

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 2019
INTERIM REPORT

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Highlights 摘要

OVERVIEW

China East Education Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are a leading provider in the vocational training education in China in terms of average students enrolled and revenue generated for the six months ended 30 June 2019. 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 three industry sectors, namely, culinary arts, information technology and internet technology, as well as auto services. We serve these three industry sectors under six renowned school brands, namely New East Culinary Education, Omick Education of Western Cuisine and Pastry, Cuisine Academy, Xinhua Internet Technology Education, Wisezone Data Technology Education and Wontone Automotive Education. As of 30 June 2019, we operated 168 schools and centers with 133,047 average number of students enrolled and customers registered for the six months ended 30 June 2019. Our comprehensive nationwide school network covers 29 of the 31 provinces in mainland China and Hong Kong.

概覽

按截至2019年6月30日止六個月的平均培訓人次及產生的收入計，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三個行業領域，即烹飪技術、信息技術及互聯網技術以及汽車維修。我們於六個知名學校品牌（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人才培訓基地及萬通汽車教育）旗下服務於該三個行業領域。截至2019年6月30日，我們運營168所學校及中心，截至2019年6月30日止六個月的平均培訓人次及客戶註冊人數為133,047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 renowned brands 集團旗下主要品牌



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

68,229¹



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

4,220¹



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

779¹



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

37,702¹



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

1,154¹



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

20,963¹

Note 1: Average number of students/customers registered for the six months ended 30 June 2019
附註 1: 截至2019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 six school brands as of 30 June 2019:

下圖載列截至2019年6月30日我們六個學校品牌的資料：

Segments 分部	Brands 品牌		No. of schools/ centers in operation as of 30 June 2019 於2019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 2019 截至2019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		52	68,229
	Omick 歐米奇		24	4,220
	Cuisine Academy 美味學院		19	779
Information Technology and Internet Technology 信息技術及 互聯網技術	Xinhua Internet 新華電腦		24	37,702
	Wisezone 華信智原		22	1,154
Auto Services 汽車服務	Wontone 萬通		27	20,963
TOTAL 合計			168	133,047

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。
2018 2018年	<ul style="list-style-type: none"> The number of our schools and centers in operation reached 163 including 50 schools under New East Culinary Education, 23 schools under Omick Education of Western Cuisine and Pastry, 18 centers under Cuisine Academy, 24 schools under Xinhua Internet Technology Education, 22 schools under Wisezone Data Technology Education and 26 schools under Wontone Automotive Education. 運營中的學校及中心數目達到163所，包括新東方烹飪教育所轄50所學校、歐米奇西點西餐教育所轄23所學校、美味學院所轄18個中心、新華電腦教育所轄24所學校、華信智原DT人才培訓基地所轄22所學校及萬通汽車教育所轄26所學校。
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。



Highlights 摘要

FINANCIAL SUMMARY

Continuing operations

Revenue	持續經營業務 收入
Gross profit	毛利
Profit before taxation	稅前利潤
Net profit for the period	期內純利
Adjusted net profit ⁽¹⁾	經調整純利 ⁽¹⁾

Net assets	資產淨值
Total assets	總資產

^{1.} Adjusted net profit was derived from the unaudited net profit for the period excluding the effect of non-cash share-based payment expenses and the non-recurring listing expenses.

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
2019 2018
2019年 2018年
(RMB million) (RMB million)
(人民幣百萬元) (人民幣百萬元)

1,821	1,439
1,107	762
446	316
312	217
408	217

As at
於
30 June 31 December
2019 2018
2019年 2018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)

5,481	873
8,922	2,816

^{1.} 經調整純利乃根據期內未經審核純利，剔除以非現金的股份基礎給付的開支及非經常性上市開支的影響而計算。

BOARD OF DIRECTORS

Executive Directors

Mr. Wu Wei (*Chairman*)

Mr. Xiao Guoqing

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

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

德勤 • 關黃陳方會計師行

執業會計師

香港

金鐘道88號

太古廣場一座35樓

Corporate Information 公司資料

LEGAL ADVISER AS TO HONG KONG LAW

Luk & Partners
In Association with Morgan, Lewis & Bockius
Suites 1902-09, 19th Floor
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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

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PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
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183 Queen's Road East, Wanchai
Hong Kong

COMPANY WEBSITE

www.chinaeastedu.com

STOCK CODE

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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
李寶椿大廈 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
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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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Management Discussion and Analysis 管理層討論與分析

BUSINESS OVERVIEW

We have a leading position in vocational training education segment in China in terms of average number of students enrolled and revenue generated for the six months ended 30 June 2019. 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 168 schools and centers in operation as of 30 June 2019, spanning 29 of the 31 provinces in mainland China and Hong Kong. We operate our business and establish our schools and centers under six renowned school brands, namely, New East Culinary Education, Omick Education of Western Cuisine and Pastry, Cuisine Academy, Xinhua Internet Technology Education, Wisezone Data Technology Education and Wontone Automotive Education.

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

業務回顧

按截至2019年6月30日止六個月的平均培訓人次及收入計，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2019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168所學校及中心。我們以六大知名學校品牌（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人才培訓基地及萬通汽車教育）經營業務及設立學校及中心。

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

Management Discussion and Analysis 管理層討論與分析

OUR BUSINESS SEGMENTS

業務分部

As at 30 June 2019, we operated 168 vocational education institutions under the following brand names:

於2019年6月30日，我們在以下品牌名下經營168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")	52	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」)	52	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")	24	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」)	24	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 ”)	24	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 」)	24	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。
Wiszone Data Technology Education (“ Wiszone ”)	22	Wiszone 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 ”)	27	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 」)	27	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。

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 2019 and 2018:

經營數據概要

下表載列於截至2019年及2018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 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 Increase/ (Decrease) 增加／(減少)
		2019 2019年	2018 2018年	
CULINARY ARTS				
烹飪技術				
New East 新東方				
	Long-term 長期課程	17,340	16,729	3.7%
	– One to less than two years – 一年以上兩年以下	3,641	4,357	(16.4%)
	– Two to less than three years – 兩年以上三年以下	10,471	10,668	(1.8%)
	– Three years – 三年	3,228	1,704	89.4%
	Short-term 短期課程	21,886	16,649	31.5%
	Subtotal 小計	39,226	33,378	17.5%
	Omick 歐米奇	6,583	4,577	43.8%
	Cuisine Academy 美味學院	4,175	2,326	79.5%
CULINARY ARTS				
烹飪技術				
	Subtotal 小計	49,984	40,281	24.1%

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 Increase/ (Decrease) 增加/(減少)
		2019 2019年	2018 2018年	
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	11,814	8,781	34.5%
	– One to less than two years – 一年以上兩年以下	889	810	9.8%
	– Two to less than three years – 兩年以上三年以下	6,812	4,514	50.9%
	– Three years – 三年	4,113	3,457	19.0%
	Short-term 短期課程	1,580	1,628	(2.9%)
	Subtotal 小計	13,394	10,409	28.7%
Wisezone 華信智原	Short-term 短期課程	2,172	1,911	13.7%
INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY	Subtotal 小計	15,566	12,320	26.3%
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 Increase/ (Decrease) 增加/(減少)
		2019 2019年	2018 2018年	
AUTO SERVICES 汽車服務				
Wontone 萬通	Long-term 長期課程	4,649	4,763	(2.4%)
	– One to less than two years – 一年以上兩年以下	1,056	1,277	(17.3%)
	– Two to less than three years – 兩年以上三年以下	1,308	2,364	(44.7%)
	– Three years – 三年	2,285	1,122	103.7%
	Short-term 短期課程	6,009	4,654	29.1%
AUTO SERVICES 汽車服務	Subtotal 小計	10,658	9,417	13.2%
THE GROUP 本集團	Long-term 長期課程	33,803	30,273	11.7%
	– One to less than two years – 一年以上兩年以下	5,586	6,444	(13.3%)
	– Two to less than three years – 兩年以上三年以下	18,591	17,546	6.0%
	– Three years – 三年	9,626	6,283	53.2%
	Short-term 短期課程	42,405	31,745	33.6%
THE GROUP 本集團	Total 合計	76,208	62,018	22.9%

Management Discussion and Analysis 管理層討論與分析

Notes:

- (1) New students enrollment represents the total number of students newly enrolled at our operating schools in a certain period. We use new students enrollment to reflect our ability of student recruitment and the popularity of our programs.
- (2) 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 2019 and 2018:

下表載列於截至2019年及2018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)
		2019	2018	
CULINARY ARTS 烹飪技術				
New East 新東方	Long-term 長期課程	62,527	64,929	(3.7%)
	– One to less than two years – 一年以上兩年以下	6,854	7,863	(12.8%)
	– Two to less than three years – 兩年以上三年以下	46,137	52,367	(11.9%)
	– Three years – 三年	9,536	4,699	102.9%
	Short-term 短期課程	5,702	4,615	23.6%
	Subtotal 小計	68,229	69,544	(1.9%)
Omick 歐米奇	Short-term 短期課程	4,220	2,346	79.9%
Cuisine Academy 美味學院	Short-term 短期課程	779	442	76.2%
CULINARY ARTS 烹飪技術	Subtotal 小計	73,228	72,332	1.2%

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 Increase/ (Decrease) 增加/(減少)
		2019	2018	
分部及品牌		2019年	2018年	
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	37,018	27,251	35.8%
	– One to less than two years – 一年以上兩年以下	1,174	1,156	1.6%
	– Two to less than three years – 兩年以上三年以下	19,143	15,142	26.4%
	– Three years – 三年	16,701	10,953	52.5%
	Short-term 短期課程	684	610	12.1%
	Subtotal 小計	37,702	27,861	35.3%
Wisezone 華信智原	Short-term 短期課程	1,154	1,068	8.1%
INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY	Subtotal 小計	38,856	28,929	34.3%
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	Average Number of Students Enrolled ⁽¹⁾ / Customers Registered ⁽²⁾	Six months ended 30 June		Change 變動 Increase/ (Decrease)
		截至6月30日止六個月 2019	2018	
分部及品牌	平均培訓人次 ⁽¹⁾ / 客戶註冊人數 ⁽²⁾	2019年	2018年	增加/(減少)
AUTO SERVICES				
汽車服務				
Wontone	Long-term	18,909	16,400	15.3%
萬通	長期課程			
	– One to less than two years	2,522	2,513	0.4%
	– 一年以上兩年以下			
	– Two to less than three years	9,833	9,762	0.7%
	– 兩年以上三年以下			
	– Three years	6,554	4,125	58.9%
	– 三年			
	Short-term	2,054	1,841	11.6%
	短期課程			
AUTO SERVICES	Subtotal	20,963	18,241	14.9%
汽車服務	小計			
THE GROUP				
本集團	Long-term	118,454	108,580	9.1%
	長期課程			
	– One to less than two years	10,550	11,532	(8.5%)
	– 一年以上兩年以下			
	– Two to less than three years	75,113	77,271	(2.8%)
	– 兩年以上三年以下			
	– Three years	32,791	19,777	65.8%
	– 三年			
	Short-term	14,593	10,922	33.6%
	短期課程			
THE GROUP	Total	133,047	119,502	11.3%
本集團	合計			

Management Discussion and Analysis 管理層討論與分析

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 2019 and 2018:

學費／服務費

下表載列截至2019年及2018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	2018 2018年
<i>(RMB/per year for long-term programs, RMB/per program for short-term programs)</i> (長期課程以人民幣元／年為單位， 短期課程以人民幣元／課程為單位)			
CULINARY ARTS			
烹飪技術			
New East 新東方	Long-term 長期課程	5,600-76,000	5,600-76,000
	Short-term ⁽²⁾ 短期課程 ⁽²⁾	800-58,000	800-58,000
Omick 歐米奇	Short-term ⁽²⁾ 短期課程 ⁽²⁾	5,000-72,000	5,000-50,000
	Cuisine Academy ⁽³⁾ 美味學院 ⁽³⁾	Customized catering experience program 私人訂制烹飪體驗課程	800-29,800 1,980-18,800
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	6,680-38,800	6,680-37,800
	Short-term ⁽²⁾ 短期課程 ⁽²⁾	800-26,800	800-29,300
Wisezone 華信智原	Short-term ⁽²⁾ 短期課程 ⁽²⁾	999-26,800	999-26,800
AUTO SERVICES			
汽車服務			
Wontone 萬通	Long-term 長期課程	4,800-38,800	4,800-38,500
	Short-term ⁽²⁾ 短期課程 ⁽²⁾	800-37,400	800-37,400

Management Discussion and Analysis 管理層討論與分析

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.

