

# 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)



年報 2019  
ANNUAL 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 year ended 31 December 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 31 December 2019, we operated 177 schools and centers with 135,571 average number of students enrolled and customers registered for the year ended 31 December 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12月31日止年度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12月31日，我們運營177所學校及中心，截至2019年12月31日止年度的平均培訓人次及客戶註冊人數為135,571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

68,229<sup>1</sup>



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

4,441<sup>1</sup>



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

666<sup>1</sup>



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

40,142<sup>1</sup>



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

1,017<sup>1</sup>



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

21,076<sup>1</sup>

Note 1: Average number of students/customers registered for the year ended 31 December 2019  
附註 1: 截至2019年12月31日止年度的平均培訓人次/客戶註冊人數

## Highlights 摘要

The following chart sets forth the information of our six school brands as of 31 December 2019:

下圖載列截至2019年12月31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 31 December 2019 於2019年 12月31日 運營中的 學校/中心數目	Average number of students enrolled/ customers registered for the year ended 31 December 2019 截至2019年 12月31日 止年度 平均培訓人次/ 客戶註冊人數	
Culinary Arts 烹飪技術	New East 新東方		56	68,229
	Omick 歐米奇		25	4,441
	Cuisine Academy 美味學院		19	666
Information Technology and Internet Technology 信息技術及 互聯網技術	Xinhua Internet 新華電腦		25	40,142
	Wisezone 華信智原		22	1,017
Auto Services 汽車服務	Wontone 萬通		30	21,076
TOTAL 合計			177	135,571

## KEY MILESTONE

### 關鍵里程碑

Year 年份	Event 事件
1988-2005	<ul style="list-style-type: none"> <li>Established New East Culinary Education, Xinhua Internet Technology Education and Wontone Automotive Education.</li> </ul>
1988年至2005年	<ul style="list-style-type: none"> <li>成立新東方烹飪教育、新華電腦教育及萬通汽車教育。</li> </ul>
2007 2007年	<ul style="list-style-type: none"> <li>The number of our schools in operation reached 27.</li> <li>運營中的學校數目達到27所。</li> </ul>
2012 2012年	<ul style="list-style-type: none"> <li>The number of our schools in operation reached 40.</li> <li>運營中的學校數目達到40所。</li> </ul>
2015 2015年	<ul style="list-style-type: none"> <li>The number of our schools in operation reached 71, and we expanded our business to Hong Kong.</li> <li>運營中的學校數目達到71所，並將業務擴展至香港。</li> </ul>
2016 2016年	<ul style="list-style-type: none"> <li>Established Omick Education of Western Cuisine and Pastry.</li> <li>成立歐米奇西點西餐教育。</li> </ul>
2017 2017年	<ul style="list-style-type: none"> <li>Established Cuisine Academy.</li> <li>成立美味學院。</li> </ul>
2018 2018年	<ul style="list-style-type: none"> <li>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.</li> <li>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。</li> </ul>
June 2019 2019年6月	<ul style="list-style-type: none"> <li>The Company's shares listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 12 June 2019.</li> <li>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。</li> </ul>



2019 2019年	<ul style="list-style-type: none"> <li>The number of our schools and centers in operation reached 177 including 56 schools under New East Culinary Education, 25 schools under Omick Education of Western Cuisine and Pastry, 19 centers under Cuisine Academy, 25 schools under Xinhua Internet Technology Education, 22 schools under Wisezone Data Technology Education and 30 schools under Wontone Automotive Education.</li> <li>運營中的學校及中心數目達到177所，包括新東方烹飪教育所轄56所學校、歐米奇西點西餐教育所轄25所學校、美味學院所轄19個中心、新華電腦教育所轄25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30所學校。</li> </ul>
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# Highlights 摘要

## FINANCIAL SUMMARY

## 財務總結

		Year ended 31 December 截至12月31日止年度	
		2019 2019年 (RMB million) (人民幣百萬元)	2018 2018年 (RMB million) (人民幣百萬元)
<b>Continuing operations</b>	<b>持續經營業務</b>		
Revenue	收入	<b>3,905</b>	3,265
Gross profit	毛利	<b>2,280</b>	1,705
Profit before taxation	稅前利潤	<b>1,070</b>	687
Net profit for the year	年內純利	<b>848</b>	515
Adjusted net profit <sup>(1)</sup>	經調整純利 <sup>(1)</sup>	<b>900</b>	547
		<hr/>	
		As at 於	
		31 December 2019 2019年 12月31日 (RMB million) (人民幣百萬元)	31 December 2018 2018年 12月31日 (RMB million) (人民幣百萬元)
Net assets	資產淨值	<b>6,120</b>	873
Total assets	總資產	<b>9,678</b>	2,816

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

1. 經調整純利乃根據年內純利，剔除(i)以非現金的股份基礎給付的開支；(ii)非經常性上市開支；及(iii)淨匯兌收益的影響而計算此並非《香港財務報告準則》計量。有關詳情，請參閱本報告「管理層討論與分析－財務回顧－經調整純利」一節。

## BOARD OF DIRECTORS

### Executive Directors

Mr. Wu Wei (*Chairman*)

Mr. Xiao Guoqing (*Deputy Chairman*)

### Non-executive Directors

Mr. Wu Junbao

Mr. Lu Zhen

### Independent Non-executive Directors

Mr. Hung Ka Hai, Clement

Mr. Cheung Tsun Yung, Thomas

Dr. Zhu Guobin

## AUDIT COMMITTEE

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

Mr. Cheung Tsun Yung, Thomas

Dr. Zhu Guobin

## NOMINATION COMMITTEE

Mr. Wu Wei (*Committee Chairman*)

Dr. Zhu Guobin

Mr. Hung Ka Hai, Clement

## REMUNERATION COMMITTEE

Dr. Zhu Guobin (*Committee Chairman*)

Mr. Xiao Guoqing

Mr. Hung Ka Hai, Clement

## JOINT COMPANY SECRETARIES

Mr. Mao Chaosheng

Ms. Leung Suet Wing

## AUTHORISED REPRESENTATIVES

Mr. Wu Wei

Mr. Mao Chaosheng

## AUDITOR

Deloitte Touche Tohmatsu

Certified Public Accountants

35/F, One Pacific Place

88 Queensway

Hong Kong

## 董事會

### 執行董事

吳偉先生 (*主席*)

肖國慶先生 (*副主席*)

### 非執行董事

吳俊保先生

陸真先生

### 獨立非執行董事

洪嘉禧先生

張俊勇先生

朱國斌博士

## 審核委員會

洪嘉禧先生 (*委員會主席*)

張俊勇先生

朱國斌博士

## 提名委員會

吳偉先生 (*委員會主席*)

朱國斌博士

洪嘉禧先生

## 薪酬委員會

朱國斌博士 (*委員會主席*)

肖國慶先生

洪嘉禧先生

## 聯席公司秘書

毛超聖先生

梁雪穎女士

## 授權代表

吳偉先生

毛超聖先生

## 核數師

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

## COMPLIANCE ADVISER

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

## REGISTERED OFFICE IN CAYMAN ISLANDS

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

## HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN PRC

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

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

## HONG KONG SHARE REGISTRAR

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

## COMPANY WEBSITE

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

## STOCK CODE

667

China East Education Holdings Limited | 中國東方教育控股有限公司

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

## 香港股份過戶登記處

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

## 公司網站

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

## 股票代碼

667

# Chairman's Statement 主席報告

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Director(s)**”) of China East Education Holdings Limited, I hereby present the annual report of the Group for the year ended 31 December 2019.

## OVERVIEW

2019 is a monumental year in the development of the Group. The Group was successfully listed on the Stock Exchange on 12 June 2019 with the largest amount ever raised in the education sector of the world by initial public offering, and marking the Group's entry into the international capital market. During the year, all staff united as one, strived to implement our strategic plan and achieved remarkable results.

## REVIEW OF RESULTS

1. For the year ended 31 December 2019, the Group's operating efficiency continued to improve with operating revenue reaching RMB3,905 million, representing an increase of 19.6% as compared to 2018. Net profit for the year was RMB848 million, representing an increase of 64.6% as compared to 2018. The number of new students enrollments and new customers registered was 152,611, representing an increase of 12.6% as compared to 2018.
2. The scale of our schools was further expanded. During 2019, 14 additional schools and centers recruited students/customers and came into operation, bringing the total number of schools and centers to 177. There were also a number of schools and colleges at the preparation stage.
3. New progress was made in business expansion. The Group's first beauty school Chengdu On-Mind Fashion & Beauty Education has successfully recruited students and commenced operation in the spring of 2020. On the foundation of its existing business comprising three segments and six brands, the Group has expanded its business area by entering the beauty training sector, starting a new engine for development.

尊敬的各位股東：

本人謹代表中國東方教育控股有限公司董事會（「**董事**」）會（「**董事會**」），提呈本集團截至2019年12月31日止年度報告。

## 概述

2019年是本集團發展歷程中非常重要的一年，本集團於2019年6月12日在香港聯合交易所主版市場成功上市，順利登陸國際資本市場，創造了全球教育版塊有史以來募集資金規模最大的首次公開發行股票。年內，全體員工團結一心、銳意進取，紮實推進各項戰略部署，取得了良好業績。

## 業績回顧

1. 截至2019年12月31日止年度，本集團經營效益持續提升，營業收入達到人民幣3,905百萬元，同比2018年增長19.6%；年內純利為人民幣848百萬元，同比2018年增長64.6%；新培訓人次及新客戶註冊人數為152,611人，同比2018年增長12.6%。
2. 辦學規模進一步擴大，2019年新增招生／客戶運營院校及中心14所，學校及中心總數達到177所，並有不少院校正進入籌備階段。
3. 業務開拓實現新進展。本集團第一所美業學校成都歐曼諦時尚美業教育在2020年春季順利招生運營，本集團在現有三大板塊六大品牌的基礎上，進一步擴大業務領域，正式進軍美業培訓，啟動發展新引擎。

## Chairman's Statement 主席報告

4. The standard of teaching was unceasingly enhanced. During 2019, the Group's Chinese cooks, Chinese pastry chefs and Western cooks were recognised by the Ministry of Human Resources and Social Security as professionals with vocational skill evaluated by third-parties (on trial basis). The Group continued to increase investment in teaching, renew teaching equipment, build practical training rooms and improve campus environment. During the year, capital expenditure of RMB350 million was made in property and equipment while government incentives and subsidies of over RMB40 million were received. Extensive effort was made in teaching research, with 16 series of teaching materials in respect of cooking, computer and automobile published, 67 copyrights obtained and a total of 15 provincial and city level "master workshops" approved.

### LOOKING AHEAD

1. We will take development as our priority task, accelerate school development and set out progress schedules to strengthen target management and control. We will actively recruit students and put emphasis on the quality of admitted students. Market operation will be optimized by enhancing the effect of advertisement and strengthening the success rate of offers. The Group will focus on economic benefits, expand income sources and control costs so as to increase our revenue and profitability.
2. We will uphold the principle of students come first and stressing on quality. Quality management in various aspects will be coordinated and properly carried out by reinforcing the guiding role of teaching indicators and attaching importance to key indicators such as "teaching satisfaction", "job placement satisfaction" and "high-pay employment". To improve teaching process management, the management and control of teaching process will be deepened, teaching management system optimised and emphasis placed on teaching inspection. Research and development investment will be increased to enhance innovation capability and provide sustaining core competence for business development. Job placement standard will be enhanced by giving full play to the role of the three-level job placement organisation system and strengthening of school-enterprise cooperation with focus on lifting the pay of graduates.

4. 教學水平不斷提升。2019年，本集團中式烹調師、中式麵點師、西式烹調師專業被人社部確定為第三方職業技能等級認定試點專業。持續加大教學投入，推進教學設備更新、實訓室建設和校園環境升級，全年在物業及設備資本開支投入達人民幣350百萬元，獲得政府獎勵及資助逾人民幣40百萬元。加大教研力度，研發出版烹飪、電腦和汽車方向教材16個系列，成功獲得67項著作權，累計獲批省市級以上「大師工作室」15個。

### 展望未來

1. 堅持發展為先，加快院校開發，明確時間進度，強化目標管控。狠抓市場招生，注重招生質量。優化市場運營，提高廣告投放效能，強化邀約轉化，實現高效運營。以經濟效益為中心，開源節流、擴大收入，提高盈利能力。
2. 堅持學生第一、品質至上，強化教學指標導向，緊扣「教學滿意度」、「創就業滿意度」和「高薪就業率」等核心指標，以指標為抓手，統籌做好各項品質管理工作。深化教學過程管控，優化教學管理體系，發揮教學督導作用，完善教學過程管理。加大研發投入，提升創新能力，為業務發展提供持續核心競爭力。提升創就業水平，充分發揮創就業三級組織體系的作用，深化校企合作，著重提高就業薪資標準。

### ACKNOWLEDGEMENT

On behalf of the Board, I would like to express my sincere gratitude to the parents of our students and the shareholders for their trust and support and to all employees and the management team for their contribution and dedication. In the future, we will continue to elevate our education standard, increase operating efficiency and perform corporate responsibility. We will strive to nurture our students and develop their talents with results satisfying their parents and employers and recognised by the society.

**China East Education Holdings Limited**

**Wu Wei**

*Chairman of the Board*

### 致謝

本人謹代表董事會，衷心感謝各位學生家長、股東的信任與支持，感謝所有員工和管理團隊的貢獻與付出。未來，我們將繼續提升辦學水平、擴大經營效益、承擔企業責任，做到讓學生成才、讓家長放心、讓企業滿意、讓社會認可。

中國東方教育控股有限公司

董事會主席

吳偉

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

## BUSINESS OVERVIEW

We have a leading position in vocational training education segment in China in terms of average number of students enrolled and revenue generated for the year ended 31 December 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 177 schools and centers in operation as of 31 December 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12月31日止年度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。另外，我們在烹飪技術、信息技術及互聯網技術以及汽車服務三大行業領域所提供的職業技能教育服務，也是處於中國領先地位。我們的總部設在安徽省合肥市，校園網絡遍佈全國，截至2019年12月31日，我們已在中國內地31個省份中的29個省份及香港運營177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 31 December 2019, we operated 177 vocational education institutions under the following brand names:

於2019年12月31日，我們在以下品牌名下經營177所職業教育機構：

Segments and Brands	No. of schools/ centers 學校/ 中心數目	Description
分部及品牌		描述
<b>CULINARY ARTS</b> 烹飪技術		
New East Culinary Education (“ <b>New East</b> ”)	56	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」）	56	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 (“ <b>Omick</b> ”)	25	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」）	25	歐米奇西點西餐教育提供高質量西式餐飲教育，致力於為學生提供以西點和西餐為主的專業烹飪培訓。我們提供各種課程，包括烘焙、甜點、西餐、調酒及咖啡師培訓。



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

Segments and Brands	No. of schools/ centers 學校／中心數目	Description
分部及品牌		描述
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。

### INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY 信息技術及互聯網技術

Xinhua Internet Technology Education (“Xinhua Internet”)	25	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」)	25	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 information technology and internet technology programs to junior college and university students who have possessed the basic knowledge and seek to further develop relevant practical skills. 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信息技術及互聯網技術短期課程。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。

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

Segments and Brands	No. of schools/ centers 學校／中心數目	Description 描述
<b>AUTO SERVICES</b> 汽車服務		
Wontone Automotive Education (“Wontone”) 萬通汽車教育 〔萬通〕	30	We focus on providing hands-on auto repair skill training as well as practical training of other auto services, such as automobile commerce. 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。

## SUMMARY OF OUR OPERATING DATA

## 經營數據概要

The following table sets forth the number of new students enrollments/new customers registered under each school/center brand for the year ended 31 December 2019 and 2018:

下表載列截至2019年及2018年12月31日止年度按各學校／中心品牌劃分的新培訓人次／新客戶註冊人數：

Segments and Brands	New Students Enrollment <sup>(1)</sup> / New Customers Registered <sup>(2)</sup> 新培訓人次 <sup>(1)</sup> ／ 新客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至12月31日止年度		Change 變動 Increase/ (Decrease) 增加／(減少)
		2019 2019年	2018 2018年	
<b>CULINARY ARTS</b> 烹飪技術				
New East 新東方	Long-term 長期課程	<b>35,663</b>	35,939	(0.8%)
	– One to less than two years – 一年以上兩年以下	<b>5,661</b>	7,274	(22.2%)
	– Two to less than three years – 兩年以上三年以下	<b>21,668</b>	23,310	(7.0%)
	– Three years – 三年	<b>8,334</b>	5,355	55.6%
	Short-term 短期課程	<b>41,785</b>	35,396	18.1%
	<b>Subtotal</b> 小計	<b>77,448</b>	71,335	8.6%

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

Segments and Brands	New Students Enrollment <sup>(1)</sup> / New Customers Registered <sup>(2)</sup> 新培訓人次 <sup>(1)</sup> / 新客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至12月31日止年度		Change 變動 Increase/ (Decrease) 增加/(減少)
		2019 2019年	2018 2018年	
Omick 歐米奇	One year 一年	99	–	NA 不適用
	Short-term 短期課程	12,170	9,180	32.6%
	<b>Subtotal</b> 小計	<b>12,269</b>	9,180	33.6%
Cuisine Academy 美味學院	Short-term 短期課程	10,066	5,778	74.2%
<b>Culinary Arts</b> 烹飪技術	<b>Subtotal</b> 小計	<b>99,783</b>	86,293	15.6%
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b> 信息技術及互聯網技術				
Xinhua Internet 新華電腦	Long-term 長期課程	24,771	21,380	15.9%
	– One to less than two years – 一年以上兩年以下	1,327	1,203	10.3%
	– Two to less than three years – 兩年以上三年以下	13,227	11,064	19.5%
	– Three years – 三年	10,217	9,113	12.1%
	Short-term 短期課程	3,083	3,035	1.6%
	<b>Subtotal</b> 小計	<b>27,854</b>	24,415	14.1%
Wisezone 華信智原	Short-term 短期課程	4,049	4,558	(11.2%)
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b> 信息技術及互聯網技術	<b>Subtotal</b> 小計	<b>31,903</b>	28,973	10.1%

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

Segments and Brands	New Students Enrollment <sup>(1)</sup> / New Customers Registered <sup>(2)</sup> 新培訓人次 <sup>(1)</sup> / 新客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至 12 月 31 日止年度		Change 變動
		2019 2019 年	2018 2018 年	Increase/ (Decrease) 增加/(減少)
<b>AUTO SERVICES</b>				
汽車服務				
Wontone 萬通	Long-term 長期課程	10,432	11,780	(11.4%)
	– One to less than two years – 一年以上兩年以下	1,746	2,291	(23.8%)
	– Two to less than three years – 兩年以上三年以下	3,474	5,604	(38.0%)
	– Three years – 三年	5,212	3,885	34.2%
	Short-term 短期課程	10,493	8,483	23.7%
<b>Auto Services</b> 汽車服務	<b>Subtotal</b> 小計	<b>20,925</b>	20,263	3.3%
<b>THE GROUP</b>				
本集團	Long-term 長期課程	70,965	69,099	2.7%
	– One to less than two years – 一年以上兩年以下	8,833	10,768	(18.0%)
	– Two to less than three years – 兩年以上三年以下	38,369	39,978	(4.0%)
	– Three years – 三年	23,763	18,353	29.5%
	Short-term 短期課程	81,646	66,430	22.9%
<b>THE GROUP</b> 本集團	<b>Total</b> 合計	<b>152,611</b>	135,529	12.6%

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

Notes:

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

The following table sets forth the average number of students enrolled and customers registered under each school/center brand for the year ended 31 December 2019 and 2018:

附註：

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

下表載列於截至2019年及2018年12月31日止年度按各學校／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 <sup>(1)</sup> / Customers Registered <sup>(2)</sup> 平均培訓人次 <sup>(1)</sup> ／ 客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至12月31日止年度		Change 變動 Increase/ (Decrease) 增加／(減少)
		2019 2019年	2018 2018年	
<b>CULINARY ARTS</b> 烹飪技術				
New East 新東方	Long-term 長期課程	<b>62,281</b>	64,376	(3.3%)
	- One to less than two years - 一年以上兩年以下	<b>6,367</b>	7,596	(16.2%)
	- Two to less than three years - 兩年以上三年以下	<b>44,274</b>	50,496	(12.3%)
	- Three years - 三年	<b>11,640</b>	6,284	85.2%
	Short-term 短期課程	<b>5,948</b>	4,765	24.8%
	<b>Subtotal</b> 小計	<b>68,229</b>	69,141	(1.3%)

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

Segments and Brands	Average Number of Students Enrolled <sup>(1)</sup> / Customers Registered <sup>(2)</sup> 平均培訓人次 <sup>(1)</sup> / 客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至12月31日止年度		Change 變動
		2019 2019年	2018 2018年	Increase/ (Decrease) 增加/(減少)
Omick 歐米奇	One year 一年	97	–	N/A 不適用
	Short-term 短期課程	4,344	3,106	39.9%
	<b>Subtotal</b> 小計	<b>4,441</b>	3,106	43.0%
Cuisine Academy 美味學院	Short-term 短期課程	666	577	15.4%
<b>CULINARY ARTS</b> 烹飪技術	<b>Subtotal</b> 小計	<b>73,336</b>	72,824	0.7%
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b> 信息技術及互聯網技術				
Xinhua Internet 新華電腦	Long-term 長期課程	39,407	30,356	29.8%
	– One to less than two years – 一年以上兩年以下	1,236	1,189	4.0%
	– Two to less than three years – 兩年以上三年以下	20,033	16,087	24.5%
	– Three years – 三年	18,138	13,080	38.7%
	Short-term 短期課程	735	667	10.2%
	<b>Subtotal</b> 小計	<b>40,142</b>	31,023	29.4%
Wisezone 華信智原	Short-term 短期課程	1,017	1,364	(25.4%)
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b> 信息技術及互聯網技術	<b>Subtotal</b> 小計	<b>41,159</b>	32,387	27.1%



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

Segments and Brands	Average Number of Students Enrolled <sup>(1)</sup> / Customers Registered <sup>(2)</sup> 平均培訓人次 <sup>(1)</sup> ／ 客戶註冊人數 <sup>(2)</sup>	Year ended 31 December 截至 12 月 31 日止年度		Change 變動 Increase/ (Decrease) 增加／(減少)
		2019 2019 年	2018 2018 年	
<b>AUTO SERVICES</b>				
汽車維修				
Wontone 萬通	Long-term 長期課程	<b>19,223</b>	17,511	9.8%
	– One to less than two years – 一年以上兩年以下	<b>2,334</b>	2,653	(12.0%)
	– Two to less than three years – 兩年以上三年以下	<b>9,103</b>	10,055	(9.5%)
	– Three years – 三年	<b>7,786</b>	4,803	62.1%
	Short-term 短期課程	<b>1,853</b>	1,812	2.3%
<b>AUTO SERVICES</b> 汽車維修	<b>Subtotal</b> 小計	<b>21,076</b>	19,323	9.1%
<b>THE GROUP</b>				
本集團	Long-term 長期課程	<b>121,008</b>	112,243	7.8%
	– One to less than two years – 一年以上兩年以下	<b>10,034</b>	11,438	(12.3%)
	– Two to less than three years – 兩年以上三年以下	<b>73,410</b>	76,638	(4.2%)
	– Three years – 三年	<b>37,564</b>	24,167	55.4%
	Short-term 短期課程	<b>14,563</b>	12,291	18.5%
<b>THE GROUP</b> 本集團	<b>TOTAL</b> 合計	<b>135,571</b>	124,534	8.9%

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

### 附註：

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

The following table sets forth ranges of our tuition fee and service fee rate under each school brand/center for the year ended 31 December 2019 and 2018:

## 學費／服務費

下表載列截至2019年及2018年12月31日止年度各學校／中心品牌的學費及服務費範圍：

Segments and Brands 分部及品牌	Program <sup>(1)</sup> 課程 <sup>(1)</sup>	Tuition/Service fee 學費／服務費	
		Year ended 31 December 截至12月31日止年度	2019 2019年
(RMB/per year for long-term programs, RMB/per program for short-term programs) (長期課程以人民幣元／年為單位， 短期課程以人民幣元／課程為單位)			
<b>CULINARY ARTS</b>			
烹飪技術			
New East 新東方	Long-term 長期課程	5,600-82,000	5,600-76,000
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	800-58,000	800-58,000
Omick 歐米奇	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	5,500-60,000	5,000-50,000
Cuisine Academy <sup>(3)</sup> 美味學院 <sup>(3)</sup>	Customized catering experience program 私人訂制烹飪體驗課程	980-22,800	1,980-18,800
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>			
信息技術及互聯網技術			
Xinhua Internet 新華電腦	Long-term 長期課程	15,800-38,800	6,680-37,800
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	1,580-26,800	800-29,300
Wisezone 華信智原	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	1,000-28,800	999-26,800
<b>AUTO SERVICES</b>			
汽車服務			
Wontone 萬通	Long-term 長期課程	4,800-38,600	4,800-38,500
	Short-term <sup>(2)</sup> 短期課程 <sup>(2)</sup>	1,000-37,500	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.

## Recommended Employment Rate

We are committed to assisting our students in developing their careers. Our average recommended employment rate of our long-term program graduates from New East reached over 90%, while Xinhua Internet and Wontone reached over 95% for the year ended 31 December 2019. The following table sets forth the recommended employment rate of our long-term program graduates by brands for the year ended 31 December 2019:

Brands <sup>(1)</sup>	品牌 <sup>(1)</sup>	Recommended employment rate <sup>(2)</sup> 引薦就業率 <sup>(2)</sup>
New East	新東方	93.8%
Xinhua Internet	新華電腦	95.2%
Wontone	萬通	95.5%

## 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 year ended 31 December 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.

## 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12月31日止年度，我們新東方長期課程畢業生的平均引薦就業率達90%以上，而新華電腦及萬通則達95%以上。下表載列截至2019年12月31日止年度按品牌劃分的長期課程畢業生引薦就業率：

Brands <sup>(1)</sup>	品牌 <sup>(1)</sup>	Recommended employment rate <sup>(2)</sup> 引薦就業率 <sup>(2)</sup>
New East	新東方	93.8%
Xinhua Internet	新華電腦	95.2%
Wontone	萬通	95.5%

## 附註：

- (1) 由於歐米奇及華信智原旗下學校於截至2019年12月31日止年度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。

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

- (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 year.

### Awards and recognitions

During the year ended 31 December 2019, we have received various awards and recognitions in China. The table below sets out some of the awards and recognitions received by the Company and our schools and centers and our teachers and instructions as follows:

#### Award/Accreditation

##### 獎項／資格認可

2019 Best Equity in China

2019年中國區域最佳股票發行

2019 Reputational Influential Vocational Education Brand

2019年度口碑影響力職業教育品牌

2019 Chinese Influential Vocational Education Brand

2019華人影響力職業教育品牌

Social Reliance Education Brand

社會依賴事業教育品牌

Technology Leading Influential Education Brand

科技領先影響力教育品牌

2019 Chinese Pastry Gold Award

2019中餐面點金獎

First Prize of 2019 National New Energy Vehicle Key Technology Skills Competition

2019全國新能源汽車關鍵技術技能大賽第一名

2019 The Fifth National Automobile Professional Teacher Ability Competition – First Prize of sheet metal repair, information teaching, painting repair and steel plate plastic repair competitions

2019年第五屆「立信杯」全國汽車專業教師能力大賽一級金維修、信息化教學、塗裝維修及鋼製板件整形修復賽項一等獎

- (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)除以該年度長期課程畢業生總數。

### 獎項和榮譽

於截至2019年12月31日止年度，我們已在中國獲得各種獎項和榮譽。下表載列本公司以及我們學校及中心及教師及導師已獲得的部分獎項和榮譽：

#### Awarding Organization

##### 頒獎組織

The Assets

財資

2019 "Echo China" Annual Education Festival

2019回響中國教育年度盛典

Phoenix Education

鳳凰教育

China Internet Information Center

中國互聯網新聞中心

China Good Education Festival

中國好教育盛典

National Culinary Techniques Competition

全國烹飪技術大賽

Ministry of Human Resources and Social Security

國家人社部

China Society of Automotive Engineers

中國汽車工程協會



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

## FINANCIAL REVIEW

### Revenue

The Group's revenue reached RMB3,905 million for the year ended 31 December 2019, increased by 19.6% as compared to RMB3,265 million in 2018. The increase in revenue was mainly driven by the increase in average number of students enrolled and customers registered and increase in average tuition/service fee per student/customer.

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

## 財務回顧

### 收入

截至2019年12月31日止年度，本集團收入達人民幣3,905百萬元，較2018年的人人民幣3,265百萬元增加19.6%。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／客戶平均學費／服務費增加。

下表載列我們於所示年度按分部及品牌劃分的收入及每名學生／客戶平均學費／服務費明細：

		Year ended 31 December 截至12月31日止年度					
		2019 2019年		2018 2018年		Change 變動	
		Average Tuition/ Service Fee per Student/ Customer 每名學生/ 客戶 平均學費/ 服務費	Revenue 收入	Average Tuition/ Service Fee per Student/ Customer 每名學生/ 客戶 平均學費/ 服務費	Revenue 收入	Average Tuition/ Service Fee per Student/ Customer 每名學生/ 客戶 平均學費/ 服務費	Revenue 收入
		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	Increase/(Decrease) 增加/(減少)	
<b>CULINARY ARTS</b>	<b>烹飪技術</b>						
New East	新東方	2,138,046	31.3	1,900,126	27.5	12.5%	14.0%
Omick	歐米奇	338,082	76.1	213,256	68.7	58.5%	10.9%
Cuisine Academy <sup>(2)</sup>	美味學院 <sup>(2)</sup>	48,256	72.5	20,797	36.0	132.0%	101.0%
		<b>2,524,384</b>	<b>34.4</b>	2,134,179	29.3	18.3%	17.5%
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>	<b>信息技術及互聯網技術</b>						
Xinhua Internet	新華電腦	774,465	19.3	604,413	19.5	28.1%	(1.0%)
Wiszone	華信智原	58,860	57.9	70,076	51.4	(16.0%)	12.7%
		<b>833,325</b>	<b>20.2</b>	674,489	20.8	23.5%	(2.8%)
<b>AUTO SERVICES</b>	<b>汽車服務</b>						
Wontone	萬通	531,264	25.2	444,305	23.0	19.6%	9.6%
<b>Other Miscellaneous Businesses<sup>(3)</sup></b>	<b>其他雜項業務<sup>(3)</sup></b>	<b>16,333</b>	<b>N/A 不適用</b>	11,991	N/A 不適用	36.2%	N/A 不適用
<b>Total<sup>(4)</sup></b>	<b>總計<sup>(4)</sup></b>	<b>3,905,306</b>	<b>28.7</b>	3,264,964	26.1	19.6%	9.8%



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

## Notes:

- (1) For illustration purposes only, the average tuition/service fee revenue per student/customer for the years ended 31 December 2018 and 2019 is calculated on a basis as revenue generated from tuition or service fees for the year divided by the average number of students enrolled and customers registered in the year.
- (2) During the years ended 31 December 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 to independent third parties.
- (4) The total revenue and percentages do not include inter-segment sales which are eliminated upon consolidation.

## The Cost of Revenue

Our cost of revenue consists of teaching staff salaries and benefits, teaching related consumables and other costs, leasing expenses/depreciation of right of use assets, campus maintenance and depreciation, utilities and office expenses. The cost of revenue increased from approximately RMB1,560 million for the year ended 31 December 2018 to approximately RMB1,625 million for the year ended 31 December 2019, representing an increase of 4.2%.

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

## 附註：

- (1) 僅供說明用途，截至2018年及2019年12月31日止年度每名學生／客戶平均學費／服務費乃按年內學費或服務費產生的收入除以相應年度平均培訓人次及客戶註冊人數計算。
- (2) 於截至2018年及2019年12月31日止年度，自美味學院產生的收入主要為我們向參加我們私人訂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／使用權資產折舊、校區維護及折舊、公用設施及辦公開支。收入成本由截至2018年12月31日止年度約人民幣1,560百萬元增加至截至2019年12月31日止年度約人民幣1,625百萬元，增幅為4.2%。

下表載列所示年度我們收入成本的明細：

		Year ended 31 December 截至12月31日止年度			
		2019 2019年		2018 2018年	
		Cost	% of Total	Cost	% of Total
		成本	佔總額 百分比	成本	佔總額 百分比
		RMB'000 人民幣千元		RMB'000 人民幣千元	
Teaching staff salaries and benefits	教職工薪資及福利	520,607	32.0%	481,354	30.9%
Teaching related consumables and other costs	教學相關消耗品及其他成本	435,425	26.8%	374,495	24.0%
Leasing expenses/Depreciation of right of use assets	租賃開支／使用權資產折舊	252,732	15.6%	274,154	17.6%
Campus maintenance and depreciation	校區維護及折舊	293,108	18.0%	317,866	20.4%
Utilities	公用設施	73,795	4.5%	71,523	4.6%
Office expenses	辦公開支	49,640	3.1%	40,464	2.5%
<b>Total</b>	<b>合計</b>	<b>1,625,307</b>	<b>100.0%</b>	<b>1,559,856</b>	<b>100.0%</b>

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

## Gross Profit and Gross Profit Margin

The Group's gross profit was RMB2,280 million for the year ended 31 December 2019 as compared to RMB1,705 million in 2018. The gross profit margin was 58.4% for the year ended 31 December 2019 as compared to 52.2% in 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 and gradually enhanced benefiting from increase in the utilisation rates of these schools and centers for the year ended 31 December 2019. The following table sets forth a breakdown of our gross profit and gross profit margin by segments and brands for the years indicated:

## 毛利及毛利率

於截至2019年12月31日止年度，本集團毛利為人民幣2,280百萬元，而2018年為人民幣1,705百萬元。截至2019年12月31日止年度，毛利率為58.4%，而2018年為52.2%。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12月31日止年度，該等學校及中心使用率提升而令毛利率得以增加。下表載列所示年度按分部及品牌劃分的毛利及毛利率明細：

		Year ended 31 December 截至12月31日止年度			
		2019 2019年		2018 2018年	
		Gross profit	Gross profit margin	Gross profit/ (loss)	Gross profit/ (loss) margin
		毛利	毛利率	毛利/(毛虧)	毛利率/(毛虧率)
		RMB'000	percentage	RMB'000	percentage
		人民幣千元	百分比	人民幣千元	百分比
<b>Gross profit from continuing operations <sup>(1)</sup></b>	<b>持續經營業務毛利<sup>(1)</sup></b>				
<b>CULINARY ARTS</b>	<b>烹飪技術</b>				
New East	新東方	1,299,305	60.8%	1,073,709	56.5%
Omick	歐米奇	173,642	51.4%	73,354	34.4%
Cuisine Academy	美味學院	8,802	18.2%	(10,257)	(49.3%)
		<b>1,481,749</b>	<b>58.7%</b>	1,136,806	53.3%
<b>INFORMATION TECHNOLOGY AND INTERNET TECHNOLOGY</b>	<b>信息技術及互聯網技術</b>				
Xinhua Internet	新華電腦	507,671	65.6%	362,584	60.0%
Wisezone	華信智原	2,944	5.0%	3,297	4.7%
		<b>510,615</b>	<b>61.3%</b>	365,881	54.2%
<b>AUTO SERVICES</b>	<b>汽車服務</b>				
Wontone	萬通	273,624	51.5%	197,652	44.5%
<b>Other Miscellaneous Businesses<sup>(2)</sup></b>	<b>其他雜項業務<sup>(2)</sup></b>	14,011	85.8%	4,769	39.8%
<b>Total</b>	<b>合計</b>	<b>2,279,999</b>	<b>58.4%</b>	1,705,108	52.2%

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

## Notes:

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

## Selling Expenses

The Group's selling expenses was RMB698 million for the year ended 31 December 2019 as compared to RMB648 million for the year ended 31 December 2018. The increase in selling expenses incurred for the year ended 31 December 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 RMB576 million for the year ended 31 December 2019 as compared to RMB438 million for the year ended 31 December 2018. It represented about 14.8% of the revenue for the year ended 31 December 2019 and was increased as compared to that of 13.4% for the year ended 31 December 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 RMB116 million for the year ended 31 December 2019 (year ended 31 December 2018: RMB8 million).

## Finance Costs

The finance costs of RMB132 million for the year ended 31 December 2019 represented the interest expenses on lease liabilities recognised following the adoption of Hong Kong Financial Reporting Standard 16 – Leases ("HKFRS 16") (year ended 31 December 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12月31日止年度為人民幣698百萬元，而截至2018年12月31日止年度為人民幣648百萬元。於截至2019年12月31日止年度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12月31日止年度行政開支為人民幣576百萬元，而截至2018年12月31日止年度為人民幣438百萬元。截至2019年12月31日止年度，行政開支的收入佔比約14.8%，較截至2018年12月31日止年度的收入佔比13.4%有所增加。截至2019年12月31日止年度，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116百萬元（截至2018年12月31日止年度：人民幣8百萬元）。

## 財務成本

於截至2019年12月31日止年度，財務成本為人民幣132百萬元，為採納《香港財務報告準則》第16號—租賃（「《香港財務報告準則》第16號」）後就租賃負債確認的利息開支（截至2018年12月31日止年度：零）。

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

## Adjusted Net Profit

To supplement this 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:

		<b>Year ended 31 December</b>	
		<b>截至 12 月 31 日止年度</b>	
		<b>2019</b>	2018
		<b>2019 年</b>	2018 年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(unaudited)</b>	(unaudited)
		<b>(未經審核)</b>	(未經審核)
<b>Continuing operations</b>	<b>持續經營業務</b>		
Net profit	純利	<b>847,818</b>	515,141
Adjustments for: Non-cash share-based payments	調整: 以非現金的股份基礎給付的開支	<b>115,829</b>	8,125
Non-recurring listing expenses	非經常性上市開支	<b>21,578</b>	23,873
Net foreign exchange gains	匯兌收益淨額	<b>(85,270)</b>	-
Adjusted net profit	經調整純利	<b>899,955</b>	547,139

Note:

- (i) 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.
- (ii) Following the adoption of HKFRS 16 with effect from 1 January 2019 (which resulted in the amortization of right-of-use assets and interests recognised on lease liabilities), the net profit from continuing operations for the year ended 31 December 2019 has taken into account the effects of HKFRS 16 which resulted in an adjustment of expenses of approximately RMB43 million for the year while the net profit from continuing operations for the year ended 31 December 2018 did not have such impact.

附註:

- (i) 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。
- (ii) 採納自2019年1月1日起生效的《香港財務報告準則》第16號(引致使用權資產及就租賃負債確認的權益攤銷)後,截至2019年12月31日止年度來自持續經營業務的純利已計及《香港財務報告準則》第16號的影響(引致年內開支調整約人民幣43百萬元),而截至2018年12月31日止年度來自持續經營業務的純利並無該影響。

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

## Property and Equipment

Property and equipment as at 31 December 2019 increased by 3.3% to approximately RMB1,406 million from approximately RMB1,361 million as at 31 December 2018. Increase in property and equipment was mainly due to the inclusion of the property and equipment of newly established schools and centers during the year.

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

As at 31 December 2019, the Company's issued share capital was approximately RMB193,000 divided into 2,191,092,104 shares of HK\$0.0001 each, and the total equity of the Group was approximately RMB6,120 million (31 December 2018: RMB873 million).

As at 31 December 2019, the current ratio of the Group, representing current assets divided by current liabilities, was 2.9 times (31 December 2018: 0.7 times) while the gearing ratio of the Group, representing total liabilities divided by total assets, was 36.8% (31 December 2018: 69.0%).

As at 31 December 2019, the total of time deposit and bank balances and cash of the Group amounted to approximately RMB5,775 million (31 December 2018: RMB986 million), representing 59.7% (31 December 2018: 35.0%) of the total assets of the Group of approximately RMB9,678 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 and the exercise of over-allotment option on 4 July 2019.

For the year ended 31 December 2019, our capital expenditures were approximately RMB636 million (year ended 31 December 2018: RMB676 million) and were primarily related to acquisition of property and equipment and right-of-use assets for upgrading the existing school premises and construction of new campuses.

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

## 物業及設備

物業及設備由2018年12月31日約人民幣1,361百萬元增加3.3%至2019年12月31日約人民幣1,406百萬元。物業及設備增加主要由於年內包括新建學校及中心的物業及設備所致。

## 資本架構、流動資金、財務資源及資本負債比率

於2019年12月31日，本公司已發行股本約為人民幣193,000元，分為2,191,092,104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6,120百萬元(2018年12月31日：人民幣873百萬元)。

於2019年12月31日，本集團流動比率(即流動資產除以流動負債)為2.9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36.8%(2018年12月31日：69.0%)。

於2019年12月31日，本集團定期存款、銀行結餘及現金總額約為人民幣5,775百萬元(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9,678百萬元(2018年12月31日：人民幣2,816百萬元)的59.7%(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日在聯交所上市及於2019年7月4日行使超額配股權收到所得款項淨額。

截至2019年12月31日止年度，資本開支約為人民幣636百萬元(截至2018年12月31日止年度：人民幣676百萬元)，並主要與收購物業及設備以及使用權資產以升級現有校舍及興建新校園有關。

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

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

## Other financial assets

As at 31 December 2019, the Group held other financial assets of approximately RMB468 million, particulars of which are set out below:

## 其他金融資產

於2019年12月31日，本集團持有其他金融資產約人民幣468百萬元，其中詳情載列如下：

Name of the financial assets		Fair value as at 31 December 2019	Realised gains for the year ended 31 December 2019	Unrealised gains for the year ended 31 December 2019	% of total assets of the Group as at 31 December 2019
金融資產名稱		於2019年12月31日之公允價值 (RMB'000) (人民幣千元)	截至2019年12月31日止年度已變現的收益 (RMB'000) (人民幣千元)	截至2019年12月31日止年度未變現的收益 (RMB'000) (人民幣千元)	於2019年12月31日佔本集團總資產比例
<b>Financial assets measured at fair value through profit or loss</b>					
按公允價值計量且其變動計入損益之金融資產					
<b>China Construction Bank Corporation</b>	中國建設銀行股份有限公司				
CCB Qianyuan Ri Xin Yue Yi	建行乾元一日鑫月溢	116,091	-	11	1.2%
<b>Guo Yuan Securities Company Limited</b>	國元證券股份有限公司				
Guo Yuan Yuanying No. 28	國元元贏28號	151,134	-	1,134	1.6%
<b>Industrial and Commercial Bank of China Limited</b>	中國工商銀行股份有限公司				
ICBC Wealth Capital Guarantee "Sui Xin e"	工銀理財保本型「隨心e」	50,157	-	157	0.5%
Quan Xin Quan Yi	全鑫權益	100,631	-	631	1.0%
<b>Total</b>	<b>總計</b>	<b>418,013</b>	<b>-</b>	<b>1,933</b>	<b>4.3%</b>
<b>Financial assets measured at amortised cost</b>					
按攤銷成本計量的金融資產					
<b>Shanghai Pudong Development Bank</b>	上海浦東發展銀行				
Li Duo Duo Cash Management No. 1	利多多現金管理1號	49,500	-	-	0.5%



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

## Investment Strategy and Future Prospects

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

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

## Material Acquisitions and Disposals

Save as disclosed above, the Group did not have any material acquisitions or disposals of subsidiaries, consolidated affiliated entities or associated companies during the year ended 31 December 2019.

