程。

Management Discussion and Analysis 管理層討論與分析

Segments and Brands 分部及品牌	No. of schools/ centers 學校/ 中心數目	Description 描述
INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY 信息技術及互聯網技術		
Xinhua Internet Technology Education (“ Xinhua Internet ”)	30	We provide information technology and internet technology-related training programs under Xinhua Internet Technology Education. We provide a wide range of information technology and internet technology-related training to students with different course lengths.
新華電腦教育(「 新華電腦 」)	30	我們於新華電腦教育旗下提供信息技術及互聯網技術相關培訓課程。我們向學生提供一系列信息技術及互聯網技術相關培訓，包括不同課程時長的課程。
Wisezone Data Technology Education (“ Wisezone ”)	22	Wisezone Data Technology Education primarily provides short-term programs to junior college and university students who have possessed the basic knowledge and seek to further develop relevant practical skills. By cooperating with a number of technology enterprises and higher education institutions, we train professional data technology engineers.
華信智原DT人才培訓基地(「 華信智原 」)	22	華信智原DT人才培訓基地主要為已掌握基礎知識並尋求進一步提升相關實踐技能的大專生及大學生提供短期課程。通過與多家技術企業和高等教育機構合作，我們培養專業數據技術工程師。
AUTO SERVICES 汽車服務		
Wontone Automotive Education (“ Wontone ”)	32	We focus on providing hands-on auto repair skill training as well as practical training of other auto services, such as automobile commerce.
萬通汽車教育(「 萬通 」)	32	我們專注於提供汽車維修技能以及汽車商務等其他汽車服務的實訓。
On-mind Fashion & Beauty Education (“ On-mind ”)	1	We focus on cultivating high skills fashion and beauty professionals.
歐曼諦時尚美業教育(「 歐曼諦 」)	1	我們專注於培養高技能時尚美業人材。

Management Discussion and Analysis 管理層討論與分析

SUMMARY OF OUR OPERATING DATA

The following table sets forth the number of new students enrollments/new customers registered under each school/center brand for the six months ended 30 June 2020 and 2019:

經營數據概要

下表載列於截至2020年及2019年6月30日止六個月按各學校／中心品牌劃分的新培訓人次及新客戶註冊人數：

Segments and Brands	New Students Enrollment ⁽¹⁾ / New Customers Registered ⁽²⁾ 新培訓人次 ⁽¹⁾ ／ 新客戶註冊人數 ⁽²⁾	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2020 2020年	2019 2019年	Increase/ (Decrease) 增加／(減少)
CULINARY ARTS				
烹飪技術				
New East 新東方	Long-term 長期課程	12,183	17,340	(29.7%)
	- One to less than two years - 一年以上兩年以下	1,957	3,641	(46.3%)
	- Two to less than three years - 兩年以上三年以下	6,728	10,471	(35.7%)
	- Three years - 三年	3,498	3,228	8.4%
	Short-term 短期課程	16,928	21,886	(22.7%)
	Subtotal 小計	29,111	39,226	(25.8%)
Omick 歐米奇	One year 一年	197	-	N/A 不適用
	Short-term 短期課程	6,786	6,583	3.1%
	Subtotal 小計	6,983	6,583	6.1%
Cuisine Academy 美味學院	Short-term 短期課程	4,846	4,175	16.1%
CULINARY ARTS 烹飪技術	Subtotal 小計	40,940	49,984	(18.1%)

Management Discussion and Analysis 管理層討論與分析

Segments and Brands	New Students Enrollment ⁽¹⁾ / New Customers Registered ⁽²⁾ 新培訓人次 ⁽¹⁾ / 新客戶註冊人數 ⁽²⁾	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2020 2020年	2019 2019年	Increase/ (Decrease) 增加/(減少)
INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY				
信息技術及互聯網技術				
Xinhua Internet 新華電腦	Long-term 長期課程	8,135	11,814	(31.1%)
	– One to less than two years – 一年以上兩年以下	241	889	(72.9%)
	– Two to less than three years – 兩年以上三年以下	3,339	6,812	(51.0%)
	– Three years – 三年	4,555	4,113	10.7%
	Short-term 短期課程	1,080	1,580	(31.6%)
	Subtotal 小計	9,215	13,394	(31.2%)
Wisezone 華信智原	Short-term 短期課程	1,784	2,172	(17.9%)
INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY	Subtotal 小計	10,999	15,566	(29.3%)
信息技術及互聯網技術				

Management Discussion and Analysis 管理層討論與分析

Segments and Brands 分部及品牌	New Students Enrollment ⁽¹⁾ / New Customers Registered ⁽²⁾ 新培訓人次 ⁽¹⁾ / 新客戶註冊人數 ⁽²⁾	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2020 2020年	2019 2019年	Increase/ (Decrease) 增加/(減少)
AUTO SERVICES				
汽車服務				
Wontone 萬通	Long-term 長期課程	3,670	4,649	(21.1%)
	– One to less than two years – 一年以上兩年以下	430	1,056	(59.3%)
	– Two to less than three years – 兩年以上三年以下	1,098	1,308	(16.1%)
	– Three years – 三年	2,142	2,285	(6.3%)
	Short-term 短期課程	4,942	6,009	(17.8%)
AUTO SERVICES 汽車服務	Subtotal 小計	8,612	10,658	(19.2%)
FASHION & BEAUTY				
時尚美業				
On-mind 歐曼諦	Long-term 長期課程	28	–	N/A 不適用
	– One to less than two years – 一年以上兩年以下	5	–	N/A 不適用
	– Two to less than three years – 兩年以上三年以下	3	–	N/A 不適用
	– Three years – 三年	20	–	N/A 不適用
	Short-term 短期課程	219	–	N/A 不適用
FASHION & BEAUTY 時尚美業	Subtotal 小計	247	–	N/A 不適用

Management Discussion and Analysis 管理層討論與分析

Segments and Brands	New Students Enrollment ⁽¹⁾ / New Customers Registered ⁽²⁾ 新培訓人次 ⁽¹⁾ / 新客戶註冊人數 ⁽²⁾	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2020 2020年	2019 2019年	Increase/ (Decrease) 增加/(減少)
THE GROUP 本集團	Long-term 長期課程	24,213	33,803	(28.4%)
	– One to less than two years – 一年以上兩年以下	2,830	5,586	(49.3%)
	– Two to less than three years – 兩年以上三年以下	11,168	18,591	(39.9%)
	– Three years – 三年	10,215	9,626	6.1%
	Short-term 短期課程	36,585	42,405	(13.7%)
THE GROUP 本集團	Total 合計	60,798	76,208	(20.2%)

Notes:

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

附註：

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

Management Discussion and Analysis 管理層討論與分析

The following table sets forth the average number of students enrolled and customers registered under each school/center brand for the six months ended 30 June 2020 and 2019:

下表載列於截至2020年及2019年6月30日止六個月按各學校／中心品牌劃分的平均培訓人次及客戶註冊人數：

Segments and Brands	Average Number of Students Enrolled ⁽¹⁾ / Customers Registered ⁽²⁾ 平均培訓人次 ⁽¹⁾ ／ 客戶註冊人數 ⁽²⁾	Six months ended 30 June 截至6月30日止六個月		Change 變動 Increase/ (Decrease) 增加／(減少)
		2020	2019	
CULINARY ARTS				
烹飪技術				
New East 新東方	Long-term 長期課程	57,658	62,527	(7.8%)
	– One to less than two years – 一年以上兩年以下	4,448	6,854	(35.1%)
	– Two to less than three years – 兩年以上三年以下	38,539	46,137	(16.5%)
	– Three years – 三年	14,671	9,536	53.8%
	Short-term 短期課程	5,183	5,702	(9.1%)
	Subtotal 小計	62,841	68,229	(7.9%)
Omick 歐米奇	One year 一年	175	–	N/A 不適用
	Short-term 短期課程	3,309	4,220	(21.6%)
	Subtotal 小計	3,484	4,220	(17.4%)
Cuisine Academy 美味學院	Short-term 短期課程	555	779	(28.8%)
CULINARY ARTS 烹飪技術	Subtotal 小計	66,880	73,228	(8.7%)

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Segments and Brands	Average Number of Students Enrolled ⁽¹⁾ / Customers Registered ⁽²⁾ 平均培訓人次 ⁽¹⁾ / 客戶註冊人數 ⁽²⁾	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2020	2019	Increase/ (Decrease)
		2020年	2019年	增加/(減少)
INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY				
信息技術及互聯網技術				
Xinhua Internet 新華電腦	Long-term 長期課程	40,081	37,018	8.3%
	– One to less than two years – 一年以上兩年以下	1,128	1,174	(3.9%)
	– Two to less than three years – 兩年以上三年以下	18,855	19,143	(1.5%)
	– Three years – 三年	20,098	16,701	20.3%
	Short-term 短期課程	580	684	(15.2%)
	Subtotal 小計	40,661	37,702	7.8%
Wisezone 華信智原	Short-term 短期課程	409	1,154	(64.6%)
INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY	Subtotal 小計	41,070	38,856	5.7%
信息技術及互聯網技術				

Management Discussion and Analysis 管理層討論與分析

Segments and Brands	Average Number of Students Enrolled ⁽¹⁾ / Customers Registered ⁽²⁾ 平均培訓人次 ⁽¹⁾ / 客戶註冊人數 ⁽²⁾	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2020	2019	Increase/ (Decrease) 增加/(減少)
分部及品牌		2020年	2019年	增加/(減少)
AUTO SERVICES				
汽車服務				
Wontone 萬通	Long-term 長期課程	18,468	18,909	(2.3%)
	- One to less than two years - 一年以上兩年以下	1,611	2,522	(36.1%)
	- Two to less than three years - 兩年以上三年以下	7,461	9,833	(24.1%)
	- Three years - 三年	9,396	6,554	43.4%
	Short-term 短期課程	1,500	2,054	(27.0%)
AUTO SERVICES 汽車服務	Subtotal 小計	19,968	20,963	(4.7%)
FASHION & BEAUTY				
時尚美業				
On-mind 歐曼諦	Long-term 長期課程	11	-	N/A 不適用
	- One to less than two years - 一年以上兩年以下	2	-	N/A 不適用
	- Two to less than three years - 兩年以上三年以下	2	-	N/A 不適用
	- Three years - 三年	7	-	N/A 不適用
	Short-term 短期課程	75	-	N/A 不適用
FASHION & BEAUTY 時尚美業	Subtotal 小計	86	-	N/A 不適用

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Segments and Brands	Average Number of Students Enrolled ⁽¹⁾ / Customers Registered ⁽²⁾ 平均培訓人次 ⁽¹⁾ / 客戶註冊人數 ⁽²⁾	Six months ended 30 June 截至6月30日止六個月		Change 變動
		2020	2019	Increase/ (Decrease)
分部及品牌		2020年	2019年	增加/(減少)
THE GROUP 本集團	Long-term 長期課程	116,393	118,454	(1.7%)
	– One to less than two years – 一年以上兩年以下	7,364	10,550	(30.2%)
	– Two to less than three years – 兩年以上三年以下	64,857	75,113	(13.7%)
	– Three years – 三年	44,172	32,791	34.7%
	Short-term 短期課程	11,611	14,593	(20.4%)
THE GROUP 本集團	Total 合計	128,004	133,047	(3.8%)

Notes:

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

附註：

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

Management Discussion and Analysis 管理層討論與分析

Tuition/Service Fees

The following table sets forth ranges of our tuition fee and service fee rate under each school/center brand for the six months ended 30 June 2020 and 2019:

學費／服務費

下表載列截至2020年及2019年6月30日止六個月各學校／中心品牌的學費及服務費範圍：

Segments and Brands 分部及品牌	Program ⁽¹⁾ 課程 ⁽¹⁾	Tuition/Service fee 學費／服務費	
		Six months ended 30 June 截至6月30日止六個月	2019 2019年
		2020 2020年	2019 2019年
		<i>(RMB/per year for long-term programs, RMB/per program for short-term programs)</i> <i>(長期課程以人民幣元／年為單位， 短期課程以人民幣元／課程為單位)</i>	
CULINARY ARTS			
烹飪技術			
New East 新東方	Long-term 長期課程	10,400-97,580	5,600-76,000
	Short-term ⁽²⁾ 短期課程 ⁽²⁾	380-82,000	800-58,000
Omick 歐米奇	Short-term and one year ⁽²⁾ 短期及一年課程 ⁽²⁾	5,000-72,000	5,000-72,000
Cuisine Academy ⁽³⁾ 美味學院 ⁽³⁾	Customized catering experience program 私人訂製烹飪體驗課程	800-29,800	800-29,800
INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY			
信息技術及互聯網技術			
Xinhua Internet 新華電腦	Long-term 長期課程	16,800-38,800	6,680-38,800
	Short-term ⁽²⁾ 短期課程 ⁽²⁾	15,800-32,800	800-26,800
Wisezone 華信智原	Short-term ⁽²⁾ 短期課程 ⁽²⁾	999-26,800	999-26,800

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Segments and Brands 分部及品牌	Program ⁽¹⁾ 課程 ⁽¹⁾	Tuition/Service fee 學費/服務費	
		2020 2020年	2019 2019年
Six months ended 30 June 截至6月30日止六個月			
(RMB/per year for long-term programs, RMB/per program for short-term programs) (長期課程以人民幣元/年為單位， 短期課程以人民幣元/課程為單位)			
AUTO SERVICES			
汽車服務			
Wontone 萬通	Long-term 長期課程	6,800-38,800	4,800-38,800
	Short-term ⁽²⁾ 短期課程 ⁽²⁾	800-37,400	800-37,400
FASHION & BEAUTY			
時尚美業			
On-mind 歐曼諦	Long-term 長期課程	11,800-27,800	N/A 不適用
	Short-term ⁽²⁾ 短期課程 ⁽²⁾	3,800-15,800	N/A 不適用

Notes:

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

附註：

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

Recommended Employment Rate

We are committed to assisting our students in developing their careers. Our average recommended employment rate of our long-term program graduates from New East reached over 90%, while Xinhua Internet and Wontone reached over 95% for the six months ended 30 June 2020. The following table sets forth the recommended employment rate of our long-term program graduates by brands for the six months ended 30 June 2020:

Brands ⁽¹⁾	品牌 ⁽¹⁾	Recommended employment rate ⁽²⁾ 引薦就業率 ⁽²⁾
New East	新東方	93.5%
Xinhua Internet	新華電腦	96.0%
Wontone	萬通	95.7%

Notes:

- (1) We also provide graduate placement service to students of our short-term programs. However, students enrolled in our short-term programs generally have different study goals and expectations, such as to enhance a specific skill or with a view to setting up their own business, as compared to students of our long-term programs who are generally more focused on seeking long-term employment or to begin a new career. As a result, we do not keep record of the recommended employment rate of graduates from our short-term program.
- (2) We provide graduate placement service to all students of our long-term programs. The recommended employment rate represents the total number of students of long-term programs who are hired through our graduate placement service program in a certain period, excluding students who start their own business ventures or are employed through other channels divided by the total number of graduates of long-term programs during such period.