Recommend 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 and Xinhua Internet reached over 90%, and Wontone reached over 95% for the six months ended June 30 2019. The following table sets forth the recommended employment rate of our long-term program graduates by brands for the six months ended 30 June 2019:

Brands⁽¹⁾

New East
Xinhua Internet
Wontone

品牌⁽¹⁾

新東方
新華電腦
萬通

Recommended employment rate⁽²⁾

引薦就業率⁽²⁾

94.0%
93.8%
96.9%

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。

引薦就業率

我們致力於幫助學生發展其職業生涯。截至2019年6月30日止六個月，我們新東方及新華電腦長期課程畢業生的平均引薦就業率達90%以上，萬通達95%以上。下表載列截至2019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：

Management Discussion and Analysis 管理層討論與分析

Notes:

- (1) Omick and Wisezone were not included because the schools under these brands had not provided long-term programs of one year or more during the six months ended 30 June 2019. 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

The Group's revenue reached RMB1,821 million for the six months ended 30 June 2019, increased by 26.6% as compared to RMB1,439 million for the corresponding period of 2018. The increase in revenue was mainly driven by the increase in average number of students enrolled and customers registered and increase in annualised average tuition/service fee per student/customer.

附註：

- (1) 由於歐米奇及華信智原旗下學校於截至2019年6月30日止六個月期間未提供時長不少於一年的長期課程，故未計入該等品牌。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2019年6月30日止六個月，本集團收入達人民幣1,821百萬元，較2018年同期的人民幣1,439百萬元增加26.6%。收入增加主要由於平均培訓人次及客戶註冊人數數目增加及每名學生／客戶年平均學費／服務費增加。

Management Discussion and Analysis 管理層討論與分析

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:

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					
		2019 2019年		2018 2018年		Change 變動	
		Annualised Average Tuition/ Service Fee per Student/ Revenue Customer		Annualised Average Tuition/ Service Fee per Student/ Revenue Customer		Annualised Average Tuition/ Service Fee per Student/ Revenue Customer	
		RMB'000 人民幣千元		RMB'000 人民幣千元		Increase/(Decrease) 增加/(減少)	
CULINARY ARTS	烹飪技術						
New East	新東方	1,013,662	29.7	876,350	25.2	15.7%	17.9%
Omick	歐米奇	154,902	73.4	81,510	69.5	90.0%	5.6%
Cusine Academy ⁽²⁾	美味學院 ⁽²⁾	18,677	48.0	7,610	34.4	145.4%	39.3%
		1,187,241	32.4	965,470	26.7	23.0%	21.5%
INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY	信息技術及互聯網技術						
Xinhua Internet	新華電腦	348,639	18.5	251,929	18.1	38.4%	2.3%
Wisezone	華信智原	34,751	60.2	19,628	36.8	77.0%	63.9%
		383,390	19.7	271,557	18.8	41.2%	5.1%
AUTO SERVICES	汽車服務						
Wontone	萬通	246,418	23.5	196,511	21.5	25.4%	9.1%
Other Miscellaneous Businesses⁽³⁾	其他雜項業務⁽³⁾	4,033	N/A 不適用	5,175	N/A 不適用	(22.1%)	N/A 不適用
Total⁽⁴⁾	合計⁽⁴⁾	1,821,082	27.3	1,438,713	24.0	26.6%	13.8%

Management Discussion and Analysis 管理層討論與分析

Notes:

- (1) For illustration purposes only, the annualised average tuition/service fee per student/customer for the six months ended 30 June 2018 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 2018 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 internet technology solution and staff outsourcing services provided by Langjie Technology to independent third parties.
- (4) The total revenue and percentages do not include inter-segment sales which are eliminated upon consolidation.

The Cost of Revenue

Our cost of revenue consists of teaching staff salaries and benefits, teaching related consumables and other costs, leasing expenses/right of use depreciation, campus maintenance and depreciation, utilities and office expenses. The cost of revenue increased from approximately RMB677 million for the six months ended 30 June 2018 to approximately RMB714 million for the six months ended 30 June 2019, representing an increase of 5.4%.

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2018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2018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制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朗傑科技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／使用權折舊、校區維護及折舊、公用設施及辦公開支。收入成本由截至2018年6月30日止六個月約人民幣677百萬元增加至截至2019年6月30日止六個月約人民幣714百萬元，增幅為5.4%。

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			
		2019 2019年		2018 2018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	248,163	34.8%	210,571	31.1%
Teaching related consumables and other costs	教學相關消耗品及其他成本	158,000	22.1%	143,601	21.2%
Leasing expenses/Right of use depreciation	租賃開支／使用權折舊	119,134	16.7%	132,361	19.5%
Campus maintenance and depreciation	校區維護及折舊	136,862	19.2%	146,955	21.7%
Utilities	公用設施	33,784	4.7%	27,791	4.1%
Office expenses	辦公開支	18,027	2.5%	15,923	2.4%
Total	合計	713,970	100.0%	677,202	100.0%

Management Discussion and Analysis 管理層討論與分析

Gross Profit and Gross Profit Margin

The Group's gross profit was RMB1,107 million for the six months ended 30 June 2019 as compared to RMB762 million for the corresponding period of 2018. The gross profit margin was 60.8% for the six months ended 30 June 2019 as compared to 52.9% for the corresponding period of 2018. The increase in gross profit margin was mainly due to the gross profit margin of certain newly established schools and centers in 2017 and 2018 which became mature after the initial ramp-up period gradually enhanced benefiting from increase in the utilisation rates of these schools and centers for the six months ended 30 June 2019.

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

毛利及毛利率

於截至2019年6月30日止六個月，本集團毛利為人民幣1,107百萬元，而2018年同期為人民幣762百萬元。截至2019年6月30日止六個月，毛利率為60.8%，而2018年同期為52.9%。毛利率增加主要由於於2017年及2018年新開辦若干學校及中心的毛利率在起步期間後趨於成熟，於截至2019年6月30日止六個月期間，該等學校及中心使用率提升而令毛利率得以增加。

下表載列所示期間按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			
		2019 2019年		2018 2018年	
		Gross profit/ (loss)	Gross profit/ (loss) margin 毛利率/ (毛虧率)	Gross profit/ (loss)	Gross profit/ (loss) margin 毛利率/ (毛虧率)
		RMB'000 人民幣千元	Percentage 百分比	RMB'000 人民幣千元	Percentage 百分比
Gross profit from continuing operations ⁽¹⁾	持續經營業務毛利⁽¹⁾				
CULINARY ARTS	烹飪技術				
New East	新東方	652,043	64.3%	527,858	60.2%
Omick	歐米奇	79,007	51.0%	18,841	23.1%
Cuisine Academy	美味學院	1,815	9.7%	(4,971)	(65.3%)
		732,865	61.7%	541,728	56.1%
INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY	信息技術及互聯網技術				
Xinhua Internet	新華電腦	235,685	67.6%	149,675	59.4%
Wisezone	華信智原	5,207	15.0%	(7,938)	(40.4%)
		240,892	62.8%	141,737	52.2%
AUTO SERVICES	汽車服務				
Wontone	萬通	132,340	53.7%	77,738	39.6%
Other Miscellaneous Businesses⁽²⁾	其他雜項業務⁽²⁾	1,015	25.2%	308	6.0%
Total	合計	1,107,112	60.8%	761,511	52.9%

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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 derived from the internet technology solution and staff outsourcing services provided by Langjie Technology to independent third parties.

Selling Expenses

The Group's selling expenses was RMB319 million for the six months ended 30 June 2019 as compared to RMB299 million for the six months ended 30 June 2018. The increase in selling expenses incurred for the six months ended 30 June 2019 was mainly related to the inclusion of the selling expenses of newly established schools and centers.

Administrative Expenses

The Group's administrative expenses was RMB284 million for the six months ended 30 June 2019 as compared to RMB185 million for the six months ended 30 June 2018. It represented about 15.6% of the revenue for the six months ended 30 June 2019 and was increased as compared to that of 12.9% for the six months ended 30 June 2018. The increase in administrative expenses was mainly due to the inclusion of administrative expenses of the newly established schools and centers and the share-based payments expenses of approximately RMB76 million (six months ended 30 June 2018: Nil).

Finance Costs

The finance costs of RMB62 million for the six months ended 30 June 2019 represented the interest expenses of lease liabilities recognised following the adoption of Hong Kong Financial Reporting Standard 16 – Leases (six months ended 30 June 2018: Nil).

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朗傑科技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。

銷售開支

本集團銷售開支於截至2019年6月30日止六個月為人民幣319百萬元，而截至2018年6月30日止六個月為人民幣299百萬元。於截至2019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2019年6月30日止六個月行政開支為人民幣284百萬元，而截至2018年6月30日止六個月為人民幣185百萬元。截至2019年6月30日止六個月，行政開支的收入佔比約15.6%，較截至2018年6月30日止六個月的收入佔比12.9%有所增加。行政開支增加主要由於計入新成立學校及中心的行政開支以及以股份為基礎給付的開支約為人民幣76百萬元（截至2018年6月30日止六個月：零）。

財務成本

於截至2019年6月30日止六個月，財務成本為人民幣62百萬元，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2018年6月30日止六個月：零）。

Management Discussion and Analysis 管理層討論與分析

Adjusted Net Profit

To supplement this interim report which is presented in accordance with 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	
		2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)
Net profit	純利	312,487	216,749
Adjustments for: Non-cash share-based payments	調整: 以非現金的股份基礎給付的開支	75,690	–
Non-recurring listing expenses	非經常性上市開支	19,435	–
Adjusted net profit	經調整純利	407,612	216,749

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 2019 decreased by 0.5% to approximately RMB1,354 million from approximately RMB1,361 million as at 31 December 2018. 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2018年12月31日約人民幣1,361百萬元減少0.5%至2019年6月30日約人民幣1,354百萬元。物業及設備減少主要由於期內折舊開支。

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Capital Structure, Liquidity, Financial Resources and Gearing Ratio

As at 30 June 2019, the Company's issued share capital was approximately RMB192,000 divided into 2,179,000,000 shares of HK\$0.0001 each, and the total equity of the Group was approximately RMB5,481 million (31 December 2018: RMB873 million).

As at 30 June 2019, the current ratio of the Group, representing current assets divided by current liabilities, was 2.7 times (31 December 2018: 0.7 times) while the gearing ratio of the Group, representing total liabilities divided by total assets, was 38.6% (31 December 2018: 69.0%).

As at 30 June 2019, the total of time deposit and bank balances and cash of the Group amounted to approximately RMB4,796 million (31 December 2018: RMB986 million), representing 53.8% (31 December 2018: 35.0%) of the total assets of the Group of approximately RMB8,922 million (31 December 2018: RMB2,816 million). The increase in total of time deposit and bank balances and cash of the Group was mainly due to the net proceeds received from listing of the shares of the Company on the Stock Exchange on 12 June 2019 (the "Listing").

