

DASHAN EDUCATION HOLDINGS LIMITED

大山教育控股有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code: 9986

2024

INTERIM REPORT

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Hongjun
(Chairman and CEO)
Mr. Shan Jingchao

Non-executive Director

Mr. Jia Shuilin

Independent non-executive Directors

Mr. Zhang Jian
Dr. Xie Xiangbing
Ms. Wang Yanxiao

AUDIT COMMITTEE

Dr. Xie Xiangbing (*chairman*)
Mr. Zhang Jian
Ms. Wang Yanxiao

REMUNERATION COMMITTEE

Mr. Zhang Jian (*chairman*)
Mr. Zhang Hongjun
Dr. Xie Xiangbing
Ms. Wang Yanxiao

NOMINATION COMMITTEE

Mr. Zhang Hongjun (*chairman*)
Mr. Zhang Jian
Dr. Xie Xiangbing
Ms. Wang Yanxiao

INVESTMENT MANAGEMENT COMMITTEE

Mr. Zhang Hongjun (*chairman*)
Mr. Shan Jingchao
Mr. Zhang Jian
Dr. Xie Xiangbing
Ms. Wang Yanxiao

AUTHORISED REPRESENTATIVES

Mr. Zhang Hongjun
Mr. Chan Kwong On

COMPANY SECRETARY

Mr. Chan Kwong On

AUDITOR

Zhonghui Anda CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditors

HONG KONG LEGAL ADVISER

Howse Williams

PRINCIPAL BANKERS

China Minsheng Bank,
Zhengzhou Branch
Bank of Communications,
Zhengzhou Huanghe Road Branch
China Merchants Bank,
Zhengzhou Weilai Branch

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

REGISTERED OFFICE

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman, KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PRC

19th Floor, Guoxin Plaza
Crossroad of Zhongzhou Avenue and
Minghong Road
Zhengzhou, Henan Province

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3508, 35/F
Shun Tak Centre – West Tower
168–200 Connaught Road Central
Sheung Wan
Hong Kong

COMPANY'S WEBSITE

www.dashanedu.com
*(information on the website does not form part of
this report)*

STOCK EXCHANGE STOCK CODE

9986

DATE OF LISTING

15 July 2020

MANAGEMENT DISCUSSION AND ANALYSIS

UPDATE ON LISTING STATUS

Reference is made to the Company's announcement dated 29 March 2023. The former Auditor has raised concerns in connection with (i) the commercial substance and business rationale of the payments in connection with the software development services provided by a vendor; (ii) the provision of evidence to substantiate the validity of the provision of training and advisory services by the Group to various customers; (iii) the commercial substance and business rationale for a loan granted by the Group to an entity; and (iv) the acquisition of equity interests in KSI Education Limited (a company incorporated in the UK) (collectively, the "**Audit Matters**").

As a result of the delay in publication of the audited annual results of the Group for the year ended 31 December 2022, trading in Shares on Stock Exchange has been suspended with effect from 9:00 a.m. on 30 March 2023. Trading in the Shares will remain suspended until further notice.

On 5 May 2023, the Company received the following resumption guidance ("**Resumption Guidance**") from the Stock Exchange, requiring the Company to:

- (a) conduct an appropriate independent investigation into the Audit Matters, announce the findings and take appropriate remedial actions;
- (b) publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (c) demonstrate the Company's compliance with Rule 13.24 of the Listing Rules; and
- (d) announce all material information for the Company's shareholders and investors to appraise its position.

The Company is taking appropriate steps to remedy the issues causing its trading suspension and will use its best endeavours to resume trading as soon as practicable. In particular, a special investigation committee (the "**SIC**") was established on 19 April 2023, comprising solely INEDs, to undertake an independent investigation into the Audit Matters. In May 2023, the SIC appointed Mazars Risk Advisory Services Limited ("**Mazars**"), an independent risk consulting and accounting firm, to conduct an agreed-upon procedures investigation (the "**AUP Investigation**") in relation to the Audit Matters. As disclosed in the Company's announcement dated 29 May 2024, Mazars has issued the agreed-upon procedures review report on 29 May 2024 setting out the findings of the AUP Investigation. Having considered the findings of the AUP Investigation, the Board and the SIC are of the view that the AUP Investigation is sufficient and adequate to address each of the Audit Matters. The SIC has also engaged Mazars to perform to an overall internal control review of the Group (the "**Internal Control Review**")

and the Company has adopted all the recommendations given by Mazars on the findings of the Internal Control Review in relation to the AUP Investigation on the Audit Matters to rectify the internal control deficiencies. Mazars has also conducted follow-up reviews with the objective of independently following up the rectification of the review findings and all recommendations have been implemented. For further details of the AUP Investigation and the Internal Control Review, please refer to the Company's announcement dated 29 May 2024.

On 29 July 2024, the Company has published the audited annual results of the Group for the year ended 31 December 2022, the unaudited interim results of the Group for the six months ended 30 June 2023 and the audited annual results of the Group for the year ended 31 December 2023. On 5 August 2024, the Company has published the annual report of the Group for the year ended 31 December 2022, the interim report of the Group for the six months ended 30 June 2023 and the annual report of the Group for the year ended 31 December 2023.

Updates on the progress of the fulfillment of the Resumption Guidance and actions taken by the Company have been set out in the quarterly update announcements published by the Company. Further announcement(s) will be made by the Company as and when appropriate to keep the Shareholders and potential investors informed.

BUSINESS REVIEW

The Company is an investment holding company. Prior to March 2022, the Group was principally engaged in the provision of primary and secondary after-school academic education services in the PRC. The Group is currently principally engaged in (i) the provision of extracurricular programmes for personal attainment and overseas education consultation services (collectively referred as the “**Non-academic Education Business**”); and (ii) the provision of training and consultancy services for educational institutions, schools and other entities (the “**Training and Consultancy Business**”).

As China's economy continues to develop, the increase in residents' disposable income, more and more parents are showing greater enthusiasm for financial investment in their children's education. In the context of the reform and opening-up and globalisation, social development puts forward new requirements for talents, high-quality talents with global vision and international competitiveness are more popular, therefore many parents with financial conditions will choose to send their children to study abroad. China has adhered to the policy of studying abroad in the new era of “supporting students studying abroad, encouraging students to return after graduation, freedom of movement, and playing a role”, eventually promote the further development and growth of international education market.

With the Group's experience accumulated from years of dedication in academic education business, it has established good brand awareness and influence among students and parents, and accumulated rich experience, resources, team and operational advantages. In the face of the changes in parents' needs for their children's education and the trend of China's education system reform, the Group is committed to building an ecosystem in international education field to provide one-stop all-scenario services for Chinese students participating in international education.



MANAGEMENT DISCUSSION AND ANALYSIS

During the Reporting Period, the Group provided overseas education consultation services in major cities in Mainland China, such as Zhengzhou, Shenzhen, Hangzhou, Wuhan, Xi'an, for students intending to apply for further education abroad, and created revenue by collecting consultancy service fees. The Group typically provides consultancy services for students intending to apply for further education abroad by (i) collecting background and admission information of overseas higher educational institutions, (ii) assisting in formulating overseas study and college application plans, (iii) assisting in making the college applications, and (iv) assisting in making application for student visa.

In view of the fact that overseas colleges pay more attention to the comprehensive quality of students, during the Reporting Period, the Group provided extracurricular programmes for personal attainment in sports and dancing targeting children and teenagers. Extracurricular programmes for personal attainment not only improve students' physical fitness and cultivate students' artistic literacy, but also lay the foundation for students to study abroad, apply for ideal colleges, and study art majors in the future. During the Reporting Period, the Group established teaching centres in Zhengzhou and Beijing, recruited experienced tutors and trainers, provided relevant extracurricular programmes for personal attainment, and recruited students to participate in sports and dancing courses. As at 30 June 2024, the Group operated 18 self-operated teaching centres and offered different courses in different areas.

With the Group's extensive teaching experience, curriculum resources, research and development team and management systems in the field of academic education, the Group provided training covering teaching skills, classroom management, course design, etc. for new and old teachers in educational institutions and schools during the Reporting Period. The Group also provided consulting services for brand management and promotion, event planning and other needs of educational institutions, schools and other entities.

FUTURE OUTLOOK

Going forward, the Group will continue to monitor closely the regulatory environment which may have material effects on business operations and financial condition of the Group and adjust its business plans and reallocate its resources in a timely manner. The Group will actively explore different business opportunities, expand the breadth and depth of the Group's business, in order to achieve the Group's business goals and generate greater returns for Shareholders.

According to figures released by the Ministry of Education of China, the total number of Chinese students studying abroad has increased year by year since the late 1980s and maintained a continuous and stable growth momentum. China remains the largest source of international students, with more than 1 million students studying in overseas higher educational institutions. Factors such as the increasing degree of globalisation, the pursuit of high-quality educational resources, the intensifying competition for employment and the need for economic development, have facilitated more qualified families and students to study abroad. The scale of China's international education industry continues to expand with the expansion of China's international student population. At the same time, the professional requirements of study abroad groups and families studying abroad have gradually increased. The scope of study abroad services has gradually expanded from traditional visa applications, school selection, etc. to more areas such as language training, cultural exchanges, background improvement, academic guidance, etc.

The Group is committed to building an international education ecosystem, providing customers high quality and diversified comprehensive services, in order to meet the personalised needs of different customer groups at different stages. The Group plans to expand the overseas education consultation service centres by means of mergers and acquisitions, cooperation, new establishments, etc., to cover more overseas study groups and families. The Group will continue to provide application guidance based on students' needs and goals, conduct professional planning based on students' personal academic background, interests and experiences, and future employment directions, design and customise college application plans for applicants, and provide customers with comprehensive consulting services.

Under the background of the current increasingly connected international social connection, integrated Chinese and Western education has become the choice of more families and students, the trend of younger students studying abroad is increasing. According to the "International Talent Blue Book: China Study Abroad Development Report" (《國際人才藍皮書：中國留學發展報告》) released by the Chinese Academy of Social Science (CASS), the number of younger students studying abroad in China's first-tier cities is growing at an annual rate of about 20%. Parents believe that studying abroad at a younger age can lay the foundation for their children to enter prestigious overseas schools in the future. Leverage on its overseas school network, the Group will also integrate its business resources in China to promote Chinese students to study abroad, have short-term exchanges or attend overseas study tour.