FINANCIAL REVIEW

Revenue

For the six months ended 30 June 2020, due to an outbreak of novel coronavirus (COVID-19) (the “Epidemic”) and the subsequent quarantine measures imposed by the PRC government, the physical classes of our schools located in mainland China had been temporarily suspended in February 2020 and were gradually

引薦就業率

我們致力於幫助學生發展其職業生涯。截至2020年6月30日止六個月，我們新東方長期課程畢業生的平均引薦就業率達90%以上，而新華電腦及萬通則達95%以上。下表載列截至2020年6月30日止六個月按品牌劃分的長期課程畢業生引薦就業率：

Recommended employment rate⁽²⁾ 引薦就業率⁽²⁾

附註：

- (1) 我們亦向入讀短期課程的學生提供創就業服務。然而，相較通常更注重長期就業或開始新職業生涯的長期課程學生，報讀我們短期課程的學生一般設定不同的學習目標及諸如增強特定技能或開展其個人業務的期望。因此，我們未記錄我們短期課程畢業生的引薦就業率。
- (2) 我們向所有長期課程學生提供創就業服務。引薦就業率指某期間通過我們的創就業服務計劃而受聘的長期課程學生總數(不包括自己創業或通過其他渠道而就業的學生)除以該期間長期課程畢業生總數。

財務回顧

收入

截至2020年6月30日止六個月，由於新型冠狀病毒(COVID-19) (「疫情」)的爆發以及中國政府隨後實施的隔離措施，根據中國政府的指示，我們位於中國內地的學校的線下實體課程曾於2020年2月暫停並在

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resumed during the period according to the instruction of the PRC government. As a result, there was a decrease in the number of new students enrollments and new customers registered and a delay in the back-to-school of our students due to the Epidemic during the six months ended 30 June 2020. Accordingly, the Group recorded a decrease in revenue from RMB1,821 million for the six months ended 30 June 2019, to RMB1,517 million for the six months ended 30 June 2020, representing a decrease of 16.7%.

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

此期間已逐步恢復。因此，受疫情影響，於2020年6月30日止六個月期間招收新生人數及新客户註冊人數數目有所減少，且我校學生返校時間有所推遲。因此，本集團的收入由2019年6月30日止六個月的人民幣1,821百萬元減少至2020年6月30日止六個月的人民幣1,517百萬元，減少16.7%。

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

		Six months ended 30 June 截至6月30日止六個月				Change 變動	
		2020 2020年		2019 2019年			
		Annualised Average Tuition/ Service Fee per Student/ Customer 每名學生/ 客戶年 平均學費/ 服務費 收入 RMB'000 人民幣千元		Annualised Average Tuition/ Service Fee per Student/ Customer 每名學生/ 客戶年 平均學費/ 服務費 收入 RMB'000 人民幣千元		Revenue 每名學生/ 客戶年 平均學費/ 服務費 收入 Increase/(Decrease) 增加/(減少)	Customer 每名學生/ 客戶年 平均學費/ 服務費 收入 Increase/(Decrease) 增加/(減少)
CULINARY ARTS	烹飪技術						
New East	新東方	833,103	26.5	1,013,662	29.7	(17.8%)	(10.8%)
Omick	歐米奇	115,962	66.6	154,902	73.4	(25.1%)	(9.3%)
Cusine Academy ⁽²⁾	美味學院 ⁽²⁾	21,935	79.0	18,677	48.0	17.4%	64.8%
		971,000	29.0	1,187,241	32.4	(18.2%)	(10.5%)
INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY	信息技術及互聯網技術						
Xinhua Internet	新華電腦	323,803	15.9	348,639	18.5	(7.1%)	(13.9%)
Wisezone	華信智原	14,347	70.2	34,751	60.2	(58.7%)	16.5%
		338,150	16.5	383,390	19.7	(11.8%)	(16.6%)
AUTO SERVICES	汽車服務						
Wontone	萬通	195,445	19.6	246,418	23.5	(20.7%)	(16.7%)
Other Miscellaneous Businesses⁽³⁾	其他雜項業務⁽³⁾	12,280	N/A不適用	4,033	N/A不適用	204.5%	N/A不適用
Total⁽⁴⁾	合計⁽⁴⁾	1,516,875	23.5	1,821,082	27.3	(16.7%)	(13.9%)

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Notes:

- (1) For illustration purposes only, the annualised average tuition/service fee per student/customer for the six months ended 30 June 2020 and 2019 is calculated on an annualised basis as revenue generated from tuition or service fees for the period divided by the average number of students enrolled and customers registered in the corresponding periods.
- (2) During the six months ended 30 June 2020 and 2019, revenue generated from Cuisine Academy mainly represents service fees we collected from customers who attended our customized catering experience programs.
- (3) Other miscellaneous businesses primarily include revenue from the fashion & beauty business and the internet technology solution and staff outsourcing services provided to independent third parties.
- (4) The total revenue and percentages do not include inter-segment sales which are eliminated upon consolidation.

Cost of Revenue

Our cost of revenue consists of teaching staff salaries and benefits, teaching related consumables and other costs, leasing expenses and depreciation of right-of-use assets, campus maintenance and depreciation, utilities and office expenses. The cost of revenue decreased from approximately RMB714 million for the six months ended 30 June 2019 to approximately RMB645 million for the six months ended 30 June 2020, representing a decrease of 9.6%.

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

附註：

- (1) 僅供說明用途，截至2020年及2019年6月30日止六個月每名學生／客戶年平均學費／服務費乃按期內學費或服務費產生的收入除以相應期間平均培訓人次／客戶註冊人數以年化計算。
- (2) 於截至2020年及2019年6月30日止六個月，自美味學院產生的收入主要為我們向參加我們私人訂製烹飪體驗課程的客戶收取的服務費。
- (3) 其他雜項業務主要包括時尚美業及向獨立第三方提供的互聯網技術解決方案及員工外包服務產生的收入。
- (4) 總收入及百分比並不包括在合併後被抵銷的分部間銷售。

收入成本

我們的收入成本包括教職工薪資及福利、教學相關消耗品及其他成本、租賃開支及使用權資產折舊、校區維護及折舊、公用設施及辦公開支。收入成本由截至2019年6月30日止六個月約人民幣714百萬元減少至截至2020年6月30日止六個月約人民幣645百萬元，減少為9.6%。

下表載列所示期間我們收入成本的明細：

		Six months ended 30 June 截至6月30日止六個月			
		2020 2020年		2019 2019年	
		Cost	% of Total	Cost	% of Total
			佔總額		佔總額
		成本	百分比	成本	百分比
		RMB'000		RMB'000	
		人民幣千元		人民幣千元	
Teaching staff salaries and benefits	教職工薪資及福利	230,618	35.7%	248,163	34.8%
Teaching related consumables and other costs	教學相關消耗品及其他成本	93,391	14.5%	158,000	22.1%
Leasing expenses and depreciation of right-of-use assets	租賃開支及 使用權資產折舊	139,404	21.6%	119,134	16.7%
Campus maintenance and depreciation	校區維護及折舊	141,764	22.0%	136,862	19.2%
Utilities	公用設施	22,150	3.4%	33,784	4.7%
Office expenses	辦公開支	17,877	2.8%	18,027	2.5%
Total	合計	645,204	100.0%	713,970	100.0%

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Gross Profit and Gross Profit Margin

The Group's gross profit was RMB872 million for the six months ended 30 June 2020 as compared to RMB1,107 million for the corresponding period of 2019. The gross profit margin was 57.5% for the six months ended 30 June 2020 as compared to 60.8% for the corresponding period of 2019. The decrease in gross profit margin was mainly due to the decrease in revenue for the six months ended 30 June 2020 as a result of the Epidemic.

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

毛利及毛利率

於截至2020年6月30日止六個月，本集團毛利為人民幣872百萬元，而2019年同期為人民幣1,107百萬元。截至2020年6月30日止六個月，毛利率為57.5%，而2019年同期為60.8%。毛利率減少主要由於截至2020年6月30日止六個月的收入因疫情減少。

下表載列所示期間按主要分部及品牌劃分的毛利及毛利率明細：

		Six months ended 30 June 截至6月30日止六個月			
		2020 2020年		2019 2019年	
		Gross profit 毛利 RMB'000 人民幣千元	Gross profit margin 毛利率 Percentage 百分比	Gross profit 毛利 RMB'000 人民幣千元	Gross profit margin 毛利率 Percentage 百分比
CULINARY ARTS	烹飪技術				
New East	新東方	532,352	63.9%	652,043	64.3%
Omick	歐米奇	42,856	37.0%	79,007	51.0%
Cuisine Academy	美味學院	5,624	25.6%	1,815	9.7%
		580,832	59.8%	732,865	61.7%
INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY	信息技術及互聯網技術				
Xinhua Internet	新華電腦	203,778	62.9%	235,685	67.6%
Wisezone	華信智原	2,190	15.3%	5,207	15.0%
		205,968	60.9%	240,892	62.8%
AUTO SERVICES	汽車服務				
Wontone	萬通	80,785	41.3%	132,340	53.7%
Other Miscellaneous Businesses⁽²⁾	其他雜項業務⁽²⁾	4,086	33.3%	1,015	25.2%
Total	合計	871,671	57.5%	1,107,112	60.8%

Notes:

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

Selling Expenses

The Group's selling expenses was RMB368 million for the six months ended 30 June 2020 as compared to RMB319 million for the six months ended 30 June 2019. The increase in selling expenses incurred for the six months ended 30 June 2020 was mainly related to the inclusion of the selling expenses of newly established schools and centers.

Administrative Expenses

The Group's administrative expenses was RMB266 million for the six months ended 30 June 2020 as compared to RMB284 million for the six months ended 30 June 2019. It represented about 17.5% of the revenue for the six months ended 30 June 2020. The decrease in administrative expenses was mainly due to the decrease of equity-settled share-based payment expenses from RMB76 million for the six months ended 30 June 2019 to RMB38 million for the six months ended 30 June 2020.

Finance Costs

The finance costs of RMB70 million for the six months ended 30 June 2020 represented the interest expenses of lease liabilities recognised following the adoption of Hong Kong Financial Reporting Standard 16 – Leases (six months ended 30 June 2019: RMB62 million).

附註：

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

銷售開支

本集團銷售開支於截至2020年6月30日止六個月為人民幣368百萬元，而截至2019年6月30日止六個月為人民幣319百萬元。於截至2020年6月30日止六個月銷售開支增加主要由於計入新成立學校及中心的銷售開支。

行政開支

本集團於截至2020年6月30日止六個月行政開支為人民幣266百萬元，而截至2019年6月30日止六個月為人民幣284百萬元。截至2020年6月30日止六個月，行政開支的收入佔比約17.5%。行政開支減少主要由於以權益結算的以股份為基礎的支付開支由截至2019年6月30日止六個月人民幣76百萬元減少至截至2020年6月30日止六個月人民幣38百萬元。

財務成本

於截至2020年6月30日止六個月，財務成本為人民幣70百萬元，為採納香港財務報告準則第16號－租賃後就租賃負債確認的利息開支（截至2019年6月30日止六個月：人民幣62百萬元）。

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Adjusted Net Profit

To supplement this interim report which is presented in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), we also presented the following unaudited non-HKFRSs adjusted net profit as an additional financial measure which we believe that it can also provide useful information to help investors and others understand and evaluate the Company’s financial performance:

經調整純利

為補充本中期報告(根據香港財務報告準則(「香港財務報告準則」)呈列)，本公司亦將以下未經審核非香港財務報告準則經調整純利列作額外財務計量，本公司相信，其可提供有用的資料，幫助投資者及其他人士了解及評估本公司財務表現：

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Net profit	純利	242,517	312,487
Adjustments for: Non-cash share-based payments	調整：以非現金的股份基礎給付的開支	38,083	75,690
Net foreign exchange gains	匯兌收益淨額	(68,447)	-
Non-recurring listing expenses	非經常性上市開支	-	19,435
Adjusted net profit	經調整純利	212,153	407,612

Note: Non-HKFRSs financial measure does not have a standardised meaning prescribed by HKFRSs and therefore may not be comparable to similar measures presented by other companies.

附註： 非香港財務報告準則財務指標於香港財務報告準則並無統一定義，故未必可與其他公司的類似指標作比較。

Property and Equipment

Property and equipment as at 30 June 2020 decreased by 2.5% to approximately RMB1,370 million from approximately RMB1,406 million as at 31 December 2019. Decrease in property, plant and equipment was mainly due to the depreciation expenses during the period.

物業及設備

物業及設備由2019年12月31日約人民幣1,406百萬元減少2.5%至2020年6月30日約人民幣1,370百萬元。物業、廠房及設備減少主要由於期內折舊開支。

Capital Structure, Liquidity, Financial Resources and Gearing Ratio

As at 30 June 2020, the Company's issued share capital was approximately RMB193,000 divided into 2,192,159,206 shares of HK\$0.0001 each, and the total equity of the Group was approximately RMB5,981 million (31 December 2019: RMB6,120 million).

As at 30 June 2020, the current ratio of the Group, representing current assets divided by current liabilities, was 3.0 times (31 December 2019: 2.9 times) while the gearing ratio of the Group, representing total liabilities divided by total assets, was 35.3% (31 December 2019: 36.8%).

As at 30 June 2020, the total of time deposit and bank balances and cash of the Group amounted to approximately RMB4,504 million (31 December 2019: RMB5,775 million), representing 48.7% (31 December 2019: 59.7%) of the total assets of the Group of approximately RMB9,241 million (31 December 2019: RMB9,678 million).

For the six months ended 30 June 2020, our capital expenditures were approximately RMB317 million (six months ended 30 June 2019: RMB220 million) and were primarily related to acquisition of property and equipment and right-of-use assets for upgrading the existing school premises and construction of new campuses.