For the six months ended 30 June 2019, our capital expenditures were approximately RMB175 million (six months ended 30 June 2018: RMB261 million) and were primarily related to acquisition of property and equipment 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2019年6月30日，本公司已發行股本約為人民幣192,000元，分為2,179,000,000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5,481百萬元(2018年12月31日：人民幣873百萬元)。

於2019年6月30日，本集團流動比率(即流動資產除以流動負債)為2.7倍(2018年12月31日：0.7倍)，而資產負債比率(即總負債除以總資產)為38.6%(2018年12月31日：69.0%)。

於2019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4,796百萬元(2018年12月31日：人民幣986百萬元)，佔本集團資產總值約人民幣8,922百萬元(2018年12月31日：人民幣2,816百萬元)的53.8%(2018年12月31日：35.0%)。本集團定期存款、銀行結餘及現金總額增加主要由於本公司股份於2019年6月12日在聯交所上市(「上市」)收到所得款項淨額。

截至2019年6月30日止六個月，資本開支約為人民幣175百萬元(截至2018年6月30日止六個月：人民幣261百萬元)，並主要與收購物業及設備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。

Management Discussion and Analysis 管理層討論與分析

Other financial assets

As at 30 June 2019, the Group held other financial assets of approximately RMB898 million, particulars of which are set out below:

其他金融資產

於2019年6月30日，本集團持有其他金融資產約人民幣898百萬元，其中詳情載列如下：

Name of the financial assets	金融資產名稱	Fair value as at 30 June 2019 於2019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 2019 截至2019年6月30日止6個月已變現的收益/(虧損) (RMB'000) (人民幣千元)	Unrealised gains/(losses) for the six months ended 30 June 2019 截至2019年6月30日止6個月未變現的收益/(虧損) (RMB'000) (人民幣千元)	% of total assets of the Group as at 30 June 2019 於2019年6月30日佔本集團總資產比例
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Financial assets measured at fair value through profit or loss

按公允價值計量且其變動計入損益之金融資產

Bank of Hangzhou	杭州銀行				
Tianlibao structured deposits	添利寶結構性存款	201,911	-	1,911	2.3%
China CITIC Bank	中信銀行				
Gongying Chengzheng Financial Products with 91 days period	共贏成長週期91天理財產品	151,121	-	1,121	1.7%
China Construction Bank Corporation	中國建設銀行股份有限公司				
CCB Qianyuan Tongxin Xieli	建行乾元-同鑫携利	70,835	-	835	0.8%
Guo Yuan Securities Company Limited	國元證券股份有限公司				
Guo Yuan Yuanying No. 6	國元元贏6號	122,098	-	2,098	1.4%
Guo Yuan Yuanying No. 27	國元元贏27號	80,680	-	680	0.9%
Hefei Science & Technology Rural Commercial Bank	合肥科技農村商業銀行				
Tianjinzengli Series	添金增利系列	151,103	-	1,103	1.7%
Huarong Securities Company Limited	華融證券股份有限公司				
Huarong Wenjian Chengzhang No. 2	華融穩健成長2號	20,131	-	131	0.2%

Financial assets measured at amortised cost

按攤銷成本計量的金融資產

Shanghai Pudong Development Bank	上海浦東發展銀行				
Corporate JG902	公司JG902期	100,000	-	-	1.1%

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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.

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, 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 2019. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure when the need arises.

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。

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計值，使本集團面臨外匯風險。於截至2019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。

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Charges on the Group's Assets

As at 30 June 2019 and 31 December 2018, the Group pledged its rental deposits to secure outstanding unpaid contractual lease payments.

Contingent Liabilities

As at 30 June 2019 and 31 December 2018, 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.

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 six school/center brands, namely, New East, Omick, Cuisine Academy, Xinhua Internet, Wisezone, as well as Wontone. The Regional Centers will also house our research and development, 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.

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, as well as auto services.

本集團資產抵押

於2019年6月30日及2018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2019年6月30日及2018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。

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**」），計劃為我們六個學校／中心品牌（即新東方、歐米奇、美味學院、新華電腦、華信智原和萬通）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中心內設立研發中心、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中心。

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以及汽車服務技術等有著巨大潛力但未得到滿足的需求。

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Thirdly, in the three industry sectors we currently operate in, namely, culinary arts, information technology and internet technology, as well as auto services, 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 beauty, 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

During the six months ended 30 June 2019, the Group issued 435,800,000 new shares at the issue price of HK\$11.25 per share in connection with the Listing. The net proceeds after deducting underwriting commission and issuing expenses incurred for the Listing is amounted to approximately RMB4,177 million. As at 30 June 2019, the Company has utilised the net proceeds of approximately RMB11 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三個行業領域包括烹飪技術、信息技術及互聯網技術以及汽車服務。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，我們正在為美容業、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

於截至2019年6月30日止六個月，本集團就上市按發行價每股11.25港元發行435,800,000股新股份。所得款項淨額（經扣除包銷佣金及上市產生的發行開支）約為人民幣4,177百萬元。於2019年6月30日，本公司已動用所得款項淨額約人民幣11百萬元，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。

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The following sets forth a summary of the utilisation of the net proceeds from Company's initial public offering as at 30 June 2019:

下表概述本公司首次公開發售所得款項淨額於2019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%	1,879,625	-	1,879,625
Establishment of schools in selected markets	在精選市場建立學校	15%	626,541	(2,428)	624,113
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%	626,541	(2,376)	624,165
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%	626,541	(6,103)	620,438
Funding of our working capital and general corporate purposes	用作營運資金及一般公司用途	10%	417,695	(446)	417,249
		100%	4,176,943	(11,353)	4,165,590

* 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. As at the date of this report, there is no detailed schedule for the utilization of the remaining proceeds.

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募集資金。截至本報告日期，尚無具體的剩餘募集資金使用時間表。

Subsequent to the balance sheet date, on 4 July 2019, additional shares of 4,894,000 were issued at HK\$11.25 pursuant to the over-allotment option exercised by BNP Paribas Securities (Asia) Limited, which resulted in additional net proceeds of approximately HK\$54 million.

於結算日後，於2019年7月4日，根據法國巴黎證券(亞洲)有限公司行使的超額配股權按每股11.25港元的價格額外發行4,894,000股股份，導致產生額外所得款項淨額約54百萬港元。

Management Discussion and Analysis 管理層討論與分析

EMPLOYEES AND REMUNERATION POLICIES

Employees

As at 30 June 2019, we had a total of 10,189 employees. The following table sets forth the numbers of our employees, categorized by function, as at 30 June 2019:

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	327	3.2%
Full-time teachers and instructors	全職教師及導師	4,413	43.3%
Student accommodation staff	學生住宿職員	87	0.9%
Logistic personnel	後勤人員	671	6.6%
Administrative staff	行政人員	3,201	31.4%
Accounting and finance staff	會計及財務人員	398	3.9%
Others	其他	1,092	10.7%
Total ^(Note)	合計 ^(附註)	10,189	100%

Note: Among 10,189 employees, we had 8 employees in Hong Kong and 10,181 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.

僱員及薪酬政策

僱員

於2019年6月30日，我們共有10,189名僱員。下表所列為於2019年6月30日按職能劃分的僱員人數明細：

Number of Full-Time Employees	% of Total
全職僱員人數	佔總數百分比
327	3.2%
4,413	43.3%
87	0.9%
671	6.6%
3,201	31.4%
398	3.9%
1,092	10.7%
10,189	100%

附註：在10,189名僱員中，我們在香港有8名僱員，在中國大陸有10,181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。

Management Discussion and Analysis 管理層討論與分析

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

Our full-time employees in 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 of the Company (the "**Board**") did not recommend the payment of an interim dividend for the six months ended 30 June 2019.

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。

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度的平均薪酬的固定百分比就該等福利向政府作出供款。

香港全職僱員參與強制性公積金計劃（「**強積金計劃**」），強積金計劃之資產與本集團資金分開持有及受獨立信託人管理。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2019年6月30日止六個月的中期股息。

Other Information 其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2019, 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:

董事於證券的權益及淡倉

於2019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：

	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 Wei (Note 1) 吳偉先生(附註1)	509,386,109	-	-	23.3771%	Long position 好倉
Mr. Wu Junbao (Note 2) 吳俊保先生(附註2)	743,743,602	-	-	34.1323%	Long position 好倉
Mr. Xiao Guoqing (Note 3) 肖國慶先生(附註3)	490,017,995	-	-	22.4882%	Long position 好倉
Mr. Lu Zhen (Note 4) 陸真先生(附註4)	-	-	1,090,510	0.05%	Long position 好倉

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (continued)

Notes:

1. 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.
2. 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.
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 1,090,510 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。
2. 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。
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1,090,510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：

Other Information 其他資料

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 2019, 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2019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、本公司的相關股份及債券中擁有須根據證券及期貨條例第352條記錄於本公司所存置的股東名冊，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**」)及股東於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，授予董事會全權酌量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 2019. Eligible participants of the Pre-IPO Share Option Scheme includes all current or former directors (whether executive or non-executive and whether independent or not) and any employees (whether full-time or part-time, current or former) of any member of the Group or any entity in which any member of the Group holds an equity interest (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid). Details of the share options outstanding under Pre-IPO Share Option Scheme were as follows:

以股權結算的購股權計劃(續)

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2019年6月30日已發行股本約6.2%。首次公開發售前購股權計劃合資格參與人包括全體現任或前任董事（無論執行董事或非執行董事及無論是否獨立）及本集團任何成員公司或本集團任何成員公司持有股本權益的任何實體的任何僱員（無論全職或兼職，現任或前任）（不論其基於聘用、合約、榮譽或其他性質及是否受薪）。首次公開發售前購股權計劃下尚未行使的購股權詳情如下：

	Date of grant	Exercisable period	Exercise price HKD	No. of options outstanding at the date of Listing	No. of options granted during the six months ended 30 June 2019	No. of options exercised/cancelled/lapsed during the six months ended 30 June 2019	No. of options outstanding at 30 June 2019	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	於上市日期未行使的購股權數目	於截至2019年6月30日止六個月內授予的購股權數目	於截至2019年6月30日止六個月內已行使/註銷/失效的購股權數目	於2019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	2019/7/12 to 2029/6/11	2.25	1,090,510	-	-	1,090,510	0.05%
Other employees 其他僱員	2018/12/7	2019/7/12 to 2029/6/11	2.25	134,154,210	-	-	134,154,210	6.16%
Total 合計				135,244,720	-	-	135,244,720	6.21%

Note 1: During the six months ended 30 June 2019, no options were exercised.

附註1：截至2019年6月30日止六個月，並無行使購股權。

Other Information 其他資料

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 approximately 10% of the issued share capital of the Company as at 30 June 2019. Eligible participants of the 2019 Share Option Scheme includes all directors (whether executive or non-executive and whether independent or not) and any employees (whether full-time or part-time) of any member of the Group or any entity in which any member of the Group holds an equity interest (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) and any person considered by the directors to have contributed to any member of the Group or any entity in which any member of the Group holds an equity interest. 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 the date of Listing	No. of options granted during the six months ended 30 June 2019	No. of options exercised/ cancelled/ lapsed during the six months ended 30 June 2019	No. of options outstanding at 30 June 2019	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	於上市日期 未行使的 購股權數目	於截至 2019年 6月30日止 六個月內 授予 的購股權數目	於截至 2019年 6月30日止 已行使/ 註銷/失效的 購股權數目	於2019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	2019/6/12 to 2029/6/11	11.25	N/A 不適用	-	327,000	-	327,000	0.015%
Total 合計					-	327,000	-	327,000	0.015%

Note 1: During the six months ended 30 June 2019, 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，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2019年6月30日的已發行股本約10%。2019年購股權計劃的合資格參與者包括本公司全體董事（無論執行董事或非執行董事及無論是否獨立）、本集團任何成員公司或本集團任何成員公司持有股本權益的任何實體的任何僱員（無論全職或兼職）（不論其基於聘用、合約、榮譽或其他性質及是否受薪）及董事認為對本集團任何成員公司或本集團任何成員公司持有股本權益的任何實體作出貢獻的任何人士。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2019年6月30日止六個月，並無行使購股權。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the six months ended 30 June 2019 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.

CONTRACTS OF SIGNIFICANCE

Save as disclosed above and the transactions as disclosed in Note 22 to the condensed consolidated financial statements, no controlling shareholder or any of its subsidiaries have any contract of significance with the Company or its subsidiaries during the six months ended 30 June 2019.