With the improvement of people's living standards and the emphasis on education, parents pay more attention to the comprehensive development and individual needs of their children. They hope that their children will not only master academic knowledge in learning process, but also cultivate various talents and qualities. In addition, international education attaches great importance to students' comprehensive quality, and quality education welcomes more development opportunities. The Group believes there will be increasing demand in the extracurricular programmes. The Group will follow the market development trend and regulatory requirements, to conduct extracurricular programmes in a standardised manner.

The Group will utilise its cumulative teaching experience, curriculum resources, research and development team and management system, combined with the needs of educational institutions and schools, to offer targeted trainings to teachers. The Group will closely coordinate with customers, combined with the Group's resources and advantages, wide range of service offerings and contents, to provide diversified and professional consulting services on brand management and promotion and event planning. The Group will also increase its effort to broaden the market, and actively develop new customers while serving existing customers well.

FINANCIAL REVIEW

Revenue

During the Reporting Period, the Group recorded an increase in revenue of approximately RMB27.0 million from approximately RMB20.5 million for the corresponding period in 2023 to approximately RMB47.5 million. Such increase was primarily due to the increase of approximately RMB20.9 million in the revenue generated from the overseas education consultation services of the Group.

Cost of Sales and Services Rendered

During the Reporting Period, the Group recorded an increase in cost of sales and services rendered of approximately RMB17.9 million from approximately RMB10.7 million for the corresponding period in 2023 to approximately RMB28.6 million. Such increase was primarily due to the increase of the scale of the overseas education consultation services of the Group.

Gross Profit and Gross Profit Margin

The Group recorded a gross profit of approximately RMB18.9 million for the Reporting Period and recorded a gross profit of approximately RMB9.8 million for the corresponding period in 2023, representing an increase of gross profit of approximately RMB9.1 million. The gross profit margin for the Reporting Period was approximately 39.9% whilst the gross profit margin for the corresponding period in 2023 was approximately 47.8%.

Other Income

The Group's other income decreased by approximately RMB0.5 million from approximately RMB1.0 million for the corresponding period in 2023 to approximately RMB0.5 million for the Reporting Period. Such decrease was primarily due to (i) the decrease in government grants of approximately RMB0.3 million; and (ii) the decrease in interest income from financial assets at FVTPL of approximately RMB0.3 million.

Other Gains and Losses, Net

The Group's other gains and losses, net increased by approximately RMB5.8 million from net gains of approximately RMB0.2 million for the corresponding period in 2023 to net gains of approximately RMB6.0 million for the Reporting Period. Such increase was primarily due to (i) the Group recorded gain on disposal of software under development of approximately RMB10.0 million during the Reporting Period; and (ii) the Group recorded a loss on deemed partial disposal of an associate of approximately RMB4.4 million for the corresponding period in 2023 (Reporting Period: Nil). Such increase was partially offset by the fair value loss on financial assets at FVTPL of approximately RMB5.6 million recognised for the Reporting Period (six months ended 30 June 2023: gain of approximately RMB2.5 million).

Selling and Marketing Expenses

The Group's selling and marketing expenses increased by approximately RMB1.4 million from approximately RMB4.6 million for the corresponding period in 2023 to approximately RMB6.0 million for the Reporting Period. Such increase was mainly due to the increase in marketing expenditure resulting from the business expansion of the Group.

Administrative Expenses

The Group's administrative expenses increased by approximately RMB3.4 million from approximately RMB22.0 million for the corresponding period in 2023 to approximately RMB25.4 million for the Reporting Period. Such increase was mainly due to the increase in staff salaries, wages and training costs resulting from the business expansion of the Group.

Finance Costs

The Group recorded finance costs of approximately RMB239,000 for the Reporting Period and approximately RMB247,000 for the corresponding period in 2023.

Taxation

The Group recorded income tax credits of approximately RMB509,000 for the Reporting Period and recorded income tax credits of approximately RMB257,000 for the corresponding period in 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

Loss for the Period

The Group recorded a loss of approximately RMB8.8 million for the Reporting Period, representing a decrease of approximately RMB10.8 million as compared with a loss of approximately RMB19.6 million for the corresponding period in 2023. Such decrease was primarily due to the increase in revenue and corresponding increase in gross profit of the Group.

Loss per Share

The basic and diluted loss per Share of the Group amounted to approximately RMB1.29 cents for the Reporting Period, while the basic and diluted loss per Share amounted to approximately RMB2.73 cents for the corresponding period in 2023.

FINANCIAL POSITION

Liquidity

As at 30 June 2024, the Group's net current assets amounted to approximately RMB18.0 million, representing an increase of 4.0% as compared with that of approximately RMB17.3 million as at 31 December 2023.

The Group adopts prudent financial policies and closely monitors its financial position. The Group assesses its cash position from time to time to optimise the utilisation of its bank balances and cash and may invest in different types of financial instruments to generate returns for the Group where appropriate.

Bank Balances and Cash

The Group's bank balances and cash are mainly denominated in RMB and HK\$. As at 30 June 2024, the Group's bank balances and cash amounted to approximately RMB106.4 million, representing a decrease of approximately 2.4% as compared to that of approximately RMB109.0 million as at 31 December 2023.

As at 30 June 2024, the Group's borrowings amounted to RMB1.0 million (31 December 2023: Nil), which were repayable within one year.

Trade Receivables

The Group reviews and monitors the level of trade receivables on a regular basis. As at 30 June 2024, the Group's trade receivables amounted to approximately RMB2.3 million, representing an increase of approximately 64.3% as compared to that of approximately RMB1.4 million as at 31 December 2023.

Contingent Liabilities

As at 30 June 2024, the Group did not have any material contingent liabilities (31 December 2023: Nil).

Gearing Ratio

Gearing ratio is calculated based on total debt at the end of the respective period divided by total equity at the end of the respective period. Total debt represents lease liabilities and borrowings as referred to in HKFRS 16 *Lease*. The Group's gearing ratio as at 30 June 2024 was approximately 17.3% (31 December 2023: approximately 18.6%).

Current Ratio

Current ratio is calculated based on the total current assets at the end of the respective period divided by the total current liabilities at the end of the respective period. As at 30 June 2024, the Group's current ratio was approximately 1.1 times (31 December 2023: approximately 1.2 times).

CAPITAL EXPENDITURES AND CAPITAL COMMITMENTS

The Group's capital expenditures amounted to approximately RMB96,000 for the Reporting Period (six months ended 30 June 2023: approximately RMB230,000), which were mainly expenditures on additions to property, plant and equipment.

The Group has financed its capital expenditures primarily through the cash generated from operations and equity fundraisings.

As at 30 June 2024, the Group has no capital commitments in respect of additions to property, plant and equipment (31 December 2023: Nil).

CHARGE ON ASSETS AND PLEDGE OF ASSETS

As at 30 June 2024, the Group did not have any charges on assets (31 December 2023: Nil) nor any of assets was pledged (31 December 2023: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to cash flow interest rate risk due to variable interest rates on bank balances. The Group currently does not use any financial instruments to hedge its exposure to interest rate risk. However, the Group monitors interest rate risk and will consider hedging significant interest rate risk if necessary.

FOREIGN EXCHANGE RISK

Most of the Group's revenue and expenses are denominated in RMB. Most of the Group's bank balances and cash are denominated in RMB and HK\$. The Group currently does not use any financial instruments to hedge its exposure to foreign exchange risk. However, the Group monitors foreign exchange risk and will consider hedging significant foreign exchange risk if necessary.

INTERIM DIVIDEND

The Board does not recommend the payment of interim dividend for the Reporting Period (six months ended 30 June 2023: Nil).

SIGNIFICANT INVESTMENTS HELD

As at 30 June 2024, the Group did not have any major investments.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have any other immediate plans for material investments and capital assets as at 30 June 2024.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures for the Reporting Period.

CORPORATE GOVERNANCE AND OTHER INFORMATION

USE OF PROCEEDS FROM THE LISTING

The Shares were listed on the Main Board of the Stock Exchange on 15 July 2020 and 200,000,000 new Shares were issued in connection with the offering of the Shares, which comprised of, a public offering in Hong Kong of 20,000,000 Shares and a placing of 180,000,000 Shares, in each case at a price of HK\$1.25 per Share (the “Share Offer”).

Gross proceeds from the Share Offer amounted to HK\$250.0 million (equivalent to approximately RMB225.7 million). After deducting the underwriting fees and commissions and other expenses in connection with the Share Offer, net proceeds from the Share Offer amounted to approximately HK\$204.0 million. As stated in the Prospectus dated 30 June 2020, the Company intended to use the proceeds in the following manner:

- approximately 60.0% for the expansion of the provision of primary and secondary after-school academic education services and self-operated teaching centres network, through organic growth by expanding nationally and in particular in Zhengzhou, the PRC;
- approximately 30.0% for the expansion of geographic presence and scale of operations of the provision of primary and secondary after-school academic education services in the PRC, through strategic acquisitions or setting up joint ventures with high quality primary and secondary after-school education services companies in other parts of the PRC; and
- approximately 10.0% for general working capital.

On 29 August 2022, the Board had resolved to change the use of the unutilised net proceeds to reallocate HK\$70.0 million of the unutilised net proceeds from the expansion of the provision of primary and secondary after-school academic education services and self-operated teaching centres network, through organic growth and HK\$55.1 million of the unutilised net proceeds from the expansion of geographic presence and scale of operations of the provision of primary and secondary after-school academic education services in the PRC through the strategic acquisitions or setting up joint ventures to (i) expansion in education business outside the PRC; (ii) expansion of education-related services, extracurricular programmes for personal attainment and vocational education through strategic acquisitions or setting up joint ventures; and (iii) expansion of education-related services, extracurricular programmes for personal attainment and vocational education through organic growth. The Board considered that the re-allocation of the unutilised net proceeds is in line with its adjusted business strategies of the Group to cope with the challenging regulatory environment in the PRC and to deploy its financial resources more efficiently for generating return to the Shareholders. For further details, please refer to the announcement of the Company dated 29 August 2022.