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

資本架構、流動資金、財務資源及資本負債比率

於2020年6月30日，本公司已發行股本約為人民幣193,000元，分為2,192,159,206股每股面值0.0001港元的股份，而本集團權益總額約為人民幣5,981百萬元(2019年12月31日：人民幣6,120百萬元)。

於2020年6月30日，本集團流動比率(即流動資產除以流動負債)為3.0倍(2019年12月31日：2.9倍)，而資產負債比率(即總負債除以總資產)為35.3%(2019年12月31日：36.8%)。

於2020年6月30日，本集團定期存款、銀行結餘及現金總額約為人民幣4,504百萬元(2019年12月31日：人民幣5,775百萬元)，佔本集團資產總值約人民幣9,241百萬元(2019年12月31日：人民幣9,678百萬元)的48.7%(2019年12月31日：59.7%)。

截至2020年6月30日止六個月，資本開支約為人民幣317百萬元(截至2019年6月30日止六個月：人民幣220百萬元)，並主要與收購物業及設備以及使用權資產以升級現有校舍及興建新校園有關。

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

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Other financial assets

As at 30 June 2020, the Group held other financial assets measured at fair value through profit or loss (“FVTPL”) of approximately RMB1,242 million, particulars of which are set out below:

其他金融資產

於2020年6月30日，本集團持有以公允價值計量並計入損益（「以公允價值計量並計入損益」）的其他金融資產約人民幣1,242百萬元，其中詳情載列如下：

Name of other financial assets measured at FVTPL	以公允價值計量並計入損益的其他金融資產名稱	Fair value as at 30 June 2020 於2020年6月30日之公允價值 (RMB'000) (人民幣千元)	Realised gains/(losses) for the six months ended 30 June 2020 截至2020年6月30日止六個月已變現的收益/(虧損) (RMB'000) (人民幣千元)	Unrealised gains for the six months ended 30 June 2020 截至2020年6月30日止六個月未變現的收益 (RMB'000) (人民幣千元)	% of total assets of the Group as at 30 June 2020 於2020年6月30日佔本集團總資產比例
Bank of Hangzhou	杭州銀行				
“Tian Li Bao” Structured Deposits	「添利寶」結構性存款	81,026	-	1,026	0.9%
“Happiness 99” Bu Bu Jin Xin Institutional Financial Plan	「幸福99」卓越步步進鑫機構理財計劃	100,053	-	53	1.1%
China CITIC Bank	中信銀行				
Win-win Interest Rate Structured Deposit Products	共贏利率結構性存款產品	152,821	-	2,821	1.7%
Guo Yuan Securities Company Limited	國元證券股份有限公司				
Guo Yuan Yuanying No. 28	國元元贏28號	153,422	-	3,422	1.7%
Haitong Securities Company Limited	海通證券股份有限公司				
Zhonghai Trust-Seagull No. 1 Collective Fund Trust	中海信託—海鷗1號集合資金信託	204,714	-	4,714	2.2%
Hefei Science & Technology Rural Commercial Bank	合肥科技農村商業銀行				
RMB Structured Deposits	人民幣結構性存款	101,879	-	1,879	1.1%
Huarong Securities Company Limited	華融證券股份有限公司				
Huarong Tong Zhi Ya Bao Series Collective Asset Management Plan	華融通質押寶系列集合資產管理計劃	10,250	-	250	0.1%
Industrial and Commercial Bank of China Limited	中國工商銀行股份有限公司				
ICBC Wealth Capital Guarantee “Sui Xin e” Corporation “Tian Li Bao” Net Value Financial Products	工銀理財保本型「隨心e」法人「天利寶」淨值型理財產品	28,029	-	29	0.3%
Quan Xin Quan Yi	全鑫權益	107,773	-	773	1.2%
		100,525	-	525	1.1%
Shanghai Pudong Development Bank	上海浦東發展銀行				
Tian Ti Tian Li Enterprising No. 1	天提添利進取1號	100,711	-	711	1.1%
Li Duo Duo Structured Deposits	利多多結構性存款	100,622	-	622	1.1%

Investment Strategy and Future Prospects

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

The Group has implemented a set of internal control and risk management measures to manage our risks related to investments in other financial assets. These measures include, among other things, the followings:

- the term of the other financial investments must not exceed 12 months;
- we analyze the other financial assets regularly and keep track of their performance and redemption status;
- the other financial assets should be issued by a reputable bank or financial institution; and
- the investment portfolio of the other financial assets should generally bear relatively low-risk or principal protected.

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

投資策略及未來展望

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

本集團已實施一套內部控制及風險管理措施，以管理投資其他金融資產相關風險。該等措施包括(其中包括)以下各項：

- 其他金融投資期限不得超過12個月；
- 我們定期分析其他金融資產並記錄其表現及贖回狀況；
- 其他金融資產應由信譽良好的銀行及金融機構發行；及
- 其他金融資產投資組合通常風險較低或保本。

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

Foreign Exchange Risk Management

The majority of the Group's revenue and expenditures are denominated in Renminbi, the functional currency of the Company, except that certain expenditures are denominated in Hong Kong dollars. The Group also has certain bank balances and other payables denominated in Hong Kong dollars and United States dollars, which would expose the Group to foreign exchange risk. The Group did not use any financial instruments for hedging purposes during the six months ended 30 June 2020. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure when the need arises.

Charges on the Group's Assets

As at 30 June 2020 and 31 December 2019, the Group pledged its rental deposits to secure outstanding unpaid contractual lease payments.

Contingent Liabilities

As at 30 June 2020 and 31 December 2019, the Group did not have any material contingent liabilities, guarantees or any litigations or claims of material importance, pending or threatened against any member of the Group.

外匯風險管理

本集團的大部分收益及開支均以本公司的功能貨幣人民幣計值，惟若干開支以港元計值。本集團亦有若干銀行結餘以及其他應付款項以港元及美元計值，使本集團面臨外匯風險。於截至2020年6月30日止六個月期間，本集團並無就對沖用途使用任何金融工具。然而，管理層監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

本集團資產抵押

於2020年6月30日及2019年12月31日，本集團以租賃按金質押擔保未支付的合約租賃款項。

或有負債

於2020年6月30日及2019年12月31日，本集團概無任何重大或然負債、擔保或本集團任何成員公司未決或面臨的任何重大訴訟或申索。

OUTLOOK

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

Firstly, we plan to establish five self-owned regional centers in China's five major geographical regions (the "**Regional Centers**"), namely, Beijing, Shanghai, Guangzhou, Chengdu and Xi'an. The Regional Centers are expected to be equipped with advanced teaching and practical training facilities for all of our seven school/center brands, namely, New East, Omick, Cuisine Academy, Xinhua Internet, Wisezone, Wontone as well as On-mind. The Regional Centers will also house our research and development centers, human resources and marketing centers and serve as the continuing education and training centers for our teaching staff, in each case in their respective designated regions. For the six months ended 30 June 2020, a land parcel located at Chengdu had been acquired by the Group for the development of the regional center. It is expected that the construction of phase I regional center of Chengdu can be completed by year 2022.

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

前景

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

首先，我們計劃於中國五個主要地理區域（即北京、上海、廣州、成都及西安）建立五個自有的區域中心（「**區域中心**」），計劃為我們七個學校／中心品牌（即新東方、歐米奇、美味學院、新華電腦、華信智原、萬通和歐曼諦）提供完善的教學及培訓實踐設施。區域中心亦將在其各自指定區域內設立研發中心、人力資源和營銷中心，並為教學人員提供持續教育和培訓區域。截至2020年6月30日止六個月，本集團已收購位於成都的一塊土地以發展區域中心。預計成都區域中心的第一期建設將於2022年完成。

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

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

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

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

As at 30 June 2020, the Company has utilised the net proceeds of approximately RMB437 million and the net proceeds have been applied in the manner as set out in the section headed "Future Plans and Use of Proceeds" of the Company's prospectus dated 30 May 2019. The unutilised net proceeds are placed in licensed financial institutions as short-term deposits and time deposits.

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

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

本公司首次公開發售所得款項淨額用途

於2020年6月30日，本公司已動用所得款項淨額約人民幣437百萬元，所得款項淨額已按本公司日期為2019年5月30日的招股章程「未來計劃及所得款項用途」一節所載方式動用。未動用所得款項淨額作為短期及定期存款存放於持牌金融機構。

Management Discussion and Analysis 管理層討論與分析

The following sets forth a summary of the utilisation of the net proceeds from Company's initial public offering as at 30 June 2020:

下表概述本公司首次公開發售所得款項淨額於2020年6月30日的動用情況：

Purpose 用途		Percentage to total amount 佔總額百分比	Net proceeds amount * 所得款項淨額* RMB'000 人民幣千元	Utilised amount 已動用金額 RMB'000 人民幣千元	Unutilised amount 未動用金額 RMB'000 人民幣千元
Acquisition of land and construction facilities to establish our five geographical regional centers in Beijing, Shanghai, Guangzhou, Chengdu and Xi'an	在北京、上海、廣州、成都及西安建設五大區域中心而購買土地和建築設施	45%	1,900,433	(43,089)	1,857,344
Establishment of schools in selected markets	在精選市場建立學校	15%	633,478	(129,944)	503,534
Establishment of new majors in both existing and new industry sectors, and conducting research to further innovate our curriculums	在現有和新興行業設立新專業，並研究如何進一步創新課程	15%	633,478	(30,027)	603,451
Construction of and upgrade our school facilities as well as purchase teaching equipment; and	建設和升級學校設施，連同購買教學設備；及	15%	633,478	(220,758)	412,720
Funding of our working capital and general corporate purposes	用作營運資金及一般公司用途	10%	422,318	(13,657)	408,661
		100%	4,223,185	(437,475)	3,785,710

* Net proceeds after deducting underwriting commission and issuing expenses incurred from the listing.

* 所得款項淨額經扣除包銷佣金及上市產生的發行開支。

The Company will utilize the remaining proceeds in accordance with the progress of the above expansion of our school network and the business development. It is expected that the proceeds will be fully utilised in the next 5 to 10 years but there is no detailed schedule for the utilization of the remaining proceeds. In particular, it is subject to, among others, negotiations and governmental approvals for the Group to acquire land parcels or establish schools.

本公司將根據上述校園網絡擴張及業務發展情況使用剩餘所得款項。預期所得款項將於未來5至10年全數動用，但尚無詳細的剩餘所得款項使用時間表。尤其是，本集團收購土地或建立學校受限於（其中包括）與政府進行溝通談判及需獲得政府批准。

EMPLOYEES AND REMUNERATION POLICIES

Employees

As at 30 June 2020, we had a total of 10,935 employees. The following table sets forth the numbers of our employees, categorized by function, as at 30 June 2020:

Function		Number of Full-Time Employees	% of Total
職能		全職僱員人數	佔總數百分比
Executive directors and core management	執行董事和核心管理人員	333	3.0%
Full-time teachers and instructors	全職教師及導師	4,651	42.5%
Student accommodation staff	學生住宿職員	85	0.8%
Logistic personnel	後勤人員	652	6.0%
Administrative staff	行政人員	3,411	31.2%
Accounting and finance staff	會計及財務人員	373	3.4%
Others	其他	1,430	13.1%
Total <i>(Note)</i>	合計 ^(附註)	10,935	100.0%

Note: Among 10,935 employees, we had 16 employees in Hong Kong and 10,919 employees in mainland China.

Remuneration Policies

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

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

僱員及薪酬政策

僱員

於2020年6月30日，我們共有10,935名僱員。下表所列為於2020年6月30日按職能劃分的僱員人數明細：

Function		Number of Full-Time Employees	% of Total
職能		全職僱員人數	佔總數百分比
Executive directors and core management	執行董事和核心管理人員	333	3.0%
Full-time teachers and instructors	全職教師及導師	4,651	42.5%
Student accommodation staff	學生住宿職員	85	0.8%
Logistic personnel	後勤人員	652	6.0%
Administrative staff	行政人員	3,411	31.2%
Accounting and finance staff	會計及財務人員	373	3.4%
Others	其他	1,430	13.1%
Total <i>(Note)</i>	合計 ^(附註)	10,935	100.0%

附註： 在10,935名僱員中，我們在香港有16名僱員，在中國大陸有10,919名僱員。

薪酬政策

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

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

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

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

Dividend

The board of directors (the “**Board**”) does not recommend the payment of an interim dividend for the six months ended 30 June 2020 (six months ended 30 June 2019: Nil).

The Board proposed a final dividend of HK\$460 million (approximately RMB422 million), representing HK\$0.21 per ordinary share in respect of the year ended 31 December 2019. The proposed dividend was approved by the shareholders of the Company (the “**Shareholders**”) on the annual general meeting of the Company dated 27 May 2020 and paid on 23 June 2020.

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

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

股息

本公司董事會（「**董事會**」）並無建議分派截至2020年6月30日止六個月的中期股息（截至2019年6月30日止六個月：無）。

董事會建議就截至2019年12月31日止年度派發末期股息460百萬港元（約人民幣422百萬元）（即每股普通股0.21港元）。此建議的股息已於2020年5月27日本公司舉行的股東週年大會上經本公司的股東（「**股東**」）通過並於2020年6月23日派付。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2020, the interests and short positions of the directors, chief executives and their associates of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), and adopted by the Company were as follows:

Interest in the shares and underlying shares of the Company:

	Interests in shares 股份權益		Interests in underlying shares pursuant to share options 根據購股權在 相關股份的權益	Percentage of the Company's issued share capital 佔本公司已發行 股本的百分比	Long/ Short position 好/淡倉
	Corporate interest 公司權益	Personal interest 個人權益			
Mr. Wu Junbao (Note 1) 吳俊保先生(附註1)	743,743,602	-	-	33.927%	Long position 好倉
Mr. Wu Wei (Note 2) 吳偉先生(附註2)	509,386,109	-	-	23.237%	Long position 好倉
Mr. Xiao Guoqing (Note 3) 肖國慶先生(附註3)	490,017,995	-	-	22.353%	Long position 好倉
Mr. Lu Zhen (Note 4) 陸真先生(附註4)	-	-	981,510	0.045%	Long position 好倉

董事於證券的權益及淡倉

於2020年6月30日，本公司的董事、主要行政人員及其聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債券中擁有(i)根據證券及期貨條例第XV部的第7及第8分部須知會本公司及聯交所(包括根據證券及期貨條例彼等被當作或視為擁有之權益及淡倉之條款)；或(ii)根據證券及期貨條例第352條須列入該條所指登記冊內；或(iii)根據本公司已採納的聯交所證券上市規則(「上市規則」)附錄十所載的上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及聯交所的權益及淡倉載列如下：

於本公司股份和相關股份的權益：

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (continued)

Notes:

1. Mr. Wu Junbao holds the entire issued share capital of Wu Junbao Education Company Limited ("Wu Junbao Education") and is therefore deemed to be interested in the 743,743,602 shares held by Wu Junbao Education under the SFO.
2. Mr. Wu Wei holds the entire issued share capital of Wu Wei Education Company Limited ("Wu Wei Education") and is therefore deemed to be interested in the 509,386,109 shares held by Wu Wei Education under the SFO.
3. Mr. Xiao Guoqing holds the entire issued share capital of Xiao Guoqing Education Company Limited ("Xiao Guoqing Education") and is therefore deemed to be interested in the 490,017,995 shares held by Xiao Guoqing Education under the SFO.
4. Mr. Lu Zhen holds share options of 981,510 shares. Details of the share options are set out in the section titled "Equity-settled Share Option Schemes" below.