董事認購股份或債券的權利

除上文所披露外，於截至2019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子女獲授可透過購買本公司或任何其他法人團體股份或債券而獲益的權利，或行使任何該等權利；而本公司或其任何控股公司、同系附屬公司及附屬公司概無訂立任何安排，致使本公司董事、彼等各自的配偶或未滿十八歲的子女可自任何其他法人團體購入該等權利。

重大合約

除上文所披露及於簡明綜合財務報表附註22所披露的交易外，控股股東或其任何附屬公司於截至2019年6月30日止六個月內並無與本公司或任何附屬公司訂立任何重大合約。

Other Information 其他資料

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2019, 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		好/淡倉
Wu Junbao Education (Note 1) 吳俊保教育(附註1)	Beneficial interest 實益權益	743,743,602	34.1323%	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	23.3771%	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	22.4882%	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	34.1323%	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	23.3771%	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	22.4882%	Long position 好倉

Notes:

1. Wu Junbao Education, which is wholly-owned by Mr. Wu Junbao, is the beneficial owner of approximately 34.1323% 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 23.3771% 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2019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擁有的權益或淡倉如下：

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
34.1323%	Long position 好倉
23.3771%	Long position 好倉
22.4882%	Long position 好倉
34.1323%	Long position 好倉
23.3771%	Long position 好倉
22.4882%	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34.1323%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23.3771%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 22.4882% 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 Jiaju, 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 2019, 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.

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 period from the listing date of the Company to 30 June 2019.

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22.4882%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2019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，概無人士(本公司董事或主要行政人員除外)於股份及相關股份擁有權益或淡倉。

購買、出售或贖回本公司上市證券

於本公司上市日期起至2019年6月30日止期間，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。

Other Information 其他資料

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company acknowledges the importance of good corporate governance practices and believes that it is essential to the development of the Group and to safeguard the interests of the equity holders. The Company has applied the principles of the code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the “CG Code”) in Appendix 14 to the Listing Rules. During the period from the listing date of the Company to 30 June 2019, the Company has complied with all the code provisions set out in the CG Code.

STRUCTURED CONTRACTS

Please refer to the section headed “Structured Contracts” in the prospectus of the Company dated 30 May 2019 for details. Since the listing date of the Company up to 30 June 2019, 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 since the listing date of the Company up to 30 June 2019. 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.

遵守企業管治守則

本公司深知良好企業管治常規之重要性，相信企業管治常規對本集團發展至為關鍵，並可保障權益持有人之權益。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。於本公司上市日期起至2019年6月30日止期間，本公司一直遵守企業管治守則之所有守則條文。

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。自本公司上市日期至2019年6月30日，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**」)。

自本公司上市日期起至2019年6月30日，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。

Foreign Investment Law (“FIL”)

On 15 March 2019, the National People’s Congress approved the FIL which will come into effect on 1 January 2020. The FIL is intended to replace the current 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.

Since the listing date of the Company up to 30 June 2019, 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.

DIRECTORS’ INTERESTS IN COMPETITIVE BUSINESS

Since the listing date of the Company up to 30 June 2019, the Board was not aware that any business or interests of the directors and their respective associates constitute or may constitute competition to the Group’s business or cause or may cause any other conflict of interest to the Group and any other conflicts of interest which any such person has or may have with our Group.

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 period from the listing date of the Company to 30 June 2019.

《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》，將自2020年1月1日起施行。《外商投資法》旨在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。

自本公司上市日期起至2019年6月30日，《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。

董事於競爭業務的權益

自本公司上市日期起至2019年6月30日，董事會並不知悉董事及彼等各自聯繫人擁有與本集團業務構成或可能構成競爭或導致或可能導致與本集團產生權益衝突及任何該等人士已或可能與本集團產生任何其他權益衝突的任何業務或權益。

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本公司上市日期起至2019年6月30日止期間一直遵守標準守則所載之規定標準。

Other Information 其他資料

AUDIT COMMITTEE AND REVIEW OF CONSOLIDATED FINANCIAL INFORMATION

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 2019 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 consolidated financial statements of the Group for the six months ended 30 June 2019, 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 accounting 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 2019 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, 28 August 2019

審核委員會及審閱綜合財務資料

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2019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2019年6月30日止六個月的未經審核綜合財務報表，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2019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，2019年8月28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 49 to 112, which comprise the condensed consolidated statement of financial position as of 30 June 2019 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49頁至第112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2019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.

OTHER MATTER

The comparative 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 ended 30 June 2018 and the relevant explanatory notes included in these condensed consolidated financial statements have not been reviewed in accordance with HKSRE 2410.

Deloitte Touche Tohmatsu

Certified Public Accountants
Hong Kong
28 August 2019

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。

其他事項

載入該等簡明綜合財務報表的截至2018年6月30日止六個月的可供比較簡明綜合損益及其他全面收益表、權益變動表及現金流量表及相關闡釋附註，並未根據香港審閱委聘準則第2410號進行審閱。

德勤 • 關黃陳方會計師行

執業會計師
香港
2019年8月28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 2019
截至2019年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)
		NOTES 附註	
Continuing operations		持續經營業務	
Revenue	收入	4	1,438,713
Cost of revenue	收入成本		(713,970)
Gross profit	毛利		1,107,112
Other income	其他收入	5	26,698
Other gains and losses	其他收益及虧損	6	11,142
Selling expenses	銷售開支		(319,431)
Administrative expenses	行政開支		(283,750)
Listing expenses	上市開支		(19,435)
Research and development expenses	研發開支		(14,931)
Finance costs	財務成本	7	(61,841)
Profit before taxation	稅前利潤		445,564
Income tax expense	所得稅開支	8	(133,077)
Profit and total comprehensive income for the period from continuing operation	期內來自持續經營業務的利潤及全面收益總額	10	312,487
Discontinued operation		已終止經營業務	
Loss and total comprehensive expense for the period from discontinued operations	期內來自已終止經營業務的虧損及全面開支總額	9	-
Profit and total comprehensive income for the period	期內利潤及全面收益總額		(5,616)
Profit (loss) and total comprehensive income (expenses) for the period attributable to owners of the Company	本公司擁有人應佔期內來自以下各項的利潤(虧損)及全面收益(開支)總額		312,487
- from continuing operations	- 來自持續經營業務		216,749
- from discontinued operation	- 來自已終止經營業務	9	-
			312,487
			211,133

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

For the six months ended 30 June 2019
截至2019年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
NOTES 附註	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)	
From continuing and discontinued operation	來自持續經營及已終止經營業務		
Earnings per share	每股盈利	12	
– Basic (RMB cents)	– 基本(人民幣分)	17.47	3.38
– Diluted (RMB cents)	– 稀釋(人民幣分)	16.77	N/A 不適用
From continuing operations	來自持續經營業務		
Earnings per share	每股盈利	12	
– Basic (RMB cents)	– 基本(人民幣分)	17.47	3.47
– Diluted (RMB cents)	– 稀釋(人民幣分)	16.77	N/A 不適用

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

At 30 June 2019
於2019年6月30日

		NOTES 附註	30 June 2019 2019年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Non-current assets	非流動資產			
Property and equipment	物業及設備	13	1,353,526	1,361,005
Right-of-use assets	使用權資產	13	1,597,815	–
Prepaid lease payments	預付租賃款		–	123,409
Deferred tax assets	遞延稅項資產		3,933	2,996
Deposit paid for acquisition of leasehold land	收購租賃土地已付按金		21,708	–
Prepayments for rental	預付租金		–	17,873
Deposits for rental	租金按金		18,357	31,873
Deposits for utilities and others	水電費及其他按金		10,035	8,031
			3,005,374	1,545,187
Current assets	流動資產			
Inventories	存貨		43,289	37,138
Prepaid lease payments	預付租賃款		–	2,940
Trade and other receivables	貿易及其他應收款項	14	178,428	242,290
Other financial assets	其他金融資產	15		
– 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」)		797,879	–
– measured at amortised cost	– 按攤銷成本計量		100,000	–
Tax recoverable	可收回稅款		1,414	1,687
Time deposit	定期存款		1,759,400	–
Bank balances and cash	銀行結餘及現金		3,036,332	986,293
			5,916,742	1,270,348
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	16	416,331	507,643
Dividend payable	應付股息		–	34,112
Tax liabilities	稅項負債		106,147	108,167
Lease liabilities	租賃負債		162,355	–
Contract liabilities	合約負債	17	1,470,189	1,233,230
			2,155,022	1,883,152
Net current assets (liabilities)	流動資產(負債)淨值		3,761,720	(612,804)

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

At 30 June 2019
於2019年6月30日

		NOTES 附註	30 June 2019 2019年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Total assets less current liabilities	資產總值減流動負債		6,767,094	932,383
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		1,211,747	–
Contract liabilities	合約負債	17	68,911	56,101
Government grants	政府補助		5,339	3,651
			1,285,997	59,752
Net assets	資產淨值		5,481,097	872,631
Capital and reserves	資本及儲備			
Share capital	股本	18	192	–
Reserves	儲備		5,480,905	872,631
Total equity	權益總額		5,481,097	872,631

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

For the six months ended 30 June 2019
截至2019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/ paid-in capital 股本/ 實繳資本	Capital reserve 資本儲備	Share premium 股份溢價	Share options reserve 購股權儲備	Statutory surplus reserve 法定盈餘 儲備	Retained profits 留存利潤	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2019 (audited)	於2019年1月1日(經審核)	-	156,947	533	8,125	223,848	483,178	872,631
Profit and total comprehensive income for the period	期內利潤及全面收益總額	-	-	-	-	-	312,487	312,487
Ordinary shares issued upon Capitalisation Issue (note 18)	於資本化發行後已發行普通股(附註18)	154	-	(154)	-	-	-	-
Ordinary shares issued upon listing (note 18)	於上市後已發行普通股(附註18)	38	-	4,315,853	-	-	-	4,315,891
Transaction costs attributable to issue of shares	發行股份應佔交易成本	-	-	(95,602)	-	-	-	(95,602)
Recognition of equity-settled share-based payments	確認以權益結算的股份支付	-	-	-	75,690	-	-	75,690
Transfer	轉撥	-	-	-	-	(42,835)	42,835	-
At 30 June 2019 (unaudited)	於2019年6月30日(未經審核)	192	156,947	4,220,630	83,815	181,013	838,500	5,481,097
At 1 January 2018 (audited)	於2018年1月1日(經審核)	360,000	-	-	-	403,549	843,175	1,606,724
Profit and total comprehensive income for the period	期內利潤及全面收益總額	-	-	-	-	-	211,133	211,133
Transfer	轉撥	-	-	-	-	(72,638)	72,638	-
At 30 June 2018 (unaudited)	於2018年6月30日(未經審核)	360,000	-	-	-	330,911	1,126,946	1,817,857

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 2019
截至2019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 2019
截至2019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	
NOTES 附註		2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018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	883,636	240,827
INVESTING ACTIVITIES	投資活動		
Interest received from banks	收取銀行利息	5,289	10,044
Proceeds on disposals of property and equipment	出售物業及設備的所得款項	1,597	3,562
Purchases of property and equipment	購買物業及設備	(192,599)	(250,630)
Purchases of other financial assets	購買其他金融資產	(1,730,000)	(2,810,000)
Redemptions of other financial assets	贖回其他金融資產	846,355	1,163,072
Placement of time deposit	定期存款置放	(1,759,400)	-
Deposit paid for acquisition of leasehold land	收購租賃土地的已付按金	(21,708)	-
Asset-related government grants	資產相關政府補助	2,246	30
Net cash used in investing activities	投資活動所用現金淨額	(2,848,220)	(1,883,922)
FINANCING ACTIVITIES	融資活動		
Proceeds from issue of shares	股份發行所得款項	4,315,891	-
Repayments of leases liabilities	償還租賃負債	(116,686)	-
Interests paid	已付利息	(61,841)	-
Dividend paid	已付股息	(34,112)	-
Issue costs paid	已付發行成本	(88,629)	-
Net cash from financing activities	融資活動所得現金淨額	4,014,623	-
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	2,050,039	(1,643,095)
Cash and cash equivalents at the beginning of the period	期初現金及現金等價物	986,293	2,034,750
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)	3,036,332	391,655

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

For the six months ended 30 June 2019
截至2019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. Its ultimate controlling parties are Mr. Wu Wei, Mr. Wu Junbao 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。其最終控制方為吳偉先生、吳俊保先生及肖國慶先生(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 2019
截至2019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 (the “Listing Rules”).