## 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或金融機構發行；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。

## 重大收購及出售

除上文所披露者外，於截至2019年12月31日止年度，本集團並無任何重大收購或出售附屬公司、併表聯屬實體或聯營公司。



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

## Foreign Exchange Risk Management

The majority of the Group's revenue and expenditures are denominated in RMB, the functional currency of the Company, except that certain expenditures are denominated in Hong Kong dollars. The Group also has certain 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 year ended 31 December 2019. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure when the need arises.

## Charges on the Group's Assets

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

## Contingent Liabilities

As at 31 December 2018 and 2019, the Group did not have any material contingent liabilities, guarantees or any litigations or claims of material importance, pending or threatened against any member of the Group.

## EVENTS AFTER THE END OF THE REPORTING PERIOD

In early 2020, due to an outbreak of novel coronavirus (COVID-19) in mainland China (the “**Epidemic**”) and the subsequent quarantine measures imposed by the PRC government, the physical classes of our schools located in mainland China had been temporarily suspended since February 2020 according to the instruction of the PRC government. During this period, the Group conducted its marketing business operation through our online consultation and application systems, etc. and the Group has also arranged online tuitions to our students of our schools located in mainland China. All the businesses of the Group were conducted and proceeded in a normal pace.

## 外匯風險管理

本集團的大部分收入及開支均以本公司的功能貨幣人民幣計值，惟若干開支以港元計值。本集團亦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12月31日止年度，本集團並無就對沖用途使用任何金融工具。然而，管理層監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

## 本集團資產抵押

於2018年及2019年12月31日，本集團以租賃按金質押擔保未支付的合約租賃款項。

## 或有負債

於2018年及2019年12月31日，本集團概無任何重大或然負債、擔保或本集團任何成員公司未決或面臨的任何重大訴訟或申索。

## 報告期後事件

於2020年初，由於中國內地爆發新型冠狀病毒(COVID-19)（「**疫情**」）並於其後中國政府採取檢疫隔離措施，本集團自2020年2月以來已按照中國政府指示暫緩位於中國內地學校的線下實體教學。惟在此期間，本集團通過線上辦公形式，開展線上諮詢、報名等市場運營工作，並已為中國內地學校的學生安排提供在綫教學，本集團各項業務均得以正常開展和推進。

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

Up to the date of this report, the physical classes of our schools in mainland China are yet to be fully resumed in a normal way. Following the situation of the Epidemic in mainland China gradually improved recently, the Directors expected that the physical classes of our schools located in mainland China would gradually resume. The Group will fulfill our contractual obligations with students by launching make-up classes after receiving the instruction from the PRC government for resumption of the education services. Moreover, no request of withdrawal and refund were received from our students up to now and the Group also has a clear students' withdrawal and refund policy in place under each business segment. In the opinion of the Directors, the financial impact arising from the above due to the Epidemic will not be significant.

As the situation of the Epidemic remains uncertain as at the date of the consolidated financial statements are authorised for issue, the Directors considered that the impact of admission for new students due to the Epidemic cannot be reasonably estimated and it may affect the performance of the Group for the first half and full year of 2020. The Company will make further announcement(s) in relation to material impact, if any, in due course pursuant to relevant requirements of the Listing Rules.

### 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.

直至本報告日期，我們於中國內地的學校尚未全部正常開展線下實體教學，但隨著近期中國內地的疫情逐漸好轉，董事預計本集團的中國內地學校將逐步恢復線下實體教學。而本集團將於取得中國政府有關恢復教育服務的指示後進行補課，以履行對學生的合約責任。此外，截至目前本集團尚未收到已報名學生退學及退款申請，但本集團已明確制定各業務分部項下就學生退學及退款政策。董事認為上述因應疫情所產生的財務影響將不屬重大。

由於疫情於綜合財務報表獲授權刊發日期仍未明朗，董事認為，疫情對招收新生的影響未能合理估算，且可能對本集團於2020年上半年及全年的表現產生影響。本公司將會根據上市規則的相關要求就重大影響(如有)適時作出披露。

### 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。

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

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.

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 launched our first school in beauty segment at Chengdu City, Sichuan province, the PRC in spring 2020 and we will continue to explore other markets 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.

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。

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，我們已於2020年春季在中國四川省成都市開設首間在美容版塊的學校並繼續為人工智能及醫療保健等服務業及新經濟的職業技能教育進行其他市場開發。倘根據研究，我們預期市場對若干行業領域的人才需求將在可預見未來增長，則我們將建立相應方案，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。

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

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

On 12 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 and 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. The net proceeds after deducting underwriting commission and issuance expenses in connection with the listing and the exercise of the over-allotment option amounted to approximately RMB4,223 million. As at 31 December 2019, the Company has utilised the net proceeds of approximately RMB163 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.

The following table sets forth a summary of the utilisation of the net proceeds from Company's initial public offering as at 31 December 2019:

Purpose 用途		Percentage to total amount 佔總額百分比	Net proceeds amount * 所得款項淨額* RMB'000 人民幣千元	Utilised amount 已動用金額 RMB'000 人民幣千元	Unutilised amount 未動用金額 RMB'000 人民幣千元
Acquisition of land and construction facilities to establish our five geographical regional centers in Beijing, Shanghai, Guangzhou, Chengdu and Xi'an	在北京、上海、廣州、成都及西安建設五大區域中心而購買土地和建築設施	45%	1,900,433	-	1,900,433
Establishment of schools in selected markets	在精選市場建立學校	15%	633,478	(53,500)	579,978
Establishment of new majors in both existing and new industry sectors, and conducting research to further innovate our curriculums	在現有和新興行業設立新專業，並研究如何進一步創新課程	15%	633,478	(12,341)	621,137
Construction of and upgrade our school facilities as well as purchase teaching equipment; and	建設和升級學校設施，連同購買教學設備；及	15%	633,478	(86,387)	547,091
Funding of our working capital and general corporate purposes	用作營運資金及一般公司用途	10%	422,318	(10,969)	411,349
		100%	4,223,185	(163,197)	4,059,988

\* Net proceeds after deducting underwriting commission and issuing expenses incurred from the listing and the exercise of the over-allotment option.

## 本公司首次公開發售所得款項淨額用途

於2019年6月12日，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，及於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。經扣除包銷佣金及與上市及行使超額配股權有關的發行開支後，所得款項淨額約為人民幣4,223百萬元。於2019年12月31日，本公司已動用所得款項淨額約人民幣163百萬元，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。

下表概述本公司首次公開發售所得款項淨額於2019年12月31日的動用情況：

\* 所得款項淨額經扣除上市及行使超額配股權的包銷佣金和產生的發行開支。

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

## EMPLOYEES AND REMUNERATION POLICIES

### Employees

As at 31 December 2019, we had a total of 10,807 employees. The following table sets forth the numbers of our employees, categorized by function, as at 31 December 2019:

Function 職能		Number of Full-Time Employees 全職僱員人數	% of Total 佔總數百分比
Executive directors and core management	執行董事和核心管理人員	333	3.1%
Full-time teachers and instructors	全職教師及導師	4,503	41.6%
Student accommodation staff	學生住宿職員	87	0.8%
Logistic personnel	後勤人員	692	6.4%
Administrative staff	行政人員	3,305	30.6%
Accounting and finance staff	會計及財務人員	388	3.6%
Others	其他	1,499	13.9%
Total <sup>(Note)</sup>	合計 <sup>(附註)</sup>	10,807	100%

Note: Among 10,807 employees, we had 11 employees in Hong Kong and 10,796 employees in mainland China.

### Remuneration Policies

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

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

## 僱員及薪酬政策

### 僱員

於2019年12月31日，我們共有10,807名僱員。下表所列為於2019年12月31日按職能劃分的僱員人數明細：

	Number of Full-Time Employees 全職僱員人數	% of Total 佔總數百分比
Executive directors and core management	333	3.1%
Full-time teachers and instructors	4,503	41.6%
Student accommodation staff	87	0.8%
Logistic personnel	692	6.4%
Administrative staff	3,305	30.6%
Accounting and finance staff	388	3.6%
Others	1,499	13.9%
Total <sup>(Note)</sup>	10,807	100%

附註：在10,807名僱員中，我們在香港有11名僱員，在中國大陸有10,796名僱員。

### 薪酬政策

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

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

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

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.

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。



### BOARD OF DIRECTORS

#### Executive Directors

**Mr. Wu Wei (吳偉)**, aged 52, a founder of our Group, is an executive Director and the chairman of the Board. He is in charge of the overall management and strategic development of our Group.

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

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

**Mr. Xiao Guoqing (肖國慶)**, aged 51, is an executive Director and the deputy chairman of the Board of the Company and is responsible for business management and providing opinion and judgement to our Board.

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

Save as Mr. Xiao has been a director of Xin'an Financial Group Co., Ltd.\* (安徽新安金融集團有限公司), a company whose shares are listed on the National Equities Exchange and Quotations (stock code: 834397) since August 2014, Mr. Xiao Guoqing did not hold any directorship in any other listed companies during the last three years.

\* For identification purpose only

### 董事會

#### 執行董事

**吳偉先生**，52歲，為本集團的創始人及為執行董事兼董事會主席。其負責本集團的總體管理及戰略發展。

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

吳偉先生於過去三年並無擔任任何其他上市公司的董事。

**肖國慶先生**，51歲，為本公司執行董事兼董事會副主席，負責業務管理及向董事會提供意見及判斷。

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

肖先生除自2014年8月起擔任安徽新安金融集團有限公司(一家股份於全國中小企業股份轉讓系統上市的公司(證券代碼: 834397))董事外，肖國慶先生於過去三年並無擔任任何其他上市公司的董事。

\* 僅供識別



### Non-executive Directors

**Mr. Wu Junbao (吳俊保)**, aged 54, a founder of our Group, is a non-executive Director of our Company and is responsible for providing opinion and judgment to our Board.

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

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

**Mr. Lu Zhen (陸真)**, aged 44, is a non-executive Director of the Company and is responsible for providing opinion and judgment to our Board.

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

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

### 非執行董事

**吳俊保先生**，54歲，為本集團的創始人及為本公司非執行董事，負責向董事會提供意見及判斷。

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

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

**陸真先生**，44歲，為本公司非執行董事，負責向董事會提供意見及判斷。

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

陸先生除自2017年10月以來為中國新華教育集團有限公司(股份代號：2779)執行董事外，陸先生於過去三年並無擔任任何其他上市公司的董事。

\* For identification purpose only

\* 僅供識別

### Independent non-executive Directors

**Mr. Hung Ka Hai, Clement (洪嘉禧)**, aged 64, is an independent non-executive Director of the Company.

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

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

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

- an independent non-executive director of Gome Finance Technology Company Limited (formerly known as Sino Credit Holdings Limited) (stock code: 628) since 31 October 2016;
- an independent non-executive director of Sheng Ye Capital Limited (stock code: 8469, the listing of the shares of which has been transferred to the Main Board (stock code: 6069) from the GEM of the Stock Exchange from 24 October 2019) since 19 June 2017;

### 獨立非執行董事

**洪嘉禧先生**，64歲，為本公司獨立非執行董事。

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

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

洪先生目前／過往三年曾擔任下列上市公司(其股份均於聯交所上市)的董事：

- 自2016年10月31日起擔任國美金融科技有限公司(前稱華銀控股有限公司，股份代號：628)的獨立非執行董事；
- 自2017年6月19日起擔任盛業資本有限公司(股份代號：8469，該公司股份於2019年10月24日由聯交所GEM上市轉為主板上市，主板股份代號：6069)的獨立非執行董事；

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

- a non-executive director of High Fashion International Limited (stock code: 608) since 1 June 2017;
- an independent non-executive director of Zhongchang International Holdings Group Limited (formerly known as Henry Group Holdings Limited) (stock code: 859) since 12 January 2018;
- an independent non-executive director of Aoyuan Healthy Life Group Company Limited (stock code: 3662) since 22 February 2019;
- an independent non-executive director of Huarong International Financial Holdings Limited (stock code: 993) since 13 December 2019;
- an independent non-executive director of Tibet Water Resources Limited (stock code: 1115) since 31 December 2019;
- an independent non-executive director of Skyworth Group Limited (stock code: 751) since 18 March 2020;
- an independent non-executive director of Lerthai Group Limited (formerly known as LT Commercial Real Estate Limited) (stock code: 112) from 24 February 2017 to 3 March 2017 and a non-executive director of the company from 3 March 2017 to 30 June 2017. He was re-designated as an independent non-executive director of the company on 30 June 2017 and subsequently resigned with effect from 30 September 2018; and
- an independent non-executive director of SMI Holdings Group Limited (stock code: 198) from 16 January 2017 to 15 March 2017 and re-designated as a non-executive director of the company on 15 March 2017. He subsequently resigned with effect from 28 February 2019.
- 自2017年6月1日起擔任達利國際集團有限公司(股份代號: 608)的非執行董事;
- 自2018年1月12日起擔任中昌國際控股集團有限公司(前稱為鎮科集團控股有限公司, 股份代號: 859)的獨立非執行董事;
- 自2019年2月22日起擔任奧園健康生活集團有限公司(股份代號: 3662)的獨立非執行董事;
- 自2019年12月13日起擔任華融國際金融控股有限公司(股份代號: 993)的獨立非執行董事;
- 自2019年12月31日起擔任西藏水資源有限公司(股份代號: 1115)的獨立非執行董事;
- 自2020年3月18日起擔任創維集團有限公司(股份代號: 751)的獨立非執行董事;
- 於2017年2月24日至2017年3月3日擔任勒泰集團有限公司(前稱勒泰商業地產有限公司)(股份代號: 112)的獨立非執行董事, 於2017年3月3日至2017年6月30日擔任該公司的非執行董事, 並自2017年6月30日獲調任為該公司獨立非執行董事, 隨後於2018年9月30日辭任; 及
- 於2017年1月16日至2017年3月15日擔任星美控股集團有限公司(股份代號: 198)的獨立非執行董事及於2017年3月15日調任為該公司的非執行董事, 隨後於2019年2月28日辭任。

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

除上文所披露者外, 洪先生於過去三年並無擔任任何其他上市公司的董事。

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

**Mr. Cheung Tsun Yung, Thomas (張俊勇)**, aged 50, is an independent non-executive Director of the Company.

Mr. Cheung graduated from the University of Wisconsin at Madison, the U.S., with a bachelor degree of science in May 1991, and from Cornell University, the U.S., with a master degree of engineering in operations research and industrial engineering in May 1992.

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

**Dr. Zhu Guobin (朱國斌)**, aged 58, is an independent non-executive Director of the Company.

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

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

張俊勇先生，50歲，為本公司獨立非執行董事。

張先生於1991年5月畢業於美國威斯康星大學麥迪遜分校，獲得理學學士學位，及於1992年5月畢業於美國康奈爾大學，獲得運籌學與工業工程學碩士學位。

張先生於過去三年並無擔任任何其他上市公司的董事。

朱國斌博士，58歲，為本公司獨立非執行董事。

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

朱博士為中國山東大學及四川大學客座法學教授以及中國浙江大學法學院、武漢大學法學院及青島大學法學院兼職法學教授。朱博士為國際比較法科學院(法國巴黎)院士、國際憲法學協會會員、法國比較法學會會員、中國憲法學研究會理事、中華司法研究會理事、全國港澳研究會會員及香港基本法以及澳門基本法學會成員。

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

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

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

### SENIOR MANAGEMENT

**Mr. Au Yeung Siu Kei (歐陽兆基)**, aged 44, is the chief financial officer of the Company and is responsible for financial management of the Group.

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

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

### JOINT COMPANY SECRETARIES

**Mr. Mao Chaosheng (毛超聖)**, aged 40, is our joint company secretary of the Company. Mr. Mao has over 17 years of experience in management of administrative matters and human resources relating to school operation, and has been working in the Group since August 2004, where his current position is the head of administration department and human resources department of the Group.

**Ms. Leung Suet Wing (梁雪穎)** is our joint company secretary of the Company. Ms. Leung is a manager of the listing services department of TMF Hong Kong Limited and is responsible for providing company secretarial and compliance services. Ms. Leung is an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom and holds a degree of master of science in professional accounting and corporate governance obtained from City University of Hong Kong in July 2016. She has over 8 years of experience in company secretarial management and compliance.

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

除上文所披露者外，朱博士於過去三年並無擔任任何其他上市公司的董事。

### 高級管理人員

**歐陽兆基先生**，44歲，為本公司的首席財務官，負責本集團的財務管理。

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

歐陽先生於過去三年並無擔任任何上市公司的董事。

### 聯席公司秘書

**毛超聖先生**，40歲，為本公司的聯席公司秘書。毛先生在管理與學校運營相關的行政事宜及人力資源方面擁有超過17年的經驗，並自2004年8月起一直於本集團任職，其目前擔任本集團行政部及人力資源部主管。

**梁雪穎女士**為本公司的聯席公司秘書。梁女士為達盟香港有限公司上市服務部經理，負責提供公司秘書及合規服務。梁女士為香港特許秘書公會及英國特許秘書及行政人員公會會員，並於2016年7月自香港城市大學取得專業會計及企業管治理學碩士學位。其於公司秘書管理及合規方面擁有逾8年經驗。



# Corporate Governance Report 企業管治報告

## CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles of the code provisions set out in the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). During the period from the listing date of the Company to 31 December 2019, the Company has complied with all the code provisions set out in the CG Code.

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

## BOARD OF DIRECTORS

### ROLES AND RESPONSIBILITIES

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

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

## 企業管治常規

本公司已採納聯交所證券上市規則(「**上市規則**」)附錄十四所載《企業管治守則》及《企業管治報告》(「**企業管治守則**」)所載守則條文原則。於本公司上市日期起至2019年12月31日止期間，本公司已遵守企業管治守則之所有守則條文。

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

## 董事會

### 職務及職責

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

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

# Corporate Governance Report 企業管治報告

## BOARD COMPOSITION

The Directors during the year ended 31 December 2019 and up to the date of this report were:

### Executive Directors

Mr. Wu Wei (*Chairman*)

Mr. Xiao Guoqing (*Deputy chairman*)

### Non-executive Directors

Mr. Wu Junbao

Mr. Lu Zhen

### Independent Non-executive Directors

Mr. Hung Ka Hai, Clement

Mr. Cheung Tsun Yung, Thomas

Dr. Zhu Guobin

The composition of the Board is reviewed regularly to ensure that it has a good balance of expertise, skills and experience, which can meet the requirements of the business of the Group. The Directors' biographical information is set out on pages 39 to 44 in this annual report.

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

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

## 董事會架構

於截至2019年12月31日止年度及直至本報告日期的董事為：

### 執行董事

吳偉先生 (*主席*)

肖國慶先生 (*副主席*)

### 非執行董事

吳俊保先生

陸真先生

### 獨立非執行董事

洪嘉禧先生

張俊勇先生

朱國斌博士

董事會定期檢討其成員架構，務求平衡各方的專業知識、技術及資歷，以符合本集團的業務要求。董事履歷資料載列於本年報第39至44頁。

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

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



# Corporate Governance Report 企業管治報告

## RELATIONSHIP BETWEEN THE BOARD MEMBERS

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

## DIRECTORS' ATTENDANCE AND TIME COMMITMENT

The Board authorises the management to carry out the strategy that have been approved. During the year under review, four Board meetings were held and the principal business transacted including but not limited to approving interim results and report, as well as assessing business development and business performance. The attendance record of each Director and Board committees meetings for the year ended 31 December 2019 is set out as follows:

## 董事會成員間之關係

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

## 董事之出席情況及時間投入

董事會授權管理層履行已批准的策略。於回顧年度內，董事會共召開四次會議，已處理之主要事項包括但不限於批准中期業績和報告，以及評估業務發展和表現。各董事於截至2019年12月31日止年度之董事會委員會會議出席情況如下：

Board Members	董事會成員	Number of Meeting Attended/Eligible Attended					General Meeting
		Board	Audit Committee	Remuneration Committee	Nomination Committee	General Meeting	
		董事會	審核委員會	薪酬委員會	提名委員會	股東大會	
Mr. Wu Wei	吳偉先生	4/4	N/A 不適用	N/A 不適用	1/1	N/A 不適用	
Mr. Xiao Guoqing	肖國慶先生	4/4	N/A 不適用	1/1	N/A 不適用	N/A 不適用	
Mr. Wu Junbao	吳俊保先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
Mr. Lu Zhen	陸真先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
Mr. Hung Ka Hai, Clement	洪嘉禧先生	4/4	2/2	1/1	1/1	N/A 不適用	
Mr. Cheung Tsun Yung	張俊勇先生	3/4	2/2	N/A 不適用	N/A 不適用	N/A 不適用	
Dr. Zhu Guobin	朱國斌博士	4/4	2/2	1/1	1/1	N/A 不適用	

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

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

# Corporate Governance Report 企業管治報告

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

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

## A. Chairman and Chief Executive Officer

Pursuant to the Code Provision A.2.1 of the CG Code, the role of the chairman of the Board and chief executive officer should be separate and should not be performed by the same individual. Mr. Wu Wei, the chairman of the Board, provides leadership to the Board in terms of establishing policies and business directions, and in charge of the overall management and strategic development of the Group. The Company has no chief executive officer and the daily operation and management of the Group has been carried out by a group of experienced management team members.

## B. Non-executive Directors

Each of the Non-executive Directors has a term of appointment of three years commencing from the listing date of the Company, and each of the Independent Non-executive Directors has a term of one year commencing from the listing date of the Company.

During the year under review, the Company had three Independent Non-executive Directors of whom Mr. Hung Ka Hai, Clement has appropriate professional qualifications and experience in financial matters in compliance with Rules 3.10(1) and 3.10(2) of the Listing Rules.

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

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

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

## A. 董事會主席和首席執行官

根據企業管治守則之守則條文第A.2.1條，董事會主席和首席執行官的角色應有區分，並不應由一人同時兼任。董事會主席吳偉先生為制定本集團政策及業務方向領導董事會，並負責本集團的整體管理及戰略發展。本公司並無行政總裁且本集團的日常營運及管理一直由一組富有經驗的管理層團隊成員進行。

## B. 非執行董事

各非執行董事的任期自本公司上市日期起為期三年，及各獨立非執行董事的任期自本公司上市日期起為期一年。

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

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出彼等之年度獨立性確認書。本公司認為全體獨立非執行董事均具備獨立性。

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

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

Pursuant to Article 84 of the Articles of Association, Mr. Xiao Guoqing, Mr. Lu Zhen and Dr. Zhu Guobin will be subject to re-election at the forthcoming annual general meeting.

Mr. Xiao Guoqing, an Executive Director, was re-designated as the deputy chairman of the Board on 11 December 2019.

Except for the change in the Board as mentioned above, during the year under review, no other Director was appointed to fill any causal vacancy or otherwise.

## D. Responsibilities of Directors and Company Secretary

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

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

## C. 委任、重選和罷免董事

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

根據組織章程細則第84條，肖國慶先生、陸真先生及朱國斌博士須於應屆股東週年大會重選連任。

執行董事肖國慶先生於2019年12月11日調任為董事會副主席。

除上述的董事會變動以外，於回顧年度內，概無其他董事獲委任以填補任何臨時空缺或其他變動。

## D. 董事及公司秘書責任

所有董事均充分了解彼等作為本公司董事之角色及職責。

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

## Corporate Governance Report 企業管治報告

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

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company also engages Ms. Leung Suet Wing, a manager of TMF Hong Kong Limited, as the joint company secretary to assist Mr. Mao in discharging the duties of a company secretary of the Company. Ms. Leung's primary contact person at the Company is Mr. Mao Chaosheng, the joint company secretary of the Company.

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

### E. Directors' and Officers' Liability

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

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

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

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

為維持良好企業管治及確保遵守上市規則及適用香港法例，本公司亦委聘達盟香港有限公司經理梁雪穎女士擔任聯席公司秘書，協助毛先生履行本公司之公司秘書職責。梁女士於本公司之主要聯繫人為本公司之聯席公司秘書毛超聖先生。

聯席公司秘書亦負責向全體董事發放上市規則及其他相關監管要求之最新資料。

### E. 董事及高級職員之責任

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

### F. 董事及聯席公司秘書之培訓及支持

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

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

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

The Directors are committed to complying with the Code Provision A.6.5 of the CG Code. All Directors have participated in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant for the year ended 31 December 2019. The Company will arrange internally facilitated briefings for Directors and reading materials on relevant topics will be issued to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 December 2019, the Company has provided reading materials on corporate governance matters and update on the Listing Rules to all Directors for their reference and studying. Besides, all the Directors also attended other seminars and training sessions arranged by other professional firms/institutions. Record of training of each Director for the year ended 31 December 2019 were kept by the Company.

The individual training record of each Director received for the year ended 31 December 2019 is summarised as below:

如有需要，董事亦獲安排提供持續簡報及專業發展，費用由本公司承擔。

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

董事承諾遵守企業管治守則之守則條文第A.6.5條。截至2019年12月31日止年度，全體董事均已參與發展及更新彼等知識及技能之持續專業發展，以確保繼續在具備全面資訊及切合所需的情況下向董事會作出貢獻。本公司將會於適當時為董事安排內部簡報，並就有關主題刊發閱讀材料。本公司鼓勵所有董事參加相關培訓課程，費用由本公司支付。

截至2019年12月31日止年度內，本公司已向全體董事提供有關企業管治事宜的閱讀材料及上市規則更新的簡報，以供彼等參考及細閱。此外，所有董事亦參與其他專業公司／機構安排的其他研討會及培訓課程。本公司已保存截至2019年12月31日止年度各董事的培訓記錄。

各董事於截至2019年12月31日止年度所接受培訓之個別記錄概述如下：

# Corporate Governance Report 企業管治報告

Participation in Continuous Professional Development Programme in 2019

於2019年參與持續專業發展計劃

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

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

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

## G. Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as the Group’s code of conduct to regulate the securities transactions of the Directors and the relevant employees. Having made specific enquiries, all Directors confirmed that they have complied with the required standards set out in the Model Code throughout the period from the listing date of the Company to 31 December 2019.

## H. Board Committees

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

### (1) Audit Committee

The audit committee of the Company (“**Audit Committee**”) has been established with specific written terms of reference. The terms of reference of the Audit Committee (which were available on the websites of the Stock Exchange and the Company) have included those specific duties as set out in the Code Provision C.3.3 of the CG Code, with appropriate modifications when necessary. Pursuant to its terms of reference, the Audit Committee is required, amongst other things, to consider and recommend to the Board the appointment, re-appointment and removal of the external auditors and to approve their remuneration, to review the interim and annual financial statements, to review the Group’s financial controls, internal controls and risk management system including the adequacy of resources, qualification and experience of staff of the accounting and financial reporting function and their training programmes and budget, and to consider any findings of major investigation of internal control matters as delegated by the Board or on its own initiative and management’s response. The Audit Committee should meet at least twice each year and when the need arises.

## G. 董事之證券交易

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易所載之標準守則(「標準守則」)作為本集團規管董事及相關僱員進行證券交易的行為守則。經向全體董事作出具體查詢後確認，彼等於本公司上市日期起至2019年12月31日止期間一直遵守標準守則所載的規定標準。

## H. 董事委員會

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

### (1) 審核委員會

本公司審核委員會(「審核委員會」)已成立，並訂有特定書面職權範圍。審核委員會之職權範圍(可於聯交所及本公司網站查閱)包括企業管治守則之守則條文第C.3.3條所載之特定職責，並於需要時作出適當修訂。根據其職權範圍，審核委員會須(其中包括)審議並向董事會建議委任、重新委任及解聘外聘核數師並批准其薪酬、審閱中期及年度財務報表、審查本集團財務監控、內部監控與風險管理系統，包括在會計及財務匯報職能方面的資源、僱員資歷及經驗是否足夠，以及僱員所接受的培訓課程及有關預算又是否充足，以及審議由董事會委派或其自行發起對內部監控事宜進行重大調查之結果以及管理層作出之反應。審核委員會應每年最少召開兩次會議以及於有需要時舉行會議。



During the year ended 31 December 2019, the Audit Committee comprised three Independent Non-executive Directors. Mr. Hung Ka Hai, Clement as the Chairman of the Audit Committee during the year under review and Mr. Cheung Tsun Yung, Thomas and Dr. Zhu Guobin as the members of the Audit Committee, in compliance with Rule 3.21 of the Listing Rules.

For the year ended 31 December 2019, two meetings of Audit Committee were held.

The Audit Committee has reviewed the Group's consolidated financial statements for the year ended 31 December 2019 and has also discussed the internal control, the accounting principles and practices adopted by the Group. The Audit Committee is of the opinion that the consolidated financial statements have been prepared in accordance with the applicable accounting standard, the Listing Rules and the statutory requirements and that adequate disclosures have been made in this annual report.

### (2) Remuneration Committee

The remuneration committee of the Company ("**Remuneration Committee**") has been established with specific written terms of reference. The terms of reference of the Remuneration Committee (which were available on the websites of the Stock Exchange and the Company) have included the duties which are set out in the Code Provision B.1.2 of the CG Code, with appropriate modifications when necessary.

於截至2019年12月31日止年度內，審核委員會包括三名獨立非執行董事，於回顧年度內之審核委員會主席為洪嘉禧先生以及審核委員會成員為張俊勇先生及朱國斌博士，並遵守上市規則3.21條。

截至2019年12月31日止年度，審核委員會共舉行兩次會議。

審核委員會已審閱本集團截至2019年12月31日止年度之合併財務報表，亦已討論內部監控事宜、本集團所採納之會計原則及慣例。審核委員會認為，有關合併財務報表乃按適用會計準則、上市規則及法定規定編製，並已於本年報內作出充足披露。

### (2) 薪酬委員會

本公司薪酬委員會（「**薪酬委員會**」）已成立，並訂有特定書面職權範圍。薪酬委員會之職權範圍（可於聯交所及本公司網站查閱）包括企業管治守則之守則條文第B.1.2條所載之職責，並於需要時作出適當修訂。

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

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

For the year ended 31 December 2019, one meeting of Remuneration Committee was held. During the meeting, the Remuneration Committee reviewed the performance-based remuneration and the compensation payable to the Executive Directors and assessed performance of Executive Directors.

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

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

截至2019年12月31日止年度，薪酬委員會共舉行一次會議。於會議上，薪酬委員會檢討以表現為基礎的薪酬及應付執行董事之賠償及評估執行董事之表現。

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Details of the remuneration of the Directors and the five highest paid individuals are set out in note 13 to the consolidated financial statements.

Save for disclosed as note 13 to the consolidated financial statements, none of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

The biographies of members of the senior management team at the date of this annual report are disclosed in the section headed “Directors’ and Senior Management’s Biographical Information” in this annual report. Pursuant to the Code Provision B.1.5 of the CG Code, the emoluments of the senior management (excluding Directors) for the year ended 31 December 2019 are within the following bands:

董事及五名最高薪酬人士之薪酬詳情載於綜合財務報表附註13。

除綜合財務報表附註13所披露者外，概無董事放棄或同意放棄任何酬金，本集團亦無向任何董事支付任何酬金作為加入本集團或加入本集團時的獎勵或作為離職補償。

於本年報日期的高級管理層成員的履歷於本年報「董事及高級管理人員的履歷資料」一節內披露。根據企業管治守則之守則條文第B.1.5條所載，截至2019年12月31日止年度支付予高級管理層（不包括董事）的薪酬介乎以下範圍：

		Number of individuals 人數	
		2019 2019年	2018 2018年
Nil to HK\$1,000,000	零至1,000,000 港元	–	1
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至2,000,000 港元	1	–
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至2,500,000 港元	1	–

### (3) Nomination Committees

The nomination committee of the Company (“**Nomination Committee**”) has been established with specific written terms of reference. The terms of reference of the Nomination Committee (which were available on the websites of the Stock Exchange and the Company) have included the duties which are set out in the Code Provision A.5.2 of the CG Code, with appropriate modifications when necessary.

### (3) 提名委員會

本公司提名委員會（「**提名委員會**」）已成立，並訂有特定書面職權範圍。提名委員會之職權範圍（可於聯交所及本公司網站查閱）包括企業管治守則之守則條文第A.5.2條所載之職責，並於需要時作出適當修訂。

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

The Nomination Committee will take into consideration a candidate’s qualification, experience, expertise and knowledge, the requirements applicable to the Company and the structure and composition of the Board, identify, review and nominate with diligence and care candidates suitably qualified as Board members before making recommendations to the Board for their final appointment.

During the year under review, the Nomination Committee comprised the chairman of the Board and Executive Director of the Company, namely Mr. Wu Wei, as the chairman of the Nomination Committee and the Independent Non-executive Directors of the Company namely, Dr. Zhu Guobin and Mr. Hung Ka Hai, Clement, as the members of the Nomination Committee in compliance with Code Provision A.5.1 of the CG Code.

For the year ended 31 December 2019, one meeting of Nomination Committee was held.

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

提名委員會於向董事會就董事之最終委任作出推薦前，將考慮候選人之資歷、經驗、專長及知識、本公司之適用規定以及董事會之架構及組成，審慎識別、審閱及提名具備合適資格可擔任董事會成員之候選人。

於回顧年度內，提名委員會包括本公司董事會主席兼執行董事吳偉先生（提名委員會主席）及本公司的獨立非執行董事，即朱國斌博士及洪嘉禧先生，均為提名委員會成員且符合企業管治規則之守則條文第A.5.1條之規定。

截至2019年12月31日止年度，提名委員會舉行一次會議。

## BOARD DIVERSITY POLICY

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

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

### Measurable Objectives

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

### Monitoring and Reporting

The Nomination Committee will review the Board's composition under diversified perspectives and monitor the implementation of the Board Diversity Policy annually. During the year under review, the Nomination Committee has reviewed the Board's composition (including the gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) which has been disclosed on pages 39 to 44 in this annual report and considered the current Board's composition is appropriate.

## 董事會多元化政策

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

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

### 可計量目標

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

### 監察及匯報

提名委員會將每年檢討董事會在多元化層面之組成，並監察董事會成員多元化政策之執行。於回顧年度內，提名委員會已審閱在本年報的第39頁至第44頁內披露的董事會之組成（包括性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期），並認為現時的董事會組成是恰當的。

# Corporate Governance Report 企業管治報告

## CORPORATE GOVERNANCE

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

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

## ACCOUNTABILITY AND AUDIT

### Financial Reporting

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

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

### Risk Management and Internal Controls

For the year ended 31 December 2019, the Board conducted an annual review of the effectiveness of the Group's risk management and internal control systems based on the confirmation made by the senior management and inputs from the Audit Committee. The Board considered that the risk management and internal control systems of the Group, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions, are effective and adequate during the year.

## 企業管治

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

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

## 問責和核數

### 財務匯報

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

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

### 風險管理及內部監控

截至2019年12月31日止年度，根據高級管理層作出的確認及來自審核委員會的意見，董事會對本集團風險管理及內部監控系統的有效性進行年度檢討。董事會考慮的範疇包括資源的充足性、員工資歷及經驗、培訓計劃及本集團會計、內部審計及財務報告職能之相關預算，認為年內本集團的風險管理及內部監控系統是有效及充足的。



## Corporate Governance Report 企業管治報告

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

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

Pursuant to code provision C.2.5 of the CG Code and the related notes of the CG Code, the Company shall have an internal audit function which generally carries out the analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems.

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

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

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

根據企業管治守則之守則條文第C.2.5條及相關附註規定，本公司應設立內部審核功能，其普遍是對本集團的風險管理及內部監控系統是否足夠和有效作出分析及獨立評估。

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



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

## External Auditor

The Directors are responsible for preparing the financial statements for the financial year ended 31 December 2019 to reflect a true and fair view of the Company's and the Group's financial position and financial performance and cash flows for the year.

In preparing the financial statements for the year ended 31 December 2019, the generally accepted accounting principles in Hong Kong, Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards are adopted, with consistent use of appropriate accounting policies, for making reasonable and prudent judgments and estimates. The financial statements for the year ended 31 December 2019 were prepared on a going concern basis.

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

For the year ended 31 December 2019 and up to the date of this report, the external auditor of the Group is Deloitte Touche Tohmatsu. Fees of auditing services and non-auditing services provided by Deloitte Touche Tohmatsu and its member firms of the same international network for the year ended 31 December 2019 were approximately RMB3.6 million and RMB4.1 million respectively.

For the year ended 31 December 2019 and up to the date of this report, Deloitte Touche Tohmatsu and its member firms of the same international network provided non-audit services mainly on interim review, taxation services and other reporting services. These non-audit services are engaged only as they are more effective or economical than those available from other service providers and will not constitute adverse impact on the independence of the external auditor. The nature and ratio of annual fees to external auditor for non-audit services and for audit services in 2019 have been scrutinised by the Audit Committee.

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

## 外聘核數師

董事負責編製截至2019年12月31日止財政年度的財務報表，以真實公平反映本公司和本集團的財務狀況及該年度的財務表現與現金流。

編製截至2019年12月31日止年度的財務報表時，已採納香港一般公認的會計準則，香港財務報告準則及香港會計準則，並貫徹運用合適的會計政策，做出合理審慎的判斷及估計。截至2019年12月31日止年度的財務報表乃按持續經營基準編製。

核數師之報告職責已載於本年報之獨立核數師報告。

截至2019年12月31日止年度及截至本報告日期，本集團外聘核數師為德勤•關黃陳方會計師行。截至2019年12月31日止年度，德勤•關黃陳方會計師行及其同一國際網絡下的成員機構提供審核與非審核服務之費用分別為約人民幣3.6百萬元及人民幣4.1百萬元。

截至2019年12月31日止年度及截至本報告日期，德勤•關黃陳方會計師行及其同一國際網絡下的成員機構提供非審核服務主要涉及中期審閱、稅務服務及其他報告服務。該等非審核服務只可在較其他服務供應商所提供的服務更為有效或更合乎經濟原則，且不會對外聘核數師的獨立性構成不利影響的情況下，方可使用。外聘核數師於2019年全年就非審核服務及審核服務所收費用的性質及比率已由審核委員會詳細審閱。

## SHAREHOLDERS' RIGHTS

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company's registered office and its principal office in Hong Kong (Suite 3207, 32/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong) for the attention of the Board or the joint company secretary, to require a special general meeting (the "SGM") to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. The written requisition must state the purposes of the SGM, signed by the Shareholder(s) concerned and may consist of several documents in like form, each signed by one or more of those Shareholders. If the requisition is in order, the joint company secretary will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the requisition is invalid, the Shareholders concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested. Shareholder(s) of the Company holding (i) not less than one-twentieth of the total voting rights of all Shareholders having the right to vote at the general meeting; or (ii) not less than 100 Shareholders, can submit a written request stating the resolution intended to be moved at the annual general meeting or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting. The written request/statements must be signed by the Shareholder(s) concerned and deposited at the Company's registered office and its principal office in Hong Kong (Suite 3207, 32/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong) for the attention of the joint company secretary, not less than six (6) weeks before the annual general meeting in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition. If the written request is in order, the joint company secretary will ask the Board (i) to include the resolution in the agenda for the annual general meeting; or (ii) to circulate the statement for the general meeting, provided that the Shareholder(s) concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the Shareholder(s) concerned in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the requisition is invalid or the Shareholder(s) concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Shareholder(s) concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the annual general meeting or the statement will not be circulated for the general meeting.

## 股東權利

於遞呈要求日期時持有不少於本公司繳足股本(附有於本公司股東大會上投票權)十分之一的股東,於任何時候均有權向本公司註冊辦事處及其香港主要辦事處(香港灣仔港灣道18號中環廣場32樓3207室)發出書面要求(收件人為董事會或聯席公司秘書),要求董事會就該要求指明的任何業務交易召開股東特別大會(「股東特別大會」);且該大會須於遞呈要求後兩(2)個月內舉行。書面要求必須列明股東特別大會的目的,由相關股東簽署且可包括具有類似格式的數份文件(均由一名或多名該等股東簽署)。倘要求屬適宜,聯席公司秘書將要求董事會根據法定要求給予全體註冊股東足夠通知期,以召開股東特別大會。相反,倘要求無效,相關股東將獲通知此結果,因此,股東特別大會不會按要求召開。本公司股東持有(i)有權於股東大會上投票之全體股東總投票權不少於二十分之一;或(ii)不少於一百名股東,可向本公司提呈於股東週年大會上動議決議案的書面要求,或就於特定股東大會提呈之任何決議案所述事項或處理的事務作出不超過1,000字的書面陳述。書面請求/陳述須由相關股東簽署,並於股東週年大會舉行前不少於六(6)週(倘要求需要以決議案通知)及股東大會舉行前不少於一週(倘為任何其他要求)呈遞至本公司註冊辦事處及其香港主要辦事處(香港灣仔港灣道18號中環廣場32樓3207室),收件人為聯席公司秘書。倘書面要求適當,聯席公司秘書將要求董事會(i)將決議案載入股東週年大會議程;或(ii)傳閱股東大會陳述,惟相關股東須支付董事會釐定的合理金額的費用,以便本公司根據法定要求向全體登記股東寄發決議案通知及/或向彼等傳閱相關股東提呈的陳述。相反,倘要求無效,或相關股東未有支付足夠費用供本公司作出上述行動,相關股東將獲通知此結果,因此,建議的決議案將不會載入股東週年大會議程,或股東大會陳述亦不會傳閱。

# Corporate Governance Report 企業管治報告

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

## INDUSTRY POLICY DIRECTION

In December 2019, the Ministry of Education of the PRC published the discussion draft of the Proposed Amendments to the Vocational Education Law of the PRC (《中華人民共和國職業教育法修訂草案(徵求意見稿)》). The proposed amendments recognized that vocational education shall have an equal position as general education in the PRC and provided guidance to vocational education in various aspects including government supervision and support, teacher's qualification, private capital in vocational education, etc. Since the proposed amendments are still under discussion and remain in draft format, there is no impact of the proposed amendments to the business or operation of the Group. The Company will closely monitor the legislative development and make further announcement(s) on any update, if necessary.