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

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

董事於證券的權益及淡倉(續)

附註：

1. 吳俊保先生持有吳俊保教育有限公司(「吳俊保教育」)的全部已發行股本，因此根據證券及期貨條例彼被視作於吳俊保教育持有的743,743,602股股份中擁有權益。
2. 吳偉先生持有吳偉教育有限公司(「吳偉教育」)的全部已發行股本，因此根據證券及期貨條例彼被視作於吳偉教育持有的509,386,109股股份中擁有權益。
3. 肖國慶先生持有肖國慶教育有限公司(「肖國慶教育」)的全部已發行股本，因此根據證券及期貨條例彼被視作於肖國慶教育持有的490,017,995股股份中擁有權益。
4. 陸真先生持有981,510股股份的購股權。有關該等購股權的詳情載於下文「以股權結算的購股權計劃」一節。

董事及最高行政人員於本公司相聯法團中的權益：

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

Save as disclosed above and in the section of "Equity-settled Share Option Schemes" below, as at 30 June 2020, none of the directors, chief executives and their associates of the Company had any interest and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning part XV of SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

EQUITY-SETTLED SHARE OPTION SCHEMES

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

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

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

董事於證券的權益及淡倉 (續)

除上文和下述的「以股權結算的購股權計劃」部份所披露外，於2020年6月30日，概無本公司董事、主要行政人員及其聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有須根據證券及期貨條例第352條記錄於本公司所存置的股東名冊，或根據標準守則須知會本公司及聯交所的任何權益及淡倉。

以股權結算的購股權計劃

本公司已採納的兩個購股權計劃，分別為於2018年12月7日舉行的股東大會上股東批准的購股權計劃(「首次公開發售前購股權計劃」)及於2019年5月21日舉行的股東大會上股東批准的購股權計劃(「2019年購股權計劃」)(統稱為「購股權計劃」)，目的旨在向合資格參與者提供於本公司擁有個人股權的機會，並激勵彼等提升日後對本集團的績效及效率，及／或就彼等過往的貢獻給予獎勵，以吸引及挽留或以其他方式繼續維持與對本集團的業績、增長或成功而言乃屬重要及／或其貢獻有利於或將有利於本集團的業績、增長或成功之合資格參與者的長期合作關係。

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

在各購股權計劃下，接納授予承受人的購股權須支付的對價為1.00港元。

EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

Pursuant to the Pre-IPO Share Option Scheme, the Company has issued upon exercise of all options to be granted under the Pre-IPO Share Option Scheme are 135,244,720 shares, representing approximately 6.2% of the issued share capital of the Company as at 30 June 2020.

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

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

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

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

以股權結算的購股權計劃(續)

根據首次公開發售前購股權計劃，本公司根據首次公開發售前購股權計劃將予授出的所有購股權獲悉數行使發行135,244,720股股份，佔本公司於2020年6月30日已發行股本約6.2%。

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

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

合格依據由董事會不時釐定。

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

EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

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

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

Date of grant	Exercisable period	Exercise price HKD	No. of options outstanding at 1 January 2020	No. of options granted during the six months ended 30 June 2020	No. of options exercised/cancelled/lapsed during the six months ended 30 June 2020	No. of options outstanding at 30 June 2020	Approximate shareholding percentage of the underlying shares for the options in the share capital of the Company
授予日	可行使期間	行使價 港元	於2020年1月1日未行使的購股權數目	於截至2020年6月30日止六個月內授予的購股權數目	於截至2020年6月30日止六個月內已行使/註銷/失效的購股權數目	於2020年6月30日未行使的購股權數目	購股權相關股份佔本公司股本的股權概約百分比
Mr. Lu Zhen 陸真先生	2018/12/7 2018年12月7日	2.25	981,510	-	-	981,510	0.045%
Other employees 其他僱員	2018/12/7 2018年12月7日	2.25	127,085,776	-	(1,067,102)	126,018,674	5.748%
Total 合計			128,067,286	-	(1,067,102)	127,000,184	5.793%

Note 1: During the six months ended 30 June 2020, 1,067,102 options were exercised. The weighted average closing price of the shares immediately before the dates on which the options were exercised was HK\$14.66 per share.

以股權結算的購股權計劃(續)

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

首次公開發售前購股權計劃下尚未行使的購股權詳情如下：

附註1：截至2020年6月30日止六個月，已行使1,067,102份購股權。股份的加權平均收市價緊接購股權獲行使日期前為每股14.66港元。

EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

Pursuant to the 2019 Share Option Scheme, the Company can issue options so that the total number of shares that may be issued upon exercise of all options to be granted under the 2019 Share Option Scheme are 217,900,000 shares, representing 10% of the issued share capital of the Company upon listing and approximately 9.9% of the issued share capital of the Company as at 30 June 2020.

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

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

以股權結算的購股權計劃(續)

根據2019年購股權計劃，本公司可發行購股權，以使根據2019年購股權計劃將予授出的所有購股權獲行使時可予發行的股份總數為217,900,000股股份，佔本公司於上市後的已發行股份10%及本公司於2020年6月30日的已發行股本約9.9%。

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

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

EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

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

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

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

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

Date of grant	Exercisable period	Exercise price HKD	Closing price per share immediately before the date of grant HKD	No. of options outstanding at 1 January 2020	No. of options granted during the six months ended 30 June 2020	No. of options exercised/cancelled/lapsed during the six months ended 30 June 2020	No. of options outstanding at 30 June 2020	Approximate shareholding percentage of the underlying shares for the options in the share capital of the Company
授予日	可行使期間	行使價 港元	緊接 授予日前的 每股收市價 港元	於2020年 1月1日 未行使的 購股權數目	於截至 2020年 6月30日止 六個月內授予 的購股權數目	於截至 2020年 6月30日止 六個月內 已行使/ 註銷/失效的 購股權數目	於2020年 6月30日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Employee 僱員	2019/6/12 to 2029/6/11 2019年6月12日至 2029年6月11日	11.25	N/A 不適用	219,090	-	-	219,090	0.010%
Total 合計				219,090	-	-	219,090	0.010%

Note 1: During the six months ended 30 June 2020, no options were exercised.

以股權結算的購股權計劃(續)

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

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

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

2019年購股權計劃下尚未行使的購股權詳情如下：

附註1：截至2020年6月30日止六個月，並無行使購股權。

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2020, the interests or short positions of the persons, other than a director or chief executive of the Company, in the shares and underlying shares as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

Name	Capacity and nature of interest	Number of shares held	Percentage of the Company's issued share capital 佔本公司已發行股本百分比	Long/Short position 好/淡倉
名稱	身份及權益性質	所持股份數目		
Wu Junbao Education (Note 1) 吳俊保教育(附註1)	Beneficial interest 實益權益	743,743,602	33.927%	Long position 好倉
Wu Wei Education (Note 2) 吳偉教育(附註2)	Beneficial interest 實益權益	509,386,109	23.237%	Long position 好倉
Xiao Guoqing Education (Note 3) 肖國慶教育(附註3)	Beneficial interest 實益權益	490,017,995	22.353%	Long position 好倉
Ms. Zhou Jiaju (Note 4) 周家菊女士(附註4)	Spousal interest 配偶權益	743,743,602	33.927%	Long position 好倉
Ms. Cheng Jing (Note 5) 程靜女士(附註5)	Spousal interest 配偶權益	509,386,109	23.237%	Long position 好倉
Ms. Wei Zhiling (Note 6) 衛志玲女士(附註6)	Spousal interest 配偶權益	490,017,995	22.353%	Long position 好倉

Notes:

1. Wu Junbao Education, which is wholly-owned by Mr. Wu Junbao, is the beneficial owner of approximately 33.927% of the shareholding in our Company. By virtue of the SFO, Mr. Wu Junbao and Ms. Zhou Jiaju (spouse of Mr. Wu Junbao) are deemed to be interested in all of the shares held by Wu Junbao Education.
2. Wu Wei Education, which is wholly-owned by Mr. Wu Wei, is the beneficial owner of approximately 23.237% of the shareholdings in our Company. By virtue of the SFO, Mr. Wu Wei and Ms. Cheng Jing (spouse of Mr. Wu Wei) are deemed to be interested in all of the shares held by Wu Wei Education.

主要股東

於2020年6月30日，根據本公司按照證券及期貨條例第336條所存置的股東名冊所記錄，以下人士(本公司董事或主要行政人員除外)於本公司股份及相關股份中擁有的權益或淡倉如下：

Name	Capacity and nature of interest	Number of shares held	Percentage of the Company's issued share capital 佔本公司已發行股本百分比	Long/Short position 好/淡倉
名稱	身份及權益性質	所持股份數目		
Wu Junbao Education (Note 1) 吳俊保教育(附註1)	Beneficial interest 實益權益	743,743,602	33.927%	Long position 好倉
Wu Wei Education (Note 2) 吳偉教育(附註2)	Beneficial interest 實益權益	509,386,109	23.237%	Long position 好倉
Xiao Guoqing Education (Note 3) 肖國慶教育(附註3)	Beneficial interest 實益權益	490,017,995	22.353%	Long position 好倉
Ms. Zhou Jiaju (Note 4) 周家菊女士(附註4)	Spousal interest 配偶權益	743,743,602	33.927%	Long position 好倉
Ms. Cheng Jing (Note 5) 程靜女士(附註5)	Spousal interest 配偶權益	509,386,109	23.237%	Long position 好倉
Ms. Wei Zhiling (Note 6) 衛志玲女士(附註6)	Spousal interest 配偶權益	490,017,995	22.353%	Long position 好倉

附註：

1. 吳俊保教育(由吳俊保先生全資擁有)為本公司約33.927%股權的實益擁有人。根據證券及期貨條例，吳俊保先生及周家菊女士(吳俊保先生的配偶)被視為於吳俊保教育所持有的所有股份中擁有權益。
2. 吳偉教育(由吳偉先生全資擁有)為本公司約23.237%股權的實益擁有人。根據證券及期貨條例，吳偉先生及程靜女士(吳偉先生的配偶)被視為於吳偉教育所持有的所有股份中擁有權益。

SUBSTANTIAL SHAREHOLDERS (continued)

Notes: (continued)

3. Xiao Guoqing Education, which is wholly-owned by Mr. Xiao Guoqing, is the beneficial owner of approximately 22.353% of the shareholdings in our Company. By virtue of the SFO, Mr. Xiao Guoqing and Ms. Wei Zhiling (spouse of Mr. Xiao Guoqing) are deemed to be interested in all of the shares held by Xiao Guoqing Education.
4. Ms. Zhou Jiayu, the spouse of Mr. Wu Junbao, is deemed under the SFO to be interested in the interests held by Mr. Wu Junbao.
5. Ms. Cheng Jing, the spouse of Mr. Wu Wei, is deemed under the SFO to be interested in the interests held by Mr. Wu Wei.
6. Ms. Wei Zhiling, the spouse of Mr. Xiao Guoqing, is deemed under the SFO to be interested in the interests held by Mr. Xiao Guoqing.

Save as disclosed above, as at 30 June 2020, no person, other than a director or chief executive of the Company, had interests or short positions in the shares and underlying shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

CORPORATE GOVERNANCE CODE PRACTICES

The Company has applied the principles of the code provisions set out in the the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules (the “**CG Code**”). During the six months ended 30 June 2020, the Company has complied with all the code provisions set out in the CG Code.

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

主要股東(續)

附註：(續)

3. 肖國慶教育(由肖國慶先生全資擁有)為本公司約22.353%股權的實益擁有人。根據證券及期貨條例，肖國慶先生及衛志玲女士(肖國慶先生的配偶)被視為於肖國慶教育所持有的所有股份中擁有權益。
4. 周家菊女士，吳俊保先生的配偶，根據證券及期貨條例被視為於吳俊保先生所持權益中擁有權益。
5. 程靜女士，吳偉先生的配偶，根據證券及期貨條例被視為於吳偉先生所持權益中擁有權益。
6. 衛志玲女士，肖國慶先生的配偶，根據證券及期貨條例被視為於肖國慶先生所持權益中擁有權益。

除上文所披露外，於2020年6月30日，根據本公司按照證券及期貨條例第336條所存置的股東名冊記錄，概無人士(本公司董事或主要行政人員除外)於股份及相關股份中擁有權益或淡倉。

企業管治常規

本公司已採納上市規則附錄十四所載《企業管治守則》及《企業管治報告》(「**企業管治守則**」)所載守則條文原則。於2020年6月30日止六個月期間，本公司已遵守企業管治守則之所有守則條文。

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

STRUCTURED CONTRACTS

Please refer to the section headed “Structured Contracts” in the prospectus of the Company dated 30 May 2019 for details. For the six months ended 30 June 2020, the Board had reviewed the overall performance of the structured contracts and believes that the Group had complied with the structured contracts in all material respects.

Qualification Requirement

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

None of the implementation regulations related to the Qualification Requirement was updated for the six months ended 30 June 2020. For details of the efforts and actions made by the Group in accordance with the Qualification Requirement, please refer to the section headed “Structured Contracts” in the prospectus of the Company dated 30 May 2019.

Foreign Investment Law (“FIL”)

On 15 March 2019, the National People’s Congress approved the FIL which has come into effect on 1 January 2020. The FIL has replaced the foreign investment legal foundation in the PRC consisting of three laws: the Sino-Foreign Equity Joint Venture Enterprise Law, the Sino-Foreign Cooperative Joint Venture Enterprise Law and the Wholly Foreign-Invested Enterprise Law. For details of the FIL, please refer to the section headed “Regulations” in the prospectus of the Company dated 30 May 2019.

For the six months ended 30 June 2020, the FIL has not been amended. For details about the impact and potential consequences of the FIL, please also refer to the section headed “Structured Contracts” in the prospectus of the Company dated 30 May 2019.