CORPORATE GOVERNANCE AND OTHER INFORMATION

As at 30 June 2024, the Group had utilised the net proceeds in the manner as set out in the table below:

| Revised intended usage | Original allocation of net proceeds HK\$ million | Utilised net proceeds up to 29 August 2022 HK\$ million | Unutilised net proceeds as at 29 August 2022 HK\$ million | Revised allocation of unutilised net proceeds as at 29 August 2022 HK\$ million | Utilised net proceeds during the period from | Utilised net proceeds for the Reporting Period HK\$ million | Unutilised net proceeds as at 30 June 2024 HK\$ million |
|--|---|--|--|--|--|--|--|
| | | | | | 29 August 2022 to 31 December 2023 HK\$ million | | |
| Expansion of the provision of primary and secondary after-school academic education services and self-operated teaching centres network through organic growth | 122.4 | 52.4 | 70.0 | – | – | – | – |
| Expansion of geographic presence and scale of the provision of primary and secondary after-school academic education services in the PRC through the strategic acquisitions or setting up joint ventures | 61.2 | 6.1 | 55.1 | – | – | – | – |
| Expansion in education business outside the PRC | – | – | – | 60.0 | 58.0 | 0.3 | 1.7 |
| Expansion of education-related services, extracurricular programmes for personal attainment and vocational education through strategic acquisitions or setting up joint ventures | – | – | – | 50.0 | 31.7 | – | 18.3 |
| Expansion of education-related services, extracurricular programmes for personal attainment and vocational education through organic growth | – | – | – | 15.1 | 6.6 | 3.0 | 5.5 |
| Working capital purposes | 20.4 | 14.4 | 6.0 | 6.0 | 6.0 | – | – |
| Total | 204.0 | 72.9 | 131.1 | 131.1 | 102.3 | 3.3 | 25.5 |

It is expected that the unutilised net proceeds will be used according to the intended usage described above by the end of 2025. As disclosed in the announcement of the Company dated 29 August 2022, the Company expected to utilise the unutilised net proceeds by the end of 2023. As a result of the shift in the business focus of the Group, the Board considered to adopt a more prudent approach in promoting its business development and resolved to extend the expected timeline of the use of the unutilised net proceeds by the end of 2025.

CHANGES OF DIRECTORS AND DIRECTORS' INFORMATION

For the Reporting Period and up to the date of this interim report, there have been no changes regarding the Directors and their information which are required to be disclosed under the Listing Rules.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors had entered into a service contract with the Company. Details of the service contracts mainly include: (i) a term of directorship for three years with effect from the date of appointment or re-election; and (ii) the contracts shall be terminated according to the terms of each contract.

Each of the non-executive Directors (including the INEDs) had signed a letter of appointment with the Company. Details of the letters of appointment mainly include: (i) a term of directorship for three years with effect from the date of appointment or re-election; and (ii) the contracts shall be terminated according to the terms of each contract.

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2024, the Group had 443 employees (31 December 2023: 360). Total staff-related cost, including Directors' emoluments, was approximately RMB28.8 million for the Reporting Period (six months ended 30 June 2023: approximately RMB14.7 million).

The Group generally determines employees' compensation based on their qualification, experience, position and performance. The Group offers comprehensive compensation to employees, including salary and performance bonus, and the Group also provides training to employees. Pursuant to relevant laws and regulations in the PRC, the Group participates in various employee social security plans that are organised by applicable local municipal and provincial governments, including pension, medical, maternity, work-related injury and unemployment benefit plans. The Group also provided periodic training schemes to employees.

In addition, the Company has adopted the Share Option Scheme on 18 June 2020 and the Share Award Scheme on 14 December 2020 in order to recognise the contribution of the Group's employees, motivate, retain and recruit high-calibre employees and reward those who have valuable contribution to the Group.

CORPORATE GOVERNANCE AND OTHER INFORMATION

The number of Shares that may be issued in respect of options and awards granted under all schemes of the Company for the Reporting Period (being 80,000,000 Shares under the Share Option Scheme and 50,600,000 Shares under the Share Award Scheme) divided by the weighted average number of Shares of the relevant class in issue for the Reporting Period (being 800,000,000 Shares) is approximately 16.3%.

SHARE OPTION SCHEME

As at 1 January 2024 and 30 June 2024, 80,000,000 options could be granted under the Share Option Scheme. For the Reporting Period, no share option have been granted, exercised, cancelled or lapsed under the Share Option Scheme. As at 1 January 2024 and 30 June 2024, no share option were outstanding under the Share Option Scheme.

Movements of the share options under the Share Option Scheme during the Reporting Period were as follows:

| Number of share options | | | | | |
|---|--|--|--|---|---|
| Outstanding as at 1 January 2024 | Granted during the Reporting Period | Exercised during the Reporting Period | Cancelled during the Reporting Period | Lapsed during the Reporting Period | Outstanding as at 30 June 2024 |
| — | — | — | — | — | — |

SHARE AWARD SCHEME

For the Reporting Period, no Award Share (six months ended 30 June 2023: Nil) was granted to eligible persons of the Share Award Scheme (“**Eligible Persons**”) pursuant to the Share Award Scheme.

For the Reporting Period, no Award Shares had lapsed. An aggregate of 720,000 Award Shares had lapsed as the relevant grantees under the Share Award Scheme ceased to be employees of the Group prior to the vesting of the Award Shares for the six months ended 30 June 2023. The trustee of the Share Award Scheme will hold such lapsed Award Shares subject to further grants to be made by the Board in its discretion in accordance with the rules of the Share Award Scheme.

CORPORATE GOVERNANCE AND OTHER INFORMATION

Movements of the Award Shares granted to the Eligible Persons pursuant to the Share Award Scheme during the Reporting Period were as follows:

| Eligible Person | Position held within the Group/connected relationship | Date of Grant (Note 1 and Note 2) | Number of Award Shares | | | | | Outstanding as at 30 June 2024 |
|--|---|--------------------------------------|----------------------------------|-------------------------------------|------------------------------------|---------------------------------------|------------------------------------|--------------------------------|
| | | | Outstanding as at 1 January 2024 | Granted during the Reporting Period | Vested during the Reporting Period | Cancelled during the Reporting Period | Lapsed during the Reporting Period | |
| 1. Directors and their associates | | | | | | | | |
| Zhang Hongjun | Executive Director, Chairman and CEO | 14 January 2021 | 5,880,000 | – | – | – | – | 5,880,000 |
| Shan Jingchao | Executive Director | 14 January 2021 | 600,000 | – | – | – | – | 600,000 |
| Jia Shuilin | Non-executive Director | 14 January 2021 | 480,000 | – | – | – | – | 480,000 |
| Sang Xinxiang | Head of remuneration department of human resources centre of the Group and spouse of a cousin of a Director | 14 January 2021 | 900,000 | – | – | – | – | 900,000 |
| 2. Employees | | | | | | | | |
| Employees | | 14 January 2021 | 3,156,000 | – | – | – | – | 3,156,000 |
| Total | | | 11,016,000 | – | – | – | – | 11,016,000 |

Notes:

- The grant was made at nil award price. The closing price per Share on 13 January 2021, being the date immediately before the date on which the Award Shares were granted, was HK\$0.97.
- Pursuant to the relevant grant letters, (i) 40% of the Award Shares shall vest on the first trading date upon expiry of seven days after the publication of the annual results announcement for the year ended 31 December 2021. As the Group performance target for the year ended 31 December 2021 was not met, such Award Shares were not vested on 7 April 2022 pursuant to the relevant grant letters and lapsed; (ii) 30% of the Award Shares shall vest on the first trading date upon expiry of seven days after the publication of the annual results announcement for the year ended 31 December 2022; and (iii) 30% of the Award Shares shall vest on the first trading date upon expiry of seven days after the publication of the annual results announcement for the year ended 31 December 2023. The Award Shares, being existing Shares to be purchased on the open market, will be held on trust for the grantees by the trustee which shall transfer the Award Shares to the grantees on the vesting dates and/or pay the net proceeds and/or pay the remaining actual selling price to the grantees in accordance with the scheme rules, if all the vesting conditions specified by the Board in the award letters issued to each grantee are satisfied or otherwise waived.



CORPORATE GOVERNANCE AND OTHER INFORMATION

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

There had been no purchase, sale or redemption by the Company or any of its subsidiaries of any listed securities of the Company during the Reporting Period.

CORPORATE GOVERNANCE

Save as disclosed below, in the opinion of the Directors, the Company has complied with the applicable code provisions contained in the Corporate Governance Code of Appendix C1 to the Listing Rules throughout the Reporting Period.

Pursuant to code provision C.2.1 of the Corporate Governance Code, the roles of chairman and the chief executive officer should be separate and should not be performed by the same individual. During the Reporting Period, Mr. Zhang Hongjun serves as both the Chairman and the CEO. With the extensive experience in the education industry, Mr. Zhang Hongjun is responsible for the overall strategic planning and daily management of the Group and is instrumental to the Group's growth and business expansion since the founding of the Group. The Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the management of the Group. The balance of power and authority is ensured by the operation of the senior management and the Board, both of which comprise experienced and high-calibre individuals. The Board currently comprises two executive Directors (including Mr. Zhang Hongjun), one non-executive Director and three INEDs and therefore has a fairly strong independence element in its composition.

The Directors believe that the Board is appropriately structured to provide sufficient checks and balance to protect the interests of the Company and the Shareholders. The Board will continue to review and monitor the operation of the Company with an aim of maintaining a high standard of corporate governance.

MODEL CODE FOR SECURITIES TRANSACTION BY DIRECTORS

The Company has adopted the Model Code set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions conducted by the Directors. After making specific enquiry of all Directors, each of them has confirmed that they had complied with the required standards of dealing as set out in the Model Code throughout the Reporting Period.

COMPETITION AND CONFLICTS OF INTEREST

As at the date of this interim report, none of the Directors has, either directly or indirectly, an interest in a business which causes or may cause any significant competition with the business of the Group or has or may have any other conflicts of interest with the Group.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2024, the interests and short positions of the Directors and chief executive of the Company in Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were 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 are taken or deemed to have under such provisions of the SFO), or any interest or short positions which were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or any interests and short positions which are otherwise notified to the Company and the Stock Exchange, pursuant to the Model Code, were as follows:

Interest in the Company's Shares and underlying Shares

| Name of Director | Capacity in which the interests are held | Number of Shares held (Note 1) | Approximate percentage of the issued share capital (%) (Note 2) |
|------------------|---|-----------------------------------|--|
| Zhang Hongjun | Interest in controlled corporation (Note 3) | 272,100,000 (L) | 34.01 |
| | Beneficiary of a trust (Note 4) | 5,880,000 (L) | 0.74 |
| Shan Jingchao | Beneficiary of a trust (Note 4) | 600,000 (L) | 0.08 |
| Jia Shuilin | Beneficiary of a trust (Note 4) | 480,000 (L) | 0.06 |

Notes:

- The letter "L" denotes a long position.
- The calculation is based on the total number of 800,000,000 Shares in issue as at 30 June 2024.
- These Shares are held by Lucky Heaven. The entire issued share capital of Lucky Heaven is legally and beneficially wholly owned by Mr. Zhang Hongjun. Mr. Zhang Hongjun is deemed to be interested in Shares held by Lucky Heaven under Part XV of the SFO.
- Such interest represents the Award Shares granted to the respective Directors under the Share Award Scheme on 14 January 2021. Details are set out in the section headed "Share Award Scheme" above.