## IMPACT ON NEW LEGISLATION, POLICY AND PROCEDURES

Over 90% of the operations of the Group are carried in the Mainland China. Any change in the policy and procedure in the Mainland China may have adverse effects on the Group's operation and results. Save as disclosed above, there was no material change in the policy and procedure for vocational training education industry in the Mainland China for the year ended 31 December 2019.

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

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

## 行業政策導向

於2019年12月,中國教育部發佈《中華人民共和國職業教育法修訂草案(徵求意見稿)》。該等建議修訂認可中國職業教育與普通教育具有同等地位並於包括政府監管及支持、教師資格、職業教育的私營資本在內的各方面為職業教育提供指引。由於該等建議修訂仍在徵求意見中及仍為草案,該等建議修訂對本集團業務或營運並無影響。本公司將密切監察立法進展並就最新情況作出進一步公告(如需要)。

## 新法例、政策及程序之影響

本集團的運作超過90%在中國內地進行。任何於中國內地的政策和程序變動均可能對本集團營運和業績產生不利影響。除上文所披露者外,截至2019年12月31日止年度,中國內地有關職業培訓教育行業的政策及程序並無重大變動。

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

## COMMUNICATION WITH SHAREHOLDERS

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

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

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

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

## 與股東之溝通

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

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

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

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

## Corporate Governance Report 企業管治報告

Under the Code Provision E.1.2 of the CG Code, the Chairman of the Board should attend the annual general meeting of the Company.

Separate resolutions are proposed at the general meetings for separate issues, including re-election of retiring Directors. The Company's notice to Shareholders for the forthcoming annual general meeting will be sent to Shareholders at least 20 clear business days before the meeting and notices of other general meetings will be sent to Shareholders at least 10 clear business days before the meetings. The Chairman, the chairmen of the Board Committees and the external auditor will be available at the forthcoming annual general meeting to answer questions from the Shareholders.

The forthcoming annual general meeting will be held on 27 May 2020.

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

根據企業管治守則之守則條文第E.1.2條，董事會主席須出席本公司股東週年大會。

獨立事宜(包括重選退任董事)均會於股東大會上提呈個別決議案。本公司就應屆股東週年大會致股東之通告將於大會舉行前最少足20個營業日向股東發送，而就其他股東大會而言，則會在該大會舉行前最少足10個營業日向股東發送有關通知。主席、董事會委員會主席以及外聘核數師均會出席應屆股東週年大會，以解答股東所提出之疑問。

應屆股東週年大會將於2020年5月27日舉行。

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



## Directors' Report 董事會報告

The Board is pleased to present its report and the audited consolidated financial statements of the Group for the year ended 31 December 2019.

### INCORPORATION AND LISTING OF THE COMPANY

The Company was incorporated in Cayman Islands as an exempted company with limited liability on 4 October 2018 under the Companies Law of Cayman Islands and the shares of the Company (the “Shares”) were listed on the Main Board of the Stock Exchange on 12 June 2019.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in the operation of and vocational training education services. Details of the activities of the principal subsidiaries are set out in note 36 to the consolidated financial statements in this annual report.

### RESULTS AND BUSINESS REVIEW

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 104 in this annual report.

A fair review of the business of the Group during the year and its likely future development and outlook, important events affecting the Company that have occurred since the end of the financial year, an analysis of the Group's performance during the year using financial key performance indicators, details regarding the Group's compliance with the relevant laws and regulations that have a significant impact on the Group, and the Group's key relationships with stakeholders as required under Schedule 5 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) are set out in the sections headed “Chairman's Statement” and “Management Discussion and Analysis” of this annual report and which also constitute part of this report.

董事會欣然提呈其報告及本集團截至2019年12月31日止年度之經審核綜合財務報表。

### 本公司之註冊成立和上市

本公司於2018年10月4日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限責任公司。於2019年6月12日，本公司的股份（「股份」）在聯交所主板上市。

### 主要業務

本公司為投資控股公司，本集團主要從事職業技能教育服務。其主要附屬公司的業務詳情載於本年報綜合財務報表附註36。

### 業績及業務回顧

本集團截至2019年12月31日止年度的業績載於本年報第104頁的綜合損益及其他全面收益表。

有關本集團於年內業務的公平審視及其日後可能發展及前景、自財政年度末起已發生的影響本公司的重要事件、以財務關鍵績效指標分析本集團年內的表現、有關本集團遵守對本集團產生重大影響的相關法律及法規的情況以及本集團與利益相關者的重要關係已根據公司條例（香港法例第622章）附表5的規定載於本年報「主席報告」及「管理層討論與分析」章節及構成本報告一部分。

## PRINCIPAL RISKS AND UNCERTAINTIES

The following list is a summary of certain principal risks and uncertainties facing by the Group:

- our business and results of operations depend on the level of tuition fees we are able to charge and our ability to maintain and raise the level of tuition fees.
- our business is heavily dependent on the market recognition of our brand and reputation and any damage to our reputation would materially and adversely affect our business. Negative publicity concerning our schools or our Group may adversely affect our reputation, business, growth prospect and our ability to recruit qualified teachers and staff.
- we face intense competition from existing players and industry consolidation in the PRC, which could lead to adverse pricing pressure, reduced operating margins, loss of market share, departures of qualified employees and increased capital expenditures.
- we may expand our school network through acquisitions or cooperation with third party partners and may not be able to successfully execute such expansion strategy.

The above is not an exhaustive list. Investors are advised to make their own judgment or consult their own investment advisors before making any investment in the Shares.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment and giving back to community and achieving sustainable growth.

## 主要風險及不確定因素

以下為本集團面臨的若干主要風險及不確定因素概要：

- 我們的業務及經營業績取決於我們可收取的學費水平以及我們維持及提高學費的能力。
- 我們的業務很大程度上倚賴市場對我們品牌及聲譽的認可，對我們聲譽的任何損害可能會對我們的業務造成重大不利影響。有關我們學校或本集團的負面報道可能對我們的聲譽、業務、增長前景及我們招聘合資格教師及職員的能力造成不利影響。
- 我們於中國面臨現有從業者及行業整合的激烈競爭，可能導致價格下調的壓力，經營利潤率下降、市場份額減少、合資格僱員離任及資本開支增加。
- 我們可能透過收購或與第三方合夥人合作擴大學校網絡且可能無法成功執行有關擴張戰略。

以上所列並非全部。投資者於投資股份之前務請自行作出判斷或諮詢其投資顧問。

## 環境政策及表現

本集團致力履行社會責任、改善僱員福利及促進發展、保護環境、回饋社會並實現可持續增長。



# Directors' Report 董事會報告

## MAJOR CUSTOMERS AND SUPPLIERS

The revenue attributable to the five largest customers of the Group accounted for less than 30% of the Group's consolidated total revenue for the year.

The purchases attributable to the five largest suppliers of the Group accounted for less than 30% of the Group's consolidated total purchases for the year.

None of the Directors nor any of their close associates (as defined in the Listing Rules) nor any Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the number of issued Shares) had any beneficial interest in the Group's five largest customers and/or five largest suppliers during the year.

## DIVIDEND

At the Board meeting held on 30 March 2020, the Board proposed a final dividend of HK\$0.21 (approximately RMB0.19) per ordinary share in respect of the year ended 31 December 2019 to the Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 4 June 2020. The final dividend, payable on or around Tuesday, 23 June 2020 are subject to approval of the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on Wednesday, 27 May 2020.

## TAX RELIEF AND EXEMPTION

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

If the Shareholders are unsure about the taxation implications of purchasing, holdings, disposing of, dealing in, or the exercise of any rights in relation to the Company's Shares, they are advised to consult an expert.

## DONATIONS

The Group made donations of approximately RMB0.9 million during the year ended 31 December 2019 (year ended 31 December 2018: Nil).

## 主要客戶及供應商

本集團年內五大客戶所佔收入額佔本集團的本年度合併總收入少於30%。

本集團年內五大供應商所佔採購額佔本集團的本年度合併採購總額少於30%。

年內，董事或彼等的任何緊密聯繫人(如上市規則所列)或任何股東(就董事所深知擁有已發行股份數目5%以上)概無於本集團五大客戶及／或五大供應商中擁有任何實益權益。

## 股息

於2020年3月30日舉行的董事會會議上，董事會建議就截至2019年12月31日止年度向於2020年6月4日(星期四)營業時間結束時名列股東名冊之股東派發末期股息每股普通股0.21港元(約人民幣0.19元)。末期股息須待本公司將於2020年5月27日(星期三)舉行的本公司應屆股東週年大會上獲本公司股東批准後方可作實，並預計於2020年6月23日(星期二)或前後支付。

## 稅務減免及豁免

本公司並不知悉股東因其持有本公司證券而享有的任何稅務減免及豁免。

若股東對購買、持有、處置及買賣本公司股份或行使其任何有關權利的稅務影響有任何疑問，建議諮詢專家。

## 捐款

截至2019年12月31日止年度，本集團作出捐款約人民幣0.9百萬元(截至2018年12月31日止年度：無)。

## PROPERTY AND EQUIPMENT

Details of movements in property and equipment of the Group during the year ended 31 December 2019 are set out in note 16 to the consolidated financial statements in this annual report.

## SHARE CAPITAL

Details of changes in the share capital of the Company during the year ended 31 December 2019 are set out in note 27 to the consolidated financial statements in this annual report.

## DISTRIBUTABLE RESERVES OF THE COMPANY

Movements in reserves of the Company during the year ended 31 December 2019 are set out in the note 39 to the consolidated financial statements in this annual report.

Our reserves available for distribution to the Shareholders consist of share premium and retained profits. Under the Companies Law of the Cayman Islands and subject to compliance with the Articles of Association, the share premium account may be applied by the Company for paying distributions or dividends to the Shareholders if immediately following the date on which the distribution or dividend is proposed to be paid, we will be able to pay off our debts as they fall due in the ordinary course of business. As of 31 December 2019, the Company's reserve available for distribution to equity holders amounted to approximately RMB4,281 million.

## DIVIDEND POLICY

The Company has approved and adopted a dividend policy (the "Dividend Policy"), pursuant to which the Company may declare and distribute dividends to the Shareholders to allow Shareholders to share the Company's profits and for the Company to retain adequate reserves for future growth.

The declaration, distribution and amount of dividend is subject to the absolute discretion of the Board, after taking into account, inter alia, the Group's operations, business and future development plans, liquidity position, our future operations and earnings, capital requirements and surplus, financial condition, working capital requirements and other factors that the Board consider relevant. The distribution of final dividend of a financial year will be subject to the approval of the Shareholders, but the amount of dividend shall not exceed the recommendation of the Board.

## 物業及設備

本集團物業及設備於截至2019年12月31日止年度的變動詳情載於本年報綜合財務報表附註16。

## 股本

本公司股本於截至2019年12月31日止年度的變動詳情載於本年報綜合財務報表附註27。

## 本公司可供分派儲備

本公司於截至2019年12月31日止年度的儲備變動載於本年報的綜合財務報表附註39。

我們可供分派予股東的儲備包括股份溢價及留存利潤。根據開曼群島公司法及組織章程細則，倘緊隨建議支付分派或派付股息的日期後，我們將能結清日常業務過程中到期的債務，則本公司可應用股份溢價賬向股東支付分派或派付股息。截至2019年12月31日止年度，本公司可供分派予權益持有人的儲備約為人民幣4,281百萬元。

## 股息政策

本公司已批准及採納股息政策（「股息政策」），據此，本公司可向股東宣派及派付股息，使股東能分享本公司之利潤，同時使本公司能為未來增長保留充足儲備。

股息的宣派、派付及金額由本公司的董事會酌情釐定，並須考慮本集團之營運、業務和未來的發展計劃、流動資金狀況、未來之營運和盈利、資本需求和盈餘、財務狀況、營運資本需求及董事會認為有關的其他因素。各財政年度之末期股息的派付均應獲得股東的批准，惟派息金額不得超過董事會的建議。

## Directors' Report 董事會報告

Subject to the aforesaid factors, the Board plans to maintain distributing not less than 30% of the distributable profit of the relevant financial year of the Group as dividend.

Declaration, recommendation or distribution of any dividend is subject to all relevant applicable laws and regulation of Cayman Islands and the Articles of Association of the Company. The Board will continually review the Dividend Policy and reserve the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

### DIRECTORS

The Directors during the year ended 31 December 2019 and up to the date of this report were:

#### Executive Directors

Mr. Wu Wei (Chairman)

Mr. Xiao Guoqing (Deputy chairman)

(Appointed as deputy chairman on 11 December 2019)

#### 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

Pursuant to Article 84 of the Articles of Association, Mr. Xiao Guoqing, Mr. Lu Zhen and Dr. Zhu Guobin shall retire by rotation and, being eligible, have offered themselves for re-election at the forthcoming annual general meeting.

The Company has received from each of the Independent Non-executive Directors an annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all the Independent Non-executive Directors are independent.

受上文所述的因素所規限，董事會計劃維持分派不少於本集團於相關財政年度可分派溢利的30%作為股息。

宣派、建議或派付任何股息亦須遵守開曼群島所有相關適用之法律和規則及本公司之組織章程細則。董事會將持續檢討股息政策，並保留其唯一及絕對酌情權利隨時更新、修訂及／或修改股息政策。股息政策絕不會構成本公司須派付任何特定金額的股息之具法律約束力承諾，並／或令本公司有義務須隨時或不時宣派股息。

### 董事

於截至2019年12月31日止年度及直至本報告日期的董事為：

#### 執行董事

吳偉先生(主席)

肖國慶先生(副主席)

(於2019年12月11日獲委任為副主席)

#### 非執行董事

吳俊保先生

陸真先生

#### 獨立非執行董事

洪嘉禧先生

張俊勇先生

朱國斌博士

根據組織章程細則第84條，肖國慶先生、陸真先生及朱國斌博士須於應屆股東週年大會上輪值退任，並符合資格及願意膺選連任。

根據上市規則第3.13條，本公司已接獲每位獨立非執行董事的書面年度獨立性確認書。本公司認為所有獨立非執行董事均為獨立。

### DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors has entered into a service contract and each of the Non-executive Directors has entered into a letter of appointment with the Company for a term commencing from the date of his/her appointment/re-designation as an Executive Director/Non-executive Director which shall be for a period of three years since the listing date, and shall be automatically renewed for successive periods of three years (always subject to re-election as and when required under the Articles of Association). The term of each of the service contracts/letter of appointments shall end when the service contract/letter of appointment is terminated in accordance with the terms and conditions thereof or by either party giving to the other party not less than three months' prior notice in writing.

Each of our Independent Non-executive Director has entered into a letter of appointment with the Company for an initial period of one year since the listing date, and shall automatically renewed for successive period of one year (subject to re-election as and when required under the Article of Association) which may be terminated in accordance with the terms and conditions of thereof or by either party serving on the other party a prior written notice of not less than one month.

Save as aforesaid, no Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than normal statutory compensation.

### 董事服務合約

各執行董事已訂立服務合約，而各非執行董事已與本公司訂立委任函，自其獲委任／調任為執行董事／非執行董事的日期起生效，任期為自上市日期起計為期三年，並將自動重續連續三年期間（須一直按組織章程細則規定於有需要時予以重選）。各份服務合約／委任函的有效期限須於該服務合約／委任函根據其條款及條件或由一方向另一方發出不少於三個月的事先書面通知予以終止時結束。

各獨立非執行董事已與本公司訂立委任函，任期自上市日期起計初步為期一年，並將自動重續一年（須一直按組織章程細則規定於有需要時予以重選）為止，可根據其條款及條件或由一方向另一方發出不少於一個月的事先書面通知予以終止。

除上述者外，概無建議於應屆股東週年大會上重選的董事與本公司訂有在不支付賠償（正常法定賠償除外）的情況下不可由本公司於一年內終止的服務合約。

# Directors' Report 董事會報告

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 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 as set out in Appendix 10 to the Listing Rules, and adopted by the Company were as follows:

### Interest in the Shares and underlying Shares of the Company:

	Interests in Shares 股份權益		Interests in underlying Shares pursuant to share options 根據購股權在 相關股份的權益	Percentage of the Company's issued share capital 佔本公司已發行 股本的百分比	Long/ Short position 好/淡倉
	Corporate interest 公司權益	Personal interest 個人權益			
Mr. Wu Junbao (Note 1) 吳俊保先生(附註1)	743,743,602	-	-	33.944%	Long position 好倉
Mr. Wu Wei (Note 2) 吳偉先生(附註2)	509,386,109	-	-	23.248%	Long position 好倉
Mr. Xiao Guoqing (Note 3) 肖國慶先生(附註3)	490,017,995	-	-	22.364%	Long position 好倉
Mr. Lu Zhen (Note 4) 陸真先生(附註4)	-	-	981,510	0.045%	Long position 好倉

## 董事於證券的權益及淡倉

於2019年12月31日，本公司的董事、主要行政人員及其聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份或債券中擁有(i)根據證券及期貨條例第XV部的第7及第8分部須知會本公司及聯交所（包括根據證券及期貨條例彼等被當作或視為擁有之權益及淡倉之條款）；或(ii)根據證券及期貨條例第352條須列入該條所指登記冊內；或(iii)根據本公司已採納上市規則附錄10所載標準守則知會本公司及聯交所的權益及淡倉載列如下：

### 於本公司股份和相關股份的權益：

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

Notes:

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

Interests of the Company's Directors and chief executives in associated corporations of the Company:

## 董事於證券的權益及淡倉(續)

附註：

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

本公司董事及最高行政人員於本公司相聯法團中的權益：

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



# Directors' Report 董事會報告

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

Save as disclosed above and in the section of "Equity-settled Share Option Schemes" below, as at 31 December 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 on 7 December 2018 ("**Pre-IPO Share Option Scheme**") and 21 May 2019 ("**2019 Share Option Scheme**") respectively (collectively referred to as "**Share Option Schemes**") for the purpose of giving eligible participants an opportunity to have a personal stake in our Company and help motivate them to optimise their future performance and efficiency to our Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such eligible participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of our Group.

The Share Option Schemes 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12月31日，概無本公司董事、主要行政人員及其聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、本公司的相關股份及債券中擁有須根據證券及期貨條例第352條記錄於本公司所存置的股東名冊，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經股東批准的購股權計劃(「**首次公開發售前購股權計劃**」)及2019年5月21日舉行的股東大會上經股東批准的購股權計劃(「**2019年購股權計劃**」)(統稱為「**購股權計劃**」)，旨在向合資格參與者提供於本公司擁有個人股權的機會，並激勵彼等提升日後對本集團的績效及效率，及／或就彼等過往的貢獻給予獎勵，以吸引及挽留或以其他方式繼續維持與對本集團的業績、增長或成功而言乃屬重要及／或其貢獻有利於或將有利於本集團的業績、增長或成功之合資格參與者的長期合作關係。

購股權計劃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，接納授予承授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 31 December 2019.

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

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

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

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

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

## 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 12 月 31 日已發行股本約 6.2%。

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

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

合格依據由董事會不時釐定。

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

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

# Directors' Report 董事會報告

## EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

## 以股權結算的購股權計劃(續)

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

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 year ended 31 December 2019	No. of options exercised/cancelled/lapsed during the year ended 31 December 2019	No. of options outstanding at 31 December 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12月31日止年度內授予的購股權數目	於截至2019年12月31止年度內已行使/註銷/失效的購股權數目	於2019年12月31日未行使的購股權數目	購股權相關股份佔本公司股本的股權概約百分比
Mr. Lu Zhen 陸真先生	2018/12/7 2018年12月7日	2019/7/12 to 2029/6/11 2019年7月12日 至 2029年6月11日	2.25	1,090,510	-	(109,000)	981,510	0.045%
Other employees 其他僱員	2018/12/7 2018年12月7日	2019/7/12 to 2029/6/11 2019年7月12日 至 2029年6月11日	2.25	134,154,210	-	(7,068,434)	127,085,776	5.800%
Total 合計				135,244,720	-	(7,177,434)	128,067,286	5.845%

Note 1: During the year ended 31 December 2019, 7,090,194 options were exercised and 87,240 options were lapsed. The weighted average closing price of the Shares immediately before the dates on which the options were exercised was HK\$14.83 per Share.

附註1：截至2019年12月31日止年度，已行使7,090,194份購股權及87,240份購股權已失效。股份的加權平均收市價緊接購股權獲行使日期前為每股14.83港元。

## EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

Pursuant to the 2019 Share Option Scheme, the Company can issue options so that the total number of Shares that may be issued upon exercise of all options to be granted under the 2019 Share Option Scheme are 217,900,000 Shares, representing 10% of the issued share capital of the Company upon listing and approximately 9.94% of the issued share capital of the Company as at 31 December 2019.

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

- (i) any executive director of, manager of, headmaster of, dean of, or other employee holding an executive, managerial, supervisory or similar position in any member of our Group, any proposed employee, any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of our Group;
- (ii) a director or proposed director (including an independent non-executive director) of any member of our Group;
- (iii) a direct or indirect shareholder of any member of our Group;
- (iv) a supplier of goods or services to any member of our Group;
- (v) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of our Group;
- (vi) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of our Group;

## 以股權結算的購股權計劃(續)

根據2019年購股權計劃，本公司可發行購股權，以使根據2019年購股權計劃將予授出的所有購股權獲行使時可予發行的股份總數為217,900,000股股份，佔本公司於上市後的已發行股份10%及本公司於2019年12月31日的已發行股本約9.94%。

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

- (i) 本集團任何成員公司的任何執行董事、經理、校長、系主任，或擔當行政、管理、監管或類似職位的其他僱員、任何僱員人選、任何全職或兼職僱員，或被調往本集團任何成員公司擔任全職或兼職工作的人士；
- (ii) 本集團任何成員公司的董事或候選董事(包括獨立非執行董事)；
- (iii) 本集團任何成員公司的直接或間接股東；
- (iv) 向本集團任何成員公司供應貨品或服務的供應商；
- (v) 本集團任何成員公司的客戶、顧問、業務或合資企業合作夥伴、加盟商、承包商、代理或代表；
- (vi) 向本集團任何成員公司提供設計、研究、開發或其他支持或任何建議、顧問、專業或其他服務的個人或實體；

## EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

- (vii) an associate of any of the persons referred to in paragraphs (a) to (f) above; and
- (viii) any person involved in the business affairs of the Company whom our Board determines to be appropriate to participate in the 2019 Share Option Scheme.

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

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

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

## 以股權結算的購股權計劃(續)

- (vii) 上文(a)至(f)段所述任何人士的聯繫人；及
- (viii) 任何參與本公司業務事宜而董事會釐定適合參與2019年購股權計劃的人士。

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

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

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

## Directors' Report 董事會報告

### EQUITY-SETTLED SHARE OPTION SCHEMES (continued)

### 以股權結算的購股權計劃(續)

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

2019年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	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 year ended 31 December 2019	No. of options exercised/cancelled/lapsed during the year ended 31 December 2019	No. of options outstanding at 31 December 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 12月31日止 年度內 授予 的購股權數目	於截至 2019年 12月31日止 年度內 已行使/ 註銷/失效的 購股權數目	於2019年 12月31日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Employee 僱員	2019/6/12 2019年6月12日 to 2029/6/11 2019年6月12日 至 2029年6月11日	11.25	N/A 不適用	-	327,000	(107,910)	219,090	0.010%
Total 合計				-	327,000	(107,910)	219,090	0.010%

Note 1: During the year ended 31 December 2019, 107,910 options were exercised. The weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$16.88 per Share.

附註1：截至2019年12月31日止年度，已行使107,910份購股權。股份的加權平均收市價緊接購股權獲行使日期前為每股16.88港元。

# Directors' Report 董事會報告

## SUBSTANTIAL SHAREHOLDERS

As at 31 December 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
Wu Junbao Education (Note 1) 吳俊保教育(附註1)	Beneficial interest 實益權益	743,743,602	33.944%	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	23.248%	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	22.364%	Long position 好倉
Ms. Zhou Jiaju (Note 1) 周家菊女士(附註1)	Spousal interest 配偶權益	743,743,602	33.944%	Long position 好倉
Ms. Cheng Jing (Note 2) 程靜女士(附註2)	Spousal interest 配偶權益	509,386,109	23.248%	Long position 好倉
Ms. Wei Zhiling (Note 3) 衛志玲女士(附註3)	Spousal interest 配偶權益	490,017,995	22.364%	Long position 好倉

Notes:

1. Wu Junbao Education, which is wholly-owned by Mr. Wu Junbao, is the beneficial owner of approximately 33.944% 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 23.248% 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12月31日，根據本公司按照證券及期貨條例第336條所存置的股東名冊所記錄，以下人士(本公司董事或主要行政人員除外)於本公司股份及相關股份擁有的權益或淡倉如下：

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
Wu Junbao Education (Note 1) 吳俊保教育(附註1)	Beneficial interest 實益權益	743,743,602	33.944%	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	23.248%	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	22.364%	Long position 好倉
Ms. Zhou Jiaju (Note 1) 周家菊女士(附註1)	Spousal interest 配偶權益	743,743,602	33.944%	Long position 好倉
Ms. Cheng Jing (Note 2) 程靜女士(附註2)	Spousal interest 配偶權益	509,386,109	23.248%	Long position 好倉
Ms. Wei Zhiling (Note 3) 衛志玲女士(附註3)	Spousal interest 配偶權益	490,017,995	22.364%	Long position 好倉

附註：

1. 吳俊保教育(由吳俊保先生全資擁有)為本公司約33.944%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23.248%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 22.364% 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.

Save as disclosed above, as at 31 December 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.

## INTERESTS OF THE COMPLIANCE ADVISER

As notified by Haitong International Capital Limited, compliance adviser of our Company, neither Haitong International Capital Limited nor any of its close associates (as defined in the Listing Rules) and none of the directors or employees of Haitong International Capital Limited had any interest in the share capital of the Company or any member of our Group (including options or rights to subscribe for such securities, if any) which is required to be notified to our Company pursuant to the Listing Rules as at 31 December 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22.364%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。

除上文所披露外，於2019年12月31日，根據本公司按照證券及期貨條例第336條所存置的股東名冊，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。

## 合規顧問的權益

如本公司合規顧問海通國際資本有限公司知會，於2019年12月31日，海通國際資本有限公司及其任何緊密聯繫人(定義見上市規則)以及海通國際資本有限公司的董事或僱員概無於本公司或本集團任何成員公司的股本中，擁有根據上市規則須知會本公司的任何權益，包括購股權或可認購有關證券的權利(如有)。



### NON-COMPETITION UNDERTAKING OF THE CONTROLLING SHAREHOLDERS

Mr. Wu Junbao, Wu Junbao Education (“**Controlling Shareholders**”), Mr. Wu Wei, Wu Wei Education, Mr. Xiao Guoqing and Xiao Guoqing Education (collectively as the “**Undertaking Parties**” and each as a “**Undertaking Party**”), have entered into the Deed of Non-competition on 21 May 2019 in favour of our Company, pursuant to which the Undertaking Parties have jointly and severally and irrevocably undertaken with our Company (for itself and for the benefit of its subsidiaries) that it or he would not, and would procure that its or his controlled entities (except any members of our Group) would not, during the restricted period set out below, directly or indirectly, either on its or his own account or in conjunction with or on behalf of any person, company (enterprise or corporate entity), partnership or associate (whether of an economic nature), among other things, carry on, participate or be interested or engaged in or hold (in each case whether as a shareholder, partner, agent, employee or otherwise) any business which is or may be in competition with the business of any member of our Group (the “**Restricted Business**”) to the extent such competition would materially and adversely impact the operations and financial position or prospects of our Group.

The “restricted period” stated in the Deed of Non-competition refers to the period during which (i) the Shares remain listed on the Stock Exchange; (ii) in relation to each Undertaking Party, the relevant Undertaking Party or any of its/his associates still holds directly or indirectly an equity interest in our Company; and (iii) the Undertaking Parties and/or their respective associates jointly or severally are entitled to exercise or control the exercise of not less than 30% in aggregate of the voting power at general meetings of our Company.

Under the Structured Contracts (as defined in the Company’s prospectus dated 30 May 2019 (the “**Prospectus**”), Mr. Wu Junbao, Mr. Wu Wei and Mr. Xiao Guoqing, as registered Shareholders, and Mr. Ge Xiaoliang, as a school sponsor of Nanjing Culinary Technical School (南京烹飪技工學校) (“**Nanjing School**”), also provided certain non-competition undertakings in favour of our Company.

The Company has received and the Independent Non-executive Directors have reviewed the confirmation from the Undertaking Parties in respect of their compliance with the terms of non-competition undertaking for the year.

### 控股股東的不競爭承諾

於2019年5月21日，吳俊保先生、吳俊保教育（「**控股股東**」）、吳偉先生、吳偉教育、肖國慶先生及肖國慶教育（統稱及各自稱為「**承諾方**」）以本公司為受益人訂立不競爭契據，據此，承諾方已共同及各別且不可撤回地向本公司（為其本身及為其附屬公司的利益）承諾，於下文所載受限制期間，倘有關競爭會對本集團的運營及財務狀況或前景造成重大不利影響，則其不會並將促使其所控制的實體（本集團任何成員公司除外）不會直接或間接自行或聯同或代表任何人士、公司（企業或公司實體）、合作夥伴或聯營公司（無論是否為經濟性質），（其中包括）進行或參與任何目前或可能與本集團任何成員公司的業務構成競爭的業務（「**受限制業務**」），或於當中擁有權益或從事或持有（在各情況下均不論以股東、合夥人、代理、僱員或其他身份）受限制業務。

不競爭契據所述的「受限制期間」指 (i) 股份仍在聯交所上市的期間；(ii) 就各承諾方而言，有關承諾方或其任何聯繫人仍直接或間接持有本公司的股本權益的期間；及 (iii) 承諾方及／或其各自的聯繫人共同或個別有權於本公司股東大會上行使或控制行使合共不少於30%的投票權的期間。

根據結構性合約（定義見本公司日期為2019年5月30日的招股章程）（「**招股章程**」），吳俊保先生、吳偉先生及肖國慶先生（為註冊股東），以及南京烹飪技工學校（「**南京學校**」）的舉辦者葛孝良先生，亦已作出若干不競爭承諾（以本公司為受益人）。

本公司已接獲及獨立非執行董事已接獲承諾方就彼等於年度內遵守不競爭承諾條款發出的確認書。

## STRUCTURED CONTRACTS

Please refer to the section headed “Structured Contracts” in the Prospectus for the major terms of and reasons to enter into Structured Contracts and other details. Since the listing date of the Company up to 31 December 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 31 December 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.

### Foreign Investment Law (“FIL”)

On 15 March 2019, the National People’s Congress approved the FIL which came 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. For details about the impact and potential consequences of the FIL, please also refer to the section headed “Structured Contracts” in the Prospectus.

## 結構性合約

有關訂立結構性合約的主要條款及原因及其他詳情，請參閱招股章程「結構性合約」一節。自本公司上市日期至2019年12月31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12月31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，請參閱招股章程「結構性合約」一節。

### 《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》，已自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，請參閱招股章程「法規」一節。有關《外商投資法》的影響及潛在後果，亦請參閱招股章程「結構性合約」一節。

## CONNECTED TRANSACTIONS

### Non-exempt Continuing Connected Transactions

#### (1) Service Agreements

Pursuant to the service agreements (the “**Service Agreements**”) dated 8 March 2018 entered into by Anhui Xinhua University\* (安徽新華學院) (“**Xinhua University**”) with each of Anhui New East Culinary Education Institute\* (安徽新東方烹飪專修學院) and Anhui Xinhua Computer Institute\* (安徽新華電腦專修學院) (the “**Relevant Institutes**”), each of the Relevant Institutes have agreed to assist Xinhua University in promoting its adult higher education program to students of the Relevant Institutes. In connection with such promotional effort, for those students who enrolled in our adult higher education program (the “**Relevant Students**”), each of the Relevant Institutes have also agreed to provide convenient teaching locations for the Relevant Students to attend some of the classes for such program. In consideration of the foregoing services, Xinhua University shall pay to the Relevant Institutes a service fee equivalent to 50% of the tuition fees of the Relevant Students. The Service Agreements are for a term with effect from 26 March 2018 to 31 December 2020, renewable for another three years unless terminated by either party by serving written notice to the other party within 30 days prior to expiry of the Service Agreements (subject to compliance with the provisions under the Listing Rules regarding continuing connected transactions).

The annual cap for the Service Agreements for the years ended 31 December 2019 amounted to be RMB2.7 million.

The total amount of the aforesaid transaction for the year ended 31 December 2019 was RMB1.4 million. (note 35(ii)(1) to the consolidated financial statements)

## 關連交易

### 非豁免持續關連交易

#### (1) 服務協議

根據安徽新華學院(「**新華學院**」)分別與安徽新東方烹飪專修學院和安徽新華電腦專修學院(「**有關學院**」)訂立的日期為2018年3月8日的服務協議(「**服務協議**」),有關學院各自同意協助新華學院向有關學院的學生推廣其成人高等教育計劃。就有關推廣工作而言,對於加入我們成人高等教育計劃的學生(「**有關學生**」),有關學院亦各自同意為有關學生提供便利的教學場所,方便其參加該計劃的部分課程。新華學院應向有關學院支付相當於有關學生學費50%的服務費,作為前述服務的對價。服務協議的有效期為自2018年3月26日起 至2020年12月31日止,且除非任何一方在服務協議屆滿前30日內向另一方發出書面通知終止服務協議,否則服務協議可續期三年(須遵守上市規則有關持續關連交易的規定)。

截至2019年12月31日止年度,服務協議的年度上限為人民幣2.7百萬元。

截至2019年12月31日止年度,上述交易總金額為人民幣1.4百萬元(綜合財務報表附註35(ii)(1))。

## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (2) Tenancy Agreement

On 25 December, 2018, Anhui New East Culinary Institute, one of our PRC Consolidated Affiliated Entities (as defined in the Prospectus) and as the landlord, and the School of Clinical Medicine of Anhui Medical University\* (安徽醫科大學臨床醫學院) (the “**School of Clinical Medicine**”), as the tenant, entered into a tenancy agreement (the “**Tenancy Agreement**”), for leasing to the School of Clinical Medicine a premise located at Guanjing Road, Xiangshan Road, Professional Education Town, Yaohai District, Hefei, Anhui province, the PRC (the “**Premise**”), as the campus of the School of Clinical Medicine (the “**Connected Lease**”). Pursuant to the Tenancy Agreement, our Group will lease to the School of Clinical Medicine the Premise for a term from 1 January 2019 to 31 July 2020, at a monthly rental of RMB600,000. The Tenancy Agreement was entered into by us and the School of Clinical Medicine after taking into the consideration that (i) the Premise was not utilized by Anhui New East Culinary Institute as of the date of the Tenancy Agreement, (ii) leasing out the Premise is of economic benefit of our Group, and (iii) the principal business of the School of Clinical Medicine is also education.

The annual caps for the maximum amount receivable for the year ended 31 December 2019 under the Connected Lease amounted to RMB7.2 million.

The total amount of the aforesaid transaction for the year ended 31 December 2019 was RMB6.6 million. (note 35(ii)(2) to the consolidated financial statements)

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (2) 租賃協議

於2018年12月25日，我們的中國綜合聯屬實體之一（定義見招股章程）安徽新東方烹飪專修學院（作為業主）與安徽醫科大學臨床醫學院（「**臨床醫學院**」）（作為租戶）訂立租賃協議（「**租賃協議**」），向臨床醫學院出租位於中國安徽省合肥市瑤海區職教城關井路、相山路的一處物業（「**該物業**」）作為臨床醫學院的校區（「**關連租賃**」）。根據租賃協議，本集團將向臨床醫學院出租該物業，租期為2019年1月1日至2020年7月31日，月租為人民幣600,000元。經考慮以下因素後，我們與臨床醫學院訂立租賃協議：(i)截至租賃協議的日期，安徽新東方烹飪專修學院尚未動用該物業；(ii)租賃該物業符合本集團的經濟利益；及(iii)臨床醫學院的主要業務亦為教育。

根據關連租賃，截至2019年12月31日止年度的最高應收款項的年度上限為人民幣7.2百萬元。

截至2019年12月31日止年度，上述交易總金額為人民幣6.6百萬元（綜合財務報表附註35(ii)(2)）。

## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (3) Structured Contracts

As disclosed in the paragraph headed “Structured Contracts – Background of the Structured Contracts” in the Prospectus, relevant laws and regulations restrict the operation of vocational education and vocational training institutions to Sino-foreign cooperation ownership, in addition to imposing qualification requirements on the foreign owners. Further, it is expected that the possibility of government approval for establishing and operating a vocational education and vocational training institute in the PRC by way of Sino-foreign ownership in the foreseeable future is very low. As a result, the Group, through our wholly-owned subsidiary, Hefei Xinhua Chuangchi Education Management Co., Ltd. (the “WFOE”), our PRC Consolidated Affiliated Entities and other parties, have entered into the Structured Contracts such that we can conduct our business operations indirectly in the PRC through our PRC Consolidated Affiliated Entities while complying with applicable PRC law and regulations. The Structured Contracts, as a whole, are designed to provide our Group with effective control over the financial and operational policies of our PRC Consolidated Affiliated Entities, to the extent permitted by PRC law and regulations, the right to acquire the equity interest in and/or the assets of our PRC Consolidated Affiliated Entities and/or the school sponsors interest in Nanjing School after the listing through the WFOE. As we operate our education business through our PRC Consolidated Affiliated Entities, which are controlled by their respective school sponsors and we do not hold any direct equity interest in our PRC Consolidated Affiliated Entities, the Structured Contracts were entered into on 30 November 2018 pursuant to which all material business activities of our PRC Consolidated Affiliated Entities are instructed and supervised by our Group, through the WFOE, and the relevant economic benefits arising from such business of the our PRC Consolidated Affiliated Entities are transferred to our Group.

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (3) 結構性合約

如招股章程「結構性合約－結構性合約背景」一段所披露，有關法律法規除對外國所有者提出資格要求外，還將職業教育及職業培訓機構的經營限制在中外合作擁有權範圍內。此外，預期政府批准在中國境內以中外合資的方式設立和經營職業教育和職業培訓機構的可能性在可預見的未來屬微乎其微。因此，本集團已通過全資附屬公司（「全資附屬公司」）、合肥新華創智教育管理有限公司（「WFOE」）、我們的中國綜合聯屬實體及其他方訂立結構性合約，以便我們通過中國綜合聯屬實體在中國境內間接開展業務經營，同時遵守適用的中國法律法規。結構性合約整體旨在為本集團有效控制中國綜合聯屬實體的財務及運營政策，在中國法律法規允許的情況下，向本集團提供在通過WFOE上市後購買中國綜合聯屬實體股本權益及／或資產的權利及／或學校舉辦者於南京學校的權益。由於我們通過中國綜合聯屬實體（由其各自學校舉辦者控制）經營教育業務，且我們並未在中國綜合聯屬實體持有任何直接股本權益，我們於2018年11月30日訂立結構性合約，據此，我們中國綜合聯屬實體的所有重大業務活動均將由本集團通過WFOE進行指導及監督，而我們中國綜合聯屬實體的相關業務所產生的相關經濟利益將被轉移到本集團。



## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (3) Structured Contracts (continued)

The Structured Contracts consist of a series of agreements, collectively, the exclusive management consultancy and business cooperation agreements, the exclusive call option agreements, the equity pledge agreement, the powers of attorney, the accounts receivable pledge agreement, the school sponsors' or capital contributors' rights entrustment agreement and the school sponsors' or capital contributors' powers of attorney, each of which is an integral part of the Structured Contracts. See "Structured Contracts" in the Prospectus for details of major terms of these agreements.

In view of the Structured Contracts, we have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with (i) the announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions contemplated under the Structured Contracts pursuant to Rule 14A.105 of the Listing Rules, (ii) the requirement of setting an annual cap for the transactions under the Structured Contracts under Rule 14A.53 of the Listing Rules, and (iii) the requirement of limiting the term of our Structured Contracts to three years or less under Rule 14A.52 of the Listing Rules, for so long as our Shares are listed on the Stock Exchange subject however to the following conditions:

- (a) No change without Independent Non-executive Directors' approval

No change to the Structured Contracts will be made without the approval of the Independent Non-executive Directors.

- (b) No change without independent Shareholders' approval

Save as described in paragraph (d) below, no change to the agreements governing the Structured Contracts will be made without the approval of our Company's independent Shareholders.