結構性合約

有關詳情，請參閱本公司日期為2019年5月30日的招股章程「結構性合約」一節。截至2020年6月30日止六個月期間，董事會已審閱結構性合約的整體表現，並相信本集團已於所有重大方面遵守結構性合約。

資質要求

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

截至2020年6月30日止六個月期間，資質要求相關實施條例並無更新。有關本集團根據資質要求作出的努力及行動，請參閱本公司日期為2019年5月30日的招股章程「結構性合約」一節。

《外商投資法》（「外商投資法」）

於2019年3月15日，全國人民代表大會通過了《外商投資法》，並已自2020年1月1日起施行。《外商投資法》取代中國目前由三項法例構成的外商投資法律基礎：《中外合資經營企業法》、《中外合作經營企業法》及《外資企業法》。有關《外商投資法》的詳情，請參閱本公司日期為2019年5月30日的招股章程「法規」一節。

截至2020年6月30日止六個月期間，《外商投資法》並未經修訂。有關《外商投資法》的影響及潛在後果，亦請參閱本公司日期為2019年5月30日的招股章程「結構性合約」一節。

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

Pursuant to Rule 13.51B(1) of the Listing Rules, the change of directors' information of the Company since the date of the 2019 Annual Report are as follows:

1. On 15 June 2020, Mr. Hung Ka Hei, Clement, an independent non-executive director of the Company, has resigned as an independent non-executive director of Zhongchang International Holdings Group Limited, whose shares are listed on the Main Board of the Stock Exchange (Stock code: 859).

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

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the six months ended 30 June 2020 were rights to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate granted to any director or their respective spouses or children under 18 years of age, or were any such rights exercised by them; or were the Company or any of its holding companies, fellow subsidiaries and subsidiaries a party to any arrangement to enable the Company's directors, their respective spouses or children under 18 years of age to acquire such rights in any other body corporate.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in Note 21 to the condensed consolidated financial statements, none of the directors nor any entity connected with the directors had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during or at the end of the period ended 30 June 2020.

根據上市規則第13.51B(1)條所作出之董事資料變更

根據上市規則第13.51B(1)條，自二零一九年年度報告日期起本公司董事資料變更如下：

1. 於2020年6月15日，本公司獨立非執行董事洪嘉禧先生已辭任中昌國際控股集團有限公司（其股份於聯交所主板上市（股份代號：859））的獨立非執行董事。

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

董事認購股份或債券的權利

除上文所披露外，於截至2020年6月30日止六個月內任何時間，概無任何董事或彼等各自的配偶或未滿十八歲的女子獲授可透過購買本公司或任何其他法人團體股份或債券而獲益的權利，或行使任何該等權利；而本公司或其任何控股公司、同系附屬公司及附屬公司概無訂立任何安排，致使本公司董事、彼等各自的配偶或未滿十八歲的女子可自任何其他法人團體購入該等權利。

董事於重大交易、安排或合約的權益

除於簡明綜合財務報表附註21所披露外，截至2020年6月30日止期間內或期末，概無董事或與董事有關連的實體直接或間接於本公司、其控股公司或其任何附屬公司或同系附屬公司所訂立的任何重大交易、安排或合約中擁有重大權益。

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code for dealing in securities of the Company by the directors. The Company has made specific enquiry of all directors and all directors have confirmed that they have complied with the required standard as set out in the Model Code during the six months ended 30 June 2020.

CONFLICT OF INTERESTS

For the six months ended 30 June 2020, none of the directors, the substantial Shareholders or the management Shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the business of the Group or has any other conflict of interests with the Group.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed above and the transactions as disclosed in Note 21 to the condensed consolidated financial statements, no controlling Shareholder or any of its subsidiaries have any contract of significance with the Company or any of its subsidiaries during the six months ended 30 June 2020.

PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2020.

遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則作為其本身有關董事買賣本公司證券之守則。本公司已向全體董事作出特定查詢，而全體董事已確認彼等於截至2020年6月30日止六個月期間一直遵守標準守則所載之規定標準。

利益衝突

截至2020年6月30日止六個月期間，本公司董事、主要股東或管理層股東或彼等各自任何聯繫人概無從事任何直接或間接與本集團業務構成或可能構成競爭的任何業務，亦無與本集團存在任何其他利益衝突。

控股股東於重大合約的權益

除上文所披露及於簡明綜合財務報表附註21所披露的交易外，控股股東或其任何附屬公司於截至2020年6月30日止六個月內並無與本公司或其任何附屬公司訂立任何重大合約。

購買、出售或贖回本公司上市證券

截至2020年6月30日止六個月期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

AUDIT COMMITTEE AND REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The audit committee of the Company (the “**Audit Committee**”) consists of three independent non-executive directors, namely Mr. Hung Ka Hai, Clement, Mr. Cheung Tsun Yung, Thomas and Dr. Zhu Guobin. The main duties of the Audit Committee are to assist the Board in providing an independent review of the completeness, accuracy and fairness of the unaudited condensed consolidated financial statements for the six month ended 30 June 2020 of the Group, as well as the efficiency and effectiveness of the Group’s operations and internal controls. The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2020, including the accounting principles and practices adopted by the Group. The Audit Committee is in the opinion that the unaudited condensed consolidated financial statements have been prepared in accordance with the applicable amounting standards, the Listing Rules and statutory requirements and that adequate disclosures have been made in the interim report.

Deloitte Touche Tohmatsu, the Company’s auditor, had carried out review of the unaudited interim results of the Group for the six months ended 30 June 2020 in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA.

APPRECIATION

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

By order of the Board
China East Education Holdings Limited
Wu Wei
Chairman

Hong Kong, 19 August 2020

審核委員會及審閱簡明綜合財務報表

本公司審核委員會（「**審核委員會**」）由三名獨立非執行董事組成，即洪嘉禧先生、張俊勇先生及朱國斌博士。審核委員會的主要職責為協助董事會就本集團截至2020年6月30日止六個月的未經審核簡明綜合財務報表的完整性、準確性及公平性，以及本集團營運及內部控制的效率及有效性作出獨立檢討。審核委員會已審閱本集團截至2020年6月30日止六個月的未經審核簡明綜合財務報表，包括本集團採納的會計原則及慣例。審核委員會認為，有關未經審核簡明綜合財務報表乃按適用會計準則、上市規則及法定規定編製，並已於中期報告內作出充足披露。

本公司核數師德勤•關黃陳方會計師行已根據香港會計師公會頒佈的香港審閱工作準則第2410號「由實體的獨立核數師審閱中期財務資料」審閱本集團截至2020年6月30日止六個月的未經審核中期業績。

感謝

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

承董事會命
中國東方教育控股有限公司
吳偉
主席

香港，2020年8月19日

To the Board of Directors of China East Education Holdings Limited

(incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of China East Education Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 52 to 92, which comprise the condensed consolidated statement of financial position as of 30 June 2020 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致中國東方教育控股有限公司

(於開曼群島註冊成立之有限公司)

引言

吾等已審閱列載於第52頁至第92頁中國東方教育控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之簡明綜合財務報表，包括於2020年6月30日之簡明綜合財務狀況表與截至該日止六個月期間之相關簡明綜合損益及其他全面收益表、權益變動表和現金流動表以及若干說明附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製之報告必須符合當中有關條文及香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司之董事須負責根據香港會計準則第34號編製及呈列該等簡明綜合財務報表。吾等之責任為根據審閱對該等簡明綜合財務報表作出結論，並按照協定之委聘條款僅向閣下(作為整體)報告結論，除此之外別無其他目的。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。

SCOPE OF REVIEW

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

CONCLUSION

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

Deloitte Touche Tohmatsu

Certified Public Accountants
Hong Kong
19 August 2020

審閱範圍

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

結論

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

德勤•關黃陳方會計師行

執業會計師
香港
2020年8月19日

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月			
		2020 2020年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)		
NOTES					
附註					
	Revenue	收入	4	1,516,875	1,821,082
	Cost of revenue	收入成本		(645,204)	(713,970)
	Gross profit	毛利		871,671	1,107,112
	Other income and expenses	其他收入及開支	5	108,219	26,698
	Other gains and losses	其他收益及虧損	6	87,441	11,142
	Selling expenses	銷售開支		(367,709)	(319,431)
	Administrative expenses	行政開支		(265,684)	(283,750)
	Listing expenses	上市開支		-	(19,435)
	Research and development expenses	研發開支		(18,092)	(14,931)
	Finance costs	財務成本	7	(69,954)	(61,841)
	Profit before taxation	稅前利潤		345,892	445,564
	Income tax expense	所得稅開支	8	(103,375)	(133,077)
	Profit and total comprehensive income for the period	期內利潤及全面收益總額	9	242,517	312,487
	Earnings per share	每股盈利	11		
	- Basic (RMB cents)	- 基本(人民幣分)		11.07	17.47
	- Diluted (RMB cents)	- 稀釋(人民幣分)		10.64	16.77

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

At 30 June 2020
於2020年6月30日

			30 June 2020 2020年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 2019年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
	<i>NOTES</i> 附註			
Non-current assets	非流動資產			
Property and equipment	物業及設備	12	1,370,385	1,405,915
Right-of-use assets	使用權資產	12	1,761,765	1,712,262
Deferred tax assets	遞延稅項資產		4,628	3,642
Deposit paid for acquisition of leasehold lands	收購租賃土地已付按金		81,265	21,708
Deposits for rental	租金按金		21,532	24,022
Deposits for utilities and others	水電費及其他按金		10,204	12,230
			3,249,779	3,179,779
Current assets	流動資產			
Inventories	存貨		53,496	51,713
Trade and other receivables	貿易及其他應收款項	13	189,939	203,236
Other financial assets	其他金融資產	14		
– measured at fair value through profit or loss (“FVTPL”)	– 以公允價值計量並計入損益(「以公允價值計量並計入損益」)		1,241,825	418,013
– measured at amortised cost	– 按攤銷成本計量		–	49,500
Tax recoverable	可收回稅款		1,605	1,068
Time deposit	定期存款		1,187,420	1,891,600
Bank balances and cash	銀行結餘及現金		3,316,608	3,882,953
			5,990,893	6,498,083
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	15	415,626	443,134
Tax liabilities	稅項負債		83,238	138,142
Lease liabilities	租賃負債		308,547	307,391
Contract liabilities	合約負債	16	1,183,378	1,383,298
			1,990,789	2,271,965
Net current assets	流動資產淨值		4,000,104	4,226,118
Total assets less current liabilities	資產總值減流動負債		7,249,883	7,405,897

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

At 30 June 2020
於2020年6月30日

			30 June 2020 2020年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 2019年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		1,208,936	1,206,840
Contract liabilities	合約負債	16	54,076	72,316
Government grants	政府補助		5,827	6,339
			1,268,839	1,285,495
Net assets	資產淨值		5,981,044	6,120,402
Capital and reserves	資本及儲備			
Share capital	股本	17	193	193
Reserves	儲備		5,980,851	6,120,209
Total equity	權益總額		5,981,044	6,120,402

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔						Total 合計
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Share options reserve 購股權儲備 RMB'000 人民幣千元	Statutory surplus reserve 法定盈餘儲備 RMB'000 人民幣千元 (note a) (附註a)	Retained profits 留存利潤 RMB'000 人民幣千元	
At 1 January 2020 (audited)	於2020年1月1日(經審核)	193	4,306,625	156,947	101,793	206,783	1,348,061	6,120,402
Profit and total comprehensive income for the period (unaudited)	期內利潤及全面收益總額(未經審核)	-	-	-	-	-	242,517	242,517
Recognition of equity-settled share-based payments (note 18) (unaudited)	確認以權益結算的股份支付(附註18)(未經審核)	-	-	-	38,083	-	-	38,083
Issuance of new shares upon exercised of share options (note 17(vi)) (unaudited)	於行使購股權時發行新股份(附註17(vi))(未經審核)	-	5,516	-	(3,335)	-	-	2,181
Dividend distribution (unaudited)	股息分派(未經審核)	-	(422,139)	-	-	-	-	(422,139)
Transfer (unaudited)	轉撥(未經審核)	-	-	-	-	(11,659)	11,659	-
At 30 June 2020 (unaudited)	於2020年6月30日(未經審核)	193	3,890,002	156,947	136,541	195,124	1,602,237	5,981,044
At 1 January 2019 (audited)	於2019年1月1日(經審核)	-	533	156,947	8,125	223,848	483,178	872,631
Profit and total comprehensive income for the period (unaudited)	期內利潤及全面收益總額(未經審核)	-	-	-	-	-	312,487	312,487
Recognition of equity-settled share-based payments (note 18) (unaudited)	確認以權益結算的股份支付(附註18)(未經審核)	-	-	-	75,690	-	-	75,690
Capitalisation Issue (note 17(ii))	資本化發行(附註17(ii))	154	(154)	-	-	-	-	-
Issuance of new shares upon Listing (as defined in note 1) (note 17(iii)) (unaudited)	於上市(於附註1定義)時發行新股份(附註17(iii))(未經審核)	38	4,315,853	-	-	-	-	4,315,891
Transaction costs attributable to issue of shares (unaudited)	發行股份應佔交易成本(未經審核)	-	(95,602)	-	-	-	-	(95,602)
Transfer (unaudited)	轉撥(未經審核)	-	-	-	-	(42,835)	42,835	-
At 30 June 2019 (unaudited)	於2019年6月30日(未經審核)	192	4,220,630	156,947	83,815	181,013	838,500	5,481,097

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月

Notes:

- (a) Pursuant to the relevant laws in the People's Republic of China (the "PRC"), the Company's subsidiaries in the PRC shall make appropriations from after-tax profit to non-distributable reserve funds as determined by the management of the relevant PRC subsidiaries. These reserves include: (i) general reserve of the limited liabilities companies and (ii) the development fund of schools.
- i. For PRC subsidiaries with limited liability, they are required to make annual appropriations to general reserve of 10% of after-tax profits as determined under the PRC laws and regulations at each year-end until the balance reaches 50% of the relevant PRC entity's registered capital.
- ii. According to the relevant PRC laws and regulations, for private school that does not require for reasonable return, it is required to appropriate to development fund of not less than 25% of the net income of the relevant schools as determined in accordance with generally accepted accounting principles in the PRC. The development fund shall be used for the construction or maintenance of the schools or procurement or upgrading of educational equipment. When the development fund is used, the reserve will be transferred back to retained profits directly.