CORPORATE GOVERNANCE AND OTHER INFORMATION

Interest in ordinary shares of associated corporations of the Company

| Name of Director | Name of associated corporation | Capacity in which the interests are held | Number of shares held | Approximate percentage of the issued share capital (%) |
|------------------|--------------------------------|--|-----------------------|--|
| Zhang Hongjun | Lucky Heaven | Beneficial owner | 1 | 100.00 |
| Zhang Hongjun | Dashan Training (Note 1) | Nominee shareholder whose shareholder's rights are subject to the contractual arrangements | 13,562,500 | 42.04 |
| | | Interest in controlled corporation whose shareholder's rights are subject to the contractual arrangements (Note 2) | 13,750,000 | 42.62 |
| Shan Jingchao | Dashan Training (Note 1) | Nominee shareholder whose shareholder's rights are subject to the contractual arrangements | 125,000 | 0.39 |

Notes:

1. Dashan Training is controlled through the contractual arrangements by, and is treated as a subsidiary of the Company.
2. These shares are held by Houde Education. The entire equity interests of Houde Education is legally and beneficially wholly-owned by Mr. Zhang Hongjun.

Save as disclosed, as at 30 June 2024, none of the Directors, chief executives of the Company or their respective associates had any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which: (a) were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) have to be notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2024, according to the register of interest in Shares and underlying shares of the Company and short positions kept by the Company pursuant to section 336 of Part XV of the SFO and so far as is known to or can be ascertained after reasonable enquiries by the Directors, the persons (other than the Directors or chief executives of the Company) who were directly or indirectly interested in 5% or more in the Shares and underlying shares of the Company are as follows:

Interests in the Company's Shares and underlying Shares

| Name | Nature of interests | Number of Shares held (Note 1) | Approximate percentage of the issued share capital (%) (Note 2) |
|--|------------------------------------|--------------------------------|---|
| Lucky Heaven (Note 3) | Beneficial owner | 272,100,000 (L) | 34.01 |
| INFINITE APEX ENTERPRISES LIMITED (Note 4) | Beneficial owner | 223,960,800 (L) | 28.00 |
| Xi Wang (Note 4) | Interest in controlled corporation | 223,960,800 (L) | 28.00 |

Notes:

- The letter "L" denotes a long position.
- The calculation is based on the total number of 800,000,000 Shares in issue as at 30 June 2024.
- Lucky Heaven is wholly-owned by Mr. Zhang Hongjun.
- INFINITE APEX ENTERPRISES LIMITED is wholly-owned by Mr. Xi Wang.

Saved as disclosed above, as at 30 June 2024, the Company had not been notified by any person (other than the Directors and chief executives of the Company) who had 5% or more interests and/or short positions in the Shares or underlying shares of the Company that were required to be recorded in the register pursuant to section 336 of the SFO.

AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in accordance with Appendix C1 of the Listing Rules. The Audit Committee is primarily responsible for assisting the Board in reviewing and monitoring the financial reporting process, risk management and internal control systems of the Group, overseeing the audit process and performing other duties and responsibilities as may be assigned by the Board from time to time. The Audit Committee comprises three INEDs, namely Dr. Xie Xiangbing, Mr. Zhang Jian and Ms. Wang Yanxiao. Dr. Xie Xiangbing is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements for the Reporting Period of the Group. The Audit Committee has also discussed matters with respect to the accounting policies and practices adopted by the Company, internal control measures and financial reporting with senior management members.

AUDITOR

Deloitte Touche Tohmatsu (“**Deloitte**”) has tendered its resignation as the Auditor with effect from 22 May 2023. The Board has resolved to appoint Zhonghui Anda as the new Auditor with effect from 25 May 2023 to fill the casual vacancy following the resignation of Deloitte. Zhonghui Anda shall hold office until the conclusion of the next annual general meeting pursuant to the Articles of Association.

SIGNIFICANT LEGAL PROCEEDINGS

For the Reporting Period and up to the date of this interim report, the Group had not been involved in any significant legal proceedings or arbitration and there are no significant legal proceedings or claims pending or threatened against the Group.

PUBLICATION OF INTERIM REPORT ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY

This interim report will be dispatched to Shareholders upon request, and is available on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.dashanedu.com in due course.

APPRECIATION

We would like to thank the management of the Group and all the staff for their hard work and dedication, as well as Shareholders, business partners, students and their families, customers and the Auditor for their trust and support to the Group throughout the period. We will continue our efforts to strengthen our business and improve returns to Shareholders.

By Order of the Board
Dashan Education Holdings Limited
Zhang Hongjun
Chairman and CEO

13 August 2024

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2024

| | NOTES | Six months ended 30 June | |
|--|-------|--------------------------------|--------------------------------|
| | | 2024 RMB'000 (unaudited) | 2023 RMB'000 (unaudited) |
| Revenue | 5 | 47,504 | 20,568 |
| Cost of sales and services rendered | | (28,562) | (10,737) |
| Gross profit | | 18,942 | 9,831 |
| Other income | 6 | 484 | 968 |
| Other gains and losses, net | 6 | 6,028 | 153 |
| Selling and marketing expenses | | (6,031) | (4,603) |
| Administrative expenses | | (25,391) | (22,029) |
| Share of results of associates | | (3,112) | (3,947) |
| Finance costs | 7 | (239) | (247) |
| Loss before tax | | (9,319) | (19,874) |
| Income tax credit | 8 | 509 | 257 |
| Loss for the period | 9 | (8,810) | (19,617) |
| Other comprehensive expense | | | |
| <i>Item that may be reclassified subsequently to profit or loss:</i> | | | |
| Exchange differences arising on translation of foreign operations | | (8) | — |
| Total comprehensive expense for the period | | (8,818) | (19,617) |
| Loss for the period attributable to: | | | |
| Owners of the Company | | (9,903) | (21,026) |
| Non-controlling interests | | 1,093 | 1,409 |
| | | (8,810) | (19,617) |
| Total comprehensive expense for the period attributable to: | | | |
| Owners of the Company | | (9,911) | (21,026) |
| Non-controlling interests | | 1,093 | 1,409 |
| | | (8,818) | (19,617) |
| Loss per Share | 11 | | |
| — Basic and diluted (RMB cents) | | (1.29) | (2.73) |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

| | NOTES | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|--|-------|---|---|
| NON-CURRENT ASSETS | | | |
| Property, plant and equipment | 12 | 38,149 | 46,329 |
| Investment properties | | 4,686 | 4,739 |
| Goodwill | 13 | 26,729 | 26,441 |
| Interests in associates | | 36,183 | 39,303 |
| Other intangible assets | | 6,601 | 8,941 |
| Long-term deposits and prepayments | 14 | 11,636 | 11,636 |
| Rental deposits | | 1,166 | 1,159 |
| | | 125,150 | 138,548 |
| CURRENT ASSETS | | | |
| Trade receivables | 15 | 2,332 | 1,360 |
| Financial assets at FVTPL | 26 | 4,675 | 9,864 |
| Prepayments, deposits and other receivables | 16 | 47,120 | 9,281 |
| Bank balances and cash | 17 | 106,374 | 109,033 |
| | | 160,501 | 129,538 |
| CURRENT LIABILITIES | | | |
| Trade payables | 18 | — | 122 |
| Other payables and accrued charges | 19 | 33,248 | 29,503 |
| Contract liabilities | 20 | 98,605 | 71,906 |
| Tax liabilities | | 108 | 90 |
| Lease liabilities | 21 | 9,520 | 10,623 |
| Borrowings | 22 | 1,000 | — |
| | | 142,481 | 112,244 |
| NET CURRENT ASSETS | | 18,020 | 17,294 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 143,170 | 155,842 |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

| | NOTES | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|--------------------------------|-------|---|---|
| NON-CURRENT LIABILITIES | | | |
| Lease liabilities | 21 | 11,909 | 15,113 |
| Deferred tax liabilities | | 1,650 | 2,235 |
| | | 13,559 | 17,348 |
| NET ASSETS | | 129,611 | 138,494 |
| CAPITAL AND RESERVES | | | |
| Share capital | | 7,223 | 7,223 |
| Reserves | | 150,532 | 160,443 |
| Equity attributable to: | | | |
| Owners of the Company | | 157,755 | 167,666 |
| Non-controlling interests | | (28,144) | (29,172) |
| TOTAL EQUITY | | 129,611 | 138,494 |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2024

| | Attributable to owners of the Company | | | | | | | | | | | |
|---|---------------------------------------|---------------|---------------------|---|--------------------------------|-----------------|---------------------------|---------------------|--------------------|----------|---------------------------|----------|
| | Share capital | Share premium | Other reserve | Share held under the Share Award Scheme | Investment revaluation reserve | Capital surplus | Statutory surplus reserve | Translation reserve | Accumulated losses | Total | Non-controlling interests | Total |
| | RMB'000 | RMB'000 | RMB'000 (Note i) | RMB'000 | RMB'000 | RMB'000 | RMB'000 (Note ii) | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| At 1 January 2023 | 7,223 | 237,106 | 32,260 | (25,744) | (5,000) | 1,443 | 13,365 | – | (44,141) | 216,512 | (1,322) | 215,190 |
| Loss and total comprehensive expense for the period | – | – | – | – | – | – | – | – | (21,026) | (21,026) | 1,409 | (19,617) |
| Acquisition of subsidiaries (note 23) | – | – | – | – | – | – | – | – | – | – | (8,907) | (8,907) |
| At 30 June 2023 (unaudited) | 7,223 | 237,106 | 32,260 | (25,744) | (5,000) | 1,443 | 13,365 | – | (65,167) | 195,486 | (8,820) | 186,666 |
| At 1 January 2024 | 7,223 | 237,106 | 32,260 | (25,744) | (5,000) | 1,443 | 13,365 | 1,139 | (94,126) | 167,666 | (29,172) | 138,494 |
| Loss and total comprehensive expense for the period | – | – | – | – | – | – | – | (8) | (9,903) | (9,911) | 1,093 | (8,818) |
| Acquisition of subsidiaries (note 23) | – | – | – | – | – | – | – | – | – | – | (193) | (193) |
| Contribution from non-controlling interest | – | – | – | – | – | – | – | – | – | – | 128 | 128 |
| At 30 June 2024 (unaudited) | 7,223 | 237,106 | 32,260 | (25,744) | (5,000) | 1,443 | 13,365 | 1,131 | (104,029) | 157,755 | (28,144) | 129,611 |