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (3) 結構性合約 (續)

結構性合約包含一系列協議(統稱獨家管理顧問及業務合作協議、獨家購買權協議、股權質押協議、授權委託書、應收賬款質押協議、學校舉辦者或出資人權利委託協議及學校舉辦者或出資人的授權委託書)，上述各項均為結構性合約的組成部分。有關該等協議主要條款的詳情，請參閱招股章程「結構性合約」。

針對結構性合約，我們已經向聯交所申請，及聯交所已經授出豁免(i)依據上市規則第14A.105條規定就結構性合約項下擬定的交易，嚴格遵守上市規則第十四A章下的公告、通函及獨立股東批准規定；(ii)根據上市規則第14A.53條就結構性合約項下的交易訂立年度上限的規定；及(iii)根據上市規則第14A.52條將我們的結構性合約期限限制在三年或以下的規定，只要股份在聯交所上市，但須符合下列條件：

- (a) 未經獨立非執行董事批准不得變更

未經獨立非執行董事批准，不得更改結構性合約。

- (b) 未經獨立股東批准不得變更

除下文(d)段所述外，未經本公司獨立股東批准，不得更改管轄結構性合約的協議。

## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (3) Structured Contracts (continued)

- (b) No change without independent Shareholders' approval (continued)

Once independent Shareholders' approval of any change has been obtained, no further announcement or approval of the independent shareholders will be required under Chapter 14A of the Listing Rules unless and until further changes are proposed. The periodic reporting requirement regarding the Structured Contracts in the annual reports of our Company will however continue to be applicable.

- (c) Economic benefits flexibility

The Structured Contracts shall continue to enable our Group to receive the economic benefits derived by our PRC Consolidated Affiliated Entities through (i) our Group's option, to the extent permitted under PRC laws and regulations, to acquire all or part of the equity or school sponsor's interest held by the registered Shareholders and/or the school sponsors of Nanjing School, as the case may be, at the lowest possible amount permissible under the applicable PRC laws and regulations, (ii) the business structure under which the net profit generated by our PRC Consolidated Affiliated Entities is substantially retained by our Group, such that no annual cap shall be set on the amount of service fees payable to WFOE by our PRC Consolidated Affiliated Entities under the exclusive technical service and management consultancy agreements, and (iii) our Group's right to control the management and operation of, as well as, in substance, all of the voting rights of our PRC Consolidated Affiliated Entities as appointed by the registered Shareholders in our PRC Consolidated Affiliated Entities or by the school sponsors of Nanjing School, as the case may be.

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (3) 結構性合約 (續)

- (b) 未經獨立股東批准不得變更 (續)

在獨立股東批准任何變更後，除非提出進一步的變更建議，否則根據上市規則第十四A章的規定，不需要獨立股東的進一步公告或批准。然而，本公司年度報告中關於結構性合約的定期報告要求將繼續適用。

- (c) 經濟效益的靈活性

結構性合約將繼續使本集團通過下列方式獲得源於我們中國綜合聯屬實體的經濟效益：(i) 在中國法律法規許可的範圍內，本集團按適用中國法律法規所允許的最低可能數量，全部或部分收購（視情況而定）記名股東及／或南京學校的學校舉辦者持有的股權或學校舉辦者權益的購股權，(ii) 本集團據以實質留存源於我們中國綜合聯屬實體的純利（以致不得對我們的中國綜合聯屬實體依據獨家技術服務及管理顧問協議向WFOE支付的服務費設定任何年度限額）的業務結構，及(iii) 本集團有權控制我們中國綜合聯屬實體的記名股東或南京學校的學校舉辦者（視情況而定）所指定的中國綜合聯屬實體的管理及運營，且有權實際上擁有其全部表決權。



## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (3) Structured Contracts (continued)

##### (d) Renewal and reproduction

On the basis that the Structured Contracts provide an acceptable framework for the relationship between our Company and its subsidiaries in which our Company has direct shareholding, on one hand, and our PRC Consolidated Affiliated Entities, on the other hand, that framework may be renewed and/or reproduced upon the expiry of the existing arrangements or in relation to any existing or new wholly foreign owned enterprise or operating company engaging in the same business as that of our Group which our Group might wish to establish when justified by business expediency, without obtaining the approval of the Shareholders, on substantially the same terms and conditions as the existing Structured Contracts. The directors, chief executives or substantial shareholders of any existing or new wholly foreign owned enterprise or operating company (including branch company) engaging in the same business as that of our Group which our Group may establish will, upon renewal and/or reproduction of the Structured Contracts, however be treated as connected persons of our Company and transactions between these connected persons and our Company other than those under similar Structured Contracts shall comply with Chapter 14A of the Listing Rules. This condition is subject to relevant PRC laws, regulations and approvals.

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (3) 結構性合約 (續)

##### (d) 更新和複製

在結構性合約就本公司及其直接控股附屬公司(一方)與我們的中國綜合聯屬實體(另一方)之間的關係提供可接受框架的前提下,可於現有安排到期後,或就本集團認為可提供業務便利時可能有意成立的從事與本集團相同業務的任何現有或新外商獨資企業或營運公司,按照與現有結構性合約大致相同的條款與條件,重續及/或複製該框架,而無須取得股東批准。然而,本集團可能成立的從事與本集團相同業務的任何現有或新外商獨資企業或營運公司(包括分公司)的董事、最高行政人員或主要股東,將於重續及/或複製結構性合約後被視為本公司關連人士,該等關連人士與本公司之間的交易(根據類似結構性合約進行者除外)須遵守上市規則第十四A章的規定。此項條件以符合相關中國法律法規與批准為前提。

## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (4) Confirmation of Independent Non-executive Directors

The Independent Non-executive Directors have reviewed and confirmed the continuing connected transactions set out above are:

1. in the ordinary and usual course of business of the Group;
2. on normal commercial terms or better; and
3. entered into in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

Our Independent Non-executive Directors have reviewed the Structured Contracts and confirmed that (i) the transactions carried out during the year ended 31 December 2019 have been entered into in accordance with the relevant provisions of the Structured Contracts, have been operated so that the profit generated by our PRC Consolidated Affiliated Entities has been substantially retained by our Group, (ii) no dividends or other distributions have been made by our PRC Consolidated Affiliated Entities to the respective holders of equity or school sponsor's interest which are not otherwise subsequently assigned or transferred to our Group, and (iii) the Structured Contracts and if any, any new contracts entered into, renewed or reproduced between our Group and our PRC Consolidated Affiliated Entities during the year ended 31 December 2019 under paragraph (d) above are fair and reasonable, or advantageous, so far as our Group is concerned and in the interests of our Shareholders as a whole.

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (4) 獨立非執行董事的確認

獨立非執行董事已審核及確認上列所載之持續關連交易為：

1. 屬本集團的日常業務；
2. 按照一般或更好商務條款進行；及
3. 根據有關交易的協議條款訂立，而交易條款公平合理，並且符合本集團股東的整體利益。

獨立非執行董事已審閱結構性合約並確認：(i) 於截至2019年12月31日止年度開展的交易按照結構性合約的有關規定訂立，相關交易的經營使得源於我們中國綜合聯屬實體的利潤實質由本集團留存；(ii) 我們的中國綜合聯屬實體並未向其後未另行轉撥或轉讓給本集團的股權或學校舉辦者權益的有關持有人派發任何股息或作出其他分派；及(iii) 結構性合約及本集團與我們的中國綜合聯屬實體於截至2019年12月31日止年度根據上文(d)段訂立、重續或複製的任何新合同(如有)對本集團而言屬公平合理或有利，且符合本集團股東的整體利益。

## CONNECTED TRANSACTIONS (continued)

### Non-exempt Continuing Connected Transactions (continued)

#### (5) Confirmation of auditors of the Company

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information", and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the HKICPA. The external auditor issued its unqualified letter containing its findings and conclusions in respect of the continuing connected transactions in accordance with Chapter 14A of the Listing Rules. A copy of the auditors' letter has been provided to the Stock Exchange in accordance with the requirements of the Listing Rules.

The Company's auditors also carried out procedures on the transactions pursuant to the Structured Contracts and confirmed that the transactions have received the approval of the Directors, have been entered into in accordance with the relevant Structured Contracts and that no dividends or other distributions have been made by our PRC Consolidated Affiliated Entities to the respective holders of equity or school sponsor's interest which are not otherwise subsequently assigned or transferred to our Group.

## RELATED PARTIES TRANSACTIONS

Details of the related parties transactions undertaken in the normal course of business are set out in note 35 to the consolidated financial statements in this annual report. Certain of which also constitute discloseable connected transactions under the Listing Rules. These connected transactions have complied with the requirements under Chapter 14A of the Listing Rules.

## 關連交易 (續)

### 非豁免持續關連交易 (續)

#### (5) 本公司核數師的確認

本公司已委聘核數師根據香港核證委聘準則第3000號(經修訂)「審核或審閱過往財務資料以外的核證委聘」並參考香港會計師公會頒佈的實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，匯報本集團的持續關連交易。外聘核數師已根據上市規則第14A章發出無保留意見函件，當中載有其有關持續關連交易的發現及結論。核數師函件的副本已按照上市規則的規定向聯交所提供。

本公司審計師亦按照結構性合約對交易執程序，確認交易已得到董事的批准，及按照有關結構性合約訂立，及我們的中國綜合聯屬實體並未向其後未另行轉撥或轉讓給本集團的股權或學校舉辦者權益的有關持有人派發任何股息或作出其他分派。

## 關聯方交易

於日常業務過程中進行的關聯方交易的詳情載於本年度綜合財務報表附註35。若干交易亦構成上市規則項下的須予披露關連交易。該等關連交易已遵守上市規則第十四A章項下之規定。

# Directors' Report 董事會報告

## CONFLICT OF INTERESTS

Since the listing date of the Company up to 31 December 2019, none of the Directors, the substantial Shareholders or the management Shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the business of the Group or has any other conflict of interests with the Group.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year ended 31 December 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.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Non-exempt Continuing Connected Transactions" in this report, none of the Directors nor any entity connected with the Directors had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during or at the end of the year ended 31 December 2019.

## 利益衝突

自本公司上市日期起至2019年12月31日，本公司董事、主要股東或管理層股東或彼等各自任何聯繫人概無從事任何直接或間接與本集團業務構成或可能構成競爭的任何業務，亦無與本集團存在任何其他利益衝突。

## 董事認購股份或債券的權利

除上文所披露外，於截至2019年12月31日止年度內任何時間，概無任何董事或彼等各自的配偶或未滿十八歲的子女獲授可透過購買本公司或任何其他法人團體股份或債券而獲益的權利，或行使任何該等權利；而本公司或其任何控股公司、同系附屬公司及附屬公司概無訂立任何安排，致使本公司董事、彼等各自的配偶或未滿十八歲的子女可自任何其他法人團體購入該等權利。

## 董事於重大交易、安排或合約的權益

除本報告「非豁免持續關連交易」一節所披露者外，截至2019年12月31日止年度內或年末，概無董事或與董事有關連的實體直接或間接於本公司、其控股公司或其任何附屬公司或同系附屬公司所訂立的任何重大交易、安排或合約中擁有重大權益。

## CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Non-exempt Continuing Connected Transactions" and the transactions as disclosed in Note 35 to the consolidated financial statements in this annual report, no Controlling Shareholder or any of its subsidiaries have any contract of significance with the Company or its subsidiaries during the year ended 31 December 2019.

No contract of significance, including contracts of significance for the provision of services, has been entered into among the Company or any of its subsidiaries and the Controlling Shareholders or any of their subsidiaries during the year ended 31 December 2019.

## MANAGEMENT CONTRACTS

No contract, concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 December 2019.

## 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 31 December 2019.

## PRE-EMPTIVE RIGHTS

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

## EQUITY-LINKED AGREEMENTS

Save for the Pre-IPO Share Option Scheme and the 2019 Share Option Scheme, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2019.

## 控股股東於重大合約的權益

除本報告「非豁免持續關連交易」一節所披露者及於本年報綜合財務報表附註35所披露的交易外，控股股東或其任何附屬公司於截至2019年12月31日止年度內並無與本公司或任何附屬公司訂立任何重大合約。

截至2019年12月31日止年度，本公司或其任何附屬公司並無與控股股東或彼等任何附屬公司訂立任何重大合約，包括提供服務的重大合約。

## 管理合約

截至2019年12月31日止年度，本公司並無訂立或存續有關本公司全部或大部分業務管理的合約。

## 遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄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12月31日止期間一直遵守標準守則所載之規定標準。

## 優先購買權

組織章程細則或開曼群島法例並無規定本公司須按比例向現有股東發售新股份的優先購買權條文。

## 股權掛鈎協議

除首次公開發售前購股權計劃及2019年購股權計劃外，於截至2019年12月31日止年度，本集團並無訂立或存續任何股權掛鈎協議。

# Directors' Report 董事會報告

## PERMITTED INDEMNITY

Pursuant to the Articles of Association and subject to the applicable laws and regulations, the Directors, secretary and other officers and every auditor of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) acting or who have acted in relation to any of the affairs of the Company and everyone of them, and everyone of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts.

Such permitted indemnity provision has been in force for the year ended 31 December 2019. The Company has taken out liability insurance to provide appropriate coverage for the Directors.

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

Neither the Company, nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the period from the listing date of the Company to 31 December 2019.

## AUDIT COMMITTEE AND REVIEW OF CONSOLIDATED FINANCIAL STATEMENTS

The Audit Committee of the Company consists of three Independent Non-executive Directors, namely Mr. Hung Ka Hai, Clement, 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 consolidated financial statements for the year ended 31 December 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 consolidated financial statements of the Group for the year ended 31 December 2019, including the accounting principles and practices adopted by the Group. The Audit Committee is in the opinion that the consolidated financial statements have been prepared in accordance with the applicable accounting standards, the Listing Rules and the statutory requirements and that adequate disclosures have been made in the annual report.

## 獲准許的彌償

根據組織章程細則，在不違反適用法律法規的情況下，本公司於任何時候（無論是現時抑或過去）的董事、秘書及其他高級人員及每名核數師以及就或曾就本公司任何事務行事的清盤人或受託人（如有）以及每名該等人士及該等人士的每名繼承人、遺囑執行人及遺產管理人，均可從本公司的資產及利潤獲得彌償，確保該等人士或任何該等人士、該等人士的任何繼承人、遺囑執行人或遺產管理人就各自的職務或信託，執行其職責或假定職責時免於因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支受到任何損害。

上述獲准許的彌償條文已於截至2019年12月31日止年度生效。本公司已投購責任險，為董事提供適當保障。

## 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12月31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。

## 審核委員會及審閱綜合財務報表

本公司審核委員會由三名獨立非執行董事組成，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於截至2019年12月31日止年度的綜合財務報表的完整性、準確性及公平性，以及本集團營運及內部控制的效率及有效性作出獨立檢討。審核委員會已審閱本集團截至2019年12月31日止年度的綜合財務報表，包括本集團採納的會計原則及慣例。審核委員會認為，有關綜合財務報表乃按適用會計準則、上市規則及法定規定編製，並已於年度報告內作出充足披露。



## ANNUAL GENERAL MEETING

The forthcoming annual general meeting will be held on Wednesday, 27 May 2020. For the details, please refer to the notice of the annual general meeting which will be published and dispatched to the shareholders of the Company as soon as practicable in accordance with the Company's Articles of Association and the Listing Rules.

## CLOSURE OF REGISTER OF MEMBERS

- (a) For determining the entitlement to attend and vote at the forthcoming annual general meeting

The register of members of the Company will be closed from Friday, 22 May 2020 to Wednesday, 27 May 2020 (both days inclusive), during which period no transfer of shares of the Company may be registered, for the purposes of ascertaining Shareholders' entitlement to attend and vote at the forthcoming annual general meeting. In order to be eligible to attend and vote at the forthcoming annual general meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Service Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 21 May 2020.

- (b) For determining the entitlement to the proposed final dividend

The register of members of the Company will be closed from Tuesday, 2 June 2020 to Thursday, 4 June 2020 (both days inclusive), during which period no transfer of Shares of the Company may be registered, for the purposes of ascertaining Shareholders' entitlement for the proposed final dividend. The record date for the proposed final dividend shall be Thursday, 4 June 2020. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 1 June 2020.

## 股東週年大會

應屆股東週年大會將於2020年5月27日(星期三)舉行。詳情請參閱有關股東週年大會通告，其將按本公司組織章程細則及上市規則盡快刊發和寄發予本公司股東。

## 暫停辦理股份過戶登記

- (a) 釐定有權出席應屆股東週年大會及投票

本公司將由2020年5月22日(星期五)至2020年5月27日(星期三)止期間(首尾兩天包括在內)暫停辦理股份過戶登記手續，以釐定有權出席應屆股東週年大會及於會上投票之股東身份。為確保符合資格出席應屆的股東週年大會並於會上投票，所有股份過戶文件連同有關股票須於2020年5月21日(星期四)下午4時30分前，送達本公司的香港股份過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)辦理股份過戶登記手續。

- (b) 釐定有權享有建議末期股息

本公司將由2020年6月2日(星期二)至2020年6月4日(星期四)止期間(首尾兩天包括在內)暫停辦理股份過戶登記手續，以釐定有權享有建議的末期股息之股東身份。享有建議的末期股息之記錄日期為2020年6月4日(星期四)。為確保有權收取建議的末期股息，所有股份過戶文件連同有關股票須於2020年6月1日(星期一)下午4時30分前，送達本公司的香港股份過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)辦理股份過戶登記手續。



# Directors' Report 董事會報告

## SUMMARY OF FINANCIAL INFORMATION

A summary of the consolidated financial results and assets, liabilities and non-controlling interests of the Group for the last five financial years, is set out on page 232.

## SUFFICIENCY OF PUBLIC FLOAT

Pursuant to the waiver obtained from the Stock Exchange, based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained public float of at least 20.0024% and 20.1817% of the Company's issued Shares from the date of listing to 4 July 2019, being the date of issue of additional Shares upon exercise of over-allotment options, and from such date to the date of this report respectively.

## AUDITOR

Deloitte Touche Tohmatsu shall retire in the forthcoming annual general meeting and, being eligible, will offer themselves for re-appointment. A resolution for their re-appointments as auditor of the Company will be proposed at the forthcoming annual general meeting.

By order of the Board

**China East Education Holdings Limited**

**Wu Wei**  
Chairman

Hong Kong, 30 March 2020

## 財務資料概要

本集團截至前五個財政年度的合併財務業績及資產、負債與非控制性權益概要載於第232頁。

## 足夠公眾持股量

根據自聯交所取得的豁免，基於本公司所得之公開資料，並就董事所知，本公司自上市日期起至2019年7月4日（即因行使超額配股權而發行額外股份的日期）及自該日起至本報告日期維持分別佔本公司已發行股份至少20.0024%及20.1817%的足夠公眾持股量。

## 核數師

德勤•關黃陳方會計師行須於應屆股東週年大會上退任，並符合資格及願意膺選連任。而應屆股東週年大會上將提呈決議案，續聘彼等為本公司的核數師。

承董事會命

**中國東方教育控股有限公司**

**吳偉**  
主席

香港，2020年3月30日

# Independent Auditor's Report 獨立核數師報告

## TO THE SHAREHOLDERS OF CHINA EAST EDUCATION HOLDINGS LIMITED

(中國東方教育控股有限公司)

(incorporated in the Cayman Islands with limited liability)

### Opinion

We have audited the consolidated financial statements of China East Education Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 104 to 231, which comprise the consolidated statement of financial position as at 31 December 2019 and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致中國東方教育控股有限公司各股東

(於開曼群島註冊成立之有限公司)

### 意見

本行已審核中國東方教育控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）載於第104頁至第231頁之綜合財務報表，此綜合財務報表包括於2019年12月31日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

本行認為，綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）真實而公平地反映 貴集團於2019年12月31日的綜合財務狀況，及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

## Independent Auditor's Report (continued) 獨立核數師報告(續)

### Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matter

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. The matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on matter.

### 意見基礎

本行已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。本行就該等準則承擔的責任在本報告的「核數師就審核綜合財務報表承擔的責任」一節中進一步闡述。根據香港會計師公會的「職業會計師道德守則」(「守則」)，本行獨立於貴集團，並已履行守則中的其他道德責任。本行相信，本行所獲得的審核憑證能充足和適當地為本行的意見提供基礎。

### 關鍵審核事項

關鍵審核事項是根據本行的職業判斷，對本期間綜合財務報表的審核最為重要的事項。該等事項是在本行審核整體綜合財務報表及出具意見時進行處理的。本行不會對該等事項提供單獨的意見。

# Independent Auditor's Report (continued) 獨立核數師報告 (續)

## Key Audit Matters (continued)

### Key audit matter

#### 關鍵審核事項

Revenue recognition  
收入確認

We identified revenue, referring to note 6 of the consolidated financial statements, as a key audit matter due to its significance to the consolidated financial statements and volume of transactions as at 31 December 2019.

本行將收入列為關鍵審核事項乃由於其對綜合財務報表的重要性於2019年12月31日的交易量，請參閱綜合財務報表附註6。

Tuition fees are generally collected in advance at the enrollment or at the beginning of each school year for courses over one year. Tuition fees received from students but not earned are initially recorded in contract liabilities, and then is recognised over the relevant period of the applicable courses. Revenue is one of the key performance indicators of the Group. Given the significant balance and volume of transactions processed, we therefore consider the revenue recognition as a key audit matter.

學費一般於入學時或超過一年的課程各學年開始時提前收取。從學生收到但未賺取的學費初步記錄於合約負債，其後於適用課程相關期間確認。收入乃貴集團關鍵績效指標之一。鑒於重大結餘及所進行交易量，本行因此將收入確認視為關鍵審核事項。

The accounting policy of revenue recognition and analysis of revenue are included in note 4 and 6 to the consolidated financial statements, respectively.

收入確認及收入分析的會計政策分別載於綜合財務報表附註4及6。

## 關鍵審核事項 (續)

### How our audit addressed the key audit matter

#### 本行的審核如何處理關鍵審核事項

Our procedures in relation to revenue recognition included:

本行有關收入確認之審核程序包括：

- understanding and testing the Group's key internal controls relating to revenue recognition process;
- 了解及測試 貴集團有關收入確認過程的關鍵內部控制；
- on a sample basis, checking the existence of the students in the financial year by checking the attendance records and the student register system;
- 透過檢查出勤記錄及學生註冊系統抽樣檢查於財政年度學生是否在校；
- on a sample basis, checking the existence of the students in the financial year by interview;
- 透過面談抽樣檢查於財政年度學生是否在校；
- on a sample basis, checking the evidence of tuition fees received from students;
- 抽樣檢查自學生收取的學費證明；
- performing recalculation of the amount of contract liabilities and revenue recognised during the year; and
- 重新計算於年內確認的合約負債及收入金額；及
- performing analytical procedures to test the accuracy and reasonableness of revenue recognised during the year.
- 執行分析程序，以測試於年內確認的收入的準確性及合理性。

# Independent Auditor's Report (continued) 獨立核數師報告(續)

## Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

## 其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載之資料，惟不包括綜合財務報表及本行就此發出之核數師報告。

本行對綜合財務報表的意見並不涵蓋其他資料，本行亦不對其他資料發表任何形式的鑒證結論。

就本行審核綜合財務報表而言，本行的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或本行在審核過程中所了解的情況有重大不一致，或者似乎有重大錯誤陳述。基於本行已執行的工作，如果本行認為其他資料有重大錯誤陳述，本行需要報告該事實。在這方面，本行沒有任何報告。

## 董事及治理層就綜合財務報表承擔之責任

貴公司之董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製及真實而公平地列報此等綜合財務報表以及董事認為屬必要而使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述之內部控制。

在編製綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層負責監督貴集團財務報告過程。

## Independent Auditor's Report (continued) 獨立核數師報告 (續)

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

### 核數師就審核綜合財務報表承擔之責任

本行的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括本行意見之核數師報告，按照吾等協定之委聘條款，僅向整體股東報告，除此之外本報告別無目的。本行概不就本報告之內容向任何其他人士負責或承擔責任。合理保證是高水平之保證，但不能保證按香港審計準則進行之審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期彼等個別或匯總起來可能影響使用者依據該等綜合財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

在根據香港審計準則進行審核的過程中，本行運用了職業判斷，保持了職業懷疑態度。本行亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及取得充足和適當的審核憑證，作為本行意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險比較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審核相關的內部控制，以設計適當的審核程序，但並非旨在對貴集團內部控制的有效性發表意見。

## Independent Auditor's Report (continued) 獨立核數師報告(續)

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### 核數師就審核綜合財務報表承擔之責任(續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露資料的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審核憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對 貴集團持續經營的能力構成重大疑慮。如果本行認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中的相關披露資料進行關注。假若有關披露資料不足，則修改本行的意見。本行的結論是基於截至本行的核數師報告日期止所取得的審核憑證。然而，未來事件或情況可能導致 貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否公允反映相關交易和事項。
- 就 貴集團中實體或業務活動的財務資料獲取充分、適當的審核證據，以對綜合財務報表發表意見。本行負責指導、監督和執行集團審核。本行僅對本行的審核意見承擔責任。

本行就既定審核範圍、時間安排、重大審核結果等事項，包括本行在審核期間識別出內部控制的任何重大缺陷與治理層進行了溝通。



## Independent Auditor's Report (continued) 獨立核數師報告 (續)

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Wong Shun Yu.

#### Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

30 March 2020

### 核數師就審核綜合財務報表承擔之責任 (續)

本行還向治理層提交聲明，說明本行已符合有關獨立性的相關職業道德要求，並與他們溝通所有合理地被認為會影響本行獨立性的關係和其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，本行決定哪些事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。本行會在核數師報告中描述這些事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期在本行報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，本行將不會在此等情況下在報告中溝通該事項。

本獨立核數師報告的審計項目合夥人是王惇瑀。

#### 德勤•關黃陳方會計師行

執業會計師

香港

2020年3月30日

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

		Year ended 31 December 截至12月31日止年度		
		NOTES 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Continuing operations</b>				
Revenue	持續經營業務 收入	6	3,905,306	3,264,964
Cost of revenue	收入成本		(1,625,307)	(1,559,856)
Gross profit	毛利		2,279,999	1,705,108
Other income	其他收入	7	116,774	61,827
Other gains and losses	其他收益及虧損	8	130,807	58,089
Selling expenses	銷售開支		(698,002)	(648,032)
Administrative expenses	行政開支		(576,306)	(437,863)
Listing expenses	上市開支		(21,578)	(23,873)
Research and development expenses	研發開支		(30,652)	(28,252)
Finance costs	財務成本	9	(131,521)	-
Profit before taxation	稅前利潤		1,069,521	687,004
Income tax expense	所得稅開支	10	(221,703)	(171,863)
Profit and total comprehensive income for the year from continuing operations	年內來自持續經營業務的利潤及全面收益總額	11	847,818	515,141
<b>Discontinued operation</b>				
Loss and total comprehensive expense for the year from discontinued operation	已終止經營業務 年內來自已終止經營業務的虧損及全面開支總額	12	-	(5,048)
Profit and total comprehensive income for the year	年內利潤及全面收益總額	11	847,818	510,093
Profit (loss) and total comprehensive income (expenses) for the year attributable to owners of the Company	本公司擁有人應佔年內來自以下各項的利潤(虧損)及全面收益(開支)總額			
- from continuing operations	- 來自持續經營業務		847,818	515,141
- from discontinued operation	- 來自已終止經營業務	12	-	(5,048)
			847,818	510,093
From continuing and discontinued operations	來自持續經營及已終止經營業務			
Earnings per share	每股盈利	15		
- Basic (RMB cents)	- 基本(人民幣分)		42.60	10.26
- Diluted (RMB cents)	- 稀釋(人民幣分)		40.84	10.25
From continuing operations	來自持續經營業務			
Earnings per share	每股盈利	15		
- Basic (RMB cents)	- 基本(人民幣分)		42.60	10.36
- Diluted (RMB cents)	- 稀釋(人民幣分)		40.84	10.35

# Consolidated Statement of Financial Position 綜合財務狀況表

AS At 31 December 2019  
於2019年12月31日

		As at 31 December 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
	NOTES 附註		
<b>Non-current assets</b>	<b>非流動資產</b>		
Property and equipment	物業及設備	16	1,405,915
Right-of-use assets	使用權資產	17	1,712,262
Prepaid lease payments for leasehold lands	租賃土地的預付租賃款 項	18	-
Deferred tax assets	遞延稅項資產	19	3,642
Deposit for acquisition of leasehold land	收購租賃土地已付按金		21,708
Prepayments for rental	預付租金		-
Deposits for rental	租金按金		24,022
Deposits for utilities and others	水電費及其他按金		12,230
			<b>3,179,779</b>
<b>Current assets</b>	<b>流動資產</b>		
Inventories	存貨	20	51,713
Prepaid lease payments	預付租賃款	18	-
Trade and other receivables	貿易及其他應收款項	21	203,236
Other financial assets	其他金融資產	22	
– 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」)		418,013
– measured at amortised cost	– 以攤銷成本計量		49,500
Tax recoverable	可收回稅款		1,068
Time deposits	定期存款	23	1,891,600
Bank balances and cash	銀行結餘及現金	23	3,882,953
			<b>6,498,083</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付款項	24	443,134
Dividend payable	應付股息		-
Tax liabilities	稅項負債		138,142
Lease liabilities	租賃負債	25	307,391
Contract liabilities	合約負債	26	1,383,298
			<b>2,271,965</b>
<b>Net current assets (liabilities)</b>	<b>流動資產(負債)淨值</b>		<b>4,226,118</b>
			1,545,187
			37,138
			2,940
			242,290
			-
			1,687
			-
			986,293
			1,270,348
			507,643
			34,112
			108,167
			-
			1,233,230
			1,883,152
			(612,804)

# Consolidated Statement of Financial Position (continued) 綜合財務狀況表(續)

AS At 31 December 2019  
於2019年12月31日

		As at 31 December 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	<b>7,405,897</b>	932,383
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	25 <b>1,206,840</b>	–
Contract liabilities	合約負債	26 <b>72,316</b>	56,101
Government grants	政府補助	<b>6,339</b>	3,651
		<b>1,285,495</b>	59,752
Net assets	資產淨值	<b>6,120,402</b>	872,631
Capital and reserves	資本及儲備		
Share capital	股本	27 <b>193</b>	–
Reserves	儲備	<b>6,120,209</b>	872,631
Total equity	權益總額	<b>6,120,402</b>	872,631

The consolidated financial statements on pages 104 to 231 were approved and authorised for issue by the board of directors on 30 March 2020 and signed on its behalf of:

載於第104至231頁的綜合財務報表經董事會於2020年3月30日通過及授權發出，並由以下人士代為簽署：

**Wu, Wei**  
吳偉  
Chairman  
主席

**Xiao, Guoqing**  
肖國慶  
Deputy Chairman  
副主席

# Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended 31 December 2019  
截至2019年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔					Retained profits	Total
		Share capital/ paid-in capital	Share premium	Capital reserves	Share-based payments reserve	Statutory surplus reserve		
		股本/ 實繳資本	股份溢價	資本儲備	以股份為 基礎的 支付儲備	法定盈餘 儲備	留存利潤	合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (note a) (附註a)	RMB'000 人民幣千元	RMB'000 人民幣千元 (note b) (附註b)	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	360,000	-	-	-	403,549	843,175	1,606,724
Profit and total comprehensive income for the year	年內利潤及全面收益總額	-	-	-	-	-	510,093	510,093
Capital increase (note c)	增資(附註c)	141,940	-	-	-	(51,240)	(90,700)	-
Capital deduction (note d)	資本扣除(附註d)	(401,940)	-	-	-	-	-	(401,940)
Deemed contribution from the Controlling Equity Holders (as defined in note 1) (note 31)	視作控股權益持有人(定義見附註1) 供款(附註31)	-	-	56,947	-	-	-	56,947
Recognition of equity-settled share-based payments (note 28)	確認以權益結算的股份支付(附註28)	-	-	-	8,125	-	-	8,125
Arising from reorganisation	自重組產生	(100,000)	-	100,000	-	-	-	-
Ordinary shares issued (note 27(iv))	已發行普通股(附註27(iv))	-	533	-	-	-	-	533
Transfer	轉撥	-	-	-	-	(128,461)	128,461	-
Dividend distribution (note 14)	股息分派(附註14)	-	-	-	-	-	(907,851)	(907,851)
At 31 December 2018	於2018年12月31日	-	533	156,947	8,125	223,848	483,178	872,631
Profit and total comprehensive income for the year	年內利潤及全面收益總額	-	-	-	-	-	<b>847,818</b>	<b>847,818</b>
Recognition of equity-settled share-based payments (note 28)	確認以權益結算的股份支付(附註28)	-	-	-	<b>115,829</b>	-	-	<b>115,829</b>
Capitalisation issue (note 27(v))	資本化發行(附註27(v))	<b>154</b>	<b>(154)</b>	-	-	-	-	-
Issuance of new shares upon listing (note 27(vi))	上市時發行新股份(附註27(vi))	<b>38</b>	<b>4,315,853</b>	-	-	-	-	<b>4,315,891</b>
Issuance of new shares upon exercise of the over-allotment options (note 27(vii))	行使超額配股權時發行新股份(附註27(vii))	-	<b>48,583</b>	-	-	-	-	<b>48,583</b>
Transaction cost attributable to issue of new shares	發行新股份應佔的交易成本	-	<b>(95,800)</b>	-	-	-	-	<b>(95,800)</b>
Issuance of new shares upon exercise of share options (note 27(viii)) & (note 28)	行使購股權時發行新股份(附註27(viii))及(附註28)	<b>1</b>	<b>37,610</b>	-	<b>(22,161)</b>	-	-	<b>15,450</b>
Transfer	轉撥	-	-	-	-	<b>(17,065)</b>	<b>17,065</b>	-
At 31 December 2019	於2019年12月31日	<b>193</b>	<b>4,306,625</b>	<b>156,947</b>	<b>101,793</b>	<b>206,783</b>	<b>1,348,061</b>	<b>6,120,402</b>

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

Notes:

- (a) The amounts of capital reserve mainly include:
- an amount of RMB56,947,000 representing the differences between the consideration received on disposal of the entire equity interests of Hefei Xin'an Automobile Driver Training School (合肥新安機動車駕駛員培訓學校) ("Hefei Xin'an"), Hefei Yuxing Automobile Driver Training Co., Ltd. (合肥宇星機動車駕駛員培訓有限公司) ("Hefei Yuxing"), Xi'an City Yuxing Driver Training Co., Ltd. (西安市宇星駕駛員培訓有限公司) ("Xi'an Yuxing"), Chongqing Yuxing Xincheng Automobile Driving Training Co., Ltd. (重慶宇星新城汽車駕駛培訓有限公司) ("Chongqing Yuxing") and Changsha City Yuxing Automobile Driver Training Co., Ltd. (長沙市宇星機動車駕駛員培訓有限公司) ("Changsha Yuxing"), which provided training course for diving examinations, and Beijing Miwei Technology Co., Ltd. (北京秘味科技有限公司) ("Miwei Technology"), which developed and ran two mobile applications, with one providing cooking tutorial videos and online courses, and the other providing online academic support for students, to companies controlled by the Controlling Equity Holders (as defined in note 1) and the carrying amounts of the net assets of the five subsidiaries and Miwei Technology (details are set out in note 31); and
  - an amount of RMB100,000,000 representing the difference between the par value of the share capital issued by China East Education Holdings Limited (the "Company") and the registered capital of Anhui Xinhua Education Group Co., Ltd. (安徽新華教育集團有限公司) ("Anhui Xinhua Education") upon the Reorganisation (as defined in note 2).
- (b) 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.
- 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.

附註：

- (a) 資本儲備款項主要包括：
- 一筆人民幣56,947,000元的款項，代表出售合肥新安機動車駕駛員培訓學校(「合肥新安」)、合肥宇星機動車駕駛員培訓有限公司(「合肥宇星」)、西安市宇星駕駛員培訓有限公司(「西安宇星」)、重慶宇星新城汽車駕駛培訓有限公司(「重慶宇星」)及長沙市宇星機動車駕駛員培訓有限公司(「長沙宇星」)(為駕駛考試提供培訓課程)以及北京秘味科技有限公司(「秘味科技」，開發及運營兩款移動應用程序，一款提供烹飪輔導視頻及在線課程，另一款為學生提供在線學術支持)的全部股本權益予控股權益持有人(定義見附註1)控制的公司所得對價，與五間附屬公司及秘味科技的資產淨值賬面值(詳情載於附註31)之間的差額；及
  - 一筆人民幣100,000,000元的款項，代表中國東方教育控股有限公司(「本公司」)已發行股本面值與安徽新華教育集團有限公司(「安徽新華教育」)於重組(定義見附註2)後的註冊資本之間的差額。
- (b) 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。
- 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%。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

Notes: (continued)

附註：(續)

(b) (continued)

(b) (續)

- 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.
  - (c) On 18 September 2018, Anhui Xinhua Education increased its paid-in capital by transferring RMB51,240,000 from statutory surplus reserve and RMB90,700,000 from retained profits to paid-in capital.
  - (d) On 13 November 2018, Anhui Xinhua Education reduced its paid-in capital by RMB401,940,000 and its paid-in capital changed to RMB100,000,000. The reduction of registered capital was completed in cash settlement and in accordance with the procedures under the articles of Anhui Xinhua Education.
- 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。
  - (c) 於2018年9月18日，安徽新華教育通過將人民幣51,240,000元的法定盈餘儲備及人民幣90,700,000元的留存利潤轉入實繳資本增加其實繳資本。
  - (d) 於2018年11月13日，安徽新華教育削減其實繳資本人民幣401,940,000元，故其實繳資本變為人民幣100,000,000元。削減註冊股本乃以現金結算及按安徽新華教育的章程細則規定的程序完成。



# Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2019  
截至2019年12月31日止年度

		Year ended 31 December 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit for the year	年內利潤	<b>847,818</b>	510,093
Adjustments for:	調整項目：		
Income tax expense	所得稅開支	<b>221,703</b>	171,863
Finance costs	融資成本	<b>131,521</b>	–
Interest income from banks	銀行利息收入	<b>(71,600)</b>	(23,954)
Depreciation of property and equipment	物業及設備折舊	<b>294,265</b>	357,507
Depreciation of right-of-use assets	使用權資產折舊	<b>249,058</b>	–
Amortisation of prepaid lease payments	預付租賃款攤銷	<b>–</b>	2,940
Release of asset-related government grants	發放資產相關政府補助	<b>(1,692)</b>	(1,274)
Gains on disposals of property and equipment	出售物業及設備的收益	<b>(322)</b>	(86)
Gains on other financial assets measured at FVTPL	以公允價值計量並計入損益的其他金融資產收益	<b>(45,215)</b>	(58,003)
Gain on disposal of a subsidiary	出售附屬公司產生的收益	<b>–</b>	(4,358)
Equity-settled share option expense	以權益結算的購股權開支	<b>115,829</b>	8,125
Unrealised net foreign exchange gains	未變現匯兌收益淨額	<b>(61,002)</b>	–
Operating cash flow before movements in working capital	營運資金變動前的經營現金流量	<b>1,680,363</b>	962,853
Increase in inventories	存貨增加	<b>(14,575)</b>	(7,300)
Increase in trade and other receivables	貿易及其他應收款項增加	<b>(27,253)</b>	(19,383)
Increase in prepayments for rental	預付租金增加	<b>–</b>	(17,542)
Increase in deposits for rental	租金按金增加	<b>–</b>	(2,060)
Increase in deposits for utilities and others	水電費及其他按金增加	<b>(4,199)</b>	(1,738)
(Decrease) increase in trade and other payables	貿易及其他應付款項(減少)增加	<b>(12,642)</b>	38,924
Increase in contract liabilities	合約負債增加	<b>166,283</b>	191,433
Cash generated from operations	經營產生的現金	<b>1,787,977</b>	1,145,187
Income taxes paid	已付所得稅	<b>(191,755)</b>	(165,067)
Net cash from operating activities	經營活動所得現金淨額	<b>1,596,222</b>	980,120
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Interest received from banks	收取銀行利息	<b>29,510</b>	23,954
Proceeds on disposals of property and equipment	出售物業及設備的所得款項	<b>11,361</b>	9,274
Purchases of property and equipment	購買物業及設備	<b>(371,434)</b>	(665,585)
Payments for rental deposits	支付租賃按金	<b>(6,958)</b>	–

# Consolidated Statement of Cash Flows (continued) 綜合現金流量表(續)

For the year ended 31 December 2019  
截至2019年12月31日止年度

		Year ended 31 December 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>INVESTING ACTIVITIES (CONTINUED)</b>	<b>投資活動(續)</b>		
Purchases of other financial assets	購買其他金融資產	(4,520,580)	(5,849,900)
Redemptions of other financial assets	贖回其他金融資產	4,098,282	5,907,903
Placement of time deposits	定期存款存款	(1,859,400)	–
Net cash inflow from disposal of a subsidiary	來自出售附屬公司的淨現金 流入	–	596
Deposit paid for acquisition of leasehold land	收購租賃土地的已付按金	(21,708)	–
Asset-related government grants	與資產相關的政府補助	4,380	796
Net cash used in investing activities	投資活動所用現金淨額	(2,636,547)	(572,962)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Proceeds from issue of shares	股份發行所得款項	4,364,474	533
Proceeds from exercise of share options	行使購股權所得款項	15,450	–
Dividend paid	已付股息	(34,112)	(873,739)
Reduction of paid-in capital	實繳資本減少	–	(401,940)
Receipt from the Controlling Equity Holders	來自控股權益持有人的收入	–	50,715
Repayment to the Controlling Equity Holders	向控股權益持有人還款	–	(209,000)
Repayment to former group companies	向前集團公司還款	–	(13,000)
Repayments of lease liabilities	償還租賃負債	(215,226)	–
Interests paid	已付利息	(131,521)	–
Issue costs paid	已付發行成本	(90,882)	(4,918)
Net cash outflow from disposals of subsidiaries to Controlling Equity Holders as part of the Reorganisation (as defined in note 2)	來自作為重組(定義見附註2)的一部分向控股權益持有人出售附屬公司的淨現金流出	–	(4,266)
Net cash from (used in) financing activities	融資活動所得(所用)現金淨額	3,908,183	(1,455,615)
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	2,867,858	(1,048,457)
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物	986,293	2,034,750
Effect of foreign exchange rate changes	匯率變動的影響	28,802	–
Cash and cash equivalents at the end of the year, representing bank balances and cash	年末現金及現金等價物(即銀行結餘及現金)	3,882,953	986,293

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 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 Junbao, Mr. Wu Wei and Mr. Xiao Guoqing, collectively referred as the “Controlling Equity Holders”. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business in PRC is No. 1009 Xuelin Road, Vocational Education Town, Yaohai District, Hefei City, Anhui Province, the PRC.