附註：

- (a) 按照中華人民共和國(「中國」)相關法律，本公司在中國的附屬公司須從稅後利潤撥款至相關中國附屬公司管理層釐定的不可分派儲備金。該等儲備包括：(i)有限責任公司的一般儲備；及(ii)學校發展基金。
- i. 對於有限責任形式的中國附屬公司，該等公司須按照中國法律法規以各年末釐定的稅後利潤的10%向一般儲備作出年度撥款，直至結餘達到相關中國實體註冊資本的50%。
- ii. 根據有關中國法律法規，對於不要求合理回報的民辦學校，其須按照中國公認會計原則釐定的以不低於相關學校淨收益的25%向發展基金作出撥款。發展基金須用於學校的建設或維護，或教學設備的採購或升級。當發展基金被使用時，儲備將直接撥回至留存利潤。

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2020 2020年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)
NET CASH FROM OPERATING ACTIVITIES	經營活動所得現金淨額	175,387	883,636
INVESTING ACTIVITIES	投資活動		
Interest received from banks	收取銀行利息	100,696	5,289
Proceeds on disposals of property and equipment	出售物業及設備的所得款項	2,967	1,597
Purchases of property and equipment	購買物業及設備	(127,962)	(192,599)
Payments for right-of-use assets	使用權資產付款	(17,655)	–
Payments for rental deposits	支付租賃按金	(5,299)	–
Withdrawal of rental deposits	提取租賃按金	4,919	–
Purchases of other financial assets	購買其他金融資產	(1,617,000)	(1,730,000)
Redemptions of other financial assets	贖回其他金融資產	862,466	846,355
Placement of time deposit	存入定期存款	(1,183,481)	(1,759,400)
Withdrawal of time deposit	提取定期存款	1,923,700	–
Deposit paid for acquisition of leasehold lands	收購租賃土地的已付按金	(81,265)	(21,708)
Asset-related government grants	資產相關政府補助	846	2,246
Net cash used in investing activities	投資活動所用現金淨額	(137,068)	(2,848,220)
FINANCING ACTIVITIES	融資活動		
Proceeds from issue of shares	股份發行所得款項	–	4,315,891
Proceeds from exercise of share options	行使購股權所得款項	2,181	–
Repayments of leases liabilities	償還租賃負債	(118,111)	(116,686)
Interests paid	已付利息	(69,954)	(61,841)
Dividend paid	已付股息	(422,139)	(34,112)
Issue costs paid	已付發行成本	–	(88,629)
Net cash (used in) from financing activities	融資活動(所用)所得現金淨額	(608,023)	4,014,623
Net (decrease) increase in cash and cash equivalents	現金及現金等價物(減少)增加淨額	(569,704)	2,050,039
Cash and cash equivalents at the beginning of the period	期初現金及現金等價物	3,882,953	986,293
Effect of foreign exchange rate changes	外匯變動的影響	3,359	–
Cash and cash equivalents at the end of the period, representing bank balances and cash	期末現金及現金等價物(即銀行結餘及現金)	3,316,608	3,036,332

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2020
截至2020年6月30日止六個月

1. GENERAL

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

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

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

1. 一般資料

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

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

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月**2. BASIS OF PREPARATION AND REORGANISATION**

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

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

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

2. 呈列基準及重組

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

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

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月

2. BASIS OF PREPARATION AND REORGANISATION (continued)

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

3. PRINCIPAL ACCOUNTING POLICIES

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

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards ("HKFRSs") and application of certain accounting policies which became relevant to the Group, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2020 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2019.

2. 呈列基準及重組(續)

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

3. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製，惟若干金融工具按公允價值計量。

除應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)及應用與本集團有關的若干會計政策導致的會計政策變動外，截至2020年6月30日止六個月簡明綜合財務報表使用的會計政策及計算方法與本集團截至2019年12月31日止年度之年度財務報表所呈列者一致。

For the six months ended 30 June 2020
截至2020年6月30日止六個月**3. PRINCIPAL ACCOUNTING POLICIES (continued)**

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied the Amendments to References to the Conceptual Framework in HKFRSs and the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

In addition, the Group has early applied the Amendment to HKFRS 16 "Covid-19-Related Rent Concessions".

Except as described below, the application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

3. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則

於當前中期期間，本集團已首次應用提述香港財務報告準則概念框架之修訂本及以下香港會計師公會頒佈於2020年1月1日當日或之後的年度期間強制生效的經修訂香港財務報告準則，以編製本集團簡明綜合財務報表：

《香港會計準則》第1號 重大性定義及《香港會計準則》第8號(修訂本)
《香港財務報告準則》 業務定義 第3號(修訂本)
《香港財務報告準則》 利率基準改革 第9號、《香港會計準則》第39號及《香港財務報告準則》第7號(修訂本)

此外，本集團已提早應用香港財務報告準則第16號(修訂本)「與新型冠狀病毒有關的租金優惠」。

除下文所述者外，於本期間應用提述香港財務報告準則概念框架之修訂本及香港財務報告準則之修訂本對本集團於本期間及過往期間的財務狀況及表現及／或本簡明綜合財務報表所載披露並無重大影響。

For the six months ended 30 June 2020
截至2020年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and accounting policies on early application of Amendment to HKFRS 16 “Covid-19 - Related Rent Concessions”

3.1.1 Accounting policies

Leases

Covid-19-related rent concessions

Rent concessions relating to lease contracts that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

3. 主要會計政策(續)

3.1 提早應用香港財務報告準則第16號(修訂本)「與新型冠狀病毒有關的租金優惠」的影響及會計政策

3.1.1 會計政策

租賃

與新型冠狀病毒有關的租金優惠

因新型冠狀病毒疫情的直接影響產生的租賃合約相關的租金優惠，倘下列所有條件獲達成，本集團選擇應用可行權宜方法不評估該變動是否為租賃修改：

- 租賃付款的變動使租賃代價有所修改，而經修改的代價與緊接變動前租賃代價大致相同，或少於緊接變動前租賃代價；
- 租賃付款的任何減幅僅影響原到期日為2021年6月30日或之前的付款；及
- 租賃的其他條款及條件並無實質變動。

For the six months ended 30 June 2020
截至2020年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and accounting policies on early application of Amendment to HKFRS 16 “Covid-19 - Related Rent Concessions” (continued)

3.1.1 Accounting policies (continued)

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 “Leases” if the changes were not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

3.1.2 Transition and summary of effects arising from initial application of HKFRS 16

The Group has early applied the amendment in the current interim period. The application has no impact to the opening retained profits at 1 January 2020. The Group recognised changes in lease payments that resulted from rent concessions of RMB22,622,000 in the profit or loss for the current interim period.

3. 主要會計政策 (續)

3.1 提早應用香港財務報告準則第16號(修訂本)「與新型冠狀病毒有關的租金優惠」的影響及會計政策(續)

3.1.1 會計政策(續)

承租人因租金優惠應用可行權宜方法將所致的租賃付款變動入賬，與應用香港財務報告準則第16號「租賃」中的倘該等變動不是租賃修改的入賬方式相同。免除或豁免租賃付款可作為可變租賃付款入賬。相關租賃負債進行了調整以反映事件發生期內於損益中確認了相關免除或豁免租賃付款金額調整。

3.1.2 過渡及首次應用香港財務報告準則第16號所產生的影響概述

本集團已於本中期期間提早應用修訂本。應用對2020年1月1日期初保留溢利並無影響。本集團於本中期期間於損益確認因租金優惠人民幣22,622,000元而導致的租賃付款變動。

For the six months ended 30 June 2020
截至2020年6月30日止六個月

4. REVENUE AND SEGMENT INFORMATION

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

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

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

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

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

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

4. 收入及分部資料

本集團主要於中國從事提供職業教育服務。

收入指學費及服務費扣除銷售相關稅項後的服務收入，其隨時間確認。

分配至客戶合約的尚未履行的履約責任之交易價格

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

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

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月

4. REVENUE AND SEGMENT INFORMATION (continued)

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

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

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

4. 收入及分部資料 (續)

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

該等分部乃根據本集團所報告的分部資料而劃分。

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

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月

4. REVENUE AND SEGMENT INFORMATION (continued)

The following is an analysis of the Group's revenue for six months ended 30 June 2020 and 2019:

Six months ended 30 June 2020 (unaudited)

Revenue	收入
External sales	外部銷售
Inter-segment sales	分部間銷售
Segment revenue	分部收入
Results	業績
Segment results	分部業績
Unallocated	未分配
Other income and expenses	其他收入及開支
Other gains and losses	其他收益及虧損
Corporate administrative expenses	企業行政開支
Profit before taxation	稅前利潤
Income tax expense	所得稅開支
Profit for the period	期內利潤

New East Culinary Education	Xinhua Internet Technology Education	Wontone Automotive Education	Omic Education of Western Cuisine and Pastry	Wisezone Data Technology Education	Cuisine Academy	Other miscellaneous businesses	Elimination	Total
新東方烹飪教育	新華電腦教育	萬通汽車教育	歐米奇西餐教育	華信智原DT人才培訓基地	美味學院	其他雜項業務	對銷	合計
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
833,103	323,803	195,445	115,962	14,347	21,935	12,280	-	1,516,875
-	-	-	-	5,000	-	33,000	(38,000)	-
833,103	323,803	195,445	115,962	19,347	21,935	45,280	(38,000)	1,516,875
297,834	101,206	(41,284)	(51,268)	(9,442)	(10,567)	(14,416)	-	272,063
								62,794
								87,441
								(76,406)
								345,892
								(103,375)
								242,517

4. 收入及分部資料(續)

本集團於截至2020年及2019年6月30日止六個月收入的分析如下：

截至2020年6月30日止六個月(未經審核)

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月

4. REVENUE AND SEGMENT INFORMATION (continued)

4. 收入及分部資料(續)

Six months ended 30 June 2019 (unaudited)

截至2019年6月30日止六個月(未經審核)

		Xinhua	Omick	Wisezone					
		New East	Education	Data		Other			Total
		Culinary	of Western	Technology	Cuisine	miscellaneous	Elimination		
		Education	Pastry	Education	Academy	businesses			
		新東方	歐米奇	華信智原DT		其他			
		烹飪教育	西點西餐教育	人才培訓基地	美味學院	雜項業務	對銷		合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue	收入								
External sales	外部銷售	1,013,662	348,639	246,418	154,902	34,751	18,677	4,033	1,821,082
Inter-segment sales	分部間銷售	-	-	-	-	4,717	-	23,821	(28,538)
Segment revenue	分部收入	1,013,662	348,639	246,418	154,902	39,468	18,677	27,854	1,821,082
Results	業績								
Segment results	分部業績	414,529	138,757	18,842	(2,401)	(20,442)	(11,280)	(17,375)	-
Unallocated	未分配								
Other income and expenses	其他收入及開支								10,508
Other gains and losses	其他收益及虧損								11,142
Corporate administrative expenses	企業行政開支								(77,281)
Listing expenses	上市開支								(19,435)
Profit before taxation	稅前利潤								445,564
Income tax expense	所得稅開支								(133,077)
Profit for the period	期內利潤								312,487

Geographical information

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

Information about major customers

No single customer contributes over 10% of total revenue of the Group during the six months ended 30 June 2020 and 2019.

地域資料

本集團主要在中國開展業務。本集團幾乎全部的非流動資產均位於中國。

有關主要客戶的資料

於截至2020年及2019年6月30日止六個月期間，概無單一客戶貢獻本集團總收入10%以上。

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月

5. OTHER INCOME AND EXPENSES

Asset-related government grants	與資產相關的政府補助
Unconditional government grants	無條件政府補助
Interest income from banks	銀行利息收入
Covid-19-related rent concessions (note 12)	與新型冠狀病毒有關的租金優惠 (附註12)
Others	其他

5. 其他收入及開支

Six months ended 30 June
截至6月30日止六個月

2020 2020年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)
1,358	558
21,445	15,632
62,871	8,403
22,622	–
(77)	2,105
108,219	26,698

6. OTHER GAINS AND LOSSES

Net gains on other financial assets measured at FVTPL	以公允價值計量並計入損益的其 他金融資產收益淨額
Losses on disposals of property and equipment	出售物業及設備的虧損
Losses on termination of lease agreements	終止租賃協議虧損
Net foreign exchange gains (losses)	外匯收益(虧損)淨額

6. 其他收益及虧損

Six months ended 30 June
截至6月30日止六個月

2020 2020年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)
19,778	14,234
(35)	(84)
(749)	–
68,447	(3,008)
87,441	11,142

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月

7. FINANCE COSTS

Interest expenses on lease liabilities 租賃負債之利息開支

7. 財務成本

Six months ended 30 June
截至6月30日止六個月

2020 2020年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)
69,954	61,841

8. INCOME TAX EXPENSE

PRC Enterprise Income Tax ("EIT") 中國企業所得稅(「企業所得稅」)
– Current tax 一即期稅項
– Under provision in prior years 一過往年度撥備不足
Deferred tax credit 遞延稅項抵免

8. 所得稅開支

Six months ended 30 June
截至6月30日止六個月

2020 2020年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)
95,085	134,014
9,276	–
(986)	(937)
103,375	133,077

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

Hong Kong Profits Tax is calculated at 16.5% (six months ended 30 June 2019: 16.5%) of the estimated assessable profit for the six months ended 30 June 2020. The subsidiaries of the Company operating in Hong Kong did not have tax assessable profit during both periods.

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

香港利得稅乃就截至2020年6月30日止六個月估計應評稅利潤按16.5%稅率(截至2019年6月30日止六個月：16.5%)計算。本公司於香港運營的附屬公司於兩個年度並無應評稅利潤。

For the six months ended 30 June 2020
截至2020年6月30日止六個月

8. INCOME TAX EXPENSE (continued)

During the six months ended 30 June 2020, pursuant to the Enterprise Income Tax Law and Implementation Regulations of the Law of the PRC (the “**New PRC Tax Law**”), the applicable tax rate of PRC subsidiaries is 25%, except for certain subsidiaries entitled to different preferential tax rates. Certain subsidiaries of the Company are entitled to the preferential tax rate of 15% because they are located in the western region of the PRC or qualified as high-tech companies.

During the six months ended 30 June 2019, according to the Implementation Rules for the Law for Promoting Private Education, private schools, which were providing academic qualification education and the school sponsors did not require reasonable returns, were eligible to enjoy income tax exemption treatment as public schools, including Shijiazhuang New East Secondary Vocational School (石家莊新東方中等專業學校), Jiangxi Wontone Automobile Technical School (江西萬通汽車技工學校), Jiangxi Nanchang New East Culinary Secondary Vocational School (江西南昌新東方烹飪中專學校), Jiangxi Nanchang Xinhua Computer Secondary Vocational School (江西南昌新華電腦中專學校), Nanjing Wontone Automobile Vocational Technical School (南京萬通汽車技工學校) and Nanjing Culinary (collectively referred as the “**EIT Exempted Schools**”). According to the relevant in-charge tax bureau, since the relevant tax policy for schools that were not elected to be for-profit or not-for-profit was not yet announced and if the school nature was not changed, the schools could follow previous EIT exemption treatment for the tuition related income in 2019.

During the six months ended 30 June 2019, the non-taxable tuition related income of the EIT Exempted Schools amounted to approximately RMB134,671,000 and the related non-deductible expense amounted to approximately RMB64,419,000.