Notes:

- i Amounts represent the transfer of the combined paid-in capital of the Consolidated Affiliated Entities to the merger reserve upon the Company became the holding company of the Consolidated Affiliated Entities which was effective from the date of Contractual Arrangements (as defined in note 2).
- ii Pursuant to the Articles of Association of each of the subsidiaries of the Company in the PRC, it requires the appropriation of 10% of its profit after tax determined under the relevant accounting principles and financial regulations applicable to companies established in the PRC each year to the statutory surplus reserve until the balance reaches 50% of the registered capital. The statutory surplus reserve shall only be used for making up losses, capitalisation into registered capital and expansion of the production and operation.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2024

| | Six months ended 30 June | |
|---|---------------------------------|-------------|
| | 2024 | 2023 |
| | RMB'000 | RMB'000 |
| | (unaudited) | (unaudited) |
| OPERATING ACTIVITIES | | |
| Loss before tax | (9,319) | (19,874) |
| Adjustments for: | | |
| Bank interest income | (159) | (134) |
| Interest income from financial assets at FVTPL | — | (330) |
| Finance costs | 239 | 247 |
| Depreciation of investment properties | 53 | 53 |
| Depreciation of property, plant and equipment (including right-of-use assets for buildings) | 3,969 | 4,311 |
| Reversal of impairment loss recognised on other receivables, net | (1,647) | (523) |
| Fair value loss/(gain) on financial assets at FVTPL | 5,189 | (2,531) |
| Share of results of associates | 3,112 | 3,947 |
| Amortisation of other intangible assets | 2,340 | 2,339 |
| Loss on deemed partial disposal of an associate | — | 4,372 |
| Reversal of write-down on inventories | (346) | — |
| Unrealised foreign exchange gains | — | (821) |
| Operating cash flows before movements in working capital | 3,431 | (8,944) |
| Increase in prepayments, deposits and other receivables | (36,091) | (23,035) |
| Increase in contract liabilities | 26,699 | 4,743 |
| Other movements in working capital | 2,257 | (4,616) |
| Cash used in operations | (3,704) | (31,852) |
| Income tax paid | (58) | (73) |
| NET CASH USED IN OPERATING ACTIVITIES | (3,762) | (31,925) |

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2024

| | Six months ended 30 June | |
|---|---------------------------------|-------------|
| | 2024 | 2023 |
| | RMB'000 | RMB'000 |
| | (unaudited) | (unaudited) |
| INVESTING ACTIVITIES | | |
| Repayment of loan | — | 9,000 |
| Purchases of property, plant and equipment | (96) | (254) |
| Net cash inflows from acquisition of subsidiaries (note 23) | 158 | 3,128 |
| Bank interest received | 159 | 134 |
| Purchases of financial assets at FVTPL | — | (6,969) |
| Settlement of debt instruments at FVTOCI | — | 7,666 |
| Refund of deposits for proposed investments and acquisitions | — | 10,000 |
| Other investing cash flows | (7) | 246 |
| NET CASH FROM INVESTING ACTIVITIES | 214 | 22,951 |
| FINANCING ACTIVITIES | | |
| Payments of lease liabilities | — | (4,989) |
| Interest paid | (239) | (247) |
| Capital contribution from non-controlling interest | 128 | — |
| Proceeds from bank borrowing | 1,000 | — |
| Repayment of bank borrowings | — | (1,000) |
| NET CASH USED IN FINANCING ACTIVITIES | 889 | (6,236) |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | (2,659) | (15,210) |
| Cash and cash equivalents at beginning of the period | 109,033 | 94,961 |
| Effect of foreign exchange rate changes | — | 566 |
| CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by bank balances and cash | 106,374 | 80,317 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Act of the Cayman Islands on 30 November 2018 and its shares have been listed on the Main Board of the Stock Exchange on 15 July 2020. The addresses of the Company's registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal places of business in Hong Kong and PRC are Unit 3508, 35/F, Shun Tak Centre — West Tower, 168–200 Connaught Road Central, Sheung Wan, Hong Kong and 19th Floor, Guoxin Plaza, Crossroad of Zhongzhou Avenue and Minghong Road, Jinshui District, Zhengzhou, Henan Province, the PRC, respectively.

The principal activity of the Company is investment holding. The subsidiaries of the Company are principally engaged in the provision of (i) extracurricular programmes for personal attainment in arts, sports and dancing targeting children and teenagers; (ii) overseas education consultation services in the PRC; (iii) training services for teaching staff; and (iv) other consultancy services.

The ultimate and immediate holding company is Lucky Heaven, a limited company incorporated in the British Virgin Islands, which is controlled by Mr. Zhang Hongjun.

The condensed consolidated financial statements are presented in RMB, which is also the functional currency of the Company and most of its subsidiaries.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

2. BASIS OF PREPARATION

The condensed consolidated financial statements are unaudited and have been prepared in accordance with Hong Kong Accounting Standard 34 *Interim Financial Reporting* issued by the HKICPA as well as with the applicable disclosure requirements of the Listing Rules.

Contractual arrangements

Due to regulatory restrictions on foreign ownership in the operation of educational institutions in the PRC, the Group conducts a substantial portion of its education business in the PRC through the Consolidated Affiliated Entities.

Zhengzhou Dashan Yunxiao Technology Company Limited* (鄭州大山雲效科技有限公司) (“**WFOE**”), a wholly-owned subsidiary of the Company established in the PRC, Dashan Training, Zhengzhou Jingguang Dashan Training School Company Limited* (鄭州京廣大山培訓學校有限公司), a wholly-owned subsidiary of Dashan Training established in the PRC, and shareholders of Dashan Training entered into a series of contractual agreements (“**Contractual Arrangements**”) on 12 January 2020 which enable WFOE and the Group to:

- exercise effective financial and operational control over the Consolidated Affiliated Entities;
- exercise equity holders’ voting rights of the Consolidated Affiliated Entities;
- receive substantially all of the economic benefits generated by the Consolidated Affiliated Entities in consideration for the technical services, management support and consulting services necessary for the primary and secondary after-school education business and brand name licensing and advisory services business provided by WFOE;

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

2. BASIS OF PREPARATION (continued)

Contractual arrangements (continued)

- obtain an exclusive option to purchase all or part of the equity interests in the Consolidated Affiliated Entities directly and indirectly held by the shareholders of Dashan Training for the minimum amount of consideration permitted by the applicable PRC laws and regulations, under circumstances in which WFOE or its designated third party is permitted under PRC laws and regulations to own all or part of the equity interests of the Consolidated Affiliated Entities. In addition, the Consolidated Affiliated Entities are not allowed to, among others, distribute any reasonable return or other interest or benefit to the shareholders of Dashan Training without WFOE's prior written consent; and
- the shareholders of Dashan Training unconditionally and irrevocably pledged all of their equity interests in Dashan Training, respectively, to WFOE to guarantee the performance of, among others, the obligations of Dashan Training, the shareholders of Dashan Training and the Consolidated Affiliated Entities under the Contractual Arrangements.

The Company does not have any equity interest in the Consolidated Affiliated Entities. However, as a result of the Contractual Arrangements, the Company has power over the Consolidated Affiliated Entities, has rights to variable returns from its involvement with the Consolidated Affiliated Entities and has the ability to affect those returns through its power over the Consolidated Affiliated Entities and is therefore considered to have control over the Consolidated Affiliated Entities. Consequently, the Company regards the Consolidated Affiliated Entities as indirect subsidiaries pursuant to the Contractual Arrangements. The Group has consolidated the financial position and results of Dashan Training and its subsidiaries in the condensed consolidated financial statements.

The following balances and amounts of the Consolidated Affiliated Entities were included in the condensed consolidated financial statements:

| | Six months ended 30 June | |
|-----------------|--------------------------|-------------|
| | 2024 | 2023 |
| | RMB'000 | RMB'000 |
| | (unaudited) | (unaudited) |
| Revenue | 16,963 | 16,113 |
| Loss before tax | (2,586) | (12,232) |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

2. BASIS OF PREPARATION (continued)

Contractual arrangements (continued)

| | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|-------------------------|---|---|
| Non-current assets | 44,698 | 43,918 |
| Current assets | 168,907 | 123,766 |
| Current liabilities | 177,278 | 146,472 |
| Non-current liabilities | 3,110 | 14,907 |

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

In the current interim period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2024. HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards, and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s condensed consolidated financial statements and amounts reported for the current and prior periods.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

4. PRINCIPAL ACCOUNTING POLICIES

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

Other than additional accounting policies resulting from application of new and revised to HKFRSs as set out in note 3, the accounting policies and methods of computation used in the preparation of condensed consolidated financial statements for the current interim period are the same as those followed in the preparation of the consolidated financial statements of the Group for the year ended 31 December 2023.