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 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;

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(「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；

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 2019
截至2019年6月30日止六個月

2. BASIS OF PREPARATION AND REORGANISATION (continued)

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

Consequently, the Company regards Anhui Xinhua Education and Nanjing Culinary as indirect subsidiaries.

However, certain subsidiaries under Anhui Xinhua Education including Beijing Langjie Technology Co., Ltd., Anhui Simai'er Catering Co., Ltd. and other 20 companies in providing specialised culinary training, were not restricted to be held by the foreigner and these subsidiaries were transferred from Anhui Xinhua Education to Xinhua Chuangzhi in October 2018.

2. 呈列基準及重組(續)

- 根據本集團提供的業務支持、技術和顧問服務，獲得安徽新華教育及南京烹飪產生的絕大部分經濟回報；
- 以零對價或中國法律法規批准的最低購買價自控股權益持有人及葛孝良先生取得購買安徽新華教育及南京烹飪全部股本權益的不可撤銷專有權。本集團可隨時行使該等購股權，直至收購全部股本權益及／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。

因此，本公司將安徽新華教育視為間接附屬公司。

然而，若干安徽新華教育旗下的附屬公司(包括北京朗傑科技有限公司、安徽思麥爾餐飲有限公司及其他提供專業廚藝培訓的20家公司)不限於由外商持有且該等附屬公司由安徽新華教育於2018年10月轉讓予新華創智。

For the six months ended 30 June 2019
截至2019年6月30日止六個月

2. BASIS OF PREPARATION AND REORGANISATION (continued)

Pursuant to the reorganisation as more fully explained in the paragraph under the sections headed “History and Corporate Structure” and “Structured Contracts” in the Prospectus dated 30 May 2019 (the “Prospectus”) (the “Reorganisation”), the Company became the holding company of the companies now comprising the Group on 30 November 2018. Since the Controlling Equity Holders control all the companies now comprising the Group before and after the Reorganisation, the Group comprising the Company and its subsidiaries is regarded as a continuing entity.

The condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the period ended 30 June 2018 have been prepared as if the group structure under the Reorganisation had been in existence throughout the period ended 30 June 2018 or since their respective dates of incorporation or establishment, whichever is the shorter period.

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”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2019 are the same as those followed in the preparation of the Group’s financial statements for each of the three years ended 31 December 2018 underlying the preparation of the historical financial information included in the accountants’ report presented in the Prospectus.

2. 呈列基準及重組 (續)

根據重組(有關詳情載於日期為2019年5月30日招股章程(「招股章程」)「歷史及公司架構」及「結構性合約」一節)(「重組」)，本公司於2018年11月30日成為現時旗下公司的控股公司。由於控股權益持有人在重組前後控制本集團現時旗下的所有公司，由本公司及其附屬公司組成的本集團被視為連續實體。

於截至2018年6月30日止期間之簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流量表已編製，猶如重組項下的集團架構於整個期間或自其註冊成立或成立日期起(以較短者為準)經已存在。

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」)導致的會計政策變動外，截至2019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招股章程會計師報告所載歷史財務資料相關編製所載本集團截至2018年12月31日止三個年度各年之財務報表所遵循者一致。

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 2019
截至2019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, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2019 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 16	Leases
HK (IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

Except as described below, the application of the new and 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，本集團已首次應用以下香港會計師公會頒佈於2019年1月1日當日或之後的年度期間強制生效的新訂及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：

《香港財務報告準則》第16號	租賃
香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅處理之不確定性
《香港財務報告準則》第9號(修訂本)	具有負補償之提前還款特性
《香港會計準則》第19號(修訂本)	修訂、縮減或結算計劃
《香港會計準則》第28號(修訂本)	於聯營公司及合營企業的長期權益
《香港財務報告準則》(修訂本)	2015年–2017年週期《香港財務報告準則》的年度改進

除下文所述者外，於本期間應用新訂香港財務報告準則及準則修訂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之披露事項並無重大影響。

For the six months ended 30 June 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current interim period. HKFRS 16 superseded HKAS 17 Leases (“HKAS 17”), and the related interpretations.

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transition provision of HKFRS 16.

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動

本集團已首次於當前中期期間應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號租賃(「香港會計準則第17號」)及其相關詮釋。

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動

本集團已根據香港財務報告準則第16號所載的過渡條文應用下列會計政策。

租賃的定義

倘合約獲給予權利在一段時間內使用已識別資產以換取代價，則合約為或已獲得的租賃。

為於首次應用當日或之後簽訂或修訂的合約，本集團於開始或修訂日期根據於香港財務報告準則第16號項下的定義評估合約為或已獲得的租賃。該合約將不會被重新評估，除非該合約中的條款與條件隨後被改動。

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

For the six months ended 30 June 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

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

Short-term leases

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

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動(續)

作為承租人

分配代價至合同各成分

對於含有一個租賃成分及一個或一個以上額外租賃或非租賃成分的合同，根據租賃成分的相對單一獨立價格及非租賃成分的單一獨立價格總計，本集團於合同內將代價分配至各租賃成分。

本集團亦採用可行權宜方法，不將非租賃部分與租賃部分分開，反而將租賃部分及任何相關非租賃部分入賬列為單一租賃部分。

短期租賃

本集團應用短期租賃確認豁免租賃自起初日期起計租期為12個月或以內且並不包含購買選擇權的相關資產。短期租賃的租金付款於租期內按直線基準確認為開支。

For the six months ended 30 June 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Right-of-use assets

Except for short-term leases, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

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

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動(續)

作為承租人(續)

使用權資產

除短期租賃外，本集團亦於租約開始日期確認使用權資產(即相關資產可供使用之日)。使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆解及搬遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況而產生的成本估計。

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 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Right-of-use assets (continued)

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

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

Leasehold land and building

For payments of a property interest which includes both leasehold land and building elements, the entire property is presented as property and equipment of the Group when the payments cannot be allocated reliably between the leasehold land and building elements.

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動(續)

作為承租人(續)

使用權資產(續)

就本集團於租期結束時合理確定獲取相關租賃資產所有權的使用權資產而言，有關使用權資產自開始日期起至使用年期結束期間計提折舊。在其他情況下，使用權資產按直線基準於其估計使用年期及租期(以較短者為準)內計提折舊。

本集團於簡明綜合財務狀況表內將使用權資產呈列為單獨項目。

租賃土地及樓宇

就包含租賃土地及樓宇成分之物業權益付款而言，當付款無法可靠地在租賃土地及樓宇成分之間分配時，全部物業呈列為本集團的物業及設備。

For the six months ended 30 June 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Refundable rental deposits

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

Lease liabilities

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

3. 主要會計政策 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動(續)

作為承租人 (續)

可退回租賃按金

可退回租賃按金根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)列賬，最初按公允價值計量。於首次確認時對公允價值的調整乃被視為額外租賃付款，並計入使用權資產的成本。

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量借款利率計算。

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 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Lease liabilities

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動(續)

作為承租人(續)

租賃負債

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何已收租賃優惠；
- 根據剩餘價值擔保預期將支付的金額；
- 本集團合理確定行使購買權的行使價；及
- 倘租期反映本集團會行使選擇權終止租賃，則計入終止租賃的罰款。

For the six months ended 30 June 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Lease liabilities (continued)

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

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動(續)

作為承租人(續)

租賃負債(續)

於開始日期後，租賃負債就應計利息及租賃付款作出調整。

倘出現以下情況，本集團重新計量租賃負債(並就相關使用權資產作出相應調整)：

- 租賃期有所變動或行使購買選擇權的評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因於市場租賃審查後市場出租率變動而出現變動，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃付款而重新計量。

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 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動(續)

作為承租人(續)

租賃的修改

倘出現以下情況，本集團將租賃的修改作為一項單獨的租賃進行入賬：

- 該項修改通過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約的實際情況對單獨價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租賃修改而言，本集團基於透過使用修改生效日期的經修訂貼現率貼現經修訂租賃付款的經修改租賃的租期重新計量租賃負債。

For the six months ended 30 June 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Taxation

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

3. 主要會計政策 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動(續)

作為承租人 (續)

稅項

就計量本集團在交易過程中確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先會確定課稅所得額扣除數是否可歸因於使用權資產或租賃負債。

就課稅所得額扣除數可歸因於租賃負債的租賃交易而言，本集團對使用權資產及租賃負債應用香港會計準則第12號所得稅規定。與使用權資產及租賃負債有關的臨時差額因應用初始確認豁免將不會於初始確認時或於租期內確認。

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 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

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

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK (IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease* and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.2 因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要

租賃的定義

本集團已選擇可行權宜方法，就先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號釐定安排是否包括租賃識別為租賃的合約應用香港財務報告準則第16號，而並無對先前並未識別為包括租賃的合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

就於2019年1月1日或之後訂立或修訂的合約而言，本集團於評估合約是否包含租賃時根據香港財務報告準則第16號所載的規定應用租賃的定義。

For the six months ended 30 June 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

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

As a lessee

The Group has applied HKFRS 16 retrospectively with cumulative effect recognised at the date of initial application, 1 January 2019. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- ii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- iii. used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension and termination options.

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.2 因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要(續)

作為承租人

本集團已追溯應用香港財務報告準則第16號並於2019年1月1日首次應用日確認累計影響。於首次應用日之任何差額於期初累計溢利確認而比較資料並無重列。

於過渡時應用香港財務報告準則第16號項下的經修訂追溯方法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法：

- i. 選擇不就租期於首次應用日期起計12個月內結束的租賃確認使用權資產及租賃負債；
- ii. 於首次應用日期計量使用權資產時撇除初始直接成本；
- iii. 根據於首次應用日期的事實及情況於事後釐定本集團帶有續租及終止選擇權的租賃的租期。

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 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

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

As a lessee (continued)

On transition, the Group has made the following adjustments upon application of HKFRS 16:

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities, adjusted by any prepaid or accrued lease payments by applying HKFRS 16.C8 (b)(ii) transition.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The incremental borrowing rates applied by relevant group entities range from 3.75% to 13.76%.

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.2 因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要(續)

作為承租人(續)

於過渡時，本集團已於應用香港財務報告準則第16號後作出以下調整：

於2019年1月1日，本集團按等於相關租賃負債的金額確認額外租賃負債及使用權資產，並透過應用香港財務報告準則第16號C8(b)(ii)過渡就任何預付或應計租賃付款作出調整。

於確認先前分類為經營租賃的租賃的租賃負債時，本集團已應用於首次應用日期相關集團實體的增量借款利率。相關集團實體所應用的增量借款利率介乎3.75%至13.76%。

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 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

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

As a lessee (continued)

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.2 因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要(續)

作為承租人(續)

		At 1 January 2019 於2019年 1月1日 RMB'000 人民幣千元
Operating lease commitments disclosed as at 31 December 2018	於2018年12月31日披露的經營租賃承擔	2,302,181
Lease liabilities discounted at relevant incremental borrowing rates	按有關增量借貸利率貼現的租賃負債	1,441,407
Add: Extension options reasonably certain to be exercised	加：合理確信將行使的續租選擇權	8,282
Less: Recognition exemption – short-term leases	減：確認豁免－短期租賃	(4,624)
Lease liabilities as at 1 January 2019	於2019年1月1日之租賃負債	1,445,065
Analysed as	分析	
Current	流動	177,615
Non-current	非流動	1,267,450
		1,445,065

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 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

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

As a lessee (continued)

The carrying amount of right-of-use assets as at 1 January 2019 comprises the following:

		Notes 附註	Right-of- use assets 使用權資產 RMB'000 人民幣千元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	與因應用香港財務報告準則第16號而確認的經營租賃有關的使用權資產		1,445,065
Adjusted by:	由下列各項作出調整：		
Prepayments for rental	租賃預付款項		
– current portion	– 流動部分	(a)	102,569
– non-current portion	– 非流動部分	(a)	17,873
Trade and other payables	貿易及其他應付款項	(b)	(29,737)
Reclassified from prepaid lease payments	從預付租賃款項重新分類	(c)	126,349
Adjustments on rental deposits at 1 January 2019	就於2019年1月1日之租賃按金作出調整	(d)	12,985
			1,675,104
By class:	按類別劃分：		
Leasehold lands	租賃土地		126,349
Buildings	樓宇		1,548,755
			1,675,104

3. 主要會計政策 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.2 因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要 (續)

作為承租人 (續)

使用權資產於2019年1月1日之賬面值包括以下項目：

Notes 附註	Right-of- use assets 使用權資產 RMB'000 人民幣千元
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For the six months ended 30 June 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

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

As a lessee (continued)

- (a) Upfront payments for leases of properties were recognised as prepayments for rental as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portion of prepayments for rental amounted to RMB102,569,000 and RMB17,873,000 respectively were reclassified to right-of-use assets.
- (b) These relate to accrued lease liabilities of several operating leases for leases of properties in which the rentals increase progressively by fixed annual percentage. The carrying amount of the accrued lease liabilities as at 1 January 2019 was adjusted to right-of-use assets at transition.