The Company is an investment holding company. The principal activities of its subsidiaries are mainly engaged in the operation of vocational education institutions. Details of the subsidiaries are disclosed in note 36. The Company and its subsidiaries are collectively referred to as the “Group”.

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

## 2. BASIS OF PREPARATION AND REORGANISATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

## 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。其最終控制方為吳俊保先生、吳偉先生及肖國慶先生（統稱為「控制權益持有者」）。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands及中國主要營業地址位於中國安徽省合肥市瑤海區職教城學林路1009號。

本公司是一家投資控股公司。本公司附屬公司的主要業務主要從事經營職業教育機構。有關附屬公司的詳情披露於附註36。本公司及其附屬公司統稱為「本集團」。

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

## 2. 呈列基準及重組

綜合財務報表乃按香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例規定之適用披露。

## 2. BASIS OF PREPARATION AND REORGANISATION (continued)

Pursuant to the group reorganisation (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 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.

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, and to obtain all of its entire economic benefits (the “Contractual Arrangements”). The Contractual Arrangements were entered into by a wholly-owned subsidiary of the Company, Hefei Xinhua Chuangzhi Education Management Co., Ltd. (合肥新華創智教育管理有限公司) (“Xinhua Chuangzhi”) with Anhui Xinhua Education, Nanjing Culinary Technical School (南京烹飪技工學校) (“Nanjing Culinary”), the Controlling Equity Holders and Mr. Ge Xiaoliang, which, effective from 30 November 2018, enable Xinhua Chuangzhi and the Group to:

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

## 2. 呈列基準及重組(續)

根據集團重組(「重組」)(有關詳情載於日期為2019年5月30日招股章程「歷史及公司架構」及「結構性合約」兩節),本公司於2018年11月30日成為本集團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。

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的經營控制權,並獲得其全部經濟利益(「合約安排」)。合約安排由本公司的全資附屬公司合肥新華創智教育管理有限公司(「新華創智」)與安徽新華教育、南京烹飪技工學校(「南京烹飪」)、控股權益持有人及葛孝良先生共同訂立,自2018年11月30日起生效,令新華創智和本集團能夠:

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

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

For the year ended 31 December 2019  
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### 2. BASIS OF PREPARATION AND REORGANISATION (continued)

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

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. (北京朗杰科技有限公司) ("Langjie Technology"), Anhui Simai'er Catering Co., Ltd. (安徽思麥爾餐飲有限公司) 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)

- 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及南京烹飪視為間接附屬公司。

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(「朗傑科技」、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。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 2. BASIS OF PREPARATION AND REORGANISATION (continued)

As the Reorganisation involved inserting new holding companies and has not resulted in any change of economic substance, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year ended 31 December 2018 have been prepared as if the current group structure had been in existence throughout the year ended 31 December 2018, or since the respective dates of incorporation or establishment of the relevant companies now comprising the Group where this is a shorter period.

The following balances and amounts of the Anhui Xinhua Education and its subsidiaries, excluding those which have been transferred to Xinhua Chuangzhi, were included in the consolidated financial statements:

### 2. 呈列基準及重組(續)

由於重組涉及併入新控股公司且並未導致經濟實質發生任何變動，故在編製本集團於截至2018年12月31日止年度的綜合損益及其他全面收益表、綜合權益變動表以及綜合現金流量表時，假設現時的集團架構於截至2018年12月31日止年度或自本集團現時旗下相關公司各自的註冊成立／成立日期起(以較短者為準)一直存在。

下列安徽新華教育及其附屬公司的結餘和金額(除轉讓至新華創智者外)已納入綜合財務報表內：

		Year ended 31 December 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Revenue	收入	3,841,906	3,232,176
Profit before taxation	稅前利潤	960,952	801,627

  

		As at 31 December 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Non-current assets	非流動資產	3,090,834	1,507,880
Current assets	流動資產	2,177,273	1,249,157
Current liabilities	流動負債	2,254,792	1,856,575
Non-current liabilities	非流動負債	1,242,572	59,752



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and Amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

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 year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### 3. 應用新訂及經修訂《香港財務報告準則》(「《香港財務報告準則》」)

本年度強制生效的新訂及經修訂《香港財務報告準則》

本集團已於本年度首次應用香港會計師公會頒佈的以下新訂及經修訂《香港財務報告準則》：

《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，於本年度應用新訂及經修訂《香港財務報告準則》對本集團於本年度及過往年度的財務狀況及表現及／或本綜合財務報表所載之披露事項並無重大影響。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs that are mandatorily effective for the current year (continued)

#### 3.1 HKFRS 16 Leases

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

##### *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.

##### *As a lessee*

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

### 3. 應用新訂及經修訂《香港財務報告準則》(「香港財務報告準則」)(續)

本年度強制生效的新訂及經修訂《香港財務報告準則》(續)

#### 3.1 《香港財務報告準則》第16號租賃

本集團已首次於本年度應用《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。

##### *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。

##### *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。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs that are mandatorily effective for the current year (continued)

#### 3.1 HKFRS 16 Leases (continued)

##### *As a lessee (continued)*

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. 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. 應用新訂及經修訂《香港財務報告準則》(續)

本年度強制生效的新訂及經修訂《香港財務報告準則》(續)

#### 3.1 《香港財務報告準則》第16號租賃(續)

##### *作為承租人(續)*

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。於首次應用日之任何差額於期初留存利潤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 Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs that are mandatorily effective for the current year (continued)

#### 3.1 HKFRS 16 Leases (continued)

*As a lessee (continued)*

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 weighted average incremental borrowing rates applied by the relevant group entities range from 3.75% to 13.76%.

### 3. 應用新訂及經修訂《香港財務報告準則》(「《香港財務報告準則》」) (續)

本年度強制生效的新訂及經修訂《香港財務報告準則》(續)

#### 3.1 《香港財務報告準則》第16號租賃(續)

*作為承租人(續)*

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貸利率。相關集團實體所應用的加權平均增量借貸利率介乎3.75%至13.76%。

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

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs that are mandatorily effective for the current year (continued)

#### 3.1 HKFRS 16 Leases (continued)

*As a lessee (continued)*

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

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		
Adjusted by:	由下列各項作出調整：		
Prepayments for rental	租金之預付款項		
– current portion	– 流動部分	(a)	
– non-current portion	– 非流動部分	(a)	
Trade and other payables	貿易及其他應付款項	(b)	
Reclassified from prepaid lease payments	從預付租賃款項重新分類	(c)	
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)	

(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.

### 3. 應用新訂及經修訂《香港財務報告準則》(「《香港財務報告準則》」) (續)

本年度強制生效的新訂及經修訂《香港財務報告準則》(續)

#### 3.1 《香港財務報告準則》第16號租賃(續)

*作為承租人(續)*

自用使用權資產於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
	<b>1,445,065</b>
(a)	<b>102,569</b>
(a)	<b>17,873</b>
(b)	<b>(29,737)</b>
(c)	<b>126,349</b>
(d)	<b>12,985</b>
	<b>1,675,104</b>

(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。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs that are mandatorily effective for the current year (continued)

#### 3.1 HKFRS 16 Leases (continued)

*As a lessee (continued)*

- (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.
- (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. 應用新訂及經修訂《香港財務報告準則》(「《香港財務報告準則》」) (續)

本年度強制生效的新訂及經修訂《香港財務報告準則》(續)

#### 3.1 《香港財務報告準則》第16號租賃(續)

*作為承租人(續)*

- (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。
- (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，本集團將已支付之可退回租賃按金視為應用《香港會計準則》第17號的租賃項下的權利及責任。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 Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs that are mandatorily effective for the current year (continued)

#### 3.1 HKFRS 16 Leases (continued)

As a lessee (continued)

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

		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	調整	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	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
<b>Non-current Assets</b>	<b>非流動資產</b>			
Prepaid lease payments	預付租賃款	123,409	(123,409)	-
Right-of-use assets	使用權資產	-	1,675,104	<b>1,675,104</b>
Prepayment for rental	租金之預付款項	17,873	(17,873)	-
Deposits for rental	租賃按金	31,873	(12,985)	<b>18,888</b>
<b>Current Assets</b>	<b>流動資產</b>			
Trade and other receivables	貿易及其他應收款項	242,290	(102,569)	<b>139,721</b>
Prepaid lease payments	預付租賃款	2,940	(2,940)	-
<b>Current Liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	507,643	(29,737)	<b>477,906</b>
Lease liabilities	租賃負債	-	177,615	<b>177,615</b>
<b>Non-current Liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	-	1,267,450	<b>1,267,450</b>

Note: For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 December 2019, movements in working capital have been computed based on opening statement of financial position as at 1 January 2019 as disclosed above.

### 3. 應用新訂及經修訂《香港財務報告準則》(「《香港財務報告準則》」) (續)

本年度強制生效的新訂及經修訂《香港財務報告準則》(續)

#### 3.1 《香港財務報告準則》第16號租賃(續)

作為承租人(續)

以下調整乃對於2019年1月1日之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	調整	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	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元
<b>Non-current Assets</b>			
Prepaid lease payments	123,409	(123,409)	-
Right-of-use assets	-	1,675,104	<b>1,675,104</b>
Prepayment for rental	17,873	(17,873)	-
Deposits for rental	31,873	(12,985)	<b>18,888</b>
<b>Current Assets</b>			
Trade and other receivables	242,290	(102,569)	<b>139,721</b>
Prepaid lease payments	2,940	(2,940)	-
<b>Current Liabilities</b>			
Trade and other payables	507,643	(29,737)	<b>477,906</b>
Lease liabilities	-	177,615	<b>177,615</b>
<b>Non-current Liabilities</b>			
Lease liabilities	-	1,267,450	<b>1,267,450</b>

附註：就截至2019年12月31日止年度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。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs that are mandatorily effective for the current year (continued)

#### 3.2 HK(IFRIC)-Int 23 Uncertainty over Income Tax Treatments

HK(IFRIC)-Int 23 sets out how to determine the accounting tax position when there is uncertainty over income tax treatments. The interpretation requires the Group to determine whether uncertain tax positions are assessed separately or as a group and assess whether it is probable that a tax authority will accept an uncertain tax treatment used, or proposed to be used, by individual group entities in their respective income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

The adoption of HK(IFRIC)-Int 23 has had no material impact on the Group’s financial positions and performance for the current and/or on the disclosures set out in these consolidated financial statements.

### 3. 應用新訂及經修訂《香港財務報告準則》(「《香港財務報告準則》」) (續)

本年度強制生效的新訂及經修訂《香港財務報告準則》(續)

#### 3.2 香港(國際財務報告詮釋委員會)－詮釋第23號所得稅處理的不確定性

香港(國際財務報告詮釋委員會)－詮釋第23號載列在所得稅處理方面存在不確定性時如何釐定會計稅務狀況。該詮釋要求本集團釐定是否將不確定的稅務狀況單獨或作為一個組別進行評估並評估稅務機關是否有可能接受個別集團實體在彼等各自之所得稅申報中使用或擬使用的不確定稅務處理。倘有此可能，則當期及遞延稅項一貫採用所得稅申報之稅務處理方式釐定。倘有關稅務機關不可能接受不確定稅務處理，則採用最可能的金額或預期價值反映各項不確定性的影響。

採納香港(國際財務報告詮釋委員會)－詮釋第23號對本集團本年度財務狀況及表現及／或本綜合財務報表所載披露並無重大影響。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts <sup>1</sup>
Amendments to HKFRS 3	Definition of a Business <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>4</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform <sup>4</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2021.
- <sup>2</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- <sup>3</sup> Effective for annual periods beginning on or after a date to be determined.
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2020.

### 3. 應用新訂及經修訂《香港財務報告準則》(「《香港財務報告準則》」)(續)

已頒佈但尚未生效之新訂及經修訂《香港財務報告準則》

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂的《香港財務報告準則》：

《香港財務報告準則》第17號	保險合約 <sup>1</sup>
《香港財務報告準則》第3號(修訂本)	業務定義 <sup>2</sup>
《香港財務報告準則》第10號及《香港會計準則》第28號(修訂本)	投資者與其聯營公司或合營企業之間之資產出售)或注資 <sup>3</sup>
《香港會計準則》第1號及《香港會計準則》第8號(修訂本)	重大性定義 <sup>4</sup>
《香港財務報告準則》第9號、《香港會計準則》第39號及《香港財務報告準則》第7號(修訂本)	利率基準改革 <sup>4</sup>

- <sup>1</sup> 於2021年1月1日或之後開始的年度期間生效。
- <sup>2</sup> 就收購日期為於2020年1月1日或之後開始的首個年度期間開始當日或之後的業務合併及資產收購生效。
- <sup>3</sup> 於待定日期或之後開始的年度期間生效。
- <sup>4</sup> 於2020年1月1日或之後開始的年度期間生效。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, *the Amendments to References to the Conceptual Framework in HKFRS Standards*, will be effective for annual periods beginning on or after 1 January 2020.

The directors of the Company anticipate that the application of these new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

### 3. 應用新訂及經修訂《香港財務報告準則》(「《香港財務報告準則》」)(續)

已頒佈但尚未生效之新訂及經修訂《香港財務報告準則》(續)

除上述新訂及經修訂《香港財務報告準則》外，經修訂財務報告概念框架已於2018年頒佈。其後續修訂香港財務報告準則中對概念框架的提述的修訂將於2020年1月1日或之後開始之年度期間生效。

本公司董事預期，採用該等新訂及經修訂《香港財務報告準則》於可預見未來將不會對綜合財務報表產生重大影響。

### 4. 重大會計政策

綜合財務報表乃按歷史成本基準編製，惟如下列會計政策所述於各報告期末按公允價值計量的若干金融工具除外。

歷史成本一般根據交換商品及服務所付對價之公允價值計算。

公允價值為於計量日期於市場參與者之有序交易中因出售資產而收取或因轉讓負債而支付之價格，而不論該價格是否可通過直接觀察得出或採用其他估值技術進行估算。估算資產或負債的公允價值時，本集團會考慮市場參與者於計量日對資產或負債定價時所考慮之資產或負債之特點。綜合財務報表中計量及／或披露的公允價值均按此基準釐定，惟《香港財務報告準則》第2號以股份為基礎的支付規定範圍內的以股份為基礎的支付交易，根據《香港財務報告準則》第16號(自2019年1月1日起)或《香港會計準則》第17號(應用《香港財務報告準則》第16號前)入賬的租賃交易，以及與公允價值類似但並非公允價值的計量(如《香港會計準則》第2號存貨中的可變現淨值或《香港會計準則》第36號資產減值中的使用價值)則除外。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

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

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

The principal accounting policies are set out below.

### 4. 重大會計政策(續)

就按公允價值交易的金融工具及於其後期間使用不可觀察輸入數據計量公允價值的估值方法而言，估值方法會進行調整，以使首次確認時估值結果等於交易價格。

此外，就財務報告而言，公允價值計量可根據公允價值計量所用輸入數據的可觀察程度及輸入數據對公允價值計量整體的重要性，分為第一層級、第二層級或第三層級，描述如下：

- 第一層級輸入數據為該實體可於計量日獲得的相同資產或負債在活躍市場的報價（未經調整）；
- 第二層級輸入數據為相關資產或負債可直接或間接觀察的輸入數據（不包括第一層級範圍內的報價）；及
- 第三層級輸入數據為相關資產或負債的不可觀察輸入數據。

主要會計政策載列如下。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### *Basis of consolidation*

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

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

### 4. 重大會計政策(續)

#### *綜合基準*

綜合財務報表包括本公司及由本公司及其附屬公司控制的實體(包括結構性實體)的財務報表。本公司可通過以下方式實現控制：

- 可對投資對象行使權力；
- 承擔或享有參與投資對象之可變回報之風險或權利；及
- 可對投資對象行使權力影響本公司之回報。

倘事實及情況顯示上文所述三項控制因素的一項或多項出現變化，本集團會重新評估其是否控制投資對象。

倘本集團於投資對象之投票權未能佔大多數，但只要投票權足以賦予本集團實際能力可單方面掌控投資對象之相關業務時，本集團即對投資對象擁有權力。在評估本集團於投資對象之投票權是否足以賦予其權力時，本集團考慮所有相關事實及情況，其中包括：

- 本集團持有投票權之規模相對於其他選票持有人持有投票權之規模及分散性；
- 本集團、其他選票持有人或其他方持有的潛在投票權；
- 其他合約安排所產生的權利；及
- 於需要作出決定(包括先前股東大會上之投票模式)時表明本集團當前擁有或並無擁有指導相關活動之能力的任何額外事實及情況。



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### *Basis of consolidation (continued)*

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

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

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

### 4. 重大會計政策(續)

#### *綜合基準(續)*

本集團獲得對附屬公司的控制權時，可開始合併附屬公司，並於失去對該附屬公司的控制權時停止合併。具體而言，年內收購或出售附屬公司的收入及開支自本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團不再控制該附屬公司為止。

必要時對附屬公司的財務報表作出調整，以使其會計政策與本集團的會計政策相符。

有關本集團成員公司間之交易的所有集團內公司間資產、負債、權益、收入、開支及現金流量均於綜合賬目時全數對銷。

## 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Change in the Group's interests in existing subsidiaries

When the Group loses control of a subsidiary, the assets and liabilities of the subsidiary and non-controlling interest (if any) are derecognised. A gain or loss is recognised in profit or loss when the subsidiary is disposed to independent third parties, while a gain or loss is recognised in capital reserve if the subsidiary is disposed to the Controlling Equity Shareholders. The gain or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets, and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs).

### *Merger accounting for business combination involving businesses under common control*

The consolidated financial statements incorporate the financial statements items of the combining businesses in which the common control combination occurs as if they had been consolidated from the date when the combining businesses first came under the control of the controlling party.

The net assets of the combining businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or bargain purchase gain at the time of common control combination.

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining businesses from the earliest date presented or since the date when the combining businesses first came under the common control, where this is a shorter period.

## 4. 重大會計政策(續)

### 本集團於現有附屬公司的權益變動

當本集團失去對附屬公司的控制權時，則終止確認附屬公司的資產及負債以及非控股權益(如有)。倘附屬公司出售予獨立第三方，則收益或虧損於損益內確認，而倘附屬公司出售予控股權益股東，則收益或虧損於資本儲備中確認。收益及虧損按(i)已收取對價之公允價值及任何留存權益之公允價值總額與(ii)相關資產的賬面值之間的差額以及本公司擁有人應佔的附屬公司負債計算。之前於其他全面收益中確認的與該附屬公司有關的所有款項均予入賬，猶如本集團已直接出售該附屬公司的相關資產或負債(即按適用《香港財務報告準則》所訂明/允許而重新分類至損益或轉入其他權益類型)。

### *共同控制業務的業務合併的合併會計處理*

綜合財務報表包括發生共同控制合併的合併業務的財務報表項目，猶如該等項目自合併業務首次受控制方控制當日起已合併處理。

從控制方的角度看，合併業務的資產淨值按照現有賬面值合併。於發生共同控制合併時，概無就商譽或議價購買收益確認任何金額。

綜合損益及其他全面收益表包括各合併業務自最早呈列日期起或自合併業務首次受共同控制當日起(以較短者為準)的業績，而不論共同控制合併日期。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

### *Investment in a subsidiary*

Investment in a subsidiary is stated in the statement of financial position of the Company at cost less any identified impairment loss.

### *Revenue from contracts with customers*

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

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

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

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

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

Contract liabilities represent the Group’s obligation to transfer services to the students for which the Group has received tuition fees and fees for ancillary services from the students.

## 4. 重大會計政策(續)

### *於一間附屬公司的投資*

於一間附屬公司的投資按成本減任何確認減值虧損於本公司財務狀況表中列示。

### *來自客戶合約的收入*

本集團於完成履約責任時(或就此)確認收入，即於特定履約責任相關產品或服務的「控制權」移交客戶之時確認。

履約責任指個別產品或服務(或一組產品或服務)或一系列大致相同的個別產品或服務。

控制權隨時間轉移，而倘符合以下其中一項標準，則收入參照完全履行相關履約責任的進度而隨時間確認：

- 在本集團履約時客戶同時取得並耗用本集團履約所提供的利益；
- 本集團履約時，本集團的履約行為產生並提升由客戶控制的資產；或
- 本集團的履約行為並無產生對本集團而言有其他用途的資產，且本集團擁有就迄今為止已完成的履約部分獲付款的可執行權利。

否則，收入在客戶取得個別產品或服務之控制權的某一時間點確認。

合約負債指本集團向學生交付服務的義務，而本集團已就此向學生收取學費及輔助服務費用。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

#### **Input method**

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs (mainly representing teaching staff costs, rental expenses and depreciation of school premises) to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

Tuition fees are generally paid in advance at the beginning of each courses, and are initially recorded as contract liabilities. The portion of tuition payments received from students but not earned is recorded as contract liabilities. Amounts which will be earned within one year is reflected as a current liability and those which will be earned beyond one year is reflected as a non-current liability.

#### *Leases*

#### **Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 3)**

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 or arising from business combinations 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, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

### 4. 重大會計政策 (續)

按時間確認收入：計量完全達成履約責任的進度

#### **投入法**

完全履行履約責任的進度乃按投入法計量，即根據相對於履行履約責任的預期總投入而言本集團對履行履約責任所作努力或投入情況(主要指教學人員成本、租金開支及校舍折舊)確認收入，最能反映本集團移交商品或服務控制權履行情況。

學費通常在各課程開始時預先支付，初始入賬為合約負債。從學生收到但未賺取的學費付款部分入賬為合約負債。將在一年內賺取的金額反映為流動負債，而將在一年後賺取的金額則反映為非流動負債。

#### *租賃*

#### **租賃的定義(根據附註3的過渡措施應用《香港財務報告準則》第16號後)**

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，則合約為租賃或包含租賃。

為於首次應用當日或之後簽訂或修訂以及來自業務合併的合約，本集團於開始、修訂日期或收購日期(視乎情況而定)根據於香港財務報告準則第16號項下的定義評估合約是否為租賃或包含租賃。該合約將不會被重新評估，除非該合約中的條款與條件隨後被改動。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

*Leases (continued)*

***The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3)***

*Allocation of consideration to components of a contract*

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

*Short-term leases*

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

### 4. 重大會計政策(續)

按時間確認收入：計量完全達成履約責任的進度(續)

*租賃(續)*

**本集團作為承租人(根據附註3的過渡措施應用《香港財務報告準則》第16號後)**

*將對價分配至合約組成部分*

對於包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將合約對價分配至各個租賃組成部分。非租賃組成部分根據租賃組成部份的相對單獨價格區分出來。

*短期租賃*

對於自起初日期起計租期為12個月或以內且並不包含購買選擇權的員工公寓租賃，本集團應用短期租賃確認豁免。短期租賃的租金付款於租期內按直線基準或其他有系統性的基準確認為開支。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

Leases (continued)

**The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (continued)**

Right-of-use assets

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.

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

Right-of-use assets are depreciated on a straight-line basis over the lease term.

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

### 4. 重大會計政策 (續)

按時間確認收入：計量完全達成履約責任的進度 (續)

租賃(續)

本集團作為承租人(根據附註3的過渡措施應用《香港財務報告準則》第16號後)(續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 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。

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。

使用權資產按直線基準於租期內計提折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

*Leases (continued)*

**The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (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.

### 4. 重大會計政策 (續)

按時間確認收入：計量完全達成履約責任的進度 (續)

*租賃 (續)*

**本集團作為承租人 (根據附註3的過渡措施應用《香港財務報告準則》第16號後) (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 Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

Leases (continued)

**The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (continued)**

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.

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.

### 4. 重大會計政策 (續)

按時間確認收入：計量完全達成履約責任的進度(續)

租賃(續)

**本集團作為承租人(根據附註3的過渡措施應用《香港財務報告準則》第16號後)(續)**

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。

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 Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

Leases (continued)

**The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (continued)**

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

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

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

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

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

## 4. 重大會計政策(續)

按時間確認收入：計量完全達成履約責任的進度(續)

租賃(續)

**本集團作為承租人(根據附註3的過渡措施應用《香港財務報告準則》第16號後)(續)**

本集團於綜合財務狀況表內把租賃負債呈列為單獨項目。

租賃的修改

倘出現以下情況，本集團將租賃的修改作為一項單獨的租賃進行入賬：

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

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

本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。當經修改合約包含租賃成分以及一個或多個額外租賃或非租賃成分時，本集團根據租賃成分的相對獨立價格及非租賃成分的總獨立價格，將經修改合約中的代價分配至每個租賃成分。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

*Leases (continued)*

#### **The Group as a lessee (prior to 1 January 2019)**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

*Foreign currencies*

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

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

### 4. 重大會計政策 (續)

按時間確認收入：計量完全達成履約責任的進度 (續)

*租賃(續)*

#### **本集團作為承租人(於2019年1月1日前)**

倘若租賃條款轉讓予承租人所有權絕大部分風險及回報，則租賃分類為融資租賃。所有其他租賃均分類為經營租賃。

經營租賃付款(包括以經營租賃持有土地的收購成本)按直線法於租期內確認為開支。

*外幣*

在編製各個別集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)進行的交易，按交易日期的現行匯率確認。在各報告期末，以外幣計值的貨幣項目按當日的現行匯率重新換算。以外幣歷史成本計量的非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生的匯兌差額於其產生期間於損益確認。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

#### Government grants

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

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

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

#### Retirement benefit costs

Payments to state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

#### Short-term employee benefits

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

### 4. 重大會計政策(續)

按時間確認收入：計量完全達成履約責任的進度(續)

#### 政府補助

在合理確保本集團將符合政府補助所附條件且收到補助前，政府補助不予確認。

政府補助在本集團確認有關補助擬抵銷之相關成本為支出期間按系統化基準於損益確認。具體而言，以要求本集團購買、建造或另行收購非流動資產為主要條件的政府補助乃於綜合財務狀況表確認，並於相關資產的使用年期內基於系統合理基準轉撥至損益。

政府補助是抵銷已產生的支出或虧損或旨在給予本集團實時財務支援(而無未來有關成本)的應收款項，於有關補助成為應收款項期間在損益中確認。

#### 退休福利成本

由國家管理的退休福利計劃的供款於僱員提供服務使其有權收取供款時確認為開支。

#### 短期僱員福利

短期僱員福利按預期將於僱員提供服務時所支付福利的未貼現金額確認。所有短期僱員福利均確認為開支，但倘另一項《香港財務報告準則》規定或允許將有關福利計入一項資產的成本中則作別論。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

#### Short-term employee benefits (continued)

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

#### Share-based payments

##### Equity-settled share-based payment transactions

#### Share options granted to employees

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

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

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

### 4. 重大會計政策 (續)

按時間確認收入：計量完全達成履約責任的進度 (續)

#### 短期僱員福利(續)

僱員的應計福利(如薪酬與工資、年假及病假)在扣除已付的任何金額後確認負債。

#### 以股份為基礎的支付

##### 以權益結算的股份支付交易

#### 授予僱員的購股權

向僱員作出的以權益結算的股份支付按授出日期權益工具的公允價值計量。

於授出日期釐定的以權益結算的股份支付的公允價值(不考慮所有非市場歸屬條件)基於本集團預計將最終歸屬的權益工具按直線法於歸屬期內支銷，而權益(購股權儲備)亦相應增加。於各報告期末，本集團根據對所有相關非市場歸屬條件的評估，修訂其對預期歸屬的權益工具數目的估計。修訂原有估計的影響(如有)於損益內確認，以使累計開支能反映經修訂估計，而購股權儲備亦作出相應調整。

於行使購股權時，先前於以股份為基礎的支付儲備確認的金額將轉撥至股份溢價。當購股權於歸屬日後失效或於屆滿日期仍未獲行使，先前於以股份為基礎的支付儲備確認的款項將轉撥至留存利潤。



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation

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

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

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

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

### 4. 重大會計政策(續)

#### 稅項

所得稅開支為即期應納稅款及遞延稅項的總和。

即期應納稅款按年內應課稅利潤計算。由於收入或支出於其他年度為應課稅或可扣稅，以及若干項目為不可課稅或不可扣稅，故應課稅利潤與稅前利潤不同。本集團即期稅項負債按於報告期末已頒佈或實質上已頒佈的稅率計算。

遞延稅項按綜合財務報表內的資產及負債賬面值與計算應課稅利潤所用相應稅基之間的暫時差異確認。通常就所有應課稅暫時差異確認遞延稅項負債。倘可能有可動用可扣減暫時差異的應課稅利潤，則通常就所有可扣減暫時差異確認遞延稅項資產。倘暫時差異是由既不影響應課稅利潤也不影響會計利潤的交易中的資產及負債的初始確認中產生，則有關遞延稅項資產及負債不予確認。

遞延稅項負債按與投資於附屬公司相關的應課稅暫時差異確認，惟本集團能夠控制暫時差異之撥回且暫時差異可能於可見未來不會撥回則除外。與該等投資相關的可扣減暫時差異所產生的遞延稅項資產僅在可能產生充足應課稅利潤以利用暫時差異利益並預期會在可見未來撥回的情況下確認。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

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

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

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 on initial Recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts to right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modification that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

### 4. 重大會計政策 (續)

#### 稅項 (續)

遞延稅項資產的賬面值於各報告期末進行審核，倘不可能再有充足的應課稅利潤以收回全部或部分資產，則會扣減有關賬面值。

遞延稅項資產及負債以各報告期末已頒佈或實質上已頒佈的稅率(及稅法)為基準，按預期於負債獲償還或資產獲變現期間適用的稅率計量。

遞延稅項負債及資產的計量反映本集團預期於各報告期末收回或結算其資產及負債賬面值的方式將會遵循的稅務結果。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將《香港會計準則》第12號「所得稅」規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，初步確認有關使用權資產及租賃負債之暫時差額並未確認。因毋須遵守首次確認豁免的租賃負債及租賃修訂重新計量而對使用權資產賬面值進行後續修訂所產生的暫時差額於重新計量或修訂日期確認。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation (continued)

Current and deferred tax are recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or in equity respectively.

#### Property and equipment

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

Properties in the course of construction for supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Such properties are classified to the appropriate categories of property and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

#### Leasehold land and building

When the Group makes payments for a property interest which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

### 4. 重大會計政策(續)

#### 稅項(續)

即期及遞延稅項於損益確認，惟在其與其他全面收益或直接於權益內確認的項目有關的情況下，即期及遞延稅項亦會分別於其他全面收益或權益內確認。

#### 物業及設備

物業及設備，包括持有作提供貨品或服務或作行政用途的樓宇(下文所述的在建物業除外)，按成本減其後累計折舊及累計減值虧損(如有)列賬。

用於供應或行政用途的在建物業按成本減任何已確認減值虧損入賬。成本包括使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本。該等物業於落成及備妥作擬定用途時，分類為物業及設備的適當類別。該等資產按與其他物業資產相同的基準於資產可作擬定用途時開始折舊。

#### 租賃土地及樓宇

當本集團就一項物業權益(包括租賃土地及樓宇部分)作出付款時，全部代價按初始確認時相對公允價值比例在租賃土地與樓宇部分之間分配。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property and equipment (continued)

##### Leasehold land and building (continued)

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as “right-of-use assets” (upon application of HKFRS 16) or “prepaid lease payments” (before application of HKFRS 16) in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

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

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

#### Research and development expenses

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

When no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

### 4. 重大會計政策 (續)

#### 物業及設備 (續)

##### 租賃土地及樓宇(續)

倘相關款項能可靠分配，則租賃土地權益在綜合財務狀況表中列為「使用權資產」(應用《香港財務報告準則》第16號後)或「預付租賃款」(應用《香港財務報告準則》第16號之前)。倘有關代價未能在非租賃樓宇部分及相關租賃土地的未分割權益之間作出可靠分配，整項物業分類為物業、廠房及設備。

物業及設備項目(在建工程除外)折舊按成本減其剩餘價值，在其估計可使用年期內以直線法撇銷。估計可使用年期、剩餘價值及折舊方法於各個報告期末檢討，而任何估計變動的影響按前瞻性基準入賬。

物業及設備項目於出售或預期繼續使用資產不會產生未來經濟利益時終止確認。出售或停止使用物業及設備所產生的任何收益或虧損釐定為出售所得款項與資產賬面值間的差額，並於損益中確認。

#### 研發開支

研究活動支出於其產生期間確認為開支。

若無內部產生的無形資產可確認，開發支出於其產生期間確認為損益。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment on property and equipment and right-of-use assets

At the end of each reporting period, the Group reviews the carrying amounts of its property and equipment and right-of-use assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

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

In addition, corporate assets are allocated to individual cash generating units when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, the recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

### 4. 重大會計政策(續)

#### 物業及設備以及使用權資產的減值

於各報告期末，本集團核查具有有限使用年期之物業及設備以及使用權資產的賬面值，以釐定有否跡象顯示此類資產已出現減值損失。如有任何此跡象，則會估計相關資產之可收回金額，以釐定減值虧損(如有)的程度。

物業及設備以及使用權資產的可收回金額將單獨進行估計。倘無法單獨估計可收回金額，本集團會估計該資產所屬的現金產生單位之可收回金額。

此外，倘能確立合理一致的分配基準，企業資產會獲分配至個別現金產生單位，否則會按可識別的合理且一致的分配基準分配至最小的現金產生單位組別。本集團會評估是否有跡象表明企業資產已出現減值。倘存在有關跡象，釐定企業資產所屬的現金產生單位或現金產生單位組別的可收回金額，並與有關現金產生單位或現金產生單位組別的賬面值比較。

可收回金額指資產公允價值減出售成本與使用價值二者中的較高者。在評估使用價值時，估計未來現金流量會採用除稅前貼現率貼現為其現值，該除稅前貼現率反映對貨幣時間價值的當前市場評估及該資產(或現金產生單位)特有的風險(未針對該風險調整估計未來現金流量)。

## 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment of property and equipment and right-of-use assets (continued)

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

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

## 4. 重大會計政策 (續)

### 物業及設備以及使用權資產的減值 (續)

若估計資產(或現金產生單位)之可收回金額少於賬面值,則資產(或現金產生單位)之賬面值將調減至其可收回金額。就未能按合理一致基準分配至現金產生單位的企業資產或一部分企業資產而言,本集團會將一組現金產生單位的賬面值(包括分配至該現金產生單位組別的企業資產或一部分企業資產的賬面值)與該組現金產生單位的可收回款項作比較。在分配減值虧損時,首先分配減值虧損以減少任何商譽的賬面值(如適用),然後按比例根據該單位各資產或一組現金產生單位的賬面值分配至其他資產。資產賬面值不會減少至低於其公允價值減出售成本(若可計量)、使用價值(若可釐定)及零當中之最高者。本應分配至該項資產的減值虧損金額,按比例分配至該單位其他資產或一組現金產生單位。減值虧損即時於損益中確認。

若減值損失其後撥回,則資產(或現金產生單位或一組現金產生單位)的賬面值將增至其可收回金額的經修改估計,但經增加的賬面值不得超出資產(或現金產生單位或一組現金產生單位)於過往年度未有確認減值損失時原應有的賬面值。減值虧損撥回即時於損益中確認。



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

#### Financial instruments

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

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

### 4. 重大會計政策(續)

#### 存貨

存貨乃按成本及可變現淨值兩者中之較低者列賬。存貨成本使用加權平均法確定。可變現淨值表示存貨的估計售價減所有估計完工成本及銷售所需成本。

#### 金融工具

在本集團實體成為工具合約條文的訂約方時，確認金融資產及金融負債。所有金融資產之日常買賣乃按交易日基準確認及終止確認。日常買賣乃指須根據市場規則或慣例訂定之時限內交付資產之金融資產買賣。

金融資產及金融負債初步按公允價值計量，而客戶合約產生的貿易應收款項除外，初步按《香港財務報告準則》第15號規定的方式計量。收購或發行金融資產及金融負債(以公允價值計量並計入損益的金融資產或金融負債除外)直接應佔之交易成本於初始確認時計入金融資產或金融負債之公允價值或自其中扣除(如適用)。收購以公允價值計量並計入損益的金融資產或金融負債直接應佔之交易成本即時於損益確認。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

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

### Financial assets

#### Classification and subsequent measurement of financial assets

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

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

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

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

## 4. 重大會計政策 (續)

### 金融工具 (續)

實際利率法乃計算金融資產或金融負債的攤銷成本及分配相關期間利息收入及支出的方法。實際利率乃於初始確認時按金融資產或金融負債的預計年期或(如適用)較短期間，準確折現估計未來現金收款及付款(包括所有屬於實際利率不可或缺部分的已付或已收費用及點子、交易成本及其他溢價或折讓)至賬面淨值的利率。

### 金融資產

#### 金融資產的分類和後續計量

符合下列條件的金融資產其後以攤銷成本計量：

- 於目的為收回合約現金流量的業務模式中持有的金融資產；及
- 合約條款於特定日期產生僅為支付本金及未償還本金利息的現金流量。

符合下列條件的金融資產其後按公允價值計量並計入其他全面收益(「按公允價值計量並計入其他全面收益」)：

- 由旨在以出售及收回合約現金流量運行的商業模式持有的金融資產；及
- 合約條款於特定日期產生僅為支付本金及未償還本金之利息的現金流量。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets (continued)

*Classification and subsequent measurement of financial assets (continued)*

All other financial assets are subsequently measured at FVTPL, except that at the date of initial recognition of HKFRS9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

#### (i) Amortised cost and interest income

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

### 4. 重大會計政策(續)

金融資產(續)

*金融資產的分類和後續計量(續)*

所有其他金融資產其後以公允價值計量並計入損益，但在初始確認《香港財務報告準則》第9號／初始確認金融資產之日，倘該股權投資並非持作買賣，亦非由於收購方在《香港財務報告準則》第3號業務合併所適用的業務合併中確認的或然對價，則本集團不可撤銷地選擇於其他全面收益呈列股權投資的其後公允價值變動。

#### (i) 攤銷成本及利息收入

後續以攤銷成本計量的金融資產的利息收入按實際利率法確認，且通過將實際利率用於金融資產(隨後出現信貸減值的金融資產除外，詳見下文)的總賬面值計算。隨後出現信貸減值的金融資產的利息收入通過將實際利率用於下一報告期金融資產的攤銷成本確認。倘信貸減值金融工具的信貸風險得到改善以致金融資產不再出現信貸減值，則利息收入通過將實際利率用於釐定資產不再出現信貸減值後的報告期初的金融資產的總賬面值確認。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets (continued)

*Classification and subsequent measurement of financial assets (continued)*

#### (ii) Financial assets at FVTPL

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

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

#### *Impairment of financial assets*

The Group performs impairment assessment under expected credit losses (“ECL”) model on financial assets (including trade and other receivables, other financial assets measured at amortised cost and bank balances) which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting dates to reflect changes in credit risk since initial recognition.

### 4. 重大會計政策 (續)

金融資產 (續)

*金融資產的分類和後續計量 (續)*

#### (ii) 以公允價值計量並計入損益的金融資產

不符合以攤銷成本計量或以公允價值計量並計入其他全面收益之標準或指定為以公允價值計量並計入其他全面收益之標準的金融資產，均以公允價值計量並計入損益。

於各報告期末，以公允價值計量並計入損益的金融資產按公允價值計量，而任何公允價值收益或虧損於損益確認。於損益確認的收益或虧損淨額不包括就金融資產賺取的任何股息並計入於「其他收益及虧損」行項目內。

#### *金融資產減值*

本集團對根據《香港財務報告準則》第9號須進行減值的金融資產(包括貿易及其他應收款項、以攤銷成本計量的其他金融資產及銀行結餘)使用預期信貸虧損(「預期信貸虧損」)模型進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初始確認起的信貸風險變動。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial assets (continued)

#### Impairment of financial assets (continued)

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

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually.