5. REVENUE AND SEGMENT INFORMATION

Revenue

Disaggregation of revenue from contracts with customers is as follows:

| | Six months ended 30 June | |
|---|--------------------------|-------------|
| | 2024 | 2023 |
| | RMB'000 | RMB'000 |
| | (unaudited) | (unaudited) |
| Tuition fees income | | |
| – provision of vocational education services | – | 1,079 |
| – provision of extracurricular programmes | 16,615 | 13,095 |
| – provision of training to teaching staff | 47 | 538 |
| Provision of overseas education consultation services | 22,457 | 1,528 |
| Provision of other consultancy services | 7,884 | 3,475 |
| Sales of books and teaching materials | 418 | 316 |
| Brand name licensing and related advisory services | 83 | 378 |
| Others | – | 159 |
| | 47,504 | 20,568 |
| Timing of revenue recognition | | |
| A point of time | 22,875 | 1,844 |
| Over time | 24,629 | 18,724 |
| | 47,504 | 20,568 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

5. REVENUE AND SEGMENT INFORMATION (continued)

Revenue (continued)

The Group's tuition fees income consist of revenue generated from the provision of vocational education courses, extracurricular programmes for personal attainment and training to teaching staff for educational institutions and schools in the PRC. Prepaid fee received for tutoring programs are initially recorded as contract liabilities, and revenue is recognised over time based on an output method because the participant simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. Customers of education services usually settle the prepaid packages by cash or pay through third-party payment platforms.

Revenue from overseas education consultation services is recognised when the referral service has been provided and the student has enrolled in the overseas education institution or program. This is often the point at which the referral fee or commission is earned.

Revenue derived from the provision of other consultancy services is recognised over the services period. Other consultancy services are mainly provided to parties who are engaged in business in the PRC.

Revenue of sales of books and teaching materials is recognised when control of the goods has transferred on receipt by the customer. The general credit period granted to the customers is usually within 90 days from the date of billings.

Brand name licensing and related advisory services, which is considered as a single performance obligation, is recognised over the relevant period of the agreements with independent third parties (the "**Contracted Parties**") in which the Group provides the services to facilitate the operation of their teaching centres. Contracted Parties are normally required to pay in advance of the consideration which is due upon the signing of relevant agreement.

Segment information

Information reported to chief operating decision maker (i.e. the executive Directors) (the "**CODM**"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

5. REVENUE AND SEGMENT INFORMATION (continued)

Segment information (continued)

Specifically, the Group's operating and reportable segments under HKFRS 8 are as follows:

- the extracurricular programmes segment, engages in the provision of extracurricular programmes for personal attainment in arts, sports and dancing target children and teenagers in the PRC.
- the overseas education segment, acting as an agent to provide overseas education consultation services.
- the training and consultancy segment, engages in the provision of training to teaching staff and other consultancy services for educational institutions, schools and other entities in the PRC.
- the "Others" segment, comprises, principally, brand name licensing and related advisory services, sales of books and materials, and the provision of vocational education services.

The accounting policies applied in determining segment revenue and segment results of the operating segments are the same as the Group's accounting policies. Segment results represent the profit/loss earned by each segment without allocation of central administrative costs, certain other income, certain other gains and losses, finance costs and share of results of associates.

No analysis of segment assets and segment liabilities is presented as such information are not regularly provided to the CODM for review.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

5. REVENUE AND SEGMENT INFORMATION (continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments:

| | Extra- curricular programmes RMB'000 (unaudited) | Overseas education RMB'000 (unaudited) | Training and consultancy RMB'000 (unaudited) | Others RMB'000 (unaudited) | Total RMB'000 (unaudited) |
|--|--|---|---|----------------------------------|---------------------------------|
| Six months ended | | | | | |
| 30 June 2024 | | | | | |
| Segment revenue | 16,615 | 22,457 | 7,931 | 501 | 47,504 |
| Segment results | (2,293) | (581) | 1,808 | (255) | (1,321) |
| Foreign exchange losses, net | | | | | (118) |
| Unallocated other income | | | | | 2,220 |
| Unallocated corporate expenses | | | | | (11,151) |
| Fair value loss of financial assets at FVTPL | | | | | (5,590) |
| Gain on disposal of software under development | | | | | 10,000 |
| Share of results of associates | | | | | (3,120) |
| Finance costs | | | | | (239) |
| Loss before tax | | | | | (9,319) |
| Six months ended | | | | | |
| 30 June 2023 | | | | | |
| Segment revenue | 13,095 | 1,528 | 4,013 | 1,932 | 20,568 |
| Segment results | 832 | (264) | 1,492 | (3,521) | (1,461) |
| Foreign exchange gains, net | | | | | 1,471 |
| Unallocated other income | | | | | 646 |
| Unallocated corporate expenses | | | | | (15,018) |
| Reversal of impairment loss recognised in respect of debt instruments at FVTOCI | | | | | 523 |
| Fair value gain of financial assets at FVTPL | | | | | 2,531 |
| Share of results of associates | | | | | (3,947) |
| Loss on deemed partial disposal of an associate | | | | | (4,372) |
| Finance costs | | | | | (247) |
| Loss before tax | | | | | (19,874) |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

5. REVENUE AND SEGMENT INFORMATION (continued)

Other segment information

| | Extra-curricular programmes RMB'000 | Overseas education RMB'000 | Training and consultancy RMB'000 | Others RMB'000 | Total RMB'000 |
|---|--|-------------------------------|-------------------------------------|-------------------|------------------|
| Six months ended 30 June 2024 | | | | | |
| Depreciation of property, plant and equipment | 2,989 | 475 | 256 | 249 | 3,969 |
| Depreciation of investment properties | — | — | — | 53 | 53 |
| Amortisation of other intangible assets | 1,092 | — | 1,248 | — | 2,340 |
| Reversal of impairment loss on other receivables, net | (1,328) | — | (319) | — | (1,647) |
| Six months ended 30 June 2023 | | | | | |
| Depreciation of property, plant and equipment | 2,795 | — | 185 | 1,331 | 4,311 |
| Depreciation of investment properties | — | — | — | 53 | 53 |
| Amortisation of other intangible assets | 1,091 | — | 1,248 | — | 2,339 |
| Reversal of impairment loss on other receivables, net | — | — | — | (523) | (523) |

Geographical information

The major operating entities of the Group are domiciled in the PRC. All of the Group's revenue are derived in the PRC for the six months ended 30 June 2024 and 2023.

As at 30 June 2024 and 2023, all of the Group's non-current assets are located in the PRC.

Information about major customers

During the current interim period, there were no revenue from customers contributing over total 10% of the total revenue of the Group (six months ended 30 June 2023: Nil).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

6. OTHER INCOME AND OTHER GAINS AND LOSSES, NET

Other income

| | Six months ended 30 June | |
|---|--------------------------|-------------|
| | 2024 | 2023 |
| | RMB'000 | RMB'000 |
| | (unaudited) | (unaudited) |
| Bank interest income | 153 | 134 |
| Government grants | 6 | 302 |
| Interest income from financial asset at FVTPL | — | 330 |
| Rental income | 70 | 73 |
| Others | 255 | 129 |
| | 484 | 968 |

Other gains and losses, net

| | Six months ended 30 June | |
|--|--------------------------|-------------|
| | 2024 | 2023 |
| | RMB'000 | RMB'000 |
| | (unaudited) | (unaudited) |
| Foreign exchange (losses)/gains, net | (118) | 1,471 |
| Reversal of impairment loss recognised on other receivables, net | 1,647 | 523 |
| Fair value (loss)/gain on financial assets at FVTPL | (5,590) | 2,531 |
| Loss on deemed partial disposal of an associate | — | (4,372) |
| Gain on disposal of software under development | 10,000 | — |
| Gain on derecognition of right-of-use assets and lease liabilities | 89 | — |
| | 6,028 | 153 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

7. FINANCE COSTS

| | Six months ended 30 June | |
|-------------------|--------------------------|-------------|
| | 2024 | 2023 |
| | RMB'000 | RMB'000 |
| | (unaudited) | (unaudited) |
| Interests on: | | |
| Lease liabilities | 223 | 233 |
| Bank borrowings | 16 | 14 |
| | 239 | 247 |

8. INCOME TAX CREDIT

| | Six months ended 30 June | |
|---------------------------|--------------------------|-------------|
| | 2024 | 2023 |
| | RMB'000 | RMB'000 |
| | (unaudited) | (unaudited) |
| Current tax: | | |
| PRC Enterprise Income Tax | 76 | 83 |
| Deferred tax credit | (585) | (340) |
| Income tax credit | (509) | (257) |

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operated.

No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from Hong Kong.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (30 June 2023: 25%) for the period on their respective taxable profit, except for certain subsidiaries, which have been identified as the small and micro enterprises, and is entitled to a preferential tax rate of 5% for the six months ended 30 June 2024 and 2023.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

9. LOSS AND TOTAL COMPREHENSIVE EXPENSE FOR THE PERIOD

| | Six months ended 30 June | |
|--|--------------------------|-------------|
| | 2024 | 2023 |
| | RMB'000 | RMB'000 |
| | (unaudited) | (unaudited) |
| Loss and total comprehensive expense for the period has been arrived at after charging: | | |
| Staff costs: | | |
| Directors' remuneration | 677 | 540 |
| Other staff costs | 25,329 | 13,015 |
| Other staff's retirement benefits scheme contributions | 2,766 | 1,184 |
| | 28,772 | 14,739 |
| Staff subcontracting service fee | 29 | 224 |
| Renting expenses including short-term leases and variable lease payments | 1,816 | 1,205 |
| Depreciation of investment properties | 53 | 53 |
| Depreciation of property, plant and equipment (included right-of-use assets for buildings) | 3,969 | 4,311 |
| Amortisation of other intangible assets | 2,340 | 2,339 |

10. DIVIDEND

No dividends were declared, paid or proposed during the current interim period (six months ended 30 June 2023: Nil). The Directors have determined that no dividend will be paid in respect of the interim period.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

11. LOSS PER SHARE

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

| | Six months ended 30 June | |
|---|---------------------------------|-------------|
| | 2024 | 2023 |
| | RMB'000 | RMB'000 |
| | (unaudited) | (unaudited) |
| Loss for the period attributable to owners of the Company | (9,903) | (21,026) |
| Weighted average number of ordinary Shares for the purpose of basic and diluted loss per Share (note) | 770,600,000 | 770,600,000 |

Note: The weighted average number of ordinary Share has been arrived at after deducting the Shares held by the Group under Share Award Scheme.

No diluted loss per Share for the six months ended 30 June 2024 and 2023 was presented as there were no potential ordinary Shares in issue for the six months ended 30 June 2024 and 2023.

12. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the current interim period, the Group's additions to property, plant and equipment (excluding right-of-use assets for buildings) was RMB96,000 (six months ended 30 June 2023: RMB230,000).