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.2 因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要(續)

作為承租人(續)

- (a) 於2018年12月31日，租賃物業之前期付款確認為租賃之預付款項。於應用香港財務報告準則第16號後，租賃預付款項之流動及非流動部分分別人民幣102,569,000元及人民幣17,873,000元重新分類為使用權資產。
- (b) 該等與租賃物業之若干經營租賃之應計租賃負債有關，其中租金按固定年度比例逐步增加。於2019年1月1日，應計租賃負債之賬面值於過渡時調整為使用權資產。

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 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

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

As a lessee (continued)

- (c) Upfront payments for leasehold lands in the PRC were classified as prepaid lease payments as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounted to RMB2,940,000 and RMB123,409,000 respectively were reclassified to right-of-use assets.
- (d) Before the application of HKFRS 16, the Group considered refundable rental deposits paid as rights and obligations under leases to which HKAS 17 applied. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use of the underlying assets and were adjusted to reflect the discounting effect at transition. Accordingly, RMB12,985,000 was adjusted to refundable rental deposits paid and right-of-use assets.

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.2 因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要(續)

作為承租人(續)

- (c) 於中國的租賃土地首筆支付費用於2018年12月31日分類為預付租賃款項。於應用香港財務報告準則第16號後，金額分別為人民幣2,940,000元及人民幣123,409,000元的流動及非流動預付租賃款項重新分類為使用權資產。
- (d) 採用香港財務報告準則第16號前，本集團採用香港會計準則第17號確認已支付之可退回租賃按金的權利及責任。根據香港財務報告準則第16號下租賃款項之定義，該等按金並非與使用相關資產權利有關的款項，獲調整至反映於過渡時之折現影響。因此，人民幣12,985,000元調整至可退還租賃按金及使用權資產。

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 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

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

Summary of effects arising from initial application of HKFRS 16

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

3. 主要會計政策(續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.2 因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要(續)

首次應用香港財務報告準則第16號所產生的影響概要

以下調整乃對於2019年1月1日之簡明綜合財務狀況表內確認的金額作出。不受變動影響的項目未予列入。

	Carrying amounts previously reported at 31 December 2018	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019
	於2018年12月31日 先前列報之 賬面值 RMB'000 人民幣千元	調整 RMB'000 人民幣千元	於2019年 1月1日按照 香港財務報告 準則第16號之 賬面值 RMB'000 人民幣千元
Non-current Assets			
Prepaid lease payments	123,409	(123,409)	-
Right-of-use assets	-	1,675,104	1,675,104
Prepayment for rental	17,873	(17,873)	-
Deposits for rental	31,873	(12,985)	18,888
Current Assets			
Trade and other receivables	242,290	(102,569)	139,721
Prepaid lease payments	2,940	(2,940)	-

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 2019
截至2019年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (continued)

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

Summary of effects arising from initial application of HKFRS 16 (continued)

3. 主要會計政策 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.2 因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要(續)

首次應用香港財務報告準則第16號所產生的影響概要(續)

		Carrying amounts previously reported at 31 December 2018	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019
		於2018年12月31日先前列報之賬面值 RMB'000 人民幣千元	調整 RMB'000 人民幣千元	於2019年1月1日按照香港財務報告準則第16號之賬面值 RMB'000 人民幣千元
Current Liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	507,643	(29,737)	477,906
Lease liabilities	租賃負債	-	177,615	177,615
Non-current Liabilities	非流動負債			
Lease liabilities	租賃負債	-	1,267,450	1,267,450

Note: For the purpose of reporting cash flows from operating activities under indirect method for the six months ended 30 June 2019, movements in working capital have been computed based on opening statement of financial position as at 1 January 2019 as disclosed above.

附註：就截至2019年6月30日止六個月根據間接法呈報的經營活動產生的現金流量而言，流動資金變動乃基於上文所披露於2019年1月1日的期初財務狀況表計算。

For the six months ended 30 June 2019
截至2019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.

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

本集團主要在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。

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；

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 2019
截至2019年6月30日止六個月

4. REVENUE AND SEGMENT INFORMATION (continued)

- (e) Wizezone 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 exclude certain other income, 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.

The segment information reported does not include any amounts for the discontinued operation, which are described in note 9.

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。

本集團所報告的分部資料乃根據該等分部而劃分。

分部業績指各分部所得利潤(不包括若干其他收入、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。

所呈報的分部資料不包括已終止經營業務的任何款項，其載於附註9。

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 2019
截至2019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 from continuing operations for six months ended 30 June 2019 and 2018:

Six months ended 30 June 2019 (unaudited)

4. 收入及分部資料(續)

本集團於截至2019年及2018年6月30日止六個月持續經營業務收入的分析如下：

截至2019年6月30日止六個月(未經審核)

		Omick							
		Xinhua	Wontone	Education of Western	Wisezone Data	Cuisine	Other miscellaneous	Elimination	Total
		Internet Technology Education	Automotive Education	Cuisine and Pastry	Technology Education	Academy	businesses		
		新東方	萬通	歐米奇	華信智原DT	美味學院	雜項業務	其他	其他
		烹飪教育	電腦教育	汽車教育	西點西餐教育	人才培訓基地	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	其他收入								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

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 2019
截至2019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 2018 (unaudited)

截至2018年6月30日止六個月(未經審核)

		Omick								
		New East	Xinhua	Wontone	Education of Western	Wisezone		Other		
		Culinary	Internet Technology	Automotive Education	Cuisine and Pastry	Data Technology	Cuisine Academy	miscellaneous businesses	Elimination	Total
		Education	Education	Education	Pastry	Education	Academy	businesses	Elimination	Total
		新東方	新華	萬通	歐米奇	華信智原DT	美味學院	其他	對銷	合計
		烹飪教育	電腦教育	汽車教育	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	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(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)
Revenue	收入									
External sales	外部銷售	876,350	251,929	196,511	81,510	19,628	7,610	5,175	-	1,438,713
Inter-segment sales	分部間銷售	-	-	-	-	3,383	-	8,229	(11,612)	
Segment revenue	分部收入	876,350	251,929	196,511	81,510	23,011	7,610	13,404	(11,612)	1,438,713
Results	業績									
Segment results	分部業績	323,746	57,079	(16,330)	(24,601)	(40,860)	(783)	(7,451)	-	290,800
Unallocated	未分配									
Other income	其他收入									11,769
Other gains and losses	其他收益及虧損									24,884
Corporate administrative expenses	企業行政開支									(11,804)
Profit before taxation	稅前利潤									315,649
Income tax expense	所得稅開支									(98,900)
Profit for the period	期內利潤									216,749

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 2019 and 2018.

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2019年及2018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 2019
截至2019年6月30日止六個月

5. OTHER INCOME

Continuing operations

Asset-related government grants
Unconditional government grants
Interest income from banks
Others

持續經營業務

與資產相關的政府補助
無條件政府補助
銀行利息收入
其他

5. 其他收入

Six months ended 30 June

截至6月30日止六個月

2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)
558	476
15,632	12,468
8,403	10,044
2,105	1,725
26,698	24,713

6. OTHER GAINS AND LOSSES

Continuing operations

Net gains on other financial assets
measured at FVTPL
(Losses) gains on disposals of
property and equipment
Net foreign exchange losses

持續經營業務

以公允價值計量並計入損益
的其他金融資產收益淨額
出售物業及設備的
(虧損)收益
外匯虧損淨額

6. 其他收益及虧損

Six months ended 30 June

截至6月30日止六個月

2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)
14,234	24,539
(84)	345
(3,008)	-
11,142	24,884

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 2019
截至2019年6月30日止六個月

7. FINANCE COSTS

Continuing operations	持續經營業務
Interest expenses on lease liabilities	租賃負債之利息開支

8. INCOME TAX EXPENSE

Continuing operations	持續經營業務
PRC Enterprise Income Tax (“EIT”)	中國企業所得稅 (「企業所得稅」)
– Current tax	– 即期稅項
Deferred tax credit	遞延稅項抵免

The Company was incorporated in the Cayman Islands and China East Education Investment Limited (“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.

7. 財務成本

Six months ended 30 June
截至6月30日止六個月

2019	2018
2019年	2018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)
61,841	-

8. 所得稅開支

Six months ended 30 June
截至6月30日止六個月

2019	2018
2019年	2018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)
134,014	99,805
(937)	(905)
133,077	98,900

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，根據開曼群島及英屬維爾京群島稅法豁免繳稅。

For the six months ended 30 June 2019
截至2019年6月30日止六個月

8. INCOME TAX EXPENSE (continued)

On March 21, 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on March 28, 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the condensed consolidated financial statements no, since subsidiaries of the Company operating in Hong Kong did not have tax no assessable profit during both periods.

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% (six months ended 30 June 2018: 25%), except for certain subsidiaries which are either exempted from tax or entitled to different preferential tax rates. Certain subsidiaries of the Company are entitled to the preferential tax rate of 15% (six months ended 30 June 2018: 15%) because they are located in the western region of the PRC or qualified as high-tech companies.

8. 所得稅開支(續)

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入利得稅兩級制。條例草案於2018年3月28日簽署成為法律並於次日刊登憲報。根據利得稅兩級制，合資格集團實體的首2百萬港元的利得稅率為8.25%，超過2百萬港元的利得稅率為16.5%。不符合利得稅兩級制資格的集團實體將繼續按16.5%的固定稅率繳納利得稅。

本公司董事認為，由於本公司於香港運營的附屬公司於兩個期間並無應評稅利潤，實施利得稅兩級制所涉及的金額對簡明綜合財務報表並無重大影響。

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%(截至2018年6月30日止六個月：25%)，惟若干獲豁免納稅或享有不同優惠稅率的附屬公司除外。本公司若干附屬公司享有優惠稅率15%(截至2018年6月30日止六個月：15%)，原因為彼等位於中國西部或合資格作為高科技公司。

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 2019
截至2019年6月30日止六個月

8. INCOME TAX EXPENSE (continued)

According to the Implementation Rules for the Law for Promoting Private Education, private schools, which are providing academic qualification education and the school sponsors do not require reasonable returns, are 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 "EIT Exempted Schools"). According to the relevant in-charge tax bureau, since the relevant tax policy for schools that have not yet elected to be for-profit or not-for-profit is not yet announced and if the school nature has not yet been changed, the schools could follow previous EIT exemption treatment for the tuition related income.

In the opinion of the directors of the Company, the Group inclines to apply the for-profit business model to the EIT Exempted Schools. Given that the specific taxation policies applicable to for-profit private schools under the Decision on Amending the Law for Promoting Private Education of the PRC are yet to be introduced, the EIT Exempted Schools may be subject to PRC enterprise income tax going forward.

During the six months ended 30 June 2019, the non-taxable tuition related income amounted to approximately RMB134,671,000 (six months ended 30 June 2018: RMB120,615,000), and the related non-deductible expense amounted to approximately RMB64,419,000 (six months ended 30 June 2018: RMB58,763,000).