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

#### (i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at each reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

## 4. 重大會計政策(續)

### 金融資產(續)

#### 金融資產減值(續)

生命周期預期信貸虧損指於相關工具預期壽命內發生所有可能的違約事件而導致的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)則指預期於各報告日期後12個月內可能發生的違約事件而導致的部分生命周期預期信貸虧損。評估乃基於本集團過往信貸虧損經驗，並根據債務人特定因素、一般經濟狀況及於報告日期對當前狀況及未來狀況預測的評估而作出調整。

本集團一直就貿易應收款項確認生命周期預期信貸虧損。單獨對具有重大餘額的債務人評估該等資產的預期信貸虧損。

就所有其他工具而言，本集團計量虧損準備等於12個月預期信貸虧損，除非當信貸風險自初始確認以來顯著上升，則本集團確認生命周期預期信貸虧損。是否應以生命周期預期信貸虧損確認乃根據自初始確認以來發生違約的可能性或風險顯著上升而評估。

#### (i) 信貸風險顯著上升

於評估信貸風險是否自初始確認以來已顯著上升時，本集團將金融工具於各報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險進行比較。作出此評估時，本集團會考慮合理及有理據的定量及定性資料，包括過往經驗及無須花費不必要成本或精力即可獲得的前瞻性資料。

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

For the year ended 31 December 2019  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets (continued)

Impairment of financial assets (continued)

#### (i) Significant increase in credit risk (continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

### 4. 重大會計政策 (續)

金融資產 (續)

金融資產減值 (續)

#### (i) 信貸風險顯著上升 (續)

具體而言，評估信貸風險是否已顯著增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外界市場指標顯著惡化，例如信貸息差大幅增加、債務人的信貸違約掉期價；
- 預計會導致債務人履行其債務責任的能力顯著下降的業務、財務或經濟狀況的現有或預期不利變動；
- 債務人經營業績的實際或預期顯著惡化；
- 導致債務人履行其債務責任的能力顯著下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

無論上述評估結果如何，除非本集團合理及可靠資料另有說明，否則倘合約付款逾期超過30日，本集團會推定信貸風險自初始確認以來已顯著增加。



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets (continued)

Impairment of financial assets (continued)

### (i) Significant increase in credit risk (continued)

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

### (ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

### (iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;

## 4. 重大會計政策(續)

金融資產(續)

金融資產減值(續)

### (i) 信貸風險顯著上升(續)

本集團定期監控用以識別信貸風險是否顯著增加的準則的有效性，並酌情對其進行修訂，以確保該準則能夠在金額逾期前識別信貸風險的顯著增加。

### (ii) 違約的定義

就內部信貸風險管理而言，本集團認為，當內部開發或從外部來源獲得的信息表明債務人不大可能向其債權人(包括本集團)作出全額支付時(不計及本集團持有的任何抵押品)，則發生違約事件。

儘管有上文所述，本集團認為，倘金融資產逾期超過90日，則違約已經發生，惟本集團有合理及可靠資料證明較寬鬆的違約標準更為適用則當別論。

### (iii) 信貸減值的金融資產

若發生對金融資產的預計未來現金流量造成不利影響的一個或多個事件，則金融資產出現信貸減值。金融資產信貸減值證據包括與下列事件有關的可觀察數據：

- (a) 發行方或借款人發生重大財務困難；

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets (continued)

Impairment of financial assets (continued)

#### (iii) Credit-impaired financial assets (continued)

- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

#### (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

### 4. 重大會計政策(續)

金融資產(續)

金融資產減值(續)

#### (iii) 信貸減值的金融資產(續)

- (b) 違約或逾期事件等違反合約；
- (c) 出借款項予借款人的貸款人，出於與借款人的財務困難有關的經濟或合約原因，而向借款人授出貸款人在其他情況下不會考慮的寬限期；或
- (d) 借款人很可能將會破產或進行其他財務重組。

#### (iv) 撇銷政策

當有資料顯示交易對手方出現嚴重財務困難且無實際收回可能時(例如交易對手方被清算或已進入破產程序)(以較早者為準)，本集團會撇銷金融資產。在考慮法律意見(如適用)後，已撇銷金融資產仍可根據本集團之收回程序實施強制執行。撇銷構成終止確認事件。任何後續收回款項均於損益中確認。

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

For the year ended 31 December 2019  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets (continued)

Impairment of financial assets (continued)

#### (v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade and other receivables and other financial assets measured at amortised cost, where the corresponding adjustment is recognised through a loss allowance account.

### 4. 重大會計政策(續)

金融資產(續)

金融資產減值(續)

#### (v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即存在違約時的違約損失程度)及違約風險的函數。違約概率及違約損失率乃基於根據前瞻性資料調整的過往數據進行評估。預期信貸虧損的估計反映了一個無偏概率加權金額，該金額乃以違約風險作為權重而釐定。

一般而言，預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預計收取的現金流量(按於初始確認時釐定的實際利率折現)之間的差額估計。

利息收入乃按金融資產的總賬面值計算，除非金融資產發生信貸減值，於該情況下利息收入則按金融資產的攤銷成本計算。

本集團通過調整所有金融工具的賬面值於損益確認該等金融工具的減值收益或虧損，惟通過虧損撥備賬確認相應調整的以攤銷成本計量的貿易及其他應收款項以及其他金融資產例外。

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

For the year ended 31 December 2019  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets (continued)

#### *Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

#### *Financial liabilities and equity*

##### **Classification as debt or equity**

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

##### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by group entities are recognised at the proceeds received, net of direct issue costs.

### 4. 重大會計政策 (續)

金融資產 (續)

#### *終止確認金融資產*

僅在獲取資產所產生現金流量的合約權利到期，或將金融資產及該資產所有權的幾乎所有風險及回報轉讓予另一實體的情況下，本集團方會終止確認一項金融資產。

一旦終止確認按攤銷成本計量的金融資產，資產的賬面值與已收及應收代價的差額會在損益中確認。

#### *金融負債及權益*

##### **分類為債務或權益**

債務及權益工具按合約安排的性質以及金融負債及權益工具的定義分類為金融負債或權益。

##### **權益工具**

權益工具為任何能證明擁有某個實體經扣除所有負債後的資產中的剩餘權益的合約。本集團各實體所發行的權益工具按已收所得款項(經扣除直接發行成本)確認。

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

For the year ended 31 December 2019  
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## 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets (continued)

Financial liabilities and equity (continued)

### Financial liabilities at amortised cost

All financial liabilities including trade and other payables and dividend payable are subsequently measured at amortised cost using the effective interest method.

### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, is recognised in profit or loss.

## 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTIES

In the application of the Group's accounting policies, which are described in note 4, the management of the Group is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

## 4. 重大會計政策(續)

金融資產(續)

金融負債及權益(續)

### 以攤銷成本計量的金融負債

所有金融負債(包括貿易及其他應付款項及應付股息)其後採用實際利率法以攤銷成本計量。

### 終止確認金融負債

當且僅當本集團的責任被解除、取消或到期時，本集團方會終止確認金融負債。終止確認的金融負債賬面值與已付及應付對價之間的差額於損益確認。

## 5. 主要會計判斷及估計不確定因素之主要來源

應用附註4所述本集團會計政策時，本集團的管理層須就無法通過其他來源輕易得出的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及視為相關的其他因素而作出。實際結果可能與該等估計有所不同。

該等估計及相關假設會不斷作出審閱。若會計估計之修訂僅影響估計修訂期間，則於該期間確認有關修訂，若有關修訂影響本期及未來期間，則於修訂及未來期間確認。

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## 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTIES

(continued)

### Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations, that the management of the Group has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

### Contractual Arrangements

The Group conducts a substantial portion of the business through Anhui Xinhua Education in the PRC due to regulatory restrictions on foreign ownership in the Group's schools in the PRC. The Group does not have any equity interest in Anhui Xinhua Education. The management of the Group assessed whether or not the Group has control over Anhui Xinhua Education based on whether the Group has the power over Anhui Xinhua Education, has rights to variable returns from its involvement with Anhui Xinhua Education and has the ability to affect those returns through its power over Anhui Xinhua Education. After assessment, the management of the Group concluded that the Group has control over Anhui Xinhua Education as a result of the Contractual Arrangements and other measures and accordingly, the assets, liabilities and their operating results of Anhui Xinhua Education are included in the consolidated financial statements for both years or since the respective dates of establishment, whichever is the shorter period.

Nevertheless, the Contractual Arrangements and other measures may not be as effective as direct legal ownership in providing the Group with direct control over Anhui Xinhua Education and uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of Anhui Xinhua Education. The management of the Group, based on the advice of its legal counsel, considers that the Contractual Arrangements among Xinhua Chuangzhi, Anhui Xinhua Education and the Controlling Equity Holders are in compliance with the relevant PRC laws and regulations and are legally enforceable.

## 5. 主要會計判斷及估計不確定因素之主要來源(續)

### 應用會計政策時之主要判斷

以下為本集團管理層於應用本集團會計政策過程中已作出並對綜合財務報表中已確認金額產生最重大影響之主要判斷(涉及估計之判斷除外)。

### 合約安排

由於對本集團中國學校之外資擁有權的監管限制，本集團在中國通過安徽新華教育開展絕大部分業務。本集團並無於安徽新華教育中擁有任何股本權益。本集團管理層根據本集團是否對安徽新華教育具有影響力、是否有權享有因其參與安徽新華教育事務而產生的可變回報及能否通過其對安徽新華教育的影響力對有關回報產生影響來評估本集團是否對安徽新華教育擁有控制權。經評估後，本集團管理層得出結論認為，由於合約安排及其他措施，本集團對安徽新華教育擁有控制權，因此，安徽新華教育的資產、負債及其經營業績納入兩個年度或自其各自成立日期以來(以較短者為準)的綜合財務報表。

然而，合約安排及其他措施可能不如本集團通過直接法定所有權直接對安徽新華教育進行控制一樣有效，而中國法律體系的不確定性可能會影響本集團對安徽新華教育的業績、資產及負債的受益權。基於法律顧問的建議，本集團管理層認為新華創智、安徽新華教育及控股權益持有人之間訂立的合約安排符合中國相關法律法規，並可依法強制執行。



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTIES (continued)

Critical judgements in applying accounting policies (continued)

#### Key sources of estimation uncertainties

The following are the key assumptions concerning the future, and other key sources of estimation uncertainties at the end of each reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next twelve months.

#### Estimated impairment of property and equipment and right-of-use assets

Property and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

As at 31 December 2019, the carrying amounts of property and equipment and right-of-use assets are RMB1,405,915,000 and RMB1,712,262,000 (31 December 2018: RMB1,361,005,000 and 1 January 2019: RMB1,675,104,000) respectively, details of which are set out in notes 16 and 17.

### 5. 主要會計判斷及估計不確定因素之主要來源(續)

應用會計政策時之主要判斷(續)

#### 估計不確定因素的主要來源

下列乃各報告期末涉及未來主要假設及估計不確定因素的其他主要來源，該等估計及假設很可能導致須對未來十二個月的資產及負債賬面值作出重大調整。

#### 物業和設備以及使用權資產的估計減值

物業及廠房以及使用權資產按成本減累計折舊及減值(如有)列賬。釐定資產是否減值，本集團須行使判斷及作出估計，尤其是評估：(1)是否有事件已發生或有任何指標可能影響資產價值；(2)資產賬面值是否能夠以可收回金額支持，如為使用價值，即按照持續使用資產估計的未來現金流量的淨現值；及(3)將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。當無法估計個別資產(包括使用權資產)的可收回金額時，本集團估計資產所屬現金產生單位的可收回金額。變更假設及估計(包括現金流預測的貼現率或增長率)可能對減值測試中所用淨現值造成重大影響。

於2019年12月31日，本集團物業及設備以及使用權資產的賬面值分別為人民幣1,405,915,000元及人民幣1,712,262,000元(2018年12月31日：人民幣1,361,005,000元，及2019年1月1日：人民幣1,675,104,000元)，有關詳情載於附註16及17。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTIES

(continued)

Critical judgements in applying accounting policies (continued)

#### Income taxes

Significant judgment is required in interpreting the relevant tax rules and regulation so as to determine whether the EIT Exempted Schools (as defined in note 10) is subject to PRC Enterprise Income Tax (“EIT”). This assessment relies on estimates and assumptions about future events. New information may become available that causes the Group to change its judgment regarding the adequacy of the tax liabilities. Such changes to tax liabilities will impact tax expense in the period that such determination is made.

### 6. REVENUE AND SEGMENT INFORMATION

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

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

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

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

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

### 5. 主要會計判斷及估計不確定因素之主要來源 (續)

應用會計政策時之主要判斷 (續)

#### 所得稅

在詮釋相關稅務法規和條例時需要作出重大判斷，以釐定企業所得稅獲豁免學校(定義見附註10)是否需繳納中國企業所得稅(「企業所得稅」)。該評估依賴對未來事件的估計和假設。新資料可能導致本集團改變其對稅項負債充足性的判斷。此類關於稅項負債的變更將影響作出該判斷的期間的稅項開支。

### 6. 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。

交易價格分配至客戶合約的尚未履行的履約責任

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

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

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 6. REVENUE AND SEGMENT INFORMATION (continued)

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

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

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

The management of the Group assesses the performance of the operating and reportable segment based on the revenue and gross profit for the year of the Group as presented in the consolidated statement of profit or loss and other comprehensive income. The accounting policies of the reportable segment are the same as the Group's accounting policies described in note 4. Segment results represent the profits earned by each segment and excluding certain other income, 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.

### 6. 收入及分部資料(續)

交易價格分配至客戶合約的尚未履行的履約責任(續)

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

該等分部乃根據本集團所報告的分部資料而劃分。

本集團管理層根據本集團的年內收入及毛利評估運營及可報告分部的表現，而該收入及毛利列報於綜合損益及其他全面收益表。可報告分部的會計政策與本集團於附註4所述的會計政策一致。分部業績指各分部所得利潤(不包括若干其他收入、其他收益及虧損、公司行政開支、上市開支及所得稅開支)。並無定期向本集團管理層提供本集團的資產及負債分析，以供審閱。分部間銷售按成本加成法收費。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 6. REVENUE AND SEGMENT INFORMATION (continued)

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

The segment information reported does not include any amounts for the discontinued operation, which are described in note 12.

The following is an analysis of the Group's revenue from continuing operations and results by operating and reportable segments for the year ended 31 December 2019 and 2018:

For the year ended 31 December 2019

## 6. 收入及分部資料(續)

交易價格分配至客戶合約的尚未履行的履約責任(續)

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12。

本集團於截至2019年及2018年12月31日止年度按經營及可報告分部劃分的持續經營業務收入及業績分析如下：

截至2019年12月31日止年度

	New East Culinary Education 新東方 烹飪教育 RMB'000 人民幣千元	Xinhua Internet Technology Education 新華 電腦教育 RMB'000 人民幣千元	Wontone Automotive Education 萬通 汽車教育 RMB'000 人民幣千元	Omick Education of Western Cuisine and Pastry 歐米奇西點 西餐教育 RMB'000 人民幣千元	Wisezone Data Technology Education 華信智原DT 人才培訓基地 RMB'000 人民幣千元	Cuisine Academy 美味學院 RMB'000 人民幣千元	Other miscellaneous businesses 其他雜項業務 RMB'000 人民幣千元	Elimination 對銷 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>								
External sales	2,138,046	774,465	531,264	338,082	58,860	48,256	16,333	-	3,905,306
Inter-segment sales	-	-	-	-	9,434	-	52,736	(62,170)	-
Segment revenue	2,138,046	774,465	531,264	338,082	68,294	48,256	69,069	(62,170)	3,905,306
<b>Results</b>	<b>業績</b>								
Segment results	795,398	294,983	35,935	3,797	(43,237)	(23,901)	(14,878)	-	1,048,097
Unallocated	未分配								
Other income	其他收入								
Other gains and losses	其他收益及虧損								
Corporate administrative expenses	公司行政開支								
Listing expenses	上市開支								
Profit before taxation	稅前利潤								
Income tax expense	所得稅開支								
Profit for the year	年內利潤								
<b>Other segment information</b>	<b>其他分部資料</b>								
Depreciation of property and equipment	118,609	50,716	65,261	39,791	8,082	7,167	4,639	-	294,265
Depreciation of right-of-use assets	101,203	44,475	51,246	29,115	11,893	10,008	1,118	-	249,058
Purchase of property and equipment	168,782	57,195	70,659	40,277	4,886	4,236	4,179	-	350,214
Addition of right-of-use assets	76,225	93,096	90,717	12,546	1,985	-	11,647	-	286,216

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

For the year ended 31 December 2019  
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## 6. REVENUE AND SEGMENT INFORMATION (continued)

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

For the year ended 31 December 2018

	New East Culinary Education 新東方 烹飪教育 RMB'000 人民幣千元	Xinhua Internet Technology Education 新華 電腦教育 RMB'000 人民幣千元	Wontone Automotive Education 萬通 汽車教育 RMB'000 人民幣千元	Omick Education of Western Cuisine and Pastry 歐米奇西點 華信智原DT RMB'000 人民幣千元	Wisezone Data Technology Education 華信智原DT RMB'000 人民幣千元	Cuisine Academy 美味學院 RMB'000 人民幣千元	Other miscellaneous businesses 其他雜項業務 RMB'000 人民幣千元	Elimination	Total
<b>Revenue</b>	<b>收入</b>								
External sales	1,900,126	604,413	444,305	213,256	70,076	20,797	11,991	-	3,264,964
Inter-segment sales	-	-	-	-	13,000	-	42,453	(55,453)	-
Segment revenue	1,900,126	604,413	444,305	213,256	83,076	20,797	54,444	(55,453)	3,264,964
<b>Results</b>	<b>業績</b>								
Segment results	663,831	182,604	4,781	(35,978)	(70,468)	(35,186)	(28,111)	-	681,473
<b>Unallocated</b>	<b>未分配</b>								
Other income	其他收入								
Other gains and losses	其他收益及虧損								
Corporate administrative expenses	公司行政開支								
Listing expenses	上市開支								
Profit before taxation	稅前利潤								
Income tax expense	所得稅開支								
Profit for the year	年內利潤								
<b>Other segment information</b>	<b>其他分部資料</b>								
Depreciation of property and equipment	物業及設備折舊								
Amortisation of prepaid lease payments	預付租賃款攤銷								
Purchase of property and equipment	購買物業及設備								

### 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% or more of total revenue of the Group during the year ended 31 December 2019 and 2018.

## 6. 收入及分部資料(續)

交易價格分配至客戶合約的尚未履行的履約責任(續)

截至2018年12月31日止年度

### 地域資料

本集團主要在中國開展業務。本集團絕大部分非流動資產均位於中國。

### 有關主要客戶的資料

於截至2019年及2018年12月31日止年度，並無單一客戶佔本集團總收入的10%或以上。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 7. 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

### 7. 其他收入

Year ended 31 December  
截至12月31日止年度

2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
1,692	1,274
39,098	35,519
71,600	23,954
4,384	1,080
<b>116,774</b>	<b>61,827</b>

### 8. OTHER GAINS AND LOSSES

#### Continuing operations

Net gains on other financial assets  
measured at FVTPL  
Gains on disposals of property and  
equipment  
Net foreign exchange gains

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  
出售物業及設備的收益  
匯兌收益淨額

### 8. 其他收益及虧損

Year ended 31 December  
截至12月31日止年度

2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
45,215	58,003
322	86
85,270	–
<b>130,807</b>	<b>58,089</b>



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 9. FINANCE COSTS

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

## 10. INCOME TAX EXPENSE

<b>Continuing operations</b>	持續經營業務
EIT	企業所得稅
– Current tax	– 即期稅項
Deferred tax (credit) charge (note 19)	遞延稅項(抵免)支出(附註19)

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

Hong Kong Profits Tax is calculated at 16.5% (2018: 16.5%) of the estimated assessable profit for the year ended 31 December 2019. The subsidiaries of the Company operating in Hong Kong did not have tax assessable profit during both years.

## 9. 財務成本

**Year ended 31 December**  
截至12月31日止年度

<b>2019</b>	2018
<b>2019年</b>	2018年
<b>RMB'000</b>	RMB'000
<b>人民幣千元</b>	人民幣千元
<b>131,521</b>	–

## 10. 所得稅開支

**Year ended 31 December**  
截至12月31日止年度

<b>2019</b>	2018
<b>2019年</b>	2018年
<b>RMB'000</b>	RMB'000
<b>人民幣千元</b>	人民幣千元
<b>222,349</b>	171,010
<b>(646)</b>	853
<b>221,703</b>	171,863

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。由於並無於開曼群島及英屬維爾京群島開展業務，故根據開曼群島及英屬維爾京群島稅法，本公司及中國東方教育投資獲豁免繳稅。

香港利得稅乃就截至2019年12月31日止年度估計應評稅利潤按16.5%稅率(2018年：16.5%)計算。本公司於香港運營的附屬公司於兩個年度並無應評稅利潤。

## 10. INCOME TAX EXPENSE (continued)

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% (2018: 25%), except for certain subsidiaries which are either exempted from tax or entitled to different preferential tax rates.

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) (“Shijiazhuang Secondary”), 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”).

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.

## 10. 所得稅開支(續)

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%(2018年：25%)，惟若干獲豁免納稅或享有不同優惠稅率的附屬公司除外。

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」)。

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。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 10. INCOME TAX EXPENSE (continued)

During the year ended 31 December 2019, the non-taxable tuition income of the EIT Exempted Schools amounted to approximately RMB292,823,000 (2018: RMB244,244,000), and the related non-deductible expenses of the EIT Exempted Schools amounted to approximately RMB142,432,000 (2018: RMB136,869,000).

Certain subsidiaries were qualified as high-tech companies and enjoyed the preferential tax rate of 15% during the year. Details are set out below:

#### Name of subsidiaries

附屬公司名稱

Langjie Technology

朗傑科技

Beijing Wisezone Education Technology Co., Ltd.

(北京華信智原教育技術有限公司)

("Beijing Wisezone")

(「北京華信智原」)

Certain subsidiaries of the Company are entitled to the preferential tax rate of 15% because they are located in the western region of the PRC. Details are set out below:

#### Name of subsidiaries

附屬公司名稱

Chengdu New East Culinary Vocational

Training School Co., Ltd.

成都新東方烹飪職業技能培訓學校有限公司

Chengdu Wisezone Technology Co., Ltd.

成都華信智原科技有限公司

Sichuan Wontone Automobile Vocational Training Institute

四川萬通汽車職業培訓學院

Sichuan Xinhua Computer Institute

四川新華電腦學院

Gansu New East Culinary Vocational Training School

甘肅新東方烹飪職業培訓學校

Guiyang City New East Culinary Secondary Vocational School

貴陽市新東方烹飪中等職業學校

### 10. 所得稅開支(續)

於截至2019年12月31日止年度，企業所得稅獲豁免的學校免稅的學費收入約為人民幣292,823,000元(2018年：人民幣244,244,000元)，而企業所得稅獲豁免的學校相關不可抵扣開支約為人民幣142,432,000元(2018年：人民幣136,869,000元)。

若干附屬公司於年內乃合資格高新技術企業並享有15%的優惠稅率。詳情載列如下：

#### Starting date

起始日期

#### Expiring date

到期日期

1 January 2004 31 December 2020

2004年1月1日 2020年12月31日

1 January 2016 31 December 2019

2016年1月1日 2019年12月31日

由於本公司的若干附屬公司均位於中國西部地區，故其有權享有15%的優惠稅率。詳情載列如下：

#### Starting date

起始日期

#### Expiring date

到期日期

1 January 2011 31 December 2020

2011年1月1日 2020年12月31日

1 January 2016 31 December 2020

2016年1月1日 2020年12月31日

1 January 2011 31 December 2020

2011年1月1日 2020年12月31日

1 January 2011 31 December 2020

2011年1月1日 2020年12月31日

1 January 2015 31 December 2020

2015年1月1日 2020年12月31日

1 January 2011 31 December 2020

2011年1月1日 2020年12月31日

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 10. INCOME TAX EXPENSE (continued)

### 10. 所得稅開支(續)

Name of subsidiaries 附屬公司名稱	Starting date 起始日期	Expiring date 到期日期
Guiyang City Xinhua Computer Secondary Vocational School 貴陽市新華電腦中等職業學校	1 January 2011 2011年1月1日	31 December 2020 2020年12月31日
Guiyang New East Culinary Institute 貴陽新東方烹飪學院	1 January 2011 2011年1月1日	31 December 2020 2020年12月31日
Guizhou Xinhua Computer Institute 貴州新華電腦學院	1 January 2011 2011年1月1日	31 December 2020 2020年12月31日
Guizhou Wisezone Technology Co., Ltd. 貴州華信智原科技有限公司	1 January 2016 2016年1月1日	31 December 2020 2020年12月31日
Guiyang Xinhua Internet Technical School 貴陽新華互聯網技工學校	1 January 2017 2017年1月1日	31 December 2020 2020年12月31日
Guiyang New East Culinary Technical School 貴陽新東方烹飪技工學校	1 January 2016 2016年1月1日	31 December 2020 2020年12月31日
Hohhot New City East Technical School 呼和浩特市新東方技工學校	1 January 2016 2016年1月1日	31 December 2020 2020年12月31日
Hohhot New East City Culinary Vocational Training School 呼和浩特市新東方烹飪職業培訓學校	1 January 2016 2016年1月1日	31 December 2020 2020年12月31日
Ningxia New East Vocational Training School 寧夏新東方職業技能培訓學校	1 January 2017 2017年1月1日	31 December 2020 2020年12月31日
Shaanxi New East Culinary Training School Co., Ltd. 陝西新東方烹飪培訓學校有限公司	August 1, 2011 2011年8月1日	31 December 2020 2020年12月31日
Shaanxi Xinhua Computer Software Training School Co., Ltd. (formerly known as Shaanxi Xinhua Computer Software School) 陝西新華電腦軟體培訓學校有限公司(前稱陝西新華電腦軟件學校)	1 January 2012 2012年1月1日	31 December 2020 2020年12月31日
Xi'an Wontone Automobile Vocational Skills Training School Co., Ltd. 西安萬通汽車職業技能培訓學校有限公司	1 January 2014 2014年1月1日	31 December 2020 2020年12月31日
Xinjiang New East Culinary School 新疆新東方烹飪學校	1 January 2016 2016年1月1日	31 December 2020 2020年12月31日
Yunnan Wontone Automobile Repair Vocational Training School 雲南萬通汽修職業培訓學校	1 January 2014 2014年1月1日	31 December 2020 2020年12月31日
Yunnan New East Culinary School 雲南新東方烹飪學校	1 January 2015 2015年1月1日	31 December 2020 2020年12月31日
Yunnan New East Culinary Vocational Training School 雲南新東方烹飪職業培訓學校	1 January 2015 2015年1月1日	31 December 2020 2020年12月31日

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 10. INCOME TAX EXPENSE (continued)

### 10. 所得稅開支(續)

Name of subsidiaries 附屬公司名稱	Starting date 起始日期	Expiring date 到期日期
Yunnan Xinhua Computer Vocational Training School 雲南新華電腦職業培訓學校	1 January 2009 2009年1月1日	31 December 2020 2020年12月31日
Chongqing City New East Culinary Vocational Training Institute 重慶市新東方烹飪職業培訓學院	1 January 2012 2012年1月1日	31 December 2020 2020年12月31日
Chongqing Xinhua Computer Vocational Training School 重慶新華電腦職業培訓學校	1 January 2011 2011年1月1日	31 December 2020 2020年12月31日
Chongqing City Xinhua Technical School 重慶市新華技工學校	1 January 2017 2017年1月1日	31 December 2020 2020年12月31日
Chengdu City Longquanyi District New East Culinary Technical School Co., Ltd. 成都市龍泉驛區新東方烹飪技工學校有限公司	1 January 2018 2018年1月1日	31 December 2020 2020年12月31日
Chengdu City Shuangliu District Xinhua Technical School Co., Ltd. 成都市雙流區新華技工學校有限公司	1 January 2018 2018年1月1日	31 December 2020 2020年12月31日
Chengdu Wontone Weilai Automobile Technical School Co., Ltd. 成都萬通未來汽車技工學校有限公司	1 January 2018 2018年1月1日	31 December 2020 2020年12月31日
Chengdu Omick Western Pastry Vocational Training School 成都歐米奇西點職業技能培訓學校	1 January 2019 2019年1月1日	31 December 2020 2020年12月31日

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 10. INCOME TAX EXPENSE (continued)

The income tax expense for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

### 10. 所得稅開支(續)

年內所得稅開支可與綜合損益及其他全面收益表內的稅前利潤對賬如下：

		Year ended 31 December 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Profit before taxation (from continuing operations)	稅前利潤(來自持續經營業務)	1,069,521	687,004
Tax at PRC EIT rate of 25%	按中國企業所得稅稅率25%繳納之稅項	267,380	171,751
Tax effect on expenses not deductible for tax purposes	不可扣稅開支的稅務影響	62,933	37,450
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(103,738)	(61,061)
Tax effect of deductible temporary differences not recognised	未確認可抵扣暫時性差異的稅務影響	16,745	10,237
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	49,165	60,876
Utilisation of tax losses previously not recognised	利用先前未確認的稅項虧損	(24,065)	(15,647)
Tax benefit on research and development expenses	研發開支的稅務利益	(4,311)	(3,178)
Income tax at concessionary rate	按優惠稅率計算的所得稅	(42,406)	(28,565)
		<b>221,703</b>	171,863



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 11. PROFIT FOR THE YEAR

## 11. 年內利潤

		Year ended 31 December 截至12月31日止年度	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Profit for the year from continuing operations has been arrived at after charging:	持續經營業務所得年內利潤乃經扣除下列各項而得出：		
Directors' remuneration	董事薪酬	2,065	338
Other staff costs	其他員工成本		
– salaries and other allowances	– 薪資及其他津貼	992,239	892,325
– retirement benefit scheme contributions	– 退休福利計劃供款	128,060	122,712
– equity-settled share-based payments expenses	– 以權益結算的股份支付開支	114,895	8,059
Total staff costs	員工成本總額	1,237,259	1,023,434
Depreciation of property and equipment	物業及設備折舊	294,265	351,473
Depreciation of right-of-use assets	使用權資產折舊	249,058	–
Amortisation of prepaid lease payments	預付租賃款攤銷	–	2,940
Operating lease rental expenses in respect of rental premises	有關租賃物業的經營租賃開支	–	273,795
Auditor's remuneration	核數師薪酬	3,590	1,199

During the year ended 31 December 2019, share-based payments expenses of approximately RMB115,829,000 (2018: RMB8,125,000) were recognised in profit or loss in respect of share options of the Company. Details of transactions are set out in note 28.

以股份為基礎的支付開支約人民幣115,829,000元(2018年：人民幣8,125,000元)於截至2019年12月31日止年度就本公司購股權於損益內確認。交易詳情載於附註28。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 12. 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.

Loss from discontinued operation for the year ended 31 December 2018 were set out below:

Loss for the year from discontinued operation

Gain on disposal of discontinued operation (note 31)

來自己終止經營業務的年內虧損

出售已終止經營業務的收益(附註31)

RMB'000  
人民幣千元

(9,406)

4,358

(5,048)

### 12. 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人控制的公司，一家被以人民幣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活動重點放在職業培訓教育機構運營的長期戰略。

截至2018年12月31日止年度，來自己終止經營業務的虧損載列如下：

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 12. DISCONTINUED OPERATION (continued)

The results of the discontinued operation for the year ended 31 December 2018 were as follows:

		RMB'000 人民幣千元
Revenue	收入	24,269
Cost of revenue	收入成本	(24,035)
Gross profit	毛利	234
Other income	其他收入	392
Selling expenses	銷售開支	(4,256)
Administrative expenses	行政開支	(5,776)
Loss for the year from discontinued operation	來自已終止經營業務的虧損	(9,406)
Loss for the year from discontinued operation include the followings:	來自已終止經營業務的年內虧損包括以下各項：	
Staff costs	員工成本	
– salaries and other allowances	– 薪資及其他津貼	13,459
– retirement benefit scheme contributions	– 退休福利計劃供款	1,969
Total staff costs	員工成本總額	15,428
Depreciation of property and equipment	物業及設備折舊	6,034
Purchase of property and equipment	購買物業及設備	847
Operating lease rental expenses in respect of rental premises	有關租賃物業的經營租賃開支	4,450

The net cash flows (used in) from the discontinued operation for the year ended 31 December 2018 were as follows:

		RMB'000 人民幣千元
Operating activities	經營活動	(2,215)
Investing activities	投資活動	7,594
Net cash inflow	現金流入淨額	5,379

### 12. 已終止經營業務 (續)

截至2018年12月31日止年度，已終止經營業務的業績如下：

	RMB'000 人民幣千元
Revenue	24,269
Cost of revenue	(24,035)
Gross profit	234
Other income	392
Selling expenses	(4,256)
Administrative expenses	(5,776)
Loss for the year from discontinued operation	(9,406)
Loss for the year from discontinued operation include the followings:	
Staff costs	
– salaries and other allowances	13,459
– retirement benefit scheme contributions	1,969
Total staff costs	15,428
Depreciation of property and equipment	6,034
Purchase of property and equipment	847
Operating lease rental expenses in respect of rental premises	4,450

截至2018年12月31日止年度，已終止經營業務(所用)所得現金流量淨額如下：

	RMB'000 人民幣千元
Operating activities	(2,215)
Investing activities	7,594
Net cash inflow	5,379

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

#### Directors

Details of the emoluments paid or payable by the Group to the directors and chief executive of the Company (including emolument for services as employee/directors of the group entities prior to becoming the directors of the Company) for the year ended 31 December 2019 are as follows:

### 13. 董事、最高行政人員及僱員酬金

#### 董事

截至2019年12月31日止年度，本集團已付或應付本公司董事及最高行政人員之酬金(包括成為本公司董事之前擔任集團實體僱員／董事應得的服務酬金)的詳情如下：

		Directors fees	Salaries and other allowances	Share-based payment expenses	Retirement benefit contribution	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>For the year ended</b>	<b>截至2019年</b>					
<b>31 December</b>	<b>12月31日止年度</b>					
<b>2019</b>						
Executive directors:	執行董事：					
Mr. Wu Wei	吳偉先生	-	481	-	17	498
Mr. Xiao Guoqing	肖國慶先生	-	-	-	-	-
		-	481	-	17	498
Non-executive directors:	非執行董事：					
Mr. Wu Junbao	吳俊保先生	-	57	-	21	78
Mr. Lu Zhen	陸真先生	-	-	934	-	934
		-	57	934	21	1,012
Independent non-executive directors:	獨立非執行董事：					
Mr. Hung Ka Hai, Clement	洪嘉禧先生	185	-	-	-	185
Mr. Cheung Tsun Yung, Thomas	張俊勇先生	185	-	-	-	185
Dr. Zhu Guobin	朱國斌博士	185	-	-	-	185
		555	-	-	-	555

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

Directors (continued)

**For the year ended 截至2018年**  
**31 December 12月31日止年度**  
**2018**

Executive directors: 執行董事：

Mr. Wu Wei	吳偉先生	-	244	-	7	251
Mr. Xiao Guoqing	肖國慶先生	-	-	-	-	-
		-	244	-	7	251

Non-executive directors: 非執行董事：

Mr. Wu Junbao	吳俊保先生	-	20	-	1	21
Mr. Lu Zhen	陸真先生	-	-	66	-	66
		-	20	66	1	87

Independent non-executive directors: 獨立非執行董事：

Mr. Hung Ka Hai, Clement	洪嘉禧先生	-	-	-	-	-
Mr. Cheung Tsun Yung, Thomas	張俊勇先生	-	-	-	-	-
Dr. Zhu Guobin	朱國斌博士	-	-	-	-	-
		-	-	-	-	-

The executive directors' emoluments shown above were paid for their services in connection with the management of affairs of the Group entities for both years. The non-executive directors' and independent non-executive directors' emoluments shown above were for their services as directors of the Company.

### 13. 董事、最高行政人員及僱員酬金 (續)

董事(續)

Directors fees	Salaries and other allowances	Share-based payment expenses	Retirement benefit contribution	Total
董事袍金	薪資及其他津貼	以股份為基礎的支付	退休福利供款	合計
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元

以上所列執行董事薪酬乃基於彼等於兩年內就管理本集團實體有關事宜所提供的服務而予以支付。以上所列非執行董事及獨立非執行董事的薪酬乃為其作為本公司董事的服務費。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

### Directors (continued)

On 25 November 2018, Mr. Lu Zhen was appointed as a non-executive director of the Company and Mr. Hung Ka Hai, Clement, Mr. Cheung Tsun Yung, Thomas and Dr. Zhu Guobin were appointed as the independent non-executive directors of the Company.

### Employees

The five highest paid individuals of the Group did not include any directors for both years whose emoluments are included in the disclosures above. The emoluments of the five highest paid individuals are as follows:

Salaries and other benefits	薪資及其他福利
Retirement benefit scheme contributions	退休福利計劃供款
Share-based payment expenses	以股份為基礎的支付開支

The emoluments of the five highest paid individuals, other than directors of the Company, are within the following bands:

Nil to HK\$1,000,000	零至1,000,000港元
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元
HK\$5,000,001 to HK\$5,500,000	5,000,001港元至5,500,000港元
HK\$6,500,001 to HK\$7,000,000	6,500,001港元至7,000,000港元
HK\$9,000,001 to HK\$9,500,000	9,000,001港元至9,500,000港元
HK\$10,000,001 to HK\$10,500,000	10,000,001港元至10,500,000港元

## 13. 董事、最高行政人員及僱員酬金 (續)

### 董事(續)

於2018年11月25日，陸真先生獲委任為本公司非執行董事，洪嘉禧先生、張俊勇先生及朱國斌博士均獲委任為本公司獨立非執行董事。

### 僱員

本集團的五名最高薪酬人士不包括兩個年度的任何董事，有關董事的薪酬數額已於上文披露。五名最高薪酬人士的薪酬如下：

### Year ended 31 December 截至12月31日止年度

2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
9,186	3,329
58	26
23,349	1,477
<b>32,593</b>	4,832

本公司五名最高薪酬人士(不包括董事)的薪酬區間如下：

### Year ended 31 December 截至12月31日止年度

2019 2019年 number of employees 僱員人數	2018 2018年 number of employees 僱員人數
—	5
1	—
1	—
1	—
1	—
1	—

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

During both years, no emoluments were paid by the Group to any of the executive directors, non-executive director, independent non-executive directors, or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. For the year ended 31 December 2019, the executive directors of the company, Mr. Wu Wei and Mr. Xiao Guoqing, and the non-executive directors of the Company, Mr. Wu Junbao and Mr. Lu Zhen, have waived their directors' fee of RMB177,000 each.

During the years ended 31 December 2019 and 2018, certain director and employees were granted share options, in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme are set out in note 28.

### 14. DIVIDENDS

No dividend has been paid or proposed by the Company during the year ended 31 December 2019 (2018: Nil).

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2019 of HK\$0.21 (approximately equivalent to RMB0.19) (2018: Nil) per ordinary share, in an aggregate amount of HK\$460,000,000 (approximately equivalent to RMB422,000,000) (2018: Nil), has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting to be held on 27 May 2020.

During the year ended 31 December 2018, the Group declared and paid dividends of RMB907,851,000 to the Controlling Equity Holders. The rate of dividend and the number of shares, ranking for the dividend are not presented, as such information is not meaningful having regard to the purpose of these consolidated financial statements.

### 13. 董事、最高行政人員及僱員酬金(續)

本集團於兩個年度內並無向任何執行董事、非執行董事、獨立非執行董事或五名最高薪酬人士支付任何酬金，作為吸引彼等加入本集團或加入後的獎勵或離職補償。截至2019年12月31日止年度，本公司執行董事吳偉先生及肖國慶先生及非執行董事吳俊保先生及陸真先生放棄彼等各自之董事袍金人民幣177,000元。

截至2019年及2018年12月31日止年度，若干董事及僱員根據本公司購股權計劃就其向本集團提供的服務獲授予購股權。購股權計劃詳情載於附註28。

### 14. 股息

截至2019年12月31日止年度(2018年：無)，本公司概無已派付或擬派付的股息。

報告期後，本集團董事擬宣派截至2019年12月31日止年度每股0.21港元(約等於人民幣0.19元)的普通股(2018年：無)股息，合計460,000,000港元(約等於人民幣422,000,000元)(2018年：無)，惟須將於2020年5月27日舉行的應屆股東週年大會上獲股東批准後方可作實。

截至2018年12月31日止年度，本集團向控股權益持有人宣派及派付人民幣907,851,000元的股息。未呈列股息率、股份數目及股息等級，因為該等資料對該等綜合財務報表並無意義。



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 15. EARNINGS PER SHARE

### From continuing operations

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

Earnings:	盈利：
Earnings for the purposes of calculating basic and diluted earnings per share – attributable to the owners of the Company	用作計算每股基本及稀釋盈利的盈利 — 本公司擁有人應佔盈利

Number of shares:	股份數目：
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用作計算每股基本盈利的普通股加權平均數
Effect of dilutive potential ordinary shares	稀釋潛在普通股的影響
– share options	— 購股權
– over-allotment options (note)	— 超額配股權(附註)
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

Note: The average stock price between the listing date and the date of exercise of over-allotment option was lower than the offering price of initial public offering. Thus, the over-allotment option is anti-dilutive.

## 15. 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的計算乃基於以下數據：

### Year ended 31 December 截至12月31日止年度

2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>847,818</b>	515,141

### Year ended 31 December 截至12月31日止年度

2019 2019年	2018 2018年
<b>1,990,225,780</b>	4,972,877,114
<b>85,682,721</b>	2,756,243
–	N/A
<b>2,075,908,501</b>	4,975,633,357

附註：上市日期至行使超額配股權當日期間的平均股價低於首次公開發售的發售價。因此，超額配股權具有反稀釋影響。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 15. 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 27) was completed on 1 January 2018 and taking into account of the capital reduction in 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:

<b>Earnings:</b>	<b>盈利：</b>
Profit for the purpose of calculating basic and diluted earnings per share – attributable to the owners of the Company	用作計算每股基本及稀釋盈利的利潤 — 本公司擁有人應佔利潤

The denominators used are the same as those detailed above for both basic and diluted earnings per share.

### From discontinued operations

Basic loss per share for the discontinued operation is RMB0.10 cents for the year ended 31 December 2018, based on the loss from the discontinued operation of RMB5,048,000 and the denominators detailed above for basic earnings per share.

For the year ended 31 December 2018, the diluted loss per share was the same with the basic loss per share.