8. 所得稅開支(續)

於截至2020年6月30日止六個月，根據中國企業所得稅法及其實施條例（「**新中國稅法**」），中國附屬公司的適用稅率為25%，惟若干享有不同優惠稅率的附屬公司除外。本公司若干附屬公司享有優惠稅率15%，原因為彼等位於中國西部或合資格作為高科技公司。

截至2019年6月30日止六個月，根據《民辦教育促進法實施條例》規定，提供學歷教育且辦學主體不要求合理回報的民辦學校，可享受公辦學校免徵所得稅待遇，其中包括石家莊新東方中等專業學校、江西萬通汽車技工學校、江西南昌新東方烹飪中專學校、江西南昌新華電腦中專學校、南京萬通汽車技工學校及南京烹飪（統稱為「**企業所得稅獲豁免學校**」）。根據相關主管稅務局，由於未選擇營利性或非營利性的學校相關稅收政策尚未公佈，如果學校性質沒有改變，2019年學校的學費相關收入可沿用以前的企業所得稅獲豁免待遇。

於截至2019年6月30日止六個月，企業所得稅獲豁免學校的免稅學費相關收入約為人民幣134,671,000元，而相關不可抵扣開支約為人民幣64,419,000元。

For the six months ended 30 June 2020
截至2020年6月30日止六個月

9. PROFIT FOR THE PERIOD

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

9. 期內利潤

Six months ended 30 June
截至6月30日止六個月

2020 2020年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)
1,767	772
549,498	463,430
36,465	65,317
37,776	75,690
625,506	605,209
153,332	180,420
135,966	123,012

10. DIVIDENDS

On 27 May 2020, a final dividend in respect of the year ended 31 December 2019 of HK\$0.21 (approximately equivalent to RMB0.19) (six months ended 30 June 2019: Nil) per ordinary share was declared to the owners of the Company. The aggregate amount of the final dividend declared and paid in the interim period amounted to approximately HK\$460,000,000 (approximately RMB422,139,000) (six months ended 30 June 2019: Nil).

Subsequent to the end of the current interim period, the directors of the Company have determined that no dividend will be paid in respect of the interim period for the six months ended 30 June 2020 (six months ended 30 June 2019: Nil).

10. 股息

於2020年5月27日，本公司擁有人獲宣派截至2019年12月31日止年度每股0.21港元(約等於人民幣0.19元)的普通股(截至2019年6月30日止六個月：無)末期股息。於本中期期間宣派及支付的末期股息總金額為約460,000,000港元(約等於人民幣422,139,000元)(截至2019年6月30日止六個月：無)。

本中期期末後，本公司董事決定將不宣派截至2020年6月30日止六個月中期期間的股息(截至2019年6月30日止六個月：無)。

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月

11. EARNINGS PER SHARE

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

Earnings

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

盈利：

用作計算每股基本及稀釋盈利的盈利
– 本公司擁有人應佔

Number of shares

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

股份數目：

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

11. 每股盈利

本公司擁有人應佔每股基本及稀釋盈利計算乃基於以下數據：

Six months ended 30 June

截至6月30日止六個月

2020 2020年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)
242,517	312,487

Six months ended 30 June

截至6月30日止六個月

2020 2020年 (unaudited) (未經審核)	2019 2019年 (unaudited) (未經審核)
2,191,733,959	1,788,946,961
88,517,348	73,826,821
–	122,986
2,280,251,307	1,862,896,768

For the six months ended 30 June 2020
截至2020年6月30日止六個月**12. PROPERTY AND EQUIPMENT AND RIGHT-OF-USE ASSETS**

During the current interim period, the Group incurred approximately RMB120,804,000 (six months ended 30 June 2019: approximately RMB174,622,000) on acquisition of property and equipment.

During the current interim period, the Group disposed of certain property and equipment with an aggregate carrying amount of approximately RMB3,002,000 (six months ended 30 June 2019: approximately RMB1,681,000) for proceeds of approximately RMB2,967,000 (six months ended 30 June 2019: approximately RMB1,597,000), resulting in losses on disposals of approximately RMB35,000 (six months ended 30 June 2019: losses on disposals of approximately RMB84,000).

During the current interim period, the Group entered into a new lease agreement for the use of a leasehold land with no definite lease term and several new lease agreements for the use of leased properties with lease terms ranged from 5 to 10.5 years. On lease commencement, the Group recognised approximately RMB39,363,000 of right-of-use assets related to a leasehold land (six months ended 30 June 2019: nil), and approximately RMB157,321,000 of right-of-use assets (six months ended 30 June 2019: approximately RMB45,723,000) and approximately RMB154,451,000 of lease liabilities related to leasehold properties (six months ended 30 June 2019: approximately RMB45,723,000).

During the current interim period, the Group terminated certain lease agreements of leased properties. The Group derecognised right-of-use assets of approximately RMB11,215,000 and lease liabilities of approximately RMB10,466,000, resulting in losses on termination of approximately RMB749,000.

12. 物業及設備以及使用權資產

於本中期期間，本集團就收購物業及設備產生約人民幣120,804,000元(截至2019年6月30日止六個月：約人民幣174,622,000元)。

於本中期期間，本集團以總賬面值約人民幣3,002,000元(截至2019年6月30日止六個月：約人民幣1,681,000元)出售若干物業及設備，所得款項為約人民幣2,967,000元(截至2019年6月30日止六個月：約人民幣1,597,000元)，導致出售虧損約人民幣35,000元(截至2019年6月30日止六個月：出售虧損約人民幣84,000元)。

於本中期期間，本集團就動用並無明確租賃期限的一塊租賃土地訂立一份新租賃協議及就動用租期介乎5至10.5年的租賃物業訂立若干新租賃協議。於租賃開始時，本集團確認與租賃土地相關的使用權資產約人民幣39,363,000元(截至2019年6月30日止六個月：無)及與租賃物業相關的使用權資產約157,321,000元(截至2019年6月30日止六個月：約人民幣45,723,000元)及租賃負債約人民幣154,451,000元(截至2019年6月30日止六個月：約人民幣45,723,000元)。

於本中期期間，本集團終止租賃物業的若干租賃協議。本集團終止確認使用權資產約人民幣11,215,000元及租賃負債約人民幣10,466,000元，導致終止產生虧損約人民幣749,000元。

For the six months ended 30 June 2020
截至2020年6月30日止六個月

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

These rent concessions occurred as a direct consequence of Covid-19 pandemic and met of all of the conditions in HKFRS 16.46B, and the Group applied the practical expedient not to assess whether the changes constitute lease modifications. During the current interim period, the effects on changes in lease payments due to forgiveness or waiver by the lessors for the relevant leases of approximately RMB22,622,000 were recognised as negative variable lease payments.

As at 30 June 2020, the Group is in the process of obtaining title deeds of buildings with carrying value of approximately RMB183,289,000 (31 December 2019: approximately RMB187,005,000).

As at 30 June 2020, the carrying values of the leasehold lands of approximately RMB155,995,000 (31 December 2019: approximately RMB118,019,000) are allocated by the government, which have no definite lease term stated in the relevant land use rights certificates. However, without the relevant administrative authorities' permission, the Group cannot transfer, lease or pledge as security such land use rights allocated by the government.

12. 物業及設備以及使用權資產(續)

該等租金優惠因新型冠狀病毒疫情直接發生並符合香港財務報告準則第16.46B條的條件，且本集團應用可行權宜方法不評估該等變動是否構成租賃修改。於本中期期間，出租人就有關租約寬免或豁免約人民幣22,622,000元導致租賃付款變動的影響確認為負可變租賃付款。

於2020年6月30日，本集團正取得樓宇業權契據，賬面值約人民幣183,289,000元(2019年12月31日：約人民幣187,005,000元)。

於2020年6月30日，租賃土地的賬面值約人民幣155,995,000元(2019年12月31日：約人民幣118,019,000元)由政府分配，並無於相關土地使用權證書限定租賃期限。然而，未經相關行政機關許可，本集團不得將政府分配的該等土地使用權進行轉讓、出租或抵押作為擔保。

For the six months ended 30 June 2020
截至2020年6月30日止六個月

13. TRADE AND OTHER RECEIVABLES

Trade receivables	貿易應收款項
– from government (note i)	– 政府(附註i)
– from others (note ii)	– 其他(附註ii)
Other receivables	其他應收款項
Prepayments for consumables	消耗品預付款
Prepayments for rental	預付租賃款
Prepayments for services	服務預付款項
Prepayments for advertisement	廣告預付款
Value added tax recoverable	可收回增值稅
Advance to staff	向員工作出的墊款
Interest receivables from time deposit and bank balances	定期存款及銀行結餘的 應收利息
Other receivables	其他應收款項

Notes:

- i. The amounts represent receivables from the PRC local governments, which purchased vocational education services for students.
- ii. The amounts mainly represent receivables from customers, which purchased ancillary services other than vocational education services.

13. 貿易及其他應收款項

30 June 2020 2020年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 2019年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
32,316	36,743
15,392	10,206
47,708	46,949
22,266	22,526
7,923	8,529
21,840	21,737
58,069	44,063
7,551	2,068
11,705	7,480
4,265	42,090
8,612	7,794
142,231	156,287
189,939	203,236

附註：

- i. 相關款項指來自中國地方政府為學生購買職業教育服務的應收款項。
- ii. 相關款項主要指來自客戶購買輔助服務(不包括職業教育服務)的應收款項。

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截至2020年6月30日止六個月

13. TRADE AND OTHER RECEIVABLES (continued)

The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on revenue recognition dates:

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

In order to minimise credit risk on trade receivables and other receivables, the management of the Group makes individual assessment on the historical default experience and considers various external sources of actual and forecast economic information, as appropriate.

The expected loss rates are estimated based on historical observed default rates over the expected life of the receivables and are adjusted for forward-looking information that is available without undue cost or effort.

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

13. 貿易及其他應收款項(續)

以下為按收益確認日期呈列的貿易應收款項(扣除呆賬準備)賬齡分析：

30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
20,486	22,906
25,782	19,146
1,440	4,897
47,708	46,949

為盡量減少貿易應收款項及其他應收款項的信貸風險，本集團管理層對歷史違約經驗進行單獨評估及考慮實際及預測經濟資料的多種外部來源(如適用)。

預期虧損率乃基於應收款項的預計年期的歷史觀察違約率進行估計，並就無需承擔過多成本或付出過多努力即可獲得的前瞻性資料作出調整。

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

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截至2020年6月30日止六個月

14. OTHER FINANCIAL ASSETS

Other financial assets measured at FVTPL (note i)	以公允價值計量並計入損益的其他金融資產(附註i)
Other financial assets measured at amortised cost (note ii)	按攤銷成本計量的其他金融資產(附註ii)

Notes:

- The other financial assets measured at FVTPL are short-term investments issued by banks and financial institutions with no predetermined or guaranteed return and are not principal protected. These financial assets are with expected rates of return (not guaranteed), depending on the market price of underlying financial instruments, including listed shares, bonds, debentures and other financial assets.
- The other financial assets measured at amortised cost are short-term investments, which were issued by a bank with predetermined return and principal protected and has been matured in current interim period.

14. 其他金融資產

30 June 2020 2020年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 2019年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
1,241,825	418,013
-	49,500

附註：

- 銀行及金融機構發行以公允價值計量並計入損益的其他金融資產為無預設或保證回報及不保本的短期投資。該等金融資產具有預期回報率(並無保證)，實際回報率視乎相關金融工具(包括上市股份、債券、債權證及其他金融資產)的市場價格。
- 按攤銷成本計量的其他金融資產為銀行發行具預設回報及保本的短期投資，並已於本中期間到期。

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

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截至2020年6月30日止六個月

15. TRADE AND OTHER PAYABLES

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

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

Within 90 days	90日內
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15. 貿易及其他應付款項

30 June 2020 2020年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 2019年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
81,045	79,699
70,615	77,773
2,831	8,364
132,690	155,989
18,919	20,473
70,408	68,685
39,118	32,151
415,626	443,134

貿易應付款項的信貸期通常為90日。以下為按交貨日期劃分的貿易應付款項的賬齡分析：

30 June 2020 2020年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 2019年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
81,045	79,699

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16. CONTRACT LIABILITIES

16. 合約負債

		30 June 2020 2020年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 2019年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Tuition and service fees	學費及服務費	1,237,454	1,455,614
Less: current liabilities	減：流動負債	1,183,378	1,383,298
		54,076	72,316

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

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17. SHARE CAPITAL

17. 股本

		Number of shares	Share Capital	Shown in the condensed consolidated financial statements 於簡明綜合財務 報表列示
	Notes 附註	股份數目	股本 HK\$ 港元	RMB'000 人民幣千元
<i>Ordinary shares of HK\$0.0001 each</i>				
Authorised:				
At 1 January 2019, 30 June 2019, 1 January 2020 and 30 June 2020	每股0.0001港元的普通股 法定： 於2019年1月1日、2019年6月 30日、2020年1月1日及 2020年6月30日	<i>i</i> 3,800,000,000	380,000	-
Issued:				
At 31 December 2018 (audited)	已發行： 於2018年12月31日(經審核)	1,000,030	100	-
Capitalisation Issue	資本化發行	<i>ii</i> 1,742,199,970	174,220	154
Issue of new shares by ways of global offering	以全球發售的方式發行新股份	<i>iii</i> 435,800,000	43,580	38
At 30 June 2019 (unaudited)	於2019年6月30日(未經審核)	2,179,000,000	217,900	192
Issue of new shares upon exercise of the over-allotment option	於行使超額配股權時發行新股份	<i>iv</i> 4,894,000	489	-
Issue of new shares upon the exercise of share options	於行使購股權時發行新股份	<i>v</i> 7,198,104	720	1
At 31 December 2019 (audited)	於2019年12月31日(經審核)	2,191,092,104	219,109	193
Issue of new shares upon the exercise of share options	於行使購股權時發行新股份	<i>vi</i> 1,067,102	107	-
At 30 June 2020 (unaudited)	於2020年6月30日(未經審核)	2,192,159,206	219,216	193

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17. SHARE CAPITAL (continued)

Notes:

- i. The Company was incorporated in the Cayman Islands on 4 October 2018 with an authorised share capital of HK\$380,000 divided into 3,800,000,000 shares with a par value of HK\$0.0001 each.
- ii. On 12 June 2019, the Company capitalised the sum of HK\$174,220 (approximately equivalent to RMB154,000) standing to the credit of the share premium account of the Company and applied the amount towards paying up in full 1,742,199,970 shares of nominal value of HK\$0.0001 each for allotment to the shareholders as appearing on the register of members of the Company immediately before the Listing (“**Capitalisation Issue**”).
- iii. On 12 June 2019, the Company issued 435,800,000 ordinary shares of nominal value of HK\$0.0001 each pursuant to the global offering at the price of HK\$11.25 per ordinary share (equivalent to approximately RMB9.9 per ordinary share) and the Company’s shares were listed on the Stock Exchange on the same date.
- iv. On 4 July 2019, 4,894,000 ordinary shares of par value of HK\$0.0001 each were issued at a price of HK\$11.25 per ordinary share (approximately equivalent to RMB9.90 per ordinary share) pursuant to the exercise of over-allotment option. The proceeds of HK\$489 (approximately equivalent to RMB432) representing the par value of the shares of the Company, were credited to the Company’s share capital. The remaining proceeds of approximately HK\$55,057,000 (equivalent to RMB48,583,000), before issuing expenses, were credited to the share premium amount.
- v. During the year ended 31 December 2019, 7,090,194 and 107,910 share options were exercised at a subscription price of HK\$2.25 and HK\$11.25 per share (equivalent to approximately RMB2.02 and RMB10.10 per share) respectively, resulting in the issue of aggregately 7,198,104 ordinary shares of par value of HK\$0.0001 each in the Company. These shares rank pari passu with other shares in issue in all respect.
- vi. During the six months ended 30 June 2020, 1,067,102 share options were exercised at a subscription price of HK\$2.25 per share (equivalent to approximately RMB2.06 per share), resulting in the issue of 1,067,102 ordinary shares of par value of HK\$0.0001 each in the Company. These shares rank pari passu with other shares in issue in all respect.