During the current interim period, the Group entered into several new lease agreements for the use of buildings for one to two years (six months ended 30 June 2023: one to five years). On lease commencement during the current interim period, the Group recognised right-of-use assets of RMB1,412,000 (six months ended 30 June 2023: RMB14,394,000) and lease liabilities of RMB1,325,000 (six months ended 30 June 2023: RMB14,580,000).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

13. GOODWILL

| | RMB'000 |
|---------------------------------------|---------|
| COST | |
| At 1 January 2023 | 7,206 |
| Acquisition of a subsidiary (note 23) | 1,042 |
| At 30 June 2023 (unaudited) | 8,248 |
| At 1 January 2024 | 26,441 |
| Acquisition of a subsidiary (note 23) | 288 |
| At 30 June 2024 (unaudited) | 26,729 |

The Group tests for impairment of goodwill annually and in the financial year in which the acquisition takes place, or more frequently if there are indications that goodwill might be impaired.

14. LONG-TERM DEPOSITS AND PREPAYMENTS

| | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|---|---|---|
| Deposits paid for the proposed investment in an overseas education institution (note) | 11,636 | 11,636 |
| | 11,636 | 11,636 |

Note: The amount represents deposits paid to existing shareholders of KSI Education Limited ("KSI Education"), a private company registered in England and Wales for the proposed acquisition of its certain equity interests in KSI Education. Such proposed acquisition is currently put on hold and the Group is currently negotiating with that shareholder for the percentage of equity interests to be acquired and the refund of the excess deposits and related interest.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

15. TRADE RECEIVABLES

| | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|--|---|---|
| Training and consultancy services receivables | 1,640 | 2,696 |
| Overseas education consultation services receivables | 785 | 427 |
| Less: impairment loss under ECL model | (93) | (1,763) |
| | 2,332 | 1,360 |

An ageing analysis of the trade receivables, net of impairment loss under ECL model, as at the end of the reporting period, based on the transaction date is as follows;

| | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|---------------|---|---|
| 0 to 30 days | 1,122 | 480 |
| 31 to 60 days | 179 | 720 |
| 61 to 90 days | 244 | 160 |
| Over 90 days | 787 | — |
| | 2,332 | 1,360 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

16. PREPAYMENT, DEPOSITS AND OTHER RECEIVABLES

Included in prepayments, deposits and other receivables as at 30 June 2023 are prepayments for software development project of RMB46,074,000 (30 June 2024: Nil). For the year ended 31 December 2022, the Group engaged a software development company in the PRC to develop its own software to facilitate the online education business (the “**Education Software**”). The total contract sum is RMB100,000,000. Up to 31 December 2022, prepayments of RMB36,000,000 was made to the software development company, and further prepayments of RMB22,000,000 were made in January 2023. During the course of the software development project, the software development company provided status report to the Group on a monthly basis. Subsequently, in view of the then education situation which was still predominantly traditional offline education, the Directors decided to terminate the software development project in August 2023. In September 2023, the Group and the software development company entered into a termination contract and agreed to refund an aggregate amount of the prepayments made of approximately RMB46,074,000, being the prepayments made by the Group of RMB58,000,000 less the estimated value of the Education Software of approximately RMB11,926,000, prepared by an external valuer. The refunds were fully made to the Group in November 2023. The Group has charged the estimated value of the Education Software of RMB11,926,000 to the profit or loss for the year ended 31 December 2022.

17. BANK BALANCES AND CASH

Bank balances and cash comprise bank deposits, cash and bank balances held by the Group with original maturity of three months or less and carry interest at prevailing market rates ranging from 0.01% to 0.30% per annum (31 December 2023: 0.001% to 0.2% per annum).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

18. TRADE PAYABLES

The credit period of purchases of books and teaching materials is ranging from 0 to 60 days. An ageing analysis of the trade payables, as at the end of the Reporting Period, based on the invoice date is as follows:

| | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|--------------|---|---|
| 0 to 30 days | — | 122 |

19. OTHER PAYABLES AND ACCRUED CHARGES

| | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|--|---|---|
| Staff cost payables | 3,723 | 4,163 |
| Renovation cost payables | 6,526 | 7,571 |
| Refundable tuition deposits and other deposits | 141 | 381 |
| Other taxes payables | 250 | 602 |
| Consideration payables | 8,270 | 8,270 |
| Accrued working expenses and other payables | 14,338 | 8,516 |
| | 33,248 | 29,503 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

20. CONTRACT LIABILITIES

The following table provides information about contract liabilities from customers:

| | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|---|---|---|
| Contract liabilities: | | |
| – Tutoring fees | 38,070 | 40,898 |
| – Overseas education consultation services | 45,121 | 30,168 |
| – Other consultancy service | 15,154 | 95 |
| – Brand name licensing and relevant advisory services | 260 | 745 |
| | 98,605 | 71,906 |

The contract liabilities relate to the advance consideration received from the students and the counterparties for contracts, for which revenue is recognised when the performance obligation is satisfied through service rendered.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

21. LEASE LIABILITIES

| | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|--|---|---|
| Non-current | 11,909 | 15,113 |
| Current | 9,520 | 10,623 |
| | 21,429 | 25,736 |
| Minimum lease payment due: | | |
| – within one year | 9,824 | 11,007 |
| – more than one year but not exceeding two years | 6,971 | 7,452 |
| – more than two years but not exceeding five years | 5,121 | 7,946 |
| | 21,916 | 26,405 |
| Less: future finance charge | (487) | (669) |
| Present value of lease liabilities | 21,429 | 25,736 |
| Present value of lease liabilities | | |
| – within one year | 9,520 | 10,623 |
| – more than one year but not exceeding two years | 6,837 | 7,262 |
| – more than two years but not exceeding five years | 5,072 | 7,851 |
| | 21,429 | 25,736 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

21. LEASE LIABILITIES (continued)

The Group leases various properties for provision of extracurricular education and consulting services and these lease liabilities were measured at the present value of the lease payments that are not yet paid.

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

The total cash outflows for leases including the payments of lease liabilities and interests for the current interim period were RMB5,476,000 (six months ended 30 June 2023: RMB5,222,000).

22. BORROWINGS

| | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|-----------------|---|---|
| Bank borrowings | 1,000 | — |
| | 1,000 | — |

The bank borrowings are unsecured, bearing interest of 3.95% per annum and repayable within one year.

The contractual maturity dates of borrowings are as follows:

| | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|-----------------|---|---|
| Within one year | 1,000 | — |
| | 1,000 | — |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

23. ACQUISITION OF SUBSIDIARIES

For the six months ended 30 June 2024

(a) Acquisition of 60% equity interest of Hangzhou Eaoron Technology Co., Ltd.

In the end of May 2024, the Group acquired 60% of total equity interest of Hangzhou Eaoron Technology Co., Ltd.* (杭州澳容科技有限公司) (“**Hangzhou Eaoron**”), a company established in the PRC with limited liability at a total consideration of RMB1.

The transaction has been accounted for as a business combination using acquisition method. Upon completion of the acquisition, Hangzhou Eaoron became an indirect non-wholly owned subsidiary of the Company. Hangzhou Eaoron is principally engaged in the provision of consultancy services, particularly for brand operation and management. The Directors are of the view that the acquisition will enable the Group to step further regarding the Group’s plan in expanding and developing its business.

Acquisition-related costs were insignificant and have been recognised as expenses in the period and included in the administrative expenses line item in the condensed consolidated statement of profit or loss and other comprehensive income.

The fair value of identifiable assets and liabilities of Hangzhou Eaoron as at the date of acquisition were as follows:

| | RMB'000 |
|-----------------------------------|---------|
| Other receivables and prepayments | 101 |
| Bank balances and cash | 158 |
| Accruals and other payables | (740) |
| Net liabilities acquired | (481) |
| Cash consideration paid | — |
| Add: non-controlling interests | (193) |
| Add: net liabilities acquired | 481 |
| Goodwill arising on acquisition | 288 |

None of the goodwill arising on the acquisition is expected to be deductible for tax purposes.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

23. ACQUISITION OF SUBSIDIARIES (continued)

For the six months ended 30 June 2024 (continued)

(a) Acquisition of 60% equity interest of Hangzhou Earon Technology Co., Ltd. (continued)

The fair values of the assets and liabilities of Hangzhou Earon are measured based on provisional values and are subject to change pending finalisation of the valuation of the consideration and the assets and liabilities. The finalisation of those valuation, could affect the amounts of the assigned to the assets, liabilities and the related depreciation/amortisation charges for assets and the amount of goodwill arising from the acquisition.

The non-controlling interests (40%) recognised at the acquisition date was measured by reference to the proportionate share of recognised amounts of net liabilities of Hangzhou Earon.

RMB'000

Analysis of net inflows of cash and cash equivalents in respect of acquisition:

| | |
|--------------------------------------|-----|
| Consideration paid during the period | — |
| Bank balances and cash acquired | 158 |

158

For the six months ended 30 June 2023

(b) Acquisition of 51% equity interest of Beijing Dancing Actor Culture Development Co., Ltd.

In January 2023, the Group acquired 51% of total equity interest of Beijing Dancing Actor Culture Development Co., Ltd.* (北京舞主角文化發展有限公司) (“**Beijing Dancing Actor Culture**”), a company established in the PRC with limited liability and its subsidiaries at a total consideration of RMB2,000,000.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

23. ACQUISITION OF SUBSIDIARIES (continued)

For the six months ended 30 June 2023 (continued)

(b) Acquisition of 51% equity interest of Beijing Dancing Actor Culture Development Co., Ltd. (continued)

The transaction has been accounted for as a business combination using acquisition method. Upon completion of the acquisition, Beijing Dancing Actor Culture became an indirect non-wholly owned subsidiary of the Company. Beijing Dancing Actor Culture is principally engaged in the provision of extracurricular programmes, particularly for dancing courses, for personal attainment in the PRC. The Directors are of the view that the acquisition will enable the Group to step further regarding the Group's plan in expanding and developing its business.

Acquisition-related costs were insignificant and have been recognised as expenses in the period and included in the administrative expenses line item in the condensed consolidated statement of profit or loss and other comprehensive income.