## 15. 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27)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。

### 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：

### Year ended 31 December 截至12月31日止年度

<b>2019</b>	2018
<b>2019年</b>	2018年
<b>RMB'000</b>	RMB'000
<b>人民幣千元</b>	人民幣千元
<b>847,818</b>	510,093

所用分母與上文所述計算每股基本及稀釋盈利所用者相同。

### 已終止經營業務

基於人民幣5,048,000元的已終止經營業務虧損以及上文所述每股基本盈利分母，截至2018年12月31日止年度已終止經營業務的每股基本虧損為人民幣0.10分。

截至2018年12月31日止年度，每股稀釋虧損與每股基本虧損相同。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 16. PROPERTY AND EQUIPMENT

## 16. 物業及設備

		Buildings	Leasehold improvements and structures	Furniture and fixtures	Electronic equipment	Motor vehicles	Construction in progress	Total
		樓宇	裝修與結構	傢俱及裝置	電子設備	汽車	在建工程	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>COST</b>	<b>成本</b>							
At 1 January 2018	於2018年1月1日	305,662	484,368	368,826	241,483	74,658	131,913	1,606,910
Additions	添置	854	399,536	113,031	66,308	14,651	81,182	675,562
Transfer	轉讓	112,056	10,143	-	-	-	(122,199)	-
Disposals/write-off	出售/撤銷	-	(160,931)	(17,053)	(11,735)	(10,467)	-	(200,186)
Disposals of subsidiaries (note 31)	出售附屬公司(附註31)	(111)	(3,864)	(1,161)	(2,697)	(23,595)	-	(31,428)
At 31 December 2018	於2018年12月31日	418,461	729,252	463,643	293,359	55,247	90,896	2,050,858
Additions	添置	471	159,122	97,353	67,118	5,649	20,501	350,214
Transfer	轉讓	-	58,296	-	-	-	(58,296)	-
Disposals/write-off	出售/撤銷	-	(214,311)	(10,652)	(10,787)	(9,175)	-	(244,925)
At 31 December 2019	於2019年12月31日	418,932	732,359	550,344	349,690	51,721	53,101	2,156,147
<b>DEPRECIATION</b>	<b>折舊</b>							
At 1 January 2018	於2018年1月1日	84,266	134,865	152,384	133,981	41,105	-	546,601
Provided for the year	年內撥備	15,871	239,249	40,054	48,484	13,849	-	357,507
Eliminated on disposals/write-off	出售/撤銷時對銷	-	(160,931)	(11,408)	(11,106)	(7,553)	-	(190,998)
Disposals of subsidiaries (note 31)	出售附屬公司(附註31)	(68)	(1,945)	(902)	(2,116)	(18,226)	-	(23,257)
At 31 December 2018	於2018年12月31日	100,069	211,238	180,128	169,243	29,175	-	689,853
Provided for the year	年內撥備	21,025	112,372	92,859	59,335	8,674	-	294,265
Eliminated on disposals/write-off	出售/撤銷時對銷	-	(214,311)	(8,338)	(8,836)	(2,401)	-	(233,886)
At 31 December 2019	於2019年12月31日	121,094	109,299	264,649	219,742	35,448	-	750,232
<b>CARRYING VALUES</b>	<b>賬面值</b>							
At 31 December 2019	於2019年12月31日	297,838	623,060	285,695	129,948	16,273	53,101	1,405,915
At 31 December 2018	於2018年12月31日	318,392	518,014	283,515	124,116	26,072	90,896	1,361,005

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 16. PROPERTY AND EQUIPMENT (continued)

The above items of property and equipment other than construction in progress are depreciated on a straight line basis, after taking into account their estimated residual value, at the following useful life:

Buildings	20 years
Leasehold improvements	Shorter of lease term or 3-5 years
Structures	Shorter of lease term or 15 years
Furniture and fixtures	3-5 years
Electronic equipment	3-5 years
Motor vehicles	4-8 years

As of 31 December 2019, the Group is in the process of obtaining title deeds of buildings with carrying value of approximately RMB187,005,000 (2018: RMB203,651,000).

### 16. 物業及設備(續)

上述物業及設備中除在建工程以外的項目在下列可使用年內按直線法折舊，同時計及估計殘值：

樓宇	20年
租賃物業裝修	租期或3至5年(以較短者為準)
結構	租期或15年(以較短者為準)
傢俱及裝置	3至5年
電子設備	3至5年
汽車	4至8年

截至2019年12月31日，本集團正處在獲取樓宇業權契據的階段，相關樓宇的賬面值約為人民幣187,005,000元(2018年：人民幣203,651,000元)。

### 17. RIGHT-OF-USE ASSETS

### 17. 使用權資產

		Leasehold lands 租賃土地 RMB'000 人民幣千元	Leased properties 租賃物業 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>As at 1 January 2019</b>	<b>於2019年1月1日</b>			
Carrying amount	賬面值	126,349	1,548,755	1,675,104
<b>As at 31 December 2019</b>	<b>於2019年12月31日</b>			
Carrying amount	賬面值	123,409	1,588,853	1,712,262
<b>For the year ended 31 December 2019</b>	<b>截至2019年12月31日 止年度</b>			
Depreciation charge	折舊費用	2,940	246,118	249,058
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	與短期租賃及租期於首次應用《香港財務報告準則》第16號日期起計12個月內結束的其他租賃相關支出			6,613
Total cash outflow for leases	租賃的現金流出總額			353,360
Additions to right-of-use assets	添置使用權資產			286,216

## 17. RIGHT-OF-USE ASSETS (continued)

For both years, the Group leases various properties, including the teaching buildings, dormitory buildings and offices, for its operations. Lease contracts are entered into for fixed term of 11 months to 20 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable. There are no enforceable extension and termination options in lease contracts.

The leasehold lands are amortised on a straight-line basis over a period of 50 years, which is based on the lease terms or estimated by the management with reference to the normal terms in the PRC.

At 31 December 2019, the carrying values of the leasehold lands of RMB118,019,000 (2018: RMB120,791,000) are allocated by the government, which have no definite lease term stated in the relevant land use rights certificates. However, without the relevant administrative authorities' permission, the Group cannot transfer, lease or pledge as security such land use rights allocated by the government.

The Group entered into short-term leases for staff apartments. As at 31 December 2019, the outstanding lease commitment relating to these staff apartments are RMB8,925,000 (2018: RMB1,200,000).

### Leases committed

As at 31 December 2019, the Group entered into new leases for several properties that are not yet commenced, with average non-cancellable period ranged from 5 to 20 years, the total future undiscounted cash flows over the non-cancellable period amounted to RMB204,782,000.

Details of the lease maturity analysis of lease liabilities are set out in notes 25 and 30.

## 17. 使用權資產(續)

本集團於兩年內租賃多項物業，包括教學樓、宿舍及辦公室，以作經營用途。租賃合約以固定期限11個月至20年訂立。租期視乎個案釐定，涵蓋一系列條款及條件。本集團於釐定租期及評估據不可撤銷期時，應用合約的定義以釐定可以執行合約的期間。租賃合約概無可以強制執行的延期及終止選擇權。

租賃土地在50年期間按直線法攤銷，該期間乃基於租期或管理層經參考中國的常規租期估計得出。

於2019年12月31日，租賃土地的賬面值人民幣118,019,000元(2018年：人民幣120,791,000元)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。

本集團已就員工公寓訂立短期租賃。於2019年12月31日，與員工公寓有關的未償還租賃承擔為人民幣8,925,000元(2018年：人民幣1,200,000元)。

### 已承諾的租賃

於2019年12月31日，本集團訂立若干物業新租賃，惟租賃尚未開始，而其不可撤銷期間平均介乎5年至20年，於不可撤銷期間的未來未折現現金流量總額為人民幣204,782,000元。

租賃負債的租賃到期分析詳情載列於附註25及30。

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

For the year ended 31 December 2019  
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### 18. PREPAID LEASE PAYMENTS FOR LEASEHOLD LANDS

### 18. 租賃土地的預付租賃款

		As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元
Analysed for reporting purposes as:	為報告目的分析為：	
Current assets	流動資產	2,940
Non-current assets	非流動資產	123,409
		126,349

### 19. DEFERRED TAX ASSETS

### 19. 遞延稅項資產

The followings are the major deferred tax assets recognised and movements thereon during the current and prior years:

於本年度及過往年度確認的主要遞延稅項資產及其變動如下：

		<b>Asset-related government grants</b>	<b>Excess of advertising expenses</b>	<b>Total</b>
		與資產相關的 政府補助 RMB'000 人民幣千元	超出廣告 開支的金額 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	314	3,535	3,849
Charged to profit or loss	扣除自損益	(120)	(733)	(853)
At 31 December 2018	於2018年12月31日	194	2,802	2,996
Credited to profit or loss	計入損益	230	416	646
At 31 December 2019	於2019年12月31日	424	3,218	3,642

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. No deferred tax liabilities regarding the withholding tax has been provided as the PRC subsidiaries will not declare any dividend to holding companies outside mainland China for the year ended 31 December 2019.

根據中國企業所得稅法，由2008年1月1日起，就中國附屬公司賺取的利潤所宣派的股息須繳納預扣稅。於截至2019年12月31日止年度，由於中國附屬公司將不會向中國內地以外的控股公司宣派任何股息，故並未就預扣稅計提遞延稅項負債。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 19. DEFERRED TAX ASSETS (continued)

At 31 December 2019, the Group has unrecognised deductible temporary differences of RMB107,928,000 (2018: RMB40,948,000). In the opinion of the directors of the Company, no deferred tax asset is recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

At 31 December 2019, the Group has unrecognised tax losses of approximately RMB658,655,000 (2018: RMB558,663,000) from continuing operations, among which, tax losses amounted to RMB644,857,000 (2018: RMB548,160,000) will expire at various dates up to and including 2024 and tax losses amounted to RMB13,798,000 (2018: RMB10,503,000) has no expiry date. In the opinion of the directors of the Company, no deferred tax asset is recognised due to the unpredictability of future profit streams.

### 20. INVENTORIES

School materials and consumables 教材及消耗品

### 19. 遞延稅項資產(續)

於2019年12月31日，本集團的未確認可扣稅暫時性差額人民幣107,928,000元(2018年：人民幣40,948,000元)。本公司董事認為，由於不可能出現應課稅溢利可用作抵銷可扣稅暫時性差額，故並無就該等可扣稅暫時性差額確認遞延稅項資產。

於2019年12月31日，本集團自持續經營業務產生未確認稅項虧損約人民幣658,655,000元(2018年：人民幣558,663,000元)，其中，金額為人民幣644,857,000元(2018年：人民幣548,160,000元)的稅項虧損將於直至2024年(包括該年度)止的不同日期到期及金額為人民幣13,798,000元(2018年：10,503,000元)的稅項虧損無到期日。本公司董事認為，概無遞延稅項資產因未來利潤趨勢的不可預見性而獲確認。

### 20. 存貨

#### As at 31 December

於12月31日

2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
51,713	37,138



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 21. TRADE AND OTHER RECEIVABLES

## 21. 貿易及其他應收款項

		As at 31 December 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Trade receivables	貿易應收款項		
– from government (note i)	– 政府(附註i)	36,743	27,922
– from others (note ii)	– 其他(附註ii)	10,206	6,427
		<b>46,949</b>	34,349
Other receivables	其他應收款項		
Prepayments for consumables	消耗品預付款	22,526	25,361
Prepayments for rental (note iii)	預付租賃款(附註iii)	8,529	102,569
Prepayments for services	服務預付款	21,737	15,440
Prepayments for advertisement	廣告預付款	44,063	44,774
Prepayments for listing expenses	上市開支預付款	–	1,799
Value added tax recoverable	可收回增值稅	2,068	1,287
Advance to staff	向員工作出的墊款	7,480	4,386
Deferred issue costs	遞延發行成本	–	5,474
Interest receivables from time deposits and bank balances	定期存款及銀行結餘的應收利息	42,090	–
Other receivables	其他應收款項	7,794	6,851
		<b>156,287</b>	207,941
		<b>203,236</b>	242,290

Notes:

- The amounts represent receivables from the PRC local governments, which purchased vocational education services for students.
- The amounts mainly represent receivables from customers, which purchased ancillary services other than vocational education services.
- Prepayments for rental which were not exempt from HKFRS 16 were adjusted upon the application of HKFRS 16. Details of the adjustment are set out in note 3. The remaining amounts represent prepaid rental fees for short-term leases.

As at 1 January 2018, trade receivables from contracts with customers amounted to RMB30,959,000.

附註：

- 相關款項指來自當地政府為學生購買職業教育服務的應收款項。
- 相關款項主要指來自客戶購買輔助服務(不包括職業教育服務)的應收款項。
- 並無獲《香港財務報告準則》第16號豁免的租賃預付款項於應用《香港財務報告準則》第16號後獲調整。調整詳情載於附註3。餘額指短期租賃的預付租金。

於2018年1月1日，來自客戶合約的貿易應收款項為人民幣30,959,000元。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 21. TRADE AND OTHER RECEIVABLES (continued)

The following is an aged analysis of trade receivables net of allowance for credit losses 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 year which have been past due over 90 days are not considered as in default as these are contributed by 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 at the end of each year and no impairment loss on ECL is recognised during both years.

### 21. 貿易及其他應收款項(續)

以下為按收入確認日期呈列的貿易應收款項(扣除信貸虧損準備)賬齡分析：

As at 31 December

於12月31日

2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
22,906	20,589
19,146	11,382
4,897	2,378
<b>46,949</b>	<b>34,349</b>

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，於年度末逾期超過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，且於兩個年度內概無確認預期信貸虧損的減值虧損，故本集團管理層認為該減值虧損並不重大。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 22. OTHER FINANCIAL ASSETS

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

Notes:

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

### 23. BANK BALANCES AND CASH/TIME DEPOSITS

The Group's bank balances and cash comprised of cash held by the Group and short-term deposits and carried interest at prevailing market rates from 0.35% to 3.5% per annum (2018: 0.35% per annum) with original maturity of three months or less.

As at 31 December 2019, time deposits represent (i) deposit of Anhui Xinhua Education amounted to RMB100,000,000 which carried the fixed interest rate of 2.9% per annum with maturity on 16 December 2021, and (ii) deposit of the Company amounted to HK\$2,000,000,000 (equivalent to RMB1,791,600,000) which carried the fixed interest rate of 2.7% per annum with maturity on 20 June 2020.

### 22. 其他金融資產

As at 31 December 於12月31日	
2019年 RMB'000 人民幣千元	2018年 RMB'000 人民幣千元
418,013	—
49,500	—

附註：

- 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。
- 按攤銷成本計量的其他金融資產為銀行發行人預設回報及保本的短期投資。

### 23. 銀行結餘及現金／定期存款

本集團銀行結餘及現金包括本集團持有現金及短期存款，銀行結餘年利率為現行市場年利率0.35%至3.5% (2018年：年利率0.35%)，到期日為三個月或不足三個月。

於2019年12月31日，定期存款指(i)安徽新華教育的存款人民幣100,000,000元，按固定年利率2.9%計息，到期日為2021年12月16日，及(ii)本公司的存款2,000,000,000港元(等於人民幣1,791,600,000元)，按固定年利率2.7%計息，到期日為2020年6月20日。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 24. TRADE AND OTHER PAYABLES

### 24. 貿易及其他應付款項

		As at 31 December 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Trade payables	貿易應付款項	79,699	143,727
Payable for property and equipment	物業及設備應付款項	77,773	98,993
Value added tax and other taxes payable	增值稅及其他應付稅款	8,364	7,382
Payroll payable	應付薪資	155,989	153,805
Discretionary subsidies received on behalf of students	代表學生收取的酌情補貼	20,473	22,235
Miscellaneous deposits received from students	向學生收取的雜項按金		
– within 12 months	– 12個月內	68,685	51,472
Listing expenses and issue costs payable	應付上市開支及發行成本	–	4,562
Other payables	其他應付款項	32,151	25,467
		<b>443,134</b>	<b>507,643</b>

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

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 31 December 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within 90 days	90日內	79,699	143,727

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 25. LEASE LIABILITIES

### 25. 租賃負債

		As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元
<b>Lease liabilities payable:</b>	<b>租賃負債應付款項：</b>	
Within one year	1年內	307,391
Within a period of more than one year but not more than two years	超過1年但不多於2年的期間內	273,211
Within a period of more than two years but not more than five years	超過2年但不多於5年的期間內	614,283
Within a period of more than five years	超過5年的期間內	319,346
		<b>1,514,231</b>
Less: Amount due for settlement with 12 months shown under current liabilities	減：於12個月內到期並須結清的金額 (列於流動負債項下)	<b>(307,391)</b>
Amount due for settlement after 12 months shown under non-current liabilities	於12個月後到期並須結清的金額 (列於非流動負債項下)	<b>1,206,840</b>

### 26. CONTRACT LIABILITIES

### 26. 合約負債

		As at 31 December 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Tuition fees and service fees	學費及服務費	1,455,614	1,289,331
Less: current liabilities	減：流動負債	1,383,298	1,233,230
Non-current liabilities	非流動負債	<b>72,316</b>	56,101

As at 1 January 2018, the current and non-current portion of contract liabilities amounted to RMB1,089,507,000 and RMB36,317,000, respectively.

於2018年1月1日，合約負債之流動及非流動部分分別為人民幣1,089,507,000元及人民幣36,317,000元。

The contract liabilities as at 1 January 2018 and 31 December 2018, amounted to RMB1,089,507,000 and RMB1,233,230,000, respectively, were recognised as revenue during the years ended 31 December 2018 and 2019.

於2018年1月1日及2018年12月31日，人民幣1,089,507,000元及1,233,230,000元的合約負債分別於截至2018年及2019年12月31日止年度確認為收入。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 27. SHARE CAPITAL

## 27. 股本

	Notes	Number of shares	Share Capital	Shown in the consolidated financial statements	
	附註	股份數目	股本 HK\$ 港元	載於 綜合財務報表 RMB'000 人民幣千元	
<i>Ordinary shares of HK\$0.0001 each</i>					
<b>Authorised:</b>	<b>法定：</b>				
At the date of incorporation on 4 October 2018, 31 December 2018 and 31 December 2019	於註冊成立日期2018年10月4日、2018年12月31日及2019年12月31日	i	3,800,000,000	380,000	-
<b>Issued:</b>	<b>發行：</b>				
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	ii	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	iii	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	iv	30	-	-
At 31 December 2018	於2018年12月31日		1,000,030	100	-
Capitalisation Issue	資本化發行	v	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	vi	435,800,000	43,580	38
Issue of new shares upon exercise of the over-allotment option	行使超額配股權後發行新股份	vii	4,894,000	489	-
Issue of new shares upon the exercise of share options	行使購股權後發行新股份	viii	7,198,104	720	1
At 31 December 2019	於2019年12月31日		2,191,092,104	219,109	193

Notes:

- i. The Company was incorporated in the Cayman Islands on 4 October 2018 with an authorised share capital of HK\$380,000 divided into 3,800,000,000 shares with a par value of HK\$0.0001 each.

附註：

- i. 本公司於2018年10月4日在開曼群島註冊成立，法定股本為380,000港元，分為3,800,000,000股股份，每股面值為0.0001港元。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 27. SHARE CAPITAL (continued)

Notes: (continued)

- 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 par 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, 435,800,000 ordinary shares of par value of HK\$0.0001 each were issued at a price of HK\$11.25 per ordinary share (approximately equivalent to RMB9.90 per ordinary share) by way of global offering. On the same date, the Company's shares were listed on the Main Board of the Stock Exchange. The proceeds of HK\$43,580 (approximately equivalent to RMB38,000) representing the par value of the shares of the Company, were credited to the Company's share capital. The remaining proceeds of approximately HK\$4,902,706,000 (approximately equivalent to RMB4,315,853,000), before issuing expenses, were credited to the share premium amount.
- vii. On 4 July 2019, 4,894,000 ordinary shares of par value of HK\$0.0001 each were issued at a price of HK\$11.25 per ordinary share (approximately equivalent to RMB9.90 per ordinary share) pursuant to the exercise of over-allotment option. The proceeds of HK\$489 (approximately equivalent to RMB432) representing the par value of the shares of the Company, were credited to the Company's share capital. The remaining proceeds of approximately HK\$55,057,000 (equivalent to RMB48,583,000), before issuing expenses, were credited to the share premium amount.
- viii. During the year ended 31 December 2019, 7,090,194 and 107,910 share options were exercised at a subscription price of HK\$2.25 and HK\$11.25 per share (equivalent to approximately RMB2.02 and RMB10.10 per share) respectively, resulting in the issue of aggregately 7,198,104 ordinary shares of par value of HK\$0.0001 each in the Company. These shares rank pari passu with other shares in issue in all respect.

### 27. 股本(續)

附註：(續)

- 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金額174,220港元(相當於約人民幣154,000元)通過資本化方式向於緊接本公司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股繳足股份(「資本化發行」)。
- vi. 於2019年6月12日，通過全球發售方式按每股普通股11.25港元(約等於每股普通股人民幣9.9元)之價格發行435,800,000股每股面值0.0001港元之普通股。於同日，本公司股份於聯交所主板上市。所得款項43,580港元(約等於人民幣38,000元)(相當於本公司股份面值)計入本公司股本。餘下所得款項約4,902,706,000港元(約等於人民幣4,315,853,000元)(未扣除發行開支)計入股份溢價賬。
- vii. 於2019年7月4日，因行使超額配股權按每股普通股11.25港元(約等於每股普通股人民幣9.90元)之價格發行4,894,000股每股面值0.0001港元之普通股。所得款項489港元(約等於人民幣432元)(相當於本公司股份面值)計入本公司股本。餘下所得款項約55,057,000港元(等於人民幣48,583,000元)(未扣除發行開支)計入股份溢價賬。
- viii. 於截至2019年12月31日止年度，7,090,194及107,910份購股權分別按每股2.25港元及11.25港元認購價行使(分別相當於每股約人民幣2.02元及人民幣10.10元)，以致本公司合計發行每股面值0.0001港元之7,198,104股普通股。此等股份在各方面與其他已發行股份享有同等地位。



## 28. 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 date.

## 28. 購股權計劃

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

### 首次公開發售前購股權計劃

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

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

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 Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2019  
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### 28. 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	Fair value at grant date
購股權	授出日期	歸屬期間	行使期間	待歸屬的購股權百分比	授出日期公允價值 HK\$'000 千港元
The Pre-IPO Share Option Scheme 首次公開發售前購股權計劃	7 December 2018 2018年12月7日	7 December 2018 ~ 11 July 2019 2018年12月7日至 2019年7月11日	12 July 2019 ~ 11 June 2029 2019年7月12日至 2029年6月11日	10%	48,074
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2020 2018年12月7日至 2020年12月31日	1 January 2021 ~ 11 June 2029 2021年1月1日至 2029年6月11日	10%	46,869
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2021 2018年12月7日至 2021年12月31日	1 January 2022 ~ 11 June 2029 2022年1月1日至 2029年6月11日	10%	46,310
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2022 2018年12月7日至 2022年12月31日	1 January 2023 ~ 11 June 2029 2023年1月1日至 2029年6月11日	10%	45,867
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2023 2018年12月7日至 2023年12月31日	1 January 2024 ~ 11 June 2029 2024年1月1日至 2029年6月11日	10%	45,501
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2024 2018年12月7日至 2024年12月31日	1 January 2025 ~ 11 June 2029 2025年1月1日至 2029年6月11日	10%	45,173
	7 December 2018 2018年12月7日	7 December 2018 ~ 31 December 2025 2018年12月7日至 2025年12月31日	1 January 2026 ~ 11 June 2029 2026年1月1日至 2029年6月11日	10%	44,857

### 28. 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 Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2019  
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### 28. 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	Fair value at grant date
購股權	授出日期	歸屬期間	行使期間	待歸屬的購股權百分比	授出日期公允價值 HK\$'000 千港元
	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		

### 28. 購股權計劃(續)

首次公開發售前購股權計劃(續)

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

For the year ended 31 December 2019  
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### 28. 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 date, 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.

#### 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.

### 28. 購股權計劃(續)

#### 首次公開發售前購股權計劃(續)

首次公開發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	N/A 不適用
Exercise price	*
Expected volatility	45.02%
Expected life of options	10 years 10年
Risk free rate	2.11%
Expected dividend yield	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。

#### 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。

## 28. SHARE OPTION SCHEMES (continued)

### The Share Option Scheme (continued)

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

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

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

## 28. 購股權計劃(續)

### 購股權計劃(續)

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。

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

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

For the year ended 31 December 2019  
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### 28. SHARE OPTION SCHEMES (continued)

The Share Option Scheme (continued)

Details of specific categories of options are as follows:

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

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

### 28. 購股權計劃(續)

購股權計劃(續)

購股權的具體類型詳情如下：

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

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

For the year ended 31 December 2019  
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## 28. SHARE OPTION SCHEMES (continued)

### The Share Option Scheme (continued)

As at 31 December 2019, the number of shares in respect of which options had been granted and remained outstanding under the Schemes was 128,286,376 (2018: 135,244,720). The following table disclosed movements of the Company's options granted under the Schemes for the years ended 31 December 2019 and 2018:

### For the year ended 31 December 2019 截至2019年12月31日止年度

Name of grantee	Date of grant	Exercisable period	Exercise price	Outstanding as at 1/1/2019 於2019年1月1日 尚未行使	Granted during the year	Exercised during the year	Forfeited during the year	Outstanding as at 31/12/2019 於2019年12月31日 尚未行使
承授人姓名	授出日期	可行使期間	行使價 HK\$ 港元		於年內授出	於年內行使	於年內沒收	
<b>Director</b>								
<b>董事</b>								
Lu Zhen	7 December 2018	12 July 2019 ~ 11 June 2029	2.25	1,090,510	-	(109,000)	-	981,510
陸真	2018年12月7日	2019年7月12日至2029年6月11日						
<b>Employees</b>								
<b>僱員</b>								
Employees	7 December 2018	12 July 2019 ~ 11 June 2029	2.25	134,154,210	-	(6,981,194)	(87,240)	127,085,776
僱員	2018年12月7日	2019年7月12日至2029年6月11日						
Employees	12 June 2019	12 June 2019 ~ 11 June 2029	11.25	-	327,000	(107,910)	-	219,090
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	(7,198,104)	(87,240)	128,286,376
Exercisable as at 31 December 2019 於2019年12月31日 可予行使								6,425,554
Weighted average exercise price 加權平均行使價				HK\$2.25	HK\$11.25	HK\$2.38	HK\$2.25	HK\$2.27

## 28. 購股權計劃(續)

### 購股權計劃(續)

於2019年12月31日，有關根據該等計劃已授出及餘下尚未授出之購股權之股份數目為128,286,376股(2018年：135,244,720股)。下表披露截至2019年及2018年12月31日止年度，本公司根據該等計劃授出的購股權之變動情況：



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

For the year ended 31 December 2019  
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### 28. SHARE OPTION SCHEMES (continued)

The Share Option Scheme (continued)

#### For the year ended 31 December 2018

截至2018年12月31日止年度

Name of grantee 承授人姓名	Date of grant 授出日期	Exercisable period 可行使期間	Exercise price 行使價	Outstanding as at 1/1/2018 於2018年1月1日 尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Forfeited during the year 於年內沒收	Outstanding as at 31/12/2018 於2018年12月31日 尚未行使
<b>Director</b>								
<b>董事</b>								
Lu Zhen 陸真	7 December 2018 2018年12月7日	12 July 2019 ~ 11 June 2029 2019年7月12日至 2029年6月11日	2.25 HK\$ 港元	-	1,090,510	-	-	1,090,510
<b>Employees</b>								
<b>僱員</b>								
Employees 僱員	7 December 2018 2018年12月7日	12 July 2019 ~ 11 June 2029 2019年7月12日至 2029年6月11日	2.25	-	134,154,210	-	-	134,154,210
				-	135,244,720	-	-	135,244,720
Exercisable as at 31 December 2018 於2018年12月31日 可予行使								
Weighted average exercise price 加權平均行使價				-		HK\$2.25 2.25港元	-	
						-		HK\$2.25 2.25港元

During the year ended 31 December 2019, the weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$14.83 per share. No options were exercised during the year ended 31 December 2018.

### 28. 購股權計劃(續)

購股權計劃(續)

截至2019年12月31日止年度期間，本公司股份的加權平均收市價緊接購股權獲行使日期前為每股14.83港元。截至2018年12月31日止年度期間，概無購股權獲行使。

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

For the year ended 31 December 2019  
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### 28. SHARE OPTION SCHEMES (continued)

#### The Share Option Scheme (continued)

As at 31 December 2019, the weighted average remaining contractual lives of the share options is 9.45 years.

During the year ended 31 December 2019, the Group recognised total expenses of RMB115,829,000 (2018: RMB8,125,000) in relation to share options granted by the Company.

### 29. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of equity attributable to owners of the Group, comprising capital and retained profits as disclosed in the consolidated statement of changes in equity.

The directors of the Company review the capital structure on a semi-annual basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

### 28. 購股權計劃(續)

#### 購股權計劃(續)

於2019年12月31日，購股權餘下合約加權平均年期為9.45年。

截至2019年12月31日止年度，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115,829,000元(2018年：人民幣8,125,000元)。

### 29. 資本風險管理

本集團管理其資本以確保本集團實體能夠持續經營，同時通過優化債務與股本間的平衡為股東帶來最大回報。本集團的整體戰略由往年起保持不變。

本集團的資本結構由本集團擁有人應佔權益(包括綜合權益變動表所披露的股本及留存利潤)組成。

經計及資本成本及與各類資本相關的風險，本集團董事每半年檢討資本結構。根據本集團董事的推薦意見，本集團將通過派付股息、發行新股及回購股份以及發行新債或贖回現有債務以平衡其整體資本結構。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 30. FINANCIAL INSTRUMENTS

#### A. Categories of financial instruments

<i>Financial assets</i>	金融資產
FVTPL	以公允價值計量並計入損益的其他金融資產
Mandatorily measured at FVTPL	強制按通過損益以反映公平價值計量
– Structured bank deposits	– 銀行結構存款
Financial assets at amortised cost (including bank balances and cash)	以攤銷成本計量的金融資產 (包括銀行結餘及現金)
<i>Financial liabilities</i>	金融負債
Amortised cost	攤銷成本

#### B. Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, other financial assets, time deposits, bank balances and cash and trade and other payables and dividend payable. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner. The risks associated with these financial instruments and the management policies remain unchanged from prior year.

### 30. 金融工具

#### A. 金融工具類別

As at 31 December 於12月31日	
2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
418,013	–
5,964,618	1,031,879
278,781	380,568

#### B. 金融風險管理目標及政策

本集團的主要金融工具包括貿易及其他應收款項、其他金融資產、定期存款、銀行結餘及現金以及貿易及其他應付款項及應付股息。該等金融工具的詳情於各附註披露。與該等金融工具有關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。有關如何減低該等風險的政策載於下文。管理層管理及監控該等風險，以確保及時有效地採取適當措施。與該等金融工具有關的風險及管理政策由往年起保持不變。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 30. FINANCIAL INSTRUMENTS (continued)

### B. Financial risk management objectives and policies (continued)

#### (i) Market risk

##### (a) Currency risk

The Group has certain foreign currency bank balances denominated in HK\$, currency other than the functional currency of the group entities (“foreign currency”), which expose the Group to foreign currency risk.

The carrying amounts of the Group’s monetary assets and monetary liabilities at the reporting date that are denominated in foreign currency are as follows:

		Assets 資產		Liabilities 負債	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
HK\$	港元	3,456,468	–	150	–

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure when the need arises.

#### Sensitivity analysis

The Group is mainly exposed to the currency risk on HK\$ against RMB.

## 30. 金融工具(續)

### B. 金融風險管理目標及政策(續)

#### (i) 市場風險

##### (a) 貨幣風險

本集團若干外幣銀行結餘以港元計值，惟港元非本集團實體功能貨幣（「外幣」），使本集團面臨外幣風險。

於報告日期，本集團貨幣資產及負債之賬面值以外幣計值如下：

本集團目前未有外幣對沖政策。然而，管理層監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

#### 敏感度分析

本集團主要面臨港元兌人民幣之貨幣風險。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 30. FINANCIAL INSTRUMENTS (continued)

### B. Financial risk management objectives and policies (continued)

#### (i) Market risk (continued)

##### (a) Currency risk (continued)

###### Sensitivity analysis (continued)

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to the key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting date for a 5% change in foreign currency rates. The analysis illustrates the impact for a 5% strengthening of RMB against the relevant currency. For a 5% weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit.

Decrease in post-tax profit for the year as a result of a 5% strengthening of RMB against the foreign currency

年內人民幣兌外幣升值5%使稅後利潤減少

## 30. 金融工具(續)

### B. 金融風險管理目標及政策(續)

#### (i) 市場風險(續)

##### (a) 敏感度分析(續)

###### 敏感度分析

下表載列本集團對於人民幣兌相關外幣增加及減少5%之敏感度。5%為內部報告外匯風險所使用的敏感度比率，代表管理層對外匯匯率可能出現的合理升跌的評估。敏感度分析僅包括尚未兌換以外幣計值的貨幣項目，並按外幣匯率之5%變動就報告期末換算進行調整。分析顯示當人民幣兌相關貨幣升值5%時之影響。倘人民幣兌相關貨幣貶值5%，則對利潤產生等額而相反之影響。

#### HK\$ impact

#### 港元影響

2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
(129,612)	-

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 30. FINANCIAL INSTRUMENTS (continued)

#### B. Financial risk management objectives and policies (continued)

##### (i) Market risk (continued)

##### **(b) Interest rate risk**

The Group is exposed to fair value interest rate risk in relation to lease liabilities. The Group is also exposed to cash flow interest rate risk through the impact of rate changes on bank balances and time deposits. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and time deposits.

The Group will continue to monitor the exposure on cash flow interest rate risk and will consider hedging the interest rate should the need arise. In the management's opinion, the Group does not have material interest rate risk exposure and hence no sensitivity analysis is presented.

##### (ii) Credit Risk and Impairment Assessment

The Group's maximum exposure to credit risk which will cause a financial loss to the Group is arising from the amount of each class of financial assets as disclosed in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

### 30. 金融工具(續)

#### B. 金融風險管理目標及政策(續)

##### (i) 市場風險(續)

##### **(b) 利率風險**

本集團面臨與租賃負債有關的公允價值利率風險。由於利率變動對銀行結餘及定期存款的影響，本集團亦面臨現金流量利率風險。本集團現金流量利率風險主要集中於銀行結餘及定期存款利率的波動。

本集團將繼續監控現金流量利率的風險敞口，並將於必要時考慮對沖利率。管理層認為，本集團並無重大利率風險敞口，因此並未呈列敏感度分析。

##### (ii) 信貸風險及減值評估

本集團各類金融資產款項所產生將對本集團造成財務損失的信貸風險最大敞口於綜合財務狀況表中披露。本集團並無持有任何抵押或實施其他信貸加強措施以彌補其金融資產相關信貸風險。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 30. FINANCIAL INSTRUMENTS (continued)

#### B. Financial risk management objectives and policies (continued)

##### (ii) Credit Risk and Impairment Assessment (continued)

For trade receivables with gross carrying amount of RMB46,949,000 (2018: RMB34,349,000), the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The ECL on trade receivables are assessed individually, based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forward-looking information that is available without undue cost or effort at the end of each year.

The Group has concentration of credit risk as 78.3% of the total trade receivables were due from the PRC government as at 31 December 2019 (2018: 81.3%). The Group's remaining customers were mainly the corporate customers, and individually contributed less than 10% of the total trade receivables of the Group.

In the opinion of management, the Group has no significant credit risk for the receivables from the PRC government.

In order to minimise the credit risk with the corporate customers, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

### 30. 金融工具(續)

#### B. 金融風險管理目標及政策(續)

##### (ii) 信貸風險及減值評估(續)

就賬面總值為人民幣46,949,000元(2018年：人民幣34,349,000元)的貿易應收款項而言，本集團已採用《香港財務報告準則》第9號的簡化方法計量生命周期預期信貸虧損的損失準備。根據債務人過往違約經驗、債務人經營所在行業的一般經濟狀況和於各年度末在無須付出不當成本或努力的情況下可獲得的當前以及前瞻性資料的評估單獨評估貿易應收款項的預期信貸虧損。

於2019年12月31日，本集團貿易應收款項總額中有78.3%(2018年：81.3%)為應收中國政府款項，故本集團存在集中信貸風險。本集團的其餘客戶主要為公司客戶，個別公司客戶佔本集團貿易應收款項總額的10%以下。

管理層認為，本集團自應收中國政府款項並無重大信貸風險。

為盡量降低公司客戶的信貸風險，本集團管理層已授權一支團隊負責釐定信貸額度及信貸批准。於接納任何新客戶前，本集團採用內部信用評級系統來評估潛在客戶的信貸質量並確定授予客戶的信貸額度。其他監察程序亦已獲制定，從而可確保採取跟進行動以收回逾期債務。



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 30. FINANCIAL INSTRUMENTS (continued)

#### B. Financial risk management objectives and policies (continued)

##### (ii) Credit Risk and Impairment Assessment (continued)

The Group assessed the loss allowances for deposits for rental, deposits for utilities and others, and other receivables with gross carrying amounts of RMB24,022,000, RMB12,230,000 and RMB57,364,000 (2018: RMB31,873,000, RMB8,031,000 and RMB11,237,000), respectively on 12m ECL basis.

The ECL on other receivables are assessed individually based on historical settlement records and past default experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the end of each year.

For deposits for rental and deposits for utilities and others, the management of the Group has taken into account the historical default experience and forward-looking information, as appropriate. There had been no significant increase in credit risk since initial recognition.

### 30. 金融工具(續)

#### B. 金融風險管理目標及政策(續)

##### (ii) 信貸風險及減值評估(續)

本集團按12個月預期信貸虧損基準評估賬面總值分別為人民幣24,022,000元、人民幣12,230,000元及人民幣57,364,000元(2018年:人民幣31,873,000元、人民幣8,031,000元及人民幣11,237,000元)的租賃按金、水電費按金及其他以及其他應收款項的虧損撥備。

其他應收款項的預期信貸虧損根據歷史結算記錄及過往違約經驗作出單獨評估,並根據債務人特定因素、一般經濟狀況及於各年度末對當前狀況及其預測方向的評估而作出調整。

就租賃按金及水電費按金及其他而言,本集團管理層已計及歷史違約經驗及前瞻性資料(如適用)。信貸風險自首次確認以來並無大幅增加。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 30. FINANCIAL INSTRUMENTS (continued)

#### B. Financial risk management objectives and policies (continued)

##### (ii) Credit Risk and Impairment Assessment (continued)

Other receivables are mainly consisted of interest receivables from time deposit and bank balances, advance to staff and deposits paid for advertising services. For interest receivables from time deposits and bank balances, the management considered those banks are with good reputation and transaction record. For advance to staff, the management considered those staff are with good credit record and will usually pay back timely. For deposits paid for advertising services, the management closely monitors the progress of advertising services rendered and takes follow-up action when the cooperation with advertising agency ended, only reputable advertising agency could be selected by the Group with good credit record.

The management of the Group believes that the Group's credit risk in trade and other receivables is significantly reduced.

The credit risk on bank balances, time deposits and other financial assets measured at amortised cost with gross carrying amounts of RMB3,882,953,000, RMB1,891,600,000 and RMB49,500,000 (2018: RMB986,293,000, nil and nil), respectively, is limited because the counterparties are reputable financial institutions. The management are of the opinion that the average loss rate is insignificant and no impairment was provided at the end of each year.

### 30. 金融工具(續)

#### B. 金融風險管理目標及政策(續)

##### (ii) 信貸風險及減值評估(續)

其他應收款項主要由來自定期存款及銀行結餘的應收利息、向員工作出的墊款及就廣告服務已付按金組成。就來自定期存款及銀行結餘的應收利息而言，管理層認為該等銀行擁有良好聲譽及交易記錄。就向員工作出的墊款而言，管理層認為該等員工擁有優質的信貸記錄且將會及時還款。就廣告服務所付按金而言，管理層密切監控所提供廣告服務的進展，並在與廣告代理的合作終止時採取跟進行動。本集團只選擇信譽良好且信用記錄良好的廣告代理。

本集團管理層認為本集團的貿易及其他應收款項的信貸風險大幅降低。

由於交易對手為信譽良好的金融機構，故賬面總值分別為人民幣3,882,953,000元、人民幣1,891,600,000元及人民幣49,500,000元(2018年：人民幣986,293,000元、零及零)的銀行結餘、定期存款及按攤銷成本計量的其他金融工具的信貸風險有限。管理層認為平均虧損率並不重大，且各年度末並無提供減值。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 30. FINANCIAL INSTRUMENTS (continued)

### B. Financial risk management objectives and policies (continued)

#### (iii) Liquidity Risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

The following is the maturity analysis for financial liabilities held by the Group which is based on undiscounted remaining contractual obligations:

	Weighted average interest rate	On demand or less than 1 year 按要求或 1年以內	1 to 2 year 1至2年	2 to 5 year 2至5年	over 5 year 超過5年	Total undiscounted balances 未折現結餘 總額	Carrying amounts 賬面值
	%	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2019							
Trade and other payables		278,781	-	-	-	278,781	278,781
Lease liabilities	8.67	321,885	311,776	831,332	665,226	2,130,219	1,514,231
		600,666	311,776	831,332	665,226	2,409,000	1,793,012
At 31 December 2018							
Trade and other payables		346,456	-	-	-	346,456	346,456
Dividend payable		34,112	-	-	-	34,112	34,112
		380,568	-	-	-	380,568	380,568

## 30. 金融工具(續)

### B. 金融風險管理目標及政策(續)

#### (iii) 流動資金風險

在管理流動資金風險方面，本集團監控及維持管理層認為足以為本集團的經營提供資金的現金及現金等價物水平，並減低現金流量波動的影響。本集團定期檢討其主要資金狀況，確保擁有足夠財政資源應付其財務承擔。

以下為本集團所持有金融負債的到期日分析(基於未折現餘下合約責任)：

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

For the year ended 31 December 2019  
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### 30. FINANCIAL INSTRUMENTS (continued)

#### C. Fair value measurements of financial instruments

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and liabilities with standard terms and conditions are determined with reference to quoted market bid prices and ask prices respectively; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

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

### 30. 金融工具(續)

#### C. 金融工具之公允價值計量

金融資產及金融負債之公允價值按以下方式釐定：

- 具有標準條款及條件的金融資產及金融負債公允價值，乃分別參考所報市場買盤及賣盤價格而釐定；及
- 其他金融資產及金融負債之公允價值，乃根據普遍採納定價模式(基於折現現金流分析)釐定。

經常按公允價值計量的本集團金融資產的公允價值

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

For the year ended 31 December 2019  
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## 30. FINANCIAL INSTRUMENTS (continued)

### C. Fair value measurements of financial instruments (continued)

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).

Financial assets	Fair value at		Fair value hierarchy	Valuation technique(s) and key input(s)
	於以下日期之公允價值	31/12/2018		
	<b>31/12/2019</b>			
	<b>2019年</b>	2018年	公允價值	估值技術及
金融資產	<b>12月31日</b>	12月31日	層級	輸入數據
	<b>RMB'000</b>	RMB'000		
	<b>人民幣千元</b>	人民幣千元		
Other financial assets measured at FVTPL	<b>418,013</b>	–	Level 3	Discounted cash flow – future cash method was used to capture
以公允價值計量並計入損益之其他金融資產			第三級	使用貼現現金流量法 – 未來現金流量法得出

Note:

At 31 December 2019, if the estimated return was 5% higher/lower and the other variables were held constant, the total carrying amount of other financial assets would increase/decrease by RMB97,000/RMB97,000 (2018: nil/nil), respectively.