8. 所得稅開支(續)

根據《民辦教育促進法實施條例》，提供學歷資格教育的民辦學校及學校舉辦者不要求取得合理回報的民辦學校有資格享受與公辦學校同等的免繳所得稅待遇，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，由於並未公佈尚未選擇成為營利性或非營利性學校的相關稅務政策，該等學校應按照先前企業所得稅豁免處理學費相關收入。

本公司董事認為，本集團擬將盈利業務模式應用於企業所得稅獲豁免學校。鑒於根據《關於修改〈中華人民共和國民辦教育促進法〉的決定》，適用於營利性民辦學校的具體稅收政策尚未出台，所以企業所得稅獲豁免學校今後或需繳納中國企業所得稅。

於截至2019年6月30日止六個月，免稅的學費收入約為人民幣134,671,000元(截至2018年6月30日止六個月：人民幣120,615,000元)，而相關不可抵扣開支約為人民幣64,419,000元(截至2018年6月30日止六個月：人民幣58,763,000元)。

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 2019
截至2019年6月30日止六個月

9. DISCONTINUED OPERATION

In October and November 2018, the Group disposed of six subsidiaries which provided training courses for driving examinations. Five out of these subsidiaries were disposed to companies controlled by the Controlling Equity Holders at cash consideration of RMB10,000 each and one was disposed to the independent third parties at cash consideration of RMB1,000,000. The disposals were consistent with the Group's long-term policy to focus its activities on the operation of vocational training education institutions.

The results of the discontinued operation were as follows:

9. 已終止經營業務

於2018年10月及11月，本集團出售六家提供駕駛考試培訓課程的附屬公司。其中有五家附屬公司被以每家人民幣10,000元的現金對價出售予控股權益持有者控制的公司，另一家附屬公司被以人民幣1,000,000元的現金對價出售予獨立第三方。該等出售符合本集團將其活動重點放在職業技能教育機構運營的長期戰略。

已終止經營業務的業績如下：

		Six months ended 30 June 2018 截至2018年 6月30日 止六個月 RMB'000 人民幣千元 (unaudited) (未經審核)
Revenue	收入	14,965
Cost of revenue	收入成本	(14,433)
Gross profit	毛利	532
Other income	其他收入	113
Selling expenses	銷售開支	(2,791)
Administrative expenses	行政開支	(3,470)
Loss for the period from discontinued operation	來自已終止經營業務的期內虧損	(5,616)
Loss for the period from discontinued operation include the followings:	來自已終止經營業務的期內虧損 包括以下各項：	
Depreciation of property and equipment	物業及設備折舊	4,545

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 2019
截至2019年6月30日止六個月

9. DISCONTINUED OPERATION (continued)

The net cash used in from the discontinued operation were as follows:

Operating activities	經營活動
Investing activities	投資活動
Net cash outflow	現金流出淨額

9. 已終止經營業務(續)

已終止經營業務所用現金淨額如下：

Six months
ended
30 June 2018
截至2018年
6月30日止
六個月
RMB'000
人民幣千元
(unaudited)
(未經審核)

529
(770)
(241)

10. PROFIT FOR THE PERIOD

10. 期內利潤

Six months ended 30 June
截至6月30日止六個月

Profit for the period from continuing operations has been arrived at after charging:	持續經營業務所得期內利潤 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	– 以權益結算的以股份為基礎的 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
Amortisation of prepaid lease payments	預付租賃款攤銷

2019	2018
2019年	2018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)
772	92
463,430	408,747
65,317	55,020
75,690	–
605,209	463,859
180,420	181,240
123,012	–
–	1,470

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 2019
截至2019年6月30日止六個月

11. DIVIDENDS

At the board meeting held on 28 August 2019, the board of directors did not recommend the payment of an interim dividend for the six months ended 30 June 2019 (six months ended 30 June 2018: Nil).

12. EARNINGS PER SHARE

From continuing operations

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

11. 股息

於2019年8月28日舉行的董事會會議上，董事會不建議分派截至2019年6月30日止六個月的中期股息（截至2018年6月30日止六個月：無）。

12. 每股盈利

持續經營業務

本公司擁有人應佔持續經營業務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	
		2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)
Earnings	盈利：		
Profit for the purpose of calculating basic and diluted earnings per share from continuing operations – attributable to the owners of the Company	用作計算持續經營業務每股基本及稀釋盈利的利潤 — 本公司擁有人應佔	312,487	216,749
Number of shares	股份數目：		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用作計算每股基本盈利的普通股加權平均數	1,788,946,961	6,242,248,814
Effect of dilutive potential ordinary shares	稀釋潛在普通股的影響		
– share options	— 購股權	73,826,821	—
– over-allotment options	— 超額配股權	122,986	—
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用作計算每股稀釋盈利的普通股加權平均數	1,862,896,768	N/A 不適用

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 2019
截至2019年6月30日止六個月

12. EARNINGS PER SHARE (continued)

From continuing operations (continued)

The weighted average number of ordinary shares for the purpose of calculating basic earnings per share has been determined on the assumption that the Reorganisation and the Capitalisation Issue (as defined in note 18) was completed on 1 January 2018 and taking into account of the capital reduction in 2018.

No diluted earnings per share for the six months ended 30 June 2018 was presented as there were no potential dilutive shares for the six months ended 30 June 2018.

From continuing and discontinued operations

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

Earnings	盈利：
Profit for the purpose of calculating basic and diluted earnings per share	用作計算每股基本及稀釋盈利的利潤
– attributable to the owners of the Company	– 本公司擁有人應佔
– from continuing operations	– 來自持續經營業務
– from discontinued operation	– 來自已終止經營業務

12. 每股盈利(續)

持續經營業務(續)

就計算每股基本盈利的普通股加權平均數乃基於重組及資本化發行(定義見附註18)於2018年1月1日已完成的假設而釐定，並已計及於2018年的股本削減。

由於截至2018年6月30日止六個月並無潛在稀釋股份，因此於截至2018年6月30日止六個月並無呈列每股稀釋盈利。

持續及已終止經營業務

本公司擁有人應佔的持續及已終止經營業務的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

2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)
312,487	216,749
–	(5,616)
312,487	211,133

For the six months ended 30 June 2019
截至2019年6月30日止六個月

12. EARNINGS PER SHARE (continued)

From discontinued operation

Basic loss per share for the discontinued operation was RMB0.09 cents for the six months ended 30 June 2018, based on the loss for the period from the discontinued operation of RMB5,616,000 and the denominators detailed above for basic earnings per share.

No diluted loss per share for the discontinued operation for the six months ended 30 June 2018 was presented as there were no potential dilutive shares for the six months ended 30 June 2018.

13. MOVEMENTS IN PROPERTY AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the six months ended 30 June 2019, the Group incurred approximately RMB174,622,000 (six months ended 30 June 2018: RMB260,607,000) 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 RMB1,681,000 (six months ended 30 June 2018: RMB3,217,000) for proceeds of RMB1,597,000 (six months ended 30 June 2018: RMB3,562,000), resulting in losses on disposals of RMB84,000 (six months ended 30 June 2018: gains on disposals of RMB345,000).

During the current interim period, the Group entered into several new lease agreements for the use of buildings, and the lease term ranges from 1 to 20 years. On lease commencement, the Group recognised RMB45,723,000 of right-of-use assets and RMB45,723,000 of lease liabilities.

12. 每股盈利(續)

已終止經營業務

基於已終止經營業務期內虧損為人民幣5,616,000元以及上文所詳述每股基本盈利分母，截至2018年6月30日止六個月已終止經營業務的每股基本虧損為人民幣0.09分。

由於截至2018年6月30日止六個月概無潛在稀釋股份，故未呈列截至2018年6月30日止六個月已終止經營業務的每股稀釋虧損。

13. 物業及設備以及使用權資產之變動

截至2019年6月30日止六個月，本集團就收購物業及設備產生約人民幣174,622,000元(截至2018年6月30日止六個月：人民幣260,607,000元)。

於本中期期間，本集團出售總賬面值人民幣1,681,000元的若干物業及設備(截至2018年6月30日止六個月：人民幣3,217,000元)，所得款項為人民幣1,597,000元(截至2018年6月30日止六個月：人民幣3,562,000元)，導致出售虧損人民幣84,000元(截至2018年6月30日止六個月：出售收益人民幣345,000元)。

於本中期期間，本集團訂立若干新租賃協議，以使用樓宇且租賃期限介乎1至20年。於租賃開始時，本集團確認使用資產人民幣45,723,000元及租賃負債人民幣45,723,000元。

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 2019
截至2019年6月30日止六個月

13. MOVEMENTS IN PROPERTY AND EQUIPMENT AND RIGHT-OF-USE ASSETS (continued)

As at 30 June 2019, the Group is in the process of obtaining title deeds of buildings with carrying value of approximately RMB199,023,000 (31 December 2018: RMB203,651,000).

As at 30 June 2019 and 2018, the carrying values of the prepaid lease payments of RMB119,405,000 and RMB120,791,000 respectively 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.

13. 物業及設備以及使用權資產之變動(續)

於2019年6月30日，本集團正處在獲取樓宇業權契據的階段，相關樓宇的賬面值約為人民幣199,023,000元(2018年12月31日：人民幣203,651,000元)。

於2019年及2018年6月30日，預付租賃款的賬面值人民幣119,405,000元及人民幣120,791,000元分別由政府分配，相關土地使用權證中並未規定租期。然而，未經相關行政部門許可，本集團無法轉讓、租賃前述政府分配的土地使用權，或質押作擔保。

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 2019
截至2019年6月30日止六個月

14. TRADE AND OTHER RECEIVABLES

14. 貿易及其他應收款項

		As at 30 June 2019 於2019年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Trade receivables	貿易應收款項		
– from government (note i)	– 政府(附註i)	24,633	27,922
– from others (note ii)	– 其他(附註ii)	15,382	6,427
		40,015	34,349
Other receivables	其他應收款項		
Prepayments for consumables	消耗品預付款	27,131	25,361
Prepayments for rental	預付租賃款	-	102,569
Prepayments for services	服務預付款項	22,055	15,440
Prepayments for advertisement	廣告預付款	68,294	44,774
Prepayments for listing expenses	上市開支預付款項	-	1,799
Value added tax recoverable	可收回增值稅	1,411	1,287
Advance to staff	向員工作出的墊款	7,751	4,386
Deferred issue costs	遞延發行成本	969	5,474
Interest receivable	應收利息	3,114	-
Other receivables	其他應收款項	7,688	6,851
		138,413	207,941
		178,428	242,290

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.

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。

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 2019
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14. 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 considering 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 debtors 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 ECL is recognised during the current interim period.

14. 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:

As at 30 June 2019 於2019年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
26,905	20,589
10,068	11,382
3,042	2,378
40,015	34,349

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。

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 2019
截至2019年6月30日止六個月

15. 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:

- i. 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.
- ii. The other financial assets measured at amortised cost are short-term investments issued by a bank with predetermined return and principal protected.