17. 股本(續)

附註：

- i. 本公司於2018年10月4日在開曼群島註冊成立，法定股本為380,000港元，分為3,800,000,000股股份，每股面值為0.0001港元。
- ii. 於2019年6月12日，本公司將本公司股份溢價賬進賬金額174,220港元(相當於約人民幣154,000元)通過資本化方式向於緊接本公司上市前名列本公司股東名冊的股東悉數配發每股面值0.0001港元的1,742,199,970股繳足股份(「**資本化發行**」)。
- iii. 於2019年6月12日，本公司通過全球發售按每股普通股11.25港元(約等於每股普通股人民幣9.9元)之價格發行435,800,000股每股面值0.0001港元之普通股，且於同日本公司股份於聯交所上市。
- iv. 於2019年7月4日，因行使超額配股權按每股普通股11.25港元(約等於每股普通股人民幣9.90元)之價格發行4,894,000股每股面值0.0001港元之普通股。所得款項489港元(約等於人民幣432元)(相當於本公司股份面值)計入本公司股本。餘下所得款項約55,057,000港元(等於人民幣48,583,000元)(未扣除發行開支)計入股份溢價賬。
- v. 於截至2019年12月31日止年度，7,090,194及107,910份購股權分別按每股2.25港元及11.25港元認購價行使(分別相當於每股約人民幣2.02元及人民幣10.10元)，以致本公司合計發行每股面值0.0001港元之7,198,104股普通股。此等股份在各方面與其他已發行股份享有同等地位。
- vi. 於截至2020年6月30日止六個月期間，1,067,102份購股權按每股2.25港元認購價行使(相當於每股約人民幣2.06元)，以致本公司發行每股面值0.0001港元之1,067,102股普通股。此等股份在各方面與其他已發行股份享有同等地位。

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18. SHARE OPTION SCHEMES

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

The Pre-IPO Share Option Scheme

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

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

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

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

18. 購股權計劃

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

首次公開發售前購股權計劃

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

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

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

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

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截至2020年6月30日止六個月**18. SHARE OPTION SCHEMES** (continued)

The Pre-IPO Share Option Scheme (continued)

Details of specific categories of options are as follows:

Option	Date of grant	Vesting period	Exercise period	Percentage of the options to be vested
購股權	授出日期	歸屬期間	行使期間	待歸屬的購股權百分比
The Pre-IPO Share Option Scheme 首次公開發售前購股權計劃	7 December 2018	7 December 2018 ~ 11 July 2019	12 July 2019 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日至 2019年7月11日	2019年7月12日至 2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2020	1 January 2021 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日至 2020年12月31日	2021年1月1日至 2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2021	1 January 2022 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日至 2021年12月31日	2022年1月1日至 2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2022	1 January 2023 ~ 11 June 2029	10%
	2018年12月7日	2018年12月7日至 2022年12月31日	2023年1月1日至 2029年6月11日	
	7 December 2018	7 December 2018 ~ 31 December 2023	1 January 2024 ~ 11 June 2029	10%
2018年12月7日	2018年12月7日至 2023年12月31日	2024年1月1日至 2029年6月11日		
7 December 2018	7 December 2018 ~ 31 December 2024	1 January 2025 ~ 11 June 2029	10%	
2018年12月7日	2018年12月7日至 2024年12月31日	2025年1月1日至 2029年6月11日		

18. 購股權計劃 (續)

首次公開發售前購股權計劃(續)

購股權的具體類型詳情如下：

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

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18. SHARE OPTION SCHEMES (continued)

The Pre-IPO Share Option Scheme (continued)

Option	Date of grant	Vesting period	Exercise period	Percentage of the options to be vested 待歸屬的購股權百分比
購股權	授出日期	歸屬期間	行使期間	
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2025 2018年12月7日至 2025年12月31日	1 January 2026 ~ 11 June 2029 2026年1月1日至 2029年6月11日	10%
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2026 2018年12月7日至 2026年12月31日	1 January 2027 ~ 11 June 2029 2027年1月1日至 2029年6月11日	10%
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2027 2018年12月7日至 2027年12月31日	1 January 2028 ~ 11 June 2029 2028年1月1日至 2029年6月11日	10%
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2028 2018年12月7日至 2028年12月31日	1 January 2029 ~ 11 June 2029 2029年1月1日至 2029年6月11日	10%

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

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

18. 購股權計劃(續)

首次公開發售前購股權計劃(續)

Exercise period	Percentage of the options to be vested 待歸屬的購股權百分比
行使期間	
1 January 2026 ~ 11 June 2029 2026年1月1日至 2029年6月11日	10%
1 January 2027 ~ 11 June 2029 2027年1月1日至 2029年6月11日	10%
1 January 2028 ~ 11 June 2029 2028年1月1日至 2029年6月11日	10%
1 January 2029 ~ 11 June 2029 2029年1月1日至 2029年6月11日	10%

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

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月

18. SHARE OPTION SCHEMES (continued)

The Share Option Scheme

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

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

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

18. 購股權計劃(續)

購股權計劃

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

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

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

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

For the six months ended 30 June 2020
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18. SHARE OPTION SCHEMES (continued)

The Share Option Scheme (continued)

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

Details of specific categories of options are as follows:

Option	Date of grant	Vesting period	Exercise period	Percentage of the options to be vested	Fair value at grant date
購股權	授出日期	歸屬期間	行使期間	待歸屬的購股權百分比	授出日期公允價值 HK\$'000 千港元
The Share Option Scheme	12 June 2019	Immediately vested	12 June 2019 ~ 11 June 2029	33%	*
購股權計劃	2019年6月12日	立即歸屬	2019年6月12日至 2029年6月11日		
	12 June 2019	12 June 2019 ~ 11 June 2020	12 June 2020 ~ 11 June 2029	33%	*
	2019年6月12日	2019年6月12日至 2020年6月11日	2020年6月12日至 2029年6月11日		
	12 June 2019	12 June 2019 ~ 11 June 2021	12 June 2021 ~ 11 June 2029	34%	*
	2019年6月12日	2019年6月12日至 2021年6月11日	2021年6月12日至 2029年6月11日		

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

18. 購股權計劃(續)

購股權計劃(續)

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

購股權的具體類型詳情如下：

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

For the six months ended 30 June 2020
截至2020年6月30日止六個月**18. SHARE OPTION SCHEMES** (continued)

The Share Option Scheme (continued)

As at 30 June 2020, the number of shares in respect of which options had been granted and remained outstanding under the Schemes was 127,219,274 (31 December 2019: 128,286,376). The following table disclosed movements of the Company's options granted under the Schemes for the six months ended 30 June 2020:

Name of grantee	Date of grant	Exercisable period	Exercise price	Outstanding	Granted during the period	Exercised during the period	Forfeited during the period	Outstanding
				as at 1 January 2020 於2020年1月1日 尚未行使				as at 30 June 2020 於2020年6月30日 尚未行使
Director								
董事								
- Lu Zhen	7 December 2018	12 July 2019 ~ 11 June 2029	2.25	981,510	-	-	-	981,510
- 陸真	2018年12月7日	2019年7月12日至 2029年6月11日						
Employees								
僱員								
	7 December 2018	12 July 2019 ~ 11 June 2029	2.25	127,085,776	-	(1,067,102)	-	126,018,674
	2018年12月7日	2019年7月12日至 2029年6月11日						
	12 June 2019	12 June 2019 ~ 11 June 2029	11.25	219,090	-	-	-	219,090
	2019年6月12日	2019年6月12日至 2029年6月11日						
				128,286,376	-	(1,067,102)	-	127,219,274

18. 購股權計劃 (續)

購股權計劃(續)

於2020年6月30日，有關根據該等計劃已授出及餘下尚未授出之購股權之股份數目為127,219,274股(2019年12月31日：128,286,376股)。下表披露截至2020年6月30日止六個月，本公司根據該等計劃授出的購股權之變動情況：

For the six months ended 30 June 2020
截至2020年6月30日止六個月

18. SHARE OPTION SCHEMES (continued)

The Share Option Scheme (continued)

The weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$14.66 per share.

During the six months ended 30 June 2020, the Group recognised total expenses of approximately RMB38,083,000 (six months ended 30 June 2019: approximately RMB75,690,000) in relation to the share options granted by the Company under the Pre-IPO Share Option Scheme and Share Option Scheme.

19. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

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

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

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

18. 購股權計劃(續)

購股權計劃(續)

本公司股份的加權平均收市價緊接購股權獲行使日期前為每股14.66港元。

截至2020年6月30日止六個月，本集團確認涉及獲本公司於首次公開發售前購股權計劃及購股權計劃授予購股權的開支總額為約人民幣38,083,000元(截至2019年6月30日止六個月：約人民幣75,690,000元)。

19. 金融工具公允價值計量

按經常性基準以公允價值計量之本集團金融資產之公允價值

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

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

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

For the six months ended 30 June 2020
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19. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (continued)

19. 金融工具公允價值計量(續)

	Fair value at 於以下日期之公允價值		Valuation technique(s) and key input(s)	Relationship of unobservable input(s) to fair value 不可觀察輸入 數據與公允價值 之關係
Financial assets	30 June 2020	31 December 2019	Fair value hierarchy	Significant unobservable input(s)
金融資產	2020年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	2019年 12月31日 RMB'000 人民幣千元 (audited) (經審核)	公允價值層級 估值技術及輸入數據	重大不可觀察 輸入數據
Other financial assets measured at FVTPL	263,505	–	Level 2 Discounted cash flow – future cash flow are estimated based on commodity price or interest rates (from observable commodity price or interest rate at the end of reporting date or observe date)	N/A N/A
以公允價值計量並 計入損益之 其他金融資產	978,320	418,013	Level 3 Discounted cash flow – future cash method was used to capture estimated return, and discount at a rate that reflects the credit risk of various counterparties	Estimated return rates range from 2.5% to 5.4% The higher the estimated return, the higher the fair value, vice versa
			第二級 貼現現金流量－未來現金流量 乃基於商品價格或利率(從於 報告期末或可觀察日期之可 觀察商品價格或利率)作出估 計	不適用 不適用
			第三級 貼現現金流量－未來現金流量 乃基於估計回報作出估計並 按反映各交易對手方信貸風 險的利率貼現	估計回報率介乎 2.5%至5.4% 估計回報越高，公允價 值越高，反之亦然

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

For the six months ended 30 June 2020
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19. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (continued)

Reconciliation of Level 3 fair value measurements of financial assets

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

		RMB'000 人民幣千元
At 1 January 2019 (audited)	於2019年1月1日(經審核)	-
Purchase of other financial assets	購買其他金融資產	1,070,000
Redemption of other financial assets	贖回其他金融資產	(483,262)
Net gain on other financial assets	其他金融資產淨收益	9,230
At 30 June 2019 (unaudited)	於2019年6月30日(未經審核)	595,968
At 1 January 2020 (audited)	於2020年1月1日(經審核)	418,013
Purchase of other financial assets	購買其他金融資產	1,052,000
Redemption of other financial assets	贖回其他金融資產	(505,076)
Net gain on other financial assets	其他金融資產淨收益	13,383
At 30 June 2020 (unaudited)	於2020年6月30日(未經審核)	978,320

19. 金融工具公允價值計量(續)

按第三級公允價值計量的金融資產之對賬

下表載列於兩個期間按第三級公允價值計量的其他金融資產之對賬：

20. CAPITAL COMMITMENTS

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

20. 資本承擔

30 June 2020 2020年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 2019年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
72,529	63,379

21. RELATED PARTY TRANSACTIONS

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

Name of the related parties

關聯方名稱

Anhui Xinhua University
(安徽新華學院)
安徽新華學院

The School of Clinical Medicine of Anhui
Medical University (安徽醫科大學臨床醫學院)
("School of Clinical Medicine")
安徽醫科大學臨床醫學院
(「臨床醫學院」)

Anhui Xinhua Boyi Landscape Engineering
Co., Ltd. (安徽新華博藝景觀工程股份有限公司)
("Xinhua Boyi")
安徽新華博藝景觀工程股份有限公司(「新華博藝」)

21. 關聯方交易

- (i) 本公司與關聯方之間的關係如下：

Relationship with the Company

與本公司的關係

Under common control of Mr. Wu Junbao
受吳俊保先生共同控制

Under common control of Mr. Wu Junbao
受吳俊保先生共同控制

Under common control of Mr. Wu Wei
受吳偉先生共同控制

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

For the six months ended 30 June 2020
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21. RELATED PARTY TRANSACTIONS (continued)

- (ii) The Group entered into the following transactions and balances with related parties:

Name of a related party 關聯方名稱	Nature of transactions 交易性質
Anhui Xinhua University 安徽新華學院	Service income 服務收入
School of Clinical Medicine 臨床醫學院	Rental income 租賃收入
Xinhua Boyi 新華博藝	Construction cost 建設成本

- (iii) Compensation of key management personnel

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

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

21. 關聯方交易(續)

- (ii) 本集團與關聯方訂立以下交易及結餘：

Six months ended 30 June 截至6月30日止六個月

2020 2020年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)
395	520
3,303	3,600
-	330

- (iii) 主要管理人員薪酬

本公司董事及本集團其他主要管理人員的薪酬如下：

Six months ended 30 June 截至6月30日止六個月

2020 2020年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)
2,387	2,035
42	17
675	8,698
3,104	10,750



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