## 30. 金融工具(續)

### C. 金融工具之公允價值計量(續)

下表闡述有關釐定該等金融資產公允價值的方法(尤其是所用估值技術及輸入數據)的資料。

Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
重大不可觀察輸入數據	重大不可觀察輸入數據與公允價值之關係
Expected return rates range from 3.05% to 4.6%	The higher the expected return, the higher the fair value, vice versa (note i)
介乎3.05%至4.6%的估計回報率	估計回報越高，公允價值越高，反之亦然(附註i)

附註：

於2019年12月31日，倘估計回報率上升/下降5%而其他可變因素維持不變，其他金融資產的賬面總值將分別增加/減少人民幣97,000元/人民幣97,000元(2018年：零/零)。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 30. FINANCIAL INSTRUMENTS (continued)

#### C. 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 years:

At 1 January 2018	於2018年1月1日	–
Purchase of other financial assets	購買其他金融資產	2,849,900
Redemption of other financial assets	贖回其他金融資產	(2,884,791)
Net gain on other financial assets	其他金融資產淨收益	34,891
At 31 December 2018	於2018年12月31日	–
Purchase of other financial assets	購買其他金融資產	2,856,080
Redemption of other financial assets	贖回其他金融資產	(2,467,240)
Net gain on other financial assets	其他金融資產淨收益	29,173
At 31 December 2019	於2019年12月31日	418,013

There were no transfers into or out of Level 3 during the year.

##### Fair value of financial assets and financial liabilities that are recorded at amortised cost

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair values at the end of each reporting period.

### 30. 金融工具(續)

#### C. 金融工具之公允價值計量(續)

##### 按第三級公允價值計量的金融資產之對賬

下表載列於兩個年度按第三級公允價值計量的金融資產之對賬：

RMB'000  
人民幣千元

於2018年1月1日	–
購買其他金融資產	2,849,900
贖回其他金融資產	(2,884,791)
其他金融資產淨收益	34,891
於2018年12月31日	–
購買其他金融資產	2,856,080
贖回其他金融資產	(2,467,240)
其他金融資產淨收益	29,173
於2019年12月31日	418,013

年內概無金融資產移入或移出第三級。

##### 以攤銷成本入賬的金融資產及金融負債的公允價值

本集團管理層認為，於綜合財務報表中以攤銷成本入賬的金融資產及金融負債的賬面值與其於各報告期末的公允價值相若。

## 31. DISPOSALS OF SUBSIDIARIES

- (I) Disposal of Nanjing Yuxing Driver Training Co., Ltd. (南京宇星駕駛員培訓有限公司) (“Nanjing Yuxing”)

On 27 September 2018, Anhui Wontone Automobile Maintenance Institute (安徽萬通汽車專修學院) (“Anhui Wontone”) entered into an equity transfer agreement with independent third parties, to dispose of the entire equity interests in Nanjing Yuxing at a cash consideration of RMB1,000,000. The disposal was completed on 31 October 2018.

- (II) Disposal of Hefei Xin’an

On 15 October 2018, Anhui Wontone entered into an equity transfer agreement with Anhui Xinhua Investment Group Co., Ltd. (安徽新華投資集團有限公司) (“Xinhua Investment”), Anhui Xinhua Real Estate Co., Ltd. (安徽新華房地產有限公司) (“Anhui Xinhua Real Estate”), and Anhui Huadi Rongxin Real Estate Co., Ltd. (安徽華地融信房地產有限公司) (“Huadi Rongxin”), which are controlled by the Controlling Equity Holders, to dispose of the entire equity interests in Hefei Xin’an at a cash consideration of RMB10,000. The disposal was completed on 26 October 2018.

- (III) Disposal of Hefei Yuxing

On 30 October 2018, Anhui Wontone entered into an equity transfer agreement with Xinhua Investment, Anhui Xinhua Real Estate, and Huadi Rongxin to dispose of the entire equity interests in Hefei Yuxing at a cash consideration of RMB10,000. The disposal was completed on 15 November 2018.

## 31. 出售附屬公司

- (I) 出售南京宇星駕駛員培訓有限公司(「南京宇星」)

於2018年9月27日，安徽萬通汽車專修學院(「安徽萬通」)與獨立第三方訂立股權轉讓協議，以人民幣1,000,000元的現金對價出售其於南京宇星的全部股本權益。該項出售已於2018年10月31日完成。

- (II) 出售合肥新安

於2018年10月15日，安徽萬通與安徽新華投資集團有限公司(「新華投資」)、安徽新華房地產有限公司(「安徽新華房地產」)及安徽華地融信房地產有限公司(「華地融信」)(均受控股權益持有人控制)訂立股權轉讓協議，以人民幣10,000元的現金對價出售其於合肥新安的全部股本權益。該項出售已於2018年10月26日完成。

- (III) 出售合肥宇星

於2018年10月30日，安徽萬通與新華投資、安徽新華房地產及華地融信訂立股權轉讓協議，以人民幣10,000元的現金對價出售其於合肥宇星的全部股本權益。該項出售已於2018年11月15日完成。



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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 31. DISPOSALS OF SUBSIDIARIES (continued)

#### (IV) Disposal of Xi'an Yuxing

On 8 October 2018, Anhui Wontone entered into an equity transfer agreement with Xinhua Investment, Anhui Xinhua Real Estate, and Huadi Rongxin to dispose of the entire equity interests in Xi'an Yuxing at a cash consideration of RMB10,000. The disposal was completed on 19 November 2018.

#### (V) Disposal of Chongqing Yuxing

On 10 October 2018, Anhui Wontone entered into an equity transfer agreement with Xinhua Investment, Anhui Xinhua Real Estate, and Huadi Rongxin to dispose of the entire equity interests in Chongqing Yuxing at a cash consideration of RMB10,000. The disposal was completed on 27 November 2018.

#### (VI) Disposal of Changsha Yuxing

On 11 November 2018, Hunan Wontone Automobile Vocational Training School (湖南萬通汽車職業培訓學校) entered into an equity transfer agreement with Xinhua Investment, Anhui Xinhua Real Estate, and Huadi Rongxin to dispose of the entire equity interests in Changsha Yuxing at a consideration of RMB10,000. The disposal was completed on 22 November 2018.

#### (VII) Disposal of Miwei Technology

On 13 November 2018, Hefei Xinhua East Education Investment Co., Ltd. (合肥新華東方教育投資有限公司) ("Xinhua East Investment") entered into an equity transfer agreement with the Controlling Equity Holders, to dispose of the entire equity interests in Miwei Technology at a consideration of RMB1,000,000. The disposal was completed on 28 November 2018.

### 31. 出售附屬公司(續)

#### (IV) 出售西安宇星

於2018年10月8日，安徽萬通與新華投資、安徽新華房地產及華地融信訂立股權轉讓協議，以人民幣10,000元的現金對價出售其於西安宇星的全部股本權益。該項出售已於2018年11月19日完成。

#### (V) 出售重慶宇星

於2018年10月10日，安徽萬通與新華投資、安徽新華房地產及華地融信訂立股權轉讓協議，以人民幣10,000元的現金對價出售其於重慶宇星的全部股本權益。該項出售已於2018年11月27日完成。

#### (VI) 出售長沙宇星

於2018年11月11日，湖南萬通汽車職業培訓學校與新華投資、安徽新華房地產及華地融信訂立股權轉讓協議，以人民幣10,000元的對價出售其於長沙宇星的全部股本權益。該項出售已於2018年11月22日完成。

#### (VII) 出售秘味科技

於2018年11月13日，合肥新華東方教育投資有限公司(「新華東方投資」)與控股權益持有人訂立股權轉讓協議，以人民幣1,000,000元的對價出售其於秘味科技的全部股本權益。該項出售已於2018年11月28日完成。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 31. DISPOSALS OF SUBSIDIARIES (continued)

### (VII) Disposal of Miwei Technology (continued)

Details of the consideration, and assets and liabilities disposed of are set out below:

## 31. 出售附屬公司(續)

### (VII) 出售秘味科技(續)

有關對價以及所出售資產及負債的詳情載列如下：

		Nanjing Yuxing 南京宇星 RMB'000 人民幣千元	Hefei Xin'an 合肥新安 RMB'000 人民幣千元	Hefei Yuxing 合肥宇星 RMB'000 人民幣千元	Xi'an Yuxing 西安宇星 RMB'000 人民幣千元	Chongqing Yuxing 重慶宇星 RMB'000 人民幣千元	Changsha Yuxing 長沙宇星 RMB'000 人民幣千元	Miwei Technology 秘味科技 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>								
Property and equipment	物業及設備	1,864	3,007	-	347	1,715	537	701	8,171
Prepayments for rental	預付租賃款	139	87	-	-	-	-	554	780
Deposits for rental and utilities	租金及水電費按金	-	261	-	-	-	375	50	686
<b>Current assets</b>	<b>流動資產</b>								
Inventories	存貨	15	46	-	-	-	-	-	61
Trade and other receivables	貿易及其他應收款項	195	532	-	334	1,499	549	755	3,864
Amounts due from shareholders	應收股東款項	-	13,000	-	-	-	-	-	13,000
Bank balances and cash	銀行結餘及現金	404	2,437	-	443	1,076	1,360	-	5,720
<b>Current liabilities</b>	<b>流動負債</b>								
Trade and other payables	貿易及其他應付款項	1,179	6,960	-	436	2,888	1,137	296	12,896
Amounts due to related parties	應付關聯方款項	-	-	-	10,500	16,200	14,300	-	41,000
Amounts due to Controlling Equity Holders	應付控股權益持有人款項	-	-	-	-	-	-	9,715	9,715
Contract liabilities	合約負債	4,796	17,370	-	1,874	2,451	1,435	-	27,926
<b>Net liabilities disposed of</b>	<b>已出售淨負債</b>	<b>(3,358)</b>	<b>(4,960)</b>	<b>-</b>	<b>(11,686)</b>	<b>(17,249)</b>	<b>(14,051)</b>	<b>(7,951)</b>	<b>(59,255)</b>
Consideration	對價	1,000	10	10	10	10	10	1,000	2,050
Less: Net liabilities disposed of	減：已出售淨負債	(3,358)	(4,960)	-	(11,686)	(17,249)	(14,051)	(7,951)	(59,255)
		4,358	4,970	10	11,696	17,259	14,061	8,951	61,305
Analysis as:	分析：								
Net gain on disposal of a subsidiary	出售附屬公司收益淨額	4,358	-	-	-	-	-	-	4,358
Deemed contribution from Controlling Equity Holders	視作控股權益持有人供款	-	4,970	10	11,696	17,259	14,061	8,951	56,947
<b>Net cash inflow (outflow) arising on disposal</b>	<b>出售產生的現金流入(流出)淨額</b>								
Cash consideration received	已收取現金對價	1,000	10	10	10	10	10	1,000	2,050
Less: Bank balances and cash disposed of	減：已出售銀行結餘及現金	404	2,437	-	443	1,076	1,360	-	5,720
		596	(2,427)	10	(433)	(1,066)	(1,350)	1,000	(3,670)

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 32. OPERATING LEASE COMMITMENT

### 32. 經營租賃承擔

		<b>As at</b>
		<b>31 December</b>
		於12月31日
		2018
		2018年
		RMB'000
		人民幣千元
Within one year	一年內	289,716
In the second to fifth year inclusive	二至五年(首尾兩年包括在內)	983,979
Over five years	五年以上	1,028,486
		<u>2,302,181</u>

### 33. CAPITAL COMMITMENTS

### 33. 資本承擔

		<b>As at 31 December</b>	
		於12月31日	
		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of acquisition of property and equipment and leasehold land	就收購物業及設備以及租賃土地已訂約但未於綜合財務報表中計提撥備的資本開支	<b>63,379</b>	40,468
		<u>63,379</u>	<u>40,468</u>

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flow were, or future cash flow will be, classified in the consolidated statement of cash flows as cash flows from financing activities.

### 34. 融資活動所產生負債的對賬

下表詳述本集團融資活動所產生負債的變動(包括現金及非現金變動)。融資活動所產生的負債為其現金流量已於或未來現金流量將於綜合現金流量表內分類為融資活動所產生的現金流量的負債。

		Lease liabilities	Dividend payable	Accrued issue costs	Amounts due to Controlling Equity Holders	Total
		租賃負債	應付股息	應計發行成本	應付控股權益持有人款項	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於2018年1月1日	-	-	-	209,000	209,000
Financing cash flows	融資現金流量	-	(873,739)	(4,918)	(209,000)	(1,087,657)
Dividend declared	已宣派股息	-	907,851	-	-	907,851
Accrued/prepaid issue costs	應計/預付發行成本	-	-	5,474	-	5,474
At 31 December 2018	於2018年12月31日	-	34,112	556	-	34,668
Adjustment upon application of HKFRS 16	應用《香港財務報告準則》第16號後的調整	1,445,065	-	-	-	1,445,065
At 1 January 2019 (restated)	於2019年1月1日(經重列)	1,445,065	34,112	556	-	1,479,733
New leases entered	新訂立租約	284,392	-	-	-	284,392
Interest expenses	利息開支	131,521	-	-	-	131,521
Financing cash flows	融資現金流量	(346,747)	(34,112)	(90,882)	-	(471,741)
Accrued/prepaid issue costs	應計/預付發行成本	-	-	90,326	-	90,326
At 31 December 2019	於2019年12月31日	1,514,231	-	-	-	1,514,231

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 35. 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

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

("School of Clinical Medicine") (「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") (「新華博藝」)

- (ii) Save for those disclosed in other notes to the consolidated financial statements, during the year ended 31 December 2019, 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

## 35. 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

- (ii) 除綜合財務報表其他附註所披露者外，本集團於截至2019年12月31日止年度與關聯方訂立以下交易：

- (1) 服務收入

### Year ended 31 December 截至12月31日止年度

2019	2018
2019年	2018年
RMB'000	RMB'000
人民幣千元	人民幣千元
<b>1,376</b>	2,428

- (2) 租賃收入

### Year ended 31 December 截至12月31日止年度

2019	2018
2019年	2018年
RMB'000	RMB'000
人民幣千元	人民幣千元
<b>6,575</b>	545

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 35. RELATED PARTY TRANSACTIONS (continued)

(ii) Save for those disclosed in other notes to the consolidated financial statements, during the year ended 31 December 2019, the Group entered into the following transactions with the related parties:  
(continued)

(3) Construction cost

**Name of a related party**  
關聯方名稱

Xinhua Boyi 新華博藝

(iii) Compensation of key management personnel

The remuneration of directors of the Company and other members of key management of the Group during the year ended 31 December 2019 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

## 35. 關聯方交易(續)

(ii) 除綜合財務報表其他附註所披露者外，本集團於截至2019年12月31日止年度與關聯方訂立以下交易：(續)

(3) 建設開支

**Year ended 31 December**  
截至12月31日止年度

2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>400</b>	10,900

(iii) 主要管理人員薪酬

本公司董事及本集團其他主要管理人員於截至2019年12月31日止年度的薪酬如下：

**Year ended 31 December**  
截至12月31日止年度

2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>3,438</b>	3,593
<b>84</b>	34
<b>2,055</b>	1,543
<b>5,577</b>	5,170

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the Company's principal subsidiaries at 31 December 2019 and 2018 are as follows:

## 36. 本公司主要附屬公司的詳情

於2019年及2018年12月31日，本公司主要附屬公司的詳情如下：

Name of subsidiaries 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2019 2019年 %	2018 2018年 %	
Anhui Xinhua Education Group Co., Ltd. 安徽新華教育集團有限公司 (formerly known as Anhui Xinhua Education Development Co., Ltd.) (前稱安徽新華教 育發展有限公司)	30 March, 2004 PRC 2004年3月30日 中國	RMB100,000,000 人民幣 100,000,000元	100	100	Education Investment 教育投資
China East Education Investment Limited 中國東方教育投資有限公司	19 October, 2018 BVI 2018年10月19日 英屬維爾京群島	US\$1 1美元	100	100	Investment holding 投資控股
China Xinhua Vocational Education Holdings Limited 中國新華職業教育控股有限公司	10 August, 2018 Hong Kong 2018年8月10日 香港	HK\$1 1港元	100	100	Investment holding 投資控股
Wide Bridge Education Limited 慧橋教育 有限公司	26 October, 2018 Hong Kong 2018年10月26日 香港	HK\$1 1港元	100	100	Investment holding 投資控股
Xinhua Education Group 新華教育集團	2 October, 2018 United States 2018年10月2日 美國	US\$10 10美元	100	100	Education investment 教育投資
Hefei Xinhua Chuangzhi Education Management Co., Ltd. 合肥新華創智 教育管理有限公司	28 August 2018 PRC 2018年8月28日 中國	RMB5,000,000 人民幣5,000,000元	100	100	Education Investment 教育投資
Hefei Xinhua East Education Investment Co., Ltd. 合肥新華東方教育投資有限 公司	6 November, 2016 PRC 2016年11月6日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Education Investment 教育投資



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

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## 36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

## 36. 本公司主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2019 2019年 %	2018 2018年 %	
Hefei Xinhua Xueli Education Investment Co., Ltd. 合肥新華學力教育投資有限公司	6 November, 2016 PRC 2016年11月6日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Education Investment 教育投資
Hefei Xinhua Zhiyuan Education Investment Co., Ltd. 合肥新華智原教育投資有限公司	6 November, 2016 PRC 2016年11月6日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Education Investment 教育投資
Sichuan Xinhua Jinjin Management Co., Ltd. 四川新華金津教育投資有限公司	29 May 2018 PRC 2018年5月29日 中國	RMB50,000,000 人民幣50,000,000元	100	100	Education Investment 教育投資
Chengdu Tianji Education Management Co., Ltd. 成都天極教育管理有限公司	16 April 2001 PRC 2001年4月16日 中國	RMB600,000 人民幣600,000元	100	100	Education Investment 教育投資
Anhui Wontone Automobile Maintenance Institute 安徽萬通汽車專修學院	19 March, 2007 PRC 2007年3月19日 中國	RMB30,000,000 人民幣30,000,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育 服務
Anhui New East Culinary Technical School 安徽新東方烹飪技工學校	30 October, 2016 PRC 2016年10月30日 中國	RMB1,500,000 人民幣1,500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育 服務
Anhui New East Culinary Institute 安徽新東方烹飪專修學院	2 March, 2006 PRC 2006年3月2日 中國	RMB40,000,000 人民幣40,000,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育 服務
Anhui Xinhua Computer Institute 安徽新華電腦專修學院	28 December, 2004 PRC 2004年12月28日 中國	RMB5,000,000 人民幣5,000,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關 的教育服務

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

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### 36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

### 36. 本公司主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2019 2019年 %	2018 2018年 %	
Anhui Xinhua Technical School Co., Ltd. 安徽新華技工學校有限公司	10 April, 2017 PRC 2017年4月10日 中國	RMB1,500,000 人民幣1,500,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Beijing Wisezone Educational Technology Co., Ltd. 北京華信智原教育技術有限公司	1 November, 2005 PRC 2005年11月1日 中國	RMB2,550,000 人民幣2,550,000元	100	100	Provision of data technology related educational services in the PRC 於中國提供與數據科技相關的教育服務
Beijing City Chaoyang District New East Culinary Vocational Training School 北京市朝陽區新東方烹飪職業技能培訓學校	25 December, 2017 PRC 2017年12月25日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Chengdu City Longquanyi District New East Culinary Technical School Co., Ltd. 成都市龍泉驛區新東方烹飪技工學校有限公司	17 April, 2018 PRC 2018年4月17日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Chengdu New East Culinary Vocational Training School Co., Ltd. 成都新東方烹飪職業技能培訓學校有限公司 (formerly known as Chengdu New East Culinary School) (前稱成都新東方烹飪學校)	14 January, 2003 PRC 2003年1月14日 中國	RMB3,500,000 人民幣3,500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Gansu New East Culinary Vocational Training School 甘肅新東方烹飪職業培訓學校	14 February, 2014 PRC 2014年2月14日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Guangzhou City Panyu District Wontone Automobile Vocational Training School 廣州市番禺區萬通汽車職業培訓學校	4 July, 2011 PRC 2011年7月4日 中國	RMB500,000 人民幣500,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育服務

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

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## 36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

## 36. 本公司主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2019 2019年 %	2018 2018年 %	
Guangzhou City Panyu District New East Culinary Vocational Training School 廣州市番禺區新東方烹飪職業培訓學校	17 February, 2009 PRC 2009年2月17日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Guiyang City Xinhua Computer Secondary Vocational School 貴陽市新華電腦中等職業學校	10 July, 2007 PRC 2007年7月10日 中國	RMB500,000 人民幣500,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Guiyang New East Culinary Technical School 貴陽新東方烹飪技工學校	8 December, 2016 PRC 2016年12月8日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Guiyang New East Culinary Institute 貴陽新東方烹飪學院	28 December, 2007 PRC 2007年12月28日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary services in the PRC 於中國提供烹飪服務
Guizhou Xinhua Computer Institute 貴州新華電腦學院	11 July, 2005 PRC 2005年7月11日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Hangzhou City Yuhang District New East Culinary School 杭州市余杭區新東方烹飪學校	5 July, 2015 PRC 2015年7月5日 中國	RMB600,000 人民幣600,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Henan Xinhua Computer Institute 河南新華電腦學院	7 April, 2003 PRC 2003年4月7日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務

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

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### 36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

### 36. 本公司主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2019 2019年 %	2018 2018年 %	
Hohhot City New East Technical School 呼和浩特市新東方技工學校	23 March, 2015 PRC 2015年3月23日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Hubei New East Culinary Vocational Training School 湖北新東方烹飪職業培訓學校	12 March, 2013 PRC 2013年3月12日 中國	RMB900,000 人民幣900,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Hunan Wontone Automobile Vocational Training School 湖南萬通汽車職業培訓學校 (formerly known as Hunan Wontone Automobile Repair Vocational Training School) (前稱湖南萬通汽修職業培訓學校)	10 May, 2010 PRC 2010年5月10日 中國	RMB500,000 人民幣500,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育服務
Jiangsu New East Culinary Training School 江蘇新東方烹飪技術學校	12 April, 2002 PRC 2002年4月12日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Jiangxi Nanchang New East Culinary Secondary Vocational School 江西南昌新東方烹飪中專學校	14 March, 2005 PRC 2005年3月14日 中國	RMB1,800,000 人民幣1,800,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Jiangxi Nanchang Xinhua Computer Secondary Vocational School 江西南昌新華電腦中專學校	22 March, 2005 PRC 2005年3月22日 中國	RMB2,600,000 人民幣2,600,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務

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

For the year ended 31 December 2019  
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## 36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

## 36. 本公司主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2019 2019年 %	2018 2018年 %	
Jiangxi Wontone Automobile Technical School 江西萬通汽車技工學校	13 July, 2015 PRC 2015年7月13日 中國	RMB500,000 人民幣500,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育服務
Nanjing Culinary Technical School 南京烹飪技工學校	16 July, 2007 PRC 2007年7月16日 中國	RMB300,000 人民幣300,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Nanjing Wontone Automobile Technical School 南京萬通汽車技工學校 (formerly known as Nanjing Wontone Automobile Repair Technical School) (前稱南京萬通汽修技工學校)	1 July, 2015 PRC 2015年7月1日 中國	RMB3,000,000 人民幣3,000,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育服務
Qingdao Chengyang New East Culinary Vocational Training School Co., Ltd. 青島城陽新東方烹飪職業培訓學校有限公司 (formerly known as Qingdao Chengyang New East Culinary Vocational Training School) (前稱青島城陽新東方烹飪職業培訓學校)	16 July, 2014 PRC 2014年7月16日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Xiamen City Tong'an District New East Culinary Vocational Training School 廈門市同安區新東方烹飪職業培訓學校	11 March, 2015 PRC 2015年3月11日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Shandong New East Culinary Vocational Training School Co., Ltd. 山東新東方烹飪職業培訓學院有限公司 (formerly known as Shandong New East Culinary Vocational Training School) (前稱山東新東方烹飪職業培訓學院)	14 July, 2009 PRC 2009年7月14日 中國	RMB3,000,000 人民幣3,000,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務

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

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## 36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

## 36. 本公司主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2019 2019年 %	2018 2018年 %	
Shandong Xinhua Computer Institute Co., Ltd. 山東新華電腦學院有限公司 (formerly known as Shandong Xinhua Computer Institute) (前稱山東新華電腦學院)	27 May, 2003 PRC 2003年5月27日 中國	RMB3,000,000 人民幣3,000,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Shanxi New East Culinary Vocational Training School 山西新東方烹飪職業培訓學校	7 December, 2010 PRC 2010年12月7日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Shanxi Xinhua Computer Vocational Training School 山西新華電腦職業培訓學校	19 August, 2005 PRC 2005年8月19日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Shaanxi New East Culinary Training School Co., Ltd. 陝西新東方烹飪培訓學校有限公司 (formerly known as Shaanxi New East Culinary Training School) (前稱陝西新東方烹飪培訓學校)	30 August, 2011 PRC 2011年8月30日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Shaanxi Xinhua Computer Software Training School Co., Ltd. 陝西新華電腦軟體培訓學校有限公司 (formerly known as Shaanxi Xinhua Computer Software School) (前稱陝西新華電腦軟體學校)	22 May, 2006 PRC 2006年5月22日 中國	RMB500,000 人民幣500,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Shanghai Xinman Culinary Training Co., Ltd. 上海新曼烹飪培訓有限公司	11 September, 2013 PRC 2013年9月11日 中國	RMB3,000,000 人民幣3,000,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Shenyang New East Culinary School Co., Ltd. 瀋陽新東方烹飪學校有限公司 (formerly known as Shenyang New East Culinary School) (前稱瀋陽新東方烹飪學校)	14 December, 2010 PRC 2010年12月14日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務

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

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## 36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

## 36. 本公司主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2019 2019年 %	2018 2018年 %	
Shijiazhuang City Luancheng District New East Culinary Vocational Skills Training School Co., Ltd. 石家莊市樂城區新東方烹飪職業技能培訓學校有限公司 (formerly known as Shijiazhuang City Luancheng District New East Culinary Vocational Training School) (前稱石家莊市樂城區新東方烹飪職業培訓學校)	9 July, 2010 PRC 2010年7月9日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Shijiazhuang New East Secondary Vocational School 石家莊新東方中等專業學校	20 May, 2005 PRC 2005年5月20日 中國	RMB2,000,000 人民幣2,000,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Shijiazhuang Xinhua Computer School 石家莊新華電腦學校	17 July, 2005 PRC 2005年7月17日 中國	RMB2,000,000 人民幣2,000,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Chengdu Wontone Automobile Vocational Training School Co., Ltd. 成都萬通汽車培訓職業技能學校有限公司 (formerly known as Sichuan Wontone Automobile Vocational Training Institute) (前稱四川萬通汽車職業培訓學院)	19 March, 2010 PRC 2010年3月19日 中國	RMB1,000,000 人民幣1,000,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育服務
Sichuan Xinhua Computer Institute 四川新華電腦學院	25 May, 2004 PRC 2004年5月25日 中國	RMB3,500,000 人民幣3,500,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Suzhou City New East Vocational Training School 蘇州市新東方烹飪職業培訓學校	16 December, 2015 PRC 2015年12月16日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務



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

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## 36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

## 36. 本公司主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2019 2019年 %	2018 2018年 %	
Yunnan Wontone Automobile Repair Vocational Training School 雲南萬通汽修職業培訓學校	30 December, 2011 PRC 2011年12月30日 中國	RMB500,000 人民幣500,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育服務
Yunnan New East Culinary Vocational Training School 雲南新東方烹飪職業培訓學校	14 February, 2012 PRC 2012年2月14日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Yunnan Xinhua Computer Vocational Training School 雲南新華電腦職業培訓學校	6 June, 2003 PRC 2003年6月6日 中國	RMB1,800,000 人民幣1,800,000元	100	100	Provision of internet technology related educational services in the PRC 於中國提供與互聯網科技相關的教育服務
Changsha New East Culinary Institute 長沙新東方烹飪學院	12 September, 2002 PRC 2002年9月12日 中國	RMB1,600,000 人民幣1,600,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Zhengzhou City New East Culinary Vocational Skills Training School Co., Ltd. 鄭州市新東方烹飪職業技能培訓學校有限公司 (formerly known as Zhengzhou City New East Culinary Vocational Training School) (前稱鄭州市新東方烹飪職業培訓學校)	26 December, 2008 PRC 2008年12月26日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育服務
Zhengzhou Wontone Automobile Vocational Training School Co., Ltd. 鄭州萬通汽車職業培訓學校有限公司 (formerly known as Zhengzhou City Wontone Automobile Vocational Training School) (前稱鄭州萬通汽車職業培訓學校)	12 March, 2009 PRC 2009年3月12日 中國	RMB2,000,000 人民幣2,000,000元	100	100	Provision of automobile related educational services in the PRC 於中國提供與汽車相關的教育服務

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

### 36. 本公司主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place/country and date of establishment/ incorporation 成立/註冊成立 地點/國家及日期	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊資本	Equity interest attributable to the Group as at 31 December 本集團於12月31日 應佔股本權益		Principal activities and country of operation 主要業務及經營國家
			2019 2019年 %	2018 2018年 %	
Chongqing City New East Culinary Vocational Training Institute 重慶市新東 方烹飪職業培訓學院	12 March, 2008 PRC 2008年3月12日 中國	RMB500,000 人民幣500,000元	100	100	Provision of culinary related educational services in the PRC 於中國提供與烹飪相關的教育 服務
Beijing Langjie Technology Co., Ltd. 北京朗 傑科技有限公司	28 September, 2006 PRC 2006年9月28日 中國	RMB20,000,000 人民幣20,000,000元	100	100	Technology development, consulting, promotion and services in the PRC 於中國技術開發、顧問、推廣 及服務

The above table lists the subsidiaries of the Company which providing vocational education services, in the opinion of the Company's directors, principally affected the results or assets of the Group.

Each of the subsidiaries is limited liability company and has adopted 31 December, as their financial year end date.

None of the subsidiaries has issued any debt securities at the end of the year.

上表載列本公司董事認為主要影響本集團的業績或資產、提供職業教育服務的公司的附屬公司。

各附屬公司均為有限責任公司及採用12月31日作為其財政年度截止日期。

於年末，概無附屬公司已發行任何債務證券。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

### 37. RETIREMENT BENEFITS SCHEMES

During the year ended 31 December 2019, the employees of the PRC subsidiaries are members of the state-management retirement benefits scheme operated by the PRC government. The Group is required to contribute a specified percentage of payroll costs as determined by respective local government authority to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contribution under the scheme.

The Group also operates a Mandatory Provident Fund Scheme for all employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes a certain percentage of the relevant payroll costs to the scheme, which contribution is matched by the employees.

The amounts of contributions made by the Group in respect of the retirement benefit scheme during the year are disclosed in notes 11 and 13.

### 38. CONTINGENT LIABILITIES

During the year ended 31 December 2019, certain subsidiaries of the Group failed to make full contributions to the housing provident fund for their employees in accordance with the relevant regulations and provisions. Based on the actual salaries of the employees of these group entities, the underprovision of the housing provident fund contributions are approximately RMB2,851,000 (2018: RMB3,207,000). The management of the Group has, taking into account the relevant facts and circumstances, and advice sought from the Group's PRC legal advisers, considered that it is not probable for the Company to be requested by the relevant authorities to pay such outstanding amounts, therefore, no provision has been made as at each reporting date and during the year.

### 37. 退休福利計劃

截至2019年12月31日止年度，中國附屬公司的僱員為由中國政府運作受國家管理的退休福利計劃成員。本集團須將薪酬開支按各地方政府機關制定的比例向退休福利計劃作出供款，以為福利提供資金。本集團有關退休福利計劃的唯一責任是根據計劃作出規定的供款。

本集團為所有香港僱員均參與強制性公積金計劃。該計劃的資產與本集團的資產分開持有，並由獨立信託人控制的基金管理。本集團及僱員在該計劃下都須按相關薪金成本若干百分比供款。

本集團於年內就退休福利計劃作出的供款金額披露於附註11及13。

### 38. 或有負債

截至2019年12月31日止年度，本集團的若干附屬公司未能根據相關法規及規定為其僱員就住房公積金作出全額供款。基於該等集團實體僱員的實際薪資，未繳足的住房公積金供款約為人民幣2,851,000元(2018年：人民幣3,207,000元)。經考慮有關事實及情況並尋求本集團中國法律顧問意見，本集團管理層認為，本公司被相關機構要求支付該等未繳納款項的可能性甚微，因此，於各報告日期及年內並無作出計提。

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

For the year ended 31 December 2019  
截至2019年12月31日止年度

## 39. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

## 39. 財務狀況表及本公司儲備

		As at 31 December 於12月31日	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property and equipment (note i)	物業及設備(附註i)	461	–
Investment in a subsidiary	於附屬公司的投資	–	–
Right-of-use asset (note ii)	使用權資產(附註ii)	1,971	–
Deposit for rental	租賃按金	234	–
		<b>2,666</b>	–
<b>Current assets</b>	<b>流動資產</b>		
Prepayments and other receivable	預付款項及其他應收款項	501	–
Amounts due from subsidiaries (note iii)	應收附屬公司款項(附註ii)	35,815	533
Interest receivables	應收利息	42,090	–
Deferred issue costs	遞延發行成本	–	5,474
Prepayments for listing expenses	上市開支預付款項	–	1,799
Time deposit	定期存款	1,791,600	–
Bank balances and cash	銀行結餘及現金	2,563,372	–
		<b>4,433,378</b>	7,806
<b>Current liabilities</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付款項	403	–
Accrued listing expenses and issue costs	應計上市開支及發行成本	–	4,562
Amount due to a subsidiary (note iv)	應付附屬公司款項(附註iv)	50,796	26,583
Lease liability (note ii)	租賃負債(附註ii)	1,931	–
		<b>53,130</b>	31,145
<b>Net current assets (liabilities)</b>	<b>流動資產(負債)淨值</b>	<b>4,380,248</b>	(23,339)
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	<b>4,382,914</b>	(23,339)
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	193	–
Reserves	儲備	4,382,721	(23,339)
<b>Total equity</b>	<b>權益總額</b>	<b>4,382,914</b>	(23,339)

Note:

- (i) The Company incurred approximately RMB494,000 (31 December 2018: nil) on acquisition of property and equipment.
- (ii) The Company has applied HKFRS 16 since 1 January 2019 in accordance with transitional provision stated in Note 3. Lease liability amounted to RMB1,931,000 were recognised on initial application of HKFRS 16, of which RMB1,971,000 recognised as right-of-use asset.

附註：

- (i) 本公司就收購物業及設備支出約人民幣494,000元(2018年12月31日：無)。
- (ii) 本公司自2019年1月1日起根據附註3所述的過渡條文應用《香港財務報告準則》第16號。租賃負債(人民幣1,931,000元)在首次應用《香港財務報告準則》第16號時被確認，其中人民幣1,971,000元被確認為使用權資產。

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

For the year ended 31 December 2019  
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### 39. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

- (iii) The amounts were non-trade in nature, unsecured, interest-free and repayable on demand. The maximum outstanding balance during the year ended 31 December 2019 was RMB35,815,000. The Group measured the loss allowance of amounts due from subsidiaries equal to 12m ECL. As there is no significant increase in credit risk since initial recognition and those subsidiaries are profitable and of good credit records, which also maintain good cashflow, the management of the Group were of the opinion that the impairment loss was insignificant and no loss allowance was provided.
- (iv) The amount was due to Anhui Xinhua Education, non-trade in nature, unsecured, interest-free and repayable on demand.

### 39. 財務狀況表及本公司儲備(續)

- (iii) 該等款項為非貿易性質，無抵押，不計息及須按的要求償還。於截至2019年12月31日止年度，未償還結餘最高為人民幣35,815,000元。本集團計量應收附屬公司款項的虧損撥備等於12個月預期信貸虧損。由於自首次確認以來信貸風險並無大幅增加且該等附屬公司可盈利及具有良好信貸記錄，亦維持穩健的現金流，故本集團管理層認為減值虧損微乎其微及並無計提虧損撥備。
- (iv) 該款項乃應付予安徽新華教育，為非貿易性質，無抵押，不計息及須按的要求償還。

#### Movement in the Company's reserves

#### 本公司儲備變動

		Share premium	Share-based payments reserve	Accumulated losses	Total
		股份溢價	以股份為基礎的支付儲備	累計虧損	合計
		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
At 1 January 2018	於2018年1月1日	-	-	-	-
Ordinary shares	普通股	533	-	-	533
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	(31,997)	(31,997)
Recognition of equity-settled share-based payments	確認以權益結算的股份支付	-	8,125	-	8,125
At 31 December 2018	於2018年12月31日	533	8,125	(31,997)	(23,339)
Capitalisation issue	資本化發行	(154)	-	-	(154)
Issue of new shares upon listing	上市時發行新股	4,315,853	-	-	4,315,853
Issuance of new shares upon exercise of the over-allotment options	行使超額配股權時發行新股份	48,583	-	-	48,583
Transaction costs attributable to issue of shares	發行股份應佔交易成本	(95,800)	-	-	(95,800)
Profit and total comprehensive income for the year	年內利潤及全面收益總額	-	-	6,300	6,300
Recognition of equity-settled share-based payments (note 28)	確認以權益結算的股份支付(附註28)	-	115,829	-	115,829
Issuance of new shares upon exercise of share options (note 28)	行使購股權時發行新股份(附註28)	37,610	(22,161)	-	15,449
At 31 December 2019	於2019年12月31日	4,306,625	101,793	(25,697)	4,382,721

## 40. EVENTS AFTER THE REPORTING PERIOD

In early 2020, due to an outbreak of novel coronavirus (COVID-19) in mainland China (the “Epidemic”) and the subsequent quarantine measures imposed by the PRC government, the physical classes of our schools located in mainland China had been temporarily suspended since February 2020 according to the instruction of the PRC government.

Up to the date of this report, the physical classes of our schools in mainland China are yet to be fully resumed in a normal way. Following the situation of the Epidemic in mainland China gradually improved recently, the Directors expected that the physical classes of our schools located in mainland China would gradually resume. The Group will fulfill our contractual obligations with students by launching make-up classes after receiving the instruction from the PRC government for resumption of the education services. Moreover, no request of withdrawal and refund were received from our students up to now and the Group also has a clear students’ withdrawal and refund policy in place under each business segment. In the opinion of the Directors, the financial impact arising from the above due to the Epidemic will not be significant.

As the situation of the Epidemic remains uncertain as at the date of the consolidated financial statements are authorised for issue, the Directors considered that the impact of admission for new students due to the Epidemic cannot be reasonably estimated and it may affect the performance of the Group for the first half and full year of 2020.

## 40. 結算日後事項

於2020年初，由於中國內地爆發新型冠狀病毒(COVID-19)（「疫情」）並於其後中國政府採取檢疫隔離措施，本集團自2020年2月以來已按照中國政府指示暫緩位於中國內地學校的線下實體教學。

直至本報告日期，我們於中國內地的學校尚未全部正常開展線下實體教學，但隨著近期中國內地的疫情遂漸好轉，董事預計本集團的中國內地學校將逐步恢復線下實體教學。而本集團將於取得中國政府有關恢復教育服務的指示後進行補課，以履行對學生的合約責任。此外，截至目前本集團尚未收到已報名學生退學及退款申請，但本集團已明確制定各業務分部項下就學生退學及退款政策。董事認為上述因應疫情所產生的財務影響將不屬重大。

由於疫情於綜合財務報表獲授權刊發日期仍未明朗，董事認為，疫情對招收新生的影響未能合理估算，且可能對本集團於2020年上半年及全年的表現產生影響。

## Five-year Financial Information 五年財務資料

A summary of the consolidated statement of profit or loss and of the consolidated assets and liabilities of the Group for the last five financial years is as set out below:

本集團截至前五個財政年度的合併損益表及合併資產及負債概要載列如下：

### Consolidated Statement of Profit or Loss

### 合併損益表

		Year ended 31 December 截至12月31日止年度				
		Audited 經審核			Unaudited 未經審核	
		2019 2019年 (RMB'000) (人民幣千元)	2018 2018年 (RMB'000) (人民幣千元)	2017 2017年 (RMB'000) (人民幣千元)	2016 2016年 (RMB'000) (人民幣千元)	2015 2015年 (RMB'000) (人民幣千元)
Continuing operation Revenue	持續經營業務收入	<b>3,905,306</b>	3,264,964	2,850,165	2,335,730	1,828,206
Profit before income tax	除所得稅前利潤	<b>1,069,521</b>	687,004	832,155	719,657	437,584
Income tax expense	所得稅費用	<b>(221,703)</b>	(171,863)	(170,965)	(132,278)	(84,483)
Profit and total comprehensive income from continuing operations	來自持續經營業務的利潤及全面收益總額	<b>847,818</b>	515,141	661,190	587,379	353,101

### Consolidated Assets and Liabilities

### 合併資產及負債

		As at 31 December 於12月31日				
		Audited 經審核			Unaudited 未經審核	
		2019 2019年 (RMB'000) (人民幣千元)	2018 2018年 (RMB'000) (人民幣千元)	2017 2017年 (RMB'000) (人民幣千元)	2016 2016年 (RMB'000) (人民幣千元)	2015 2015年 (RMB'000) (人民幣千元)
Total assets	總資產	<b>9,677,862</b>	2,815,535	3,518,325	2,648,144	1,783,298
Total liabilities	總負債	<b>(3,557,460)</b>	(1,942,904)	(1,911,601)	(1,583,041)	(1,283,673)
		<b>6,120,402</b>	872,631	1,606,724	1,065,103	499,625



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