15. 其他金融資產

As at 30 June 2019 於2019年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
797,879	–
100,000	–

附註：

- i. 銀行及其他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。
- ii. 按攤銷成本計量的其他金融資產為銀行發行具預設及保證回報的短期投資。

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 2019
截至2019年6月30日止六個月

16. 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
Listing expenses and issue costs payable	應付上市開支及發行成本
Other payables	其他應付款項

The credit period of trade payables 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

16. 貿易及其他應付款項

As at 30 June 2019 於2019年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
75,784	143,727
81,016	98,993
21,475	7,382
106,164	153,805
40,740	22,235
62,183	51,472
13,397	4,562
15,572	25,467
416,331	507,643

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：

As at 30 June 2019 於2019年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
75,784	143,727

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

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17. CONTRACT LIABILITIES

17. 合約負債

		As at 30 June 2019 於2019年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Tuition fees and service fees	學費及服務費	1,539,100	1,289,331
Less: current liabilities	減：流動負債	1,470,189	1,233,230
		68,911	56,101

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 CAPITAL

18. 股本

		Notes	Number of shares	Share Capital	Shown in the condensed consolidated financial statements
		附註	股份數目	股本 HK\$ 港元	於簡明綜合財務報表列示 RMB'000 人民幣千元
Ordinary shares of HK\$0.0001 each	每股0.0001港元的普通股				
Authorised:	法定：				
At the date of incorporation on 4 October 2018, 31 December 2018 and 30 June 2019	於註冊成立日期2018年10月4日、2018年12月31日及2019年6月30日	<i>i</i>	3,800,000,000	380,000	-
Issued:	發行：				
1 share issued and allotted, at the date of incorporation on 4 October 2018	於註冊成立日期2018年10月4日發行及配發的1股股份	<i>ii</i>	1	-	-
999,999 shares issued and allotted, on 4 October 2018	於2018年10月4日發行及配發的999,999股股份	<i>iii</i>	999,999	100	-
30 shares issued and allotted, on 26 October 2018	於2018年10月26日發行及配發的30股股份	<i>iv</i>	30	-	-
At 31 December 2018	於2018年12月31日		1,000,030	100	-
Capitalisation Issue	資本化發行	<i>v</i>	1,742,199,970	174,220	154
Issue of new shares by ways of global offering	透過全球發售的方式發行新股份	<i>vi</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

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18. 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 4 October 2018, 1 share of HK\$0.0001 was issued and allotted to the subscriber and transferred to Wu Wei Education Company Limited (“Wu Wei Education”) at par value.
- iii. On 4 October 2018, 426,667 shares, 292,221 shares and 281,111 shares were issued and allotted to Wu Junbao Education Company Limited, Wu Wei Education and Xiao Guoqing Education Company Limited, respectively, at par.
- iv. On 26 October 2018, 30 shares were issued and allotted to Lu Lu Education Company Limited for a cash consideration at HK\$600,000 (approximately equivalent to RMB533,000).
- v. 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 of the shares of the Company on the Stock Exchange (“Capitalisation Issue”).
- vi. 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.

18. 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2018年10月4日，以1股股份為0.0001港元的價格向認購人發行及配發，並按面值轉讓予吳偉教育有限公司(「吳偉教育」)。
- iii. 於2018年10月4日，按面值分別向吳俊保教育有限公司、吳偉教育及肖國慶教育有限公司發行及配發426,667股股份、292,221股股份及281,111股股份。
- iv. 於2018年10月26日，以600,000港元(相當於約人民幣533,000元)的現金對價向露露教育有限公司發行及配發30股股份。
- v. 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(約相當於人民幣154,000元)通過資本化方式向於緊接本公司股份於聯交所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股股份(「資本化發行」)。
- vi. 於2019年6月12日，本公司根據全球發售按每股普通股11.25港元之價格(相當於每股普通股約人民幣9.9元)發行每股面值0.0001港元之435,800,000股普通股及本公司股份於同日在聯交所上市。

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

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19. 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 of the Company on the Stock Exchange).

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 listing day.

19. 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（即本公司於聯交所上市的日期）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股，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%。

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

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19. 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 待歸屬的購股權 百分比	Fair value at grant date 授出日期 公允價值 HK\$'000 千港元
The 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%	48,074
	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%	46,869
	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%	46,310
	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%	45,867
	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%	45,501
	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%	45,173	
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			

19. 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)

For the six months ended 30 June 2019
截至2019年6月30日止六個月

19. 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	Fair value at grant date 授出日期公允價值 HK\$'000 千港元
購股權	授出日期	歸屬期間	行使期間		
	7 December 2018	7 December 2018 ~ 31 December 2025	1 January 2026 ~ 11 June 2029	10%	44,857
	2018年12月7日	2018年12月7日至 2025年12月31日	2026年1月1日至 2029年6月11日		
	7 December 2018	7 December 2018 ~ 31 December 2026	1 January 2027 ~ 11 June 2029	10%	44,549
	2018年12月7日	2018年12月7日至 2026年12月31日	2027年1月1日至 2029年6月11日		
	7 December 2018	7 December 2018 ~ 31 December 2027	1 January 2028 ~ 11 June 2029	10%	44,242
	2018年12月7日	2018年12月7日至 2027年12月31日	2028年1月1日至 2029年6月11日		
	7 December 2018	7 December 2018 ~ 31 December 2028	1 January 2029 ~ 11 June 2029	10%	43,392
	2018年12月7日	2018年12月7日至 2028年12月31日	2029年1月1日至 2029年6月11日		

19. 購股權計劃(續)

首次公開發售前購股權計劃(續)

For the six months ended 30 June 2019
截至2019年6月30日止六個月

19. SHARE OPTION SCHEMES (continued)

The Pre-IPO Share Option Scheme (continued)

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”) with the following inputs and based on the respective vesting period of the share options:

		2018 2018年
Stock price as at grant date	授出日期的股價	N/A 不適用
Exercise price	行使價	*
Expected volatility	預期波幅	45.02%
Expected life of options	購股權預計年期	10 years 10年
Risk free rate	無風險利率	2.11%
Expected dividend yield	預計股息收益率	2%

* The exercise price of the options is at 20% of the final offer price per share on the listing day, which was under the best estimation by the management at the date of grant.

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.

19. 購股權計劃(續)

首次公开发售前購股權計劃(續)

首次公开发售前購股權計劃的公允價值乃於授出日期按以下輸入數據及根據購股權各自歸屬期採用Black-scholes期權定價模型(「Black-scholes模型」)釐定：

		2018 2018年
Stock price as at grant date	授出日期的股價	N/A 不適用
Exercise price	行使價	*
Expected volatility	預期波幅	45.02%
Expected life of options	購股權預計年期	10 years 10年
Risk free rate	無風險利率	2.11%
Expected dividend yield	預計股息收益率	2%

* 購股權的行使價為上市當天每股最終發售價的20%，此為管理層於授出日期所作最佳估計。

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

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

For the six months ended 30 June 2019
截至2019年6月30日止六個月

19. 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.

19. 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 2019
截至2019年6月30日止六個月

19. 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 待歸屬的購股權 百分比	Fair value at grant date 授出日期 公允價值 HK\$'000 千港元
The Share Option Scheme 購股權計劃	12 June 2019 2019年6月12日	Immediately vested 立即歸屬	12 June 2019 ~ 11 June 2029 2019年6月12日至 2029年6月11日	33%	*
	12 June 2019 2019年6月12日	12 June 2019 ~ 11 June 2020 2019年6月12日至 2020年6月11日	12 June 2020 ~ 11 June 2029 2020年6月12日至 2029年6月11日	33%	*
	12 June 2019 2019年6月12日	12 June 2019 ~ 11 June 2021 2019年6月12日至 2021年6月11日	12 June 2021 ~ 11 June 2029 2021年6月12日至 2029年6月11日	34%	*

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

19. 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。

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 2019
截至2019年6月30日止六個月

19. SHARE OPTION SCHEMES (continued)

The Share Option Scheme (continued)

As at 30 June 2019, the number of shares in respect of which options had been granted and remained outstanding under the Schemes was 135,571,720 (31 December 2018: 135,244,720). The following table disclosed movements of the Company's options granted under the Schemes for the six months ended 30 June 2019:

Name of grantee	Date of grant	Exercisable period	Exercise price	Outstanding as at 1 January 2019 於2019年1月1日 尚未行使	Granted during the period 於期間內 授出	Exercised during the period 於期間內 行使	Forfeited during the period 於期間內 失效	Outstanding as at 30 June 2019 於2019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	1,090,510	-	-	-	1,090,510
陸真	2018年12月7日	2019年7月12日至 2029年6月11日						
Employees								
僱員								
Employees	7 December 2018	12 July 2019 ~ 11 June 2029	2.25	134,154,210	-	-	-	134,154,210
僱員	2018年12月7日	2019年7月12日至 2029年6月11日						
Employee	12 June 2019	12 June 2019 ~ 11 June 2029	11.25	-	327,000	-	-	327,000
僱員	2019年6月12日	2019年6月12日至 2029年6月11日						
				135,244,720	327,000	-	-	135,571,720

19. 購股權計劃(續)

購股權計劃(續)

於2019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135,571,720股(2018年12月31日：135,244,720股)。下表披露截至2019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 2019
截至2019年6月30日止六個月

19. SHARE OPTION SCHEMES (continued)

The Share Option Scheme (continued)

At the end of each reporting period, the Group revises its estimates of number of options that are expected to vest ultimately. The impact of the revision of the estimates, if any, is recognised in profit or loss, with a corresponding adjustment to share options reserve.

During the six months ended 30 June 2019, the Group recognised total expenses of RMB75,690,000 (six months ended 30 June 2018: Nil) in relation to share options granted by the Company.

20. 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).

19. 購股權計劃(續)

購股權計劃(續)

於各報告期末，本集團對預期最終歸屬的期權數目估算進行修訂。修訂估算如產生任何影響將於損益確認，並對購股權儲備作出相應調整。

截至2019年6月30日止六個月，本集團確認涉及獲本公司授予購股權的開支總額為人民幣75,690,000元（截至2018年6月30日止六個月：零）。

20. 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 2019
截至2019年6月30日止六個月

20. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (continued)

20. 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)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value 重大不可觀察輸入 數據與公允價值 之關係
Financial assets	30 June 2019	31 December 2018	Fair value hierarchy		
金融資產	2019年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	2018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	
Other financial assets measured at FVTPL	201,911		- 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			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
	595,968		- Level 3	Discounted cash flow-future cash flow are estimated based on estimated return, and discount at a rate that reflects the credit risk of various counterparties	Estimated The higher the estimated return, the higher the fair value, vice versa
			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 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 2019
截至2019年6月30日止六個月

20. 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:

20. 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金融資產之對賬：

		RMB'000 人民幣千元
At 1 January 2018 (audited)	於2018年1月1日(經審核)	-
Purchase of other financial assets	購買其他金融資產	1,500,000
Redemption of other financial assets	贖回其他金融資產	(601,279)
Net gain on other financial assets	其他金融資產淨收益	11,987
		<hr/>
At 30 June 2018 (unaudited)	於2018年6月30日(未經審核)	910,708
		<hr/>
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
		<hr/>
At 30 June 2019 (unaudited)	於2019年6月30日(未經審核)	595,968

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 2019
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21. CAPITAL COMMITMENTS

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

就收購物業及設備已訂約但未於簡明綜合財務報表中計提撥備的資本開支

21. 資本承擔

As at 30 June 2019 於2019年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
53,546	40,468

22. 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」)

22. 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 2019
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22. RELATED PARTY TRANSACTIONS (continued)

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

(1) *Service income*

Name of a related party	關聯方名稱
Anhui Xinhua University	安徽新華學院

(2) *Rental income*

Name of a related party	關聯方名稱
School of Clinical Medicine	臨床醫學院

(3) *Construction expenditure*

Name of a related party	關聯方名稱
Xinhua Boyi	新華博藝

22. 關聯方交易(續)

- (ii) 本集團於往績記錄期間與關聯方訂立以下交易：

(1) *服務收入*

Six months ended 30 June
截至6月30日止六個月

2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)
520	620

(2) *租賃收入*

Six months ended 30 June
截至6月30日止六個月

2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)
3,600	—

(3) *建設服務*

Six months ended 30 June
截至6月30日止六個月

2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)
330	—

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 2019
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22. RELATED PARTY TRANSACTIONS (continued)

(iii) Compensation of key management personnel

The remuneration of directors of the Company and other members of key management of the Group 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

22. 關聯方交易(續)

(iii) 主要管理人員薪酬

本公司董事及本集團其他主要管理人員的薪酬如下：

Six months ended 30 June 截至6月30日止六個月

2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)	2018 2018年 RMB'000 人民幣千元 (unaudited) (未經審核)
2,035	1,756
17	13
8,698	–
10,750	1,769

23. EVENTS AFTER THE END OF THE REPORTING PERIOD

On 4 July 2019, the Company allotted and issued 4,894,000 ordinary shares of par value HK\$0.0001 each at the price of HK\$11.25 per share pursuant to the exercise of over-allotment options by BNP Paribas Securities (Asia) Limited.

23. 報告期後事件

於2019年7月14日，本公司根據法國巴黎證券(亞洲)有限公司行使的超額配股權按每股股份價格為11.25港元配發及發行4,894,000股每股面值0.0001港元之普通股。

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