The fair value of identifiable assets and liabilities of Beijing Dancing Actor Culture as at the date of acquisition were as follows:

| | RMB'000 |
|---------------------------------------|----------|
| Property, plant and equipment | 8,198 |
| Interest in an associate | 43 |
| Intangible asset | 6,549 |
| Rental deposits | 848 |
| Other receivables | 8,335 |
| Bank balances and cash | 4,128 |
| Other payables and accrued charges | (2,952) |
| Contract liabilities | (22,211) |
| Bank borrowings — due within one year | (1,000) |
| Lease liabilities | (8,250) |
| Deferred tax liabilities | (1,637) |
| Net liabilities acquired | (7,949) |
| Cash consideration paid | 2,000 |
| Add: non-controlling interests | (8,907) |
| Add: net liabilities acquired | 7,949 |
| Goodwill arising on acquisition | 1,042 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

23. ACQUISITION OF SUBSIDIARIES (continued)

For the six months ended 30 June 2023 (continued)

(b) Acquisition of 51% equity interest of Beijing Dancing Actor Culture Development Co., Ltd. (continued)

None of the goodwill arising on the acquisition is expected to be deductible for tax purposes.

The non-controlling interests (49%) recognised at the acquisition date was measured by reference to the proportionate share of recognised amounts of net liabilities of Beijing Dancing Actor Culture.

| | RMB'000 |
|---|---------|
| Analysis of net inflows of cash and cash equivalents in respect of acquisition: | |
| Consideration paid during the period | (1,000) |
| Bank balances and cash acquired | 4,128 |
| | 3,128 |

24. SHARE-BASED PAYMENT TRANSACTIONS

Share Option Scheme

The Company adopted the Share Option Scheme on 18 June 2020. The terms of the Share Option Scheme are in accordance with the Chapter 17 of the Listing Rules. The purpose of the Share Option Scheme is to provide an incentive or a reward to eligible persons for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group or any entity in which the Group holds any equity interest. The total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Group shall not exceed 80,000,000 Shares, being 10% of the total number of Shares in issue (assuming the over-allotment option is not exercised) as at 15 July 2020 unless the Group obtains the approval of the Shareholders in general meeting for renewing the 10% limit.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

24. SHARE-BASED PAYMENT TRANSACTIONS (continued)

Share Option Scheme (continued)

A consideration of HK\$1 is payable on acceptance of the offer of grant of an option. Such consideration shall in no circumstances be refundable. An option may be exercised in whole or in part by the grantee (or his/her personal representative(s)) at any time before the expiry of the period to be determined and notified by the Board to the grantee which in any event shall not be longer than ten years commencing on the date of the offer letter and expiring on the last day of such ten-year period subject to the provisions for early termination as contained in the Share Option Scheme.

The Share Option Scheme will remain in force until 17 June 2030. For the six months ended 30 June 2024 and 2023, no options had been granted, exercised, cancelled or lapsed under the Share Option Scheme, nor were any options outstanding under the Share Option Scheme.

Share Award Scheme

The Company has adopted the Share Award Scheme with effect from 14 December 2020 as means to recognise the contribution of the Group's employees, motivate, retain and recruit high-calibre employees and reward those who had made valuable contribution to the Group (the "**Selected Participants**"). Under the Share Award Scheme, the Board may grant Shares to eligible employees, including directors of the Company and its subsidiaries.

The Company has set up a trustee (the "**Trustee**") to administer and hold the Shares before they are vested and transferred to the Selected Participants. The Trustee may also purchase the Shares being awarded from the open market using cash contributed by the Company.

The Board may from time to time while the Share Award Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the awards to be vested or credited. All of such vesting criteria and conditions (if any) and periods shall be set out in the relevant grant letter issued to each Selected Participant.

On 14 January 2021, the Group has granted an aggregate of 17,400,000 Award Shares to 52 employees and 12,600,000 Award Shares to four Directors (the "**Grantees**") under the Share Award Scheme at nil award price (the "**Grant**"). The Award Shares shall be satisfied by purchasing existing Shares on the open market and shall be vested in the Grantees in the proportions of 40%, 30% and 30% on the first trading date upon expiry of seven days after the publication of the annual results announcement for the financial year ended 31 December 2021, 31 December 2022 and 31 December 2023, respectively, subject to certain conditions including the Group and individual performances.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

24. SHARE-BASED PAYMENT TRANSACTIONS (continued)

Share Award Scheme (continued)

No ordinary Shares were repurchased by the Company through the Trustee during the current and prior interim periods.

During the current interim period, no Award Shares (six months ended 30 June 2023: Nil) was granted to the Selected Participants pursuant to the Share Award Scheme.

For the six months ended 30 June 2023, 720,000 of the Award Shares (Reporting Period: Nil) had been lapsed as the relevant Grantees ceased to be employees of the Group prior to the vesting of the Award Shares.

As at 30 June 2024, the Trustee held 29,400,000 ordinary Shares (31 December 2023: 29,400,000 ordinary Shares) under the Share Award Scheme. As at 30 June 2024, the Group has no liabilities and there were no expense charged during the current interim period (30 June 2023: Nil) in respect of Share Award Scheme since the Group's performance target for the years ended 31 December 2022 and 2023 are not expected to meet.

25. OPERATING LEASE ARRANGEMENTS

The Group as lessor

All of the properties held for rental purposes have committed lessees for the next one year (31 December 2023: two years). Undiscounted lease payments receivable on leases are as follows:

| | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) |
|--------------------|---|---|
| Within one year | 78 | 91 |
| In the second year | — | 53 |
| | 78 | 144 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

26. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values at the end of each reporting period based on discounted cash flow analysis.

Fair value measurement of financial instruments stated at fair value

| Financial assets | Fair value at | | Fair value hierarchy | Valuation technique and key inputs |
|-------------------------------------|--|--|----------------------|---|
| | 30 June 2024 RMB'000 (unaudited) | 31 December 2023 RMB'000 (audited) | | |
| Financial assets at FVTPL (Note) | 4,675 | 9,864 | Level 2 | Fair value of underlying investments Key inputs: N/A |

Note: The management of the Group considers that there is no material increase in the credit risk on the financial asset at FVTPL for the current interim period and the risk of default is insignificant, and therefore no sensitivity analysis is presented.

There were no transfers between levels of the fair value hierarchy for the six months ended 30 June 2024 and 2023.

Reconciliation of Level 3 fair value measurements

| | Debt instruments at FVTOCI RMB'000 |
|-----------------------------|---------------------------------------|
| At 1 January 2023 | 7,712 |
| Exchange differences | (46) |
| Settled | (7,666) |
| At 30 June 2023 (unaudited) | — |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

27. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

The remuneration of the Directors and other members of key management during the current interim period was as follows:

| | Six months ended 30 June | |
|--------------------------|--------------------------|-------------|
| | 2024 | 2023 |
| | RMB'000 | RMB'000 |
| | (unaudited) | (unaudited) |
| Short-term benefits | 1,053 | 1,934 |
| Post-employment benefits | 60 | 65 |
| | 1,113 | 1,999 |

28. MAJOR NON-CASH TRANSACTIONS

During the current interim period, right-of-use assets for buildings with a total carrying amount of RMB1,412,000 (six months ended 30 June 2023: RMB14,394,000) and lease liabilities of RMB1,325,000 (six months ended 30 June 2023: RMB14,580,000) were recognised on commencement date of new leases entered into by the Group.

GLOSSARY

In this interim report, unless the context otherwise requires, the following expressions shall have the meanings set out below:

| | |
|------------------------------------|--|
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “associate(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Audit Committee” | the audit committee of the Board |
| “Auditor” | the auditor of the Company |
| “Award Shares” | award shares granted under the Share Award Scheme |
| “Board” | the board of Directors |
| “CEO” | the chief executive officer of the Company |
| “Chairman” | the chairman of the Board |
| “China” or “PRC” | the People’s Republic of China, which for the purpose of this interim report, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Company” | Dashan Education Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on the Main Board of the Stock Exchange with stock code of 9986 |
| “Company Secretary” | the company secretary of the Company |
| “connected person(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Consolidated Affiliated Entities” | Dashan Training and its subsidiaries |
| “Corporate Governance Code” | the Corporate Governance Code as set out in Appendix C1 to the Listing Rules |
| “Dashan Training” | Zhengzhou Jinshui Dashan Technology Training Company Limited* (鄭州市金水區大山科技培訓有限公司) (formerly known as Zhengzhou Jinshui Dashan Training School Company Limited* (鄭州市金水區大山培訓學校有限公司), Zhengzhou Dashan Education Consultancy Company Limited* (鄭州大山教育諮詢有限公司) and Zhengzhou Dashan Education Technology Company Limited* (鄭州大山教育科技股份有限公司)), a company established in the PRC with limited liability on 30 December 2010 |

| | |
|-----------------------------------|---|
| “Director(s)” | the director(s) of the Company |
| “ECL” | expected credit losses |
| “FVTOCI” | fair value through other comprehensive income |
| “FVTPL” | fair value through profit or loss |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “HKICPA” | Hong Kong Institute of Certified Public Accountants |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Houde Education” | Zhengzhou Houde Education Consultancy Company Limited* (鄭州市厚德教育諮詢有限公司), a company established in the PRC with limited liability on 25 March 2008, which is wholly-owned by Mr. Zhang Hongjun |
| “Independent Third Party(ies)” | third party(ies) who is/are independent of and not connected with the Company and its connected persons and not a connected person of the Company |
| “INED(s)” | the independent non-executive Director(s) |
| “Investment Management Committee” | the investment management committee of the Board |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Lucky Heaven” | Lucky Heaven International Limited, a Substantial Shareholder and a limited company incorporated in the British Virgin Islands, which is wholly owned by Mr. Zhang Hongjun, an executive Director, the Chairman and the CEO |
| “Model Code” | the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules |
| “Nomination Committee” | the nomination committee of the Board |
| “Prospectus” | the prospectus issued by the Company dated 30 June 2020 |

GLOSSARY

| | |
|------------------------------|--|
| “Remuneration Committee” | the remuneration committee of the Board |
| “Reporting Period” | the six months ended 30 June 2024 |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share Award Scheme” | the share award scheme of the Company adopted on 14 December 2020 |
| “Share Option Scheme” | the share option scheme of the Company adopted on 18 June 2020 |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Share(s)” | the ordinary share(s) of HK\$0.01 each in the issued and unissued share capital of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Substantial Shareholder(s)” | has the meaning ascribed thereto under the Listing Rules |
| “UK” | the United Kingdom of Great Britain and Northern Ireland |
| “Zhonghui Anda” | Zhonghui Anda CPA Limited, the Auditor |
| “%” | per cent |

* For identification purpose only