

民生教育集团有限公司

Minsheng Education Group Company Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1569



2019

INTERIM REPORT

中期報告



CONTENTS 目錄

2	Corporate Information 公司資料
5	Management Discussion and Analysis 管理層討論及分析
26	Other Information 其他資料
36	Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 中期簡明綜合損益及其他全面收益表
38	Interim Condensed Consolidated Statement of Financial Position 中期簡明綜合財務狀況表
40	Interim Condensed Consolidated Statement of Changes in Equity 中期簡明綜合權益變動表
42	Interim Condensed Consolidated Statement of Cash Flows 中期簡明綜合現金流量表
45	Notes to the Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

CORPORATE INFORMATION

公司資料

BOARD (THE “BOARD”) OF DIRECTORS (“DIRECTORS”)

Executive Directors

Mr. Li Xuechun (*Chairman of the Board*)
Ms. Zhang Weiping
Mr. Zuo Yichen
Mr. Lam Ngai Lung

Non-executive Directors

Mr. Lin Kaihua
Ms. Li Yanping

Independent Non-executive Directors

Mr. Chan Ngai Sang, Kenny
Mr. Yu Huangcheng
Mr. Wang Wei Hung, Andrew

AUDIT COMMITTEE

Mr. Chan Ngai Sang, Kenny (*Chairman*)
Mr. Yu Huangcheng
Mr. Wang Wei Hung, Andrew

REMUNERATION COMMITTEE

Mr. Wang Wei Hung, Andrew (*Chairman*)
Mr. Li Xuechun
Mr. Yu Huangcheng

NOMINATION COMMITTEE

Mr. Li Xuechun (*Chairman*)
Mr. Chan Ngai Sang, Kenny
Mr. Yu Huangcheng

AUTHORISED REPRESENTATIVES

Mr. Lam Ngai Lung
Mr. Zuo Yichen

COMPANY SECRETARY

Ms. Ng Wing Shan, *FCIS, FCS*

董事(「董事」)會(「董事會」)

執行董事

李學春先生(董事會主席)
張衛平女士
左燭晨先生
林毅龍先生

非執行董事

林開樺先生
李雁平女士

獨立非執行董事

陳毅生先生
余黃成先生
王惟鴻先生

審核委員會

陳毅生先生(主席)
余黃成先生
王惟鴻先生

薪酬委員會

王惟鴻先生(主席)
李學春先生
余黃成先生

提名委員會

李學春先生(主席)
陳毅生先生
余黃成先生

授權代表

林毅龍先生
左燭晨先生

公司秘書

吳詠珊女士 · *FCIS, FCS*

LEGAL ADVISOR**As to Hong Kong law:**

Luk & Partners
In Association with Morgan, Lewis & Bockius

AUDITOR

Ernst & Young
Certified Public Accountants

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

Room 301, Full Tower
No. 9 Dongsanhuan Zhonglu
Chaoyang District
Beijing, the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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89 Queensway Road
Admiralty
Hong Kong

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
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Cayman Islands

法律顧問**有關香港法律：**

陸繼鏘律師事務所
與摩根路易斯律師事務所聯營

核數師

安永會計師事務所
執業會計師

註冊辦事處

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

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中國北京市
朝陽區
東三環中路9號
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香港主要營業地點

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開曼群島股份登記及過戶處

Conyers Trust Company (Cayman) Limited
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Cayman Islands

CORPORATE INFORMATION (Continued)

公司資料(續)

HONG KONG SHARE REGISTRAR

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

PRINCIPAL BANKER

Industrial and Commercial Bank of China
Chongqing Heyang Branch

STOCK CODE

1569

COMPANY WEBSITE

www.minshengedu.com

香港證券登記處

香港中央證券登記有限公司
香港
灣仔
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合和中心17樓1712-1716室

主要往來銀行

中國工商銀行重慶合陽支行

股份代號

1569

公司網頁

www.minshengedu.com

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS OVERVIEW

The primary focus of Minsheng Education Group Company Limited (the “**Company**”, together with its subsidiaries and affiliated controlled entities, the “**Group**”) is to provide high-quality private higher education and vocational education in China dedicated to nurturing application-oriented professionals. We offer a comprehensive range of diverse majors and courses, including through our collaborative relationships and cooperative education programs with local businesses and government agencies, we strive to improve our students’ theoretical literacy, practical technique and increase the employment rate. As a result, we have achieved high graduate employment rates for our graduates from the schools we operate and/or manage. We attribute the relatively high graduate employment rates to the effectiveness of our education programmes, which we believe will continue to elevate our brand reputation and help us attract talented students.

On 22 March 2017, the Company launched a public offering on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), becoming the first listed private higher education group in China. The Company is one of the largest private higher education providers in China, as measured by total number of student enrollment. Beside the Group’s organic growth, it was mainly benefitting from the continuous implementation of external mergers and acquisitions, the Group had enrollment of 74,450 students in aggregate as at 30 June 2019, representing a significant increase of 71.8% as compared with that as at 30 June 2018.

The Group currently operates and/or manages 11 schools, in Chongqing, Yunnan and Shandong province, and Inner Mongolia, the PRC, the Group had acquired a new school in Jiangxi province in the first half of 2019, further increasing the number of the Group’s schools and expanding the Group’s coverage. Our 11 schools include:

- (i) **Seven higher education schools** – Chongqing College of Humanities, Science and Technology, Dianchi College of Yunnan University, Pass College of Chongqing Technology and Business University, Chongqing Vocational College of Applied Technology, Chongqing Electronic Information College, Inner Mongolia Fengzhou Vocational College (Qingcheng Branch), and Qufu Fareast Vocational and Technical College;

業務概覽

民生教育集团有限公司(「**本公司**」，連同其附屬公司及附屬控制實體統稱「**本集團**」)主要集中於中國提供優質的民辦高等教育和職業教育，致力於培養應用型專業人才。我們提供多樣化的專業及課程，包括通過與地方企業及政府機構的合作關係及合作教育計劃，藉此提升學生的理論素養和實踐技能及提高就業率。因此，我們營辦及／或管理的學校取得較高的畢業生就業率。我們認為，相對較高的畢業生就業率反映我們教育課程的成果，我們相信此將繼續提升品牌聲譽及有助我們吸引優秀學生。

於2017年3月22日，本公司作為第一家上市的中国民辦高等教育集團在香港聯合交易所有限公司(「**聯交所**」)公開發售。按在校生總人數計算，本公司為中國最大民辦高等教育供應商之一。除內生增長外，主要得益於外延併購項目的持續落實，截至2019年6月30日，本集團在校學生總人數達74,450名，較2018年6月30日大幅增長71.8%。

本集團現時於中國重慶、雲南及山東省以及內蒙古營辦及／或管理11所學校，本集團於2019年上半年收購江西省的一所新學校，本集團學校數量和覆蓋地區進一步增加。本集團的11所學校包括：

- (ii) **高等學校7所**—重慶人文科技學院、雲南大學滇池學院、重慶工商大學派斯學院、重慶應用技術職業學院、重慶電信職業學院、內蒙古豐州職業學院(青城分院)及曲阜遠東職業技術學院；

- (ii) **Two secondary vocational schools** – Laoling Minsheng Secondary Vocational School and Laoling Secondary Vocational and Technical School managed and operated under an entrustment management arrangement; and
- (iii) **Two high schools** – Shouguang Bohai Experimental School and Laoling Senior High School Affiliated with Minsheng Education Group.

(ii) 中職學校2所－樂陵民生職業中等專業學校及按委託管理安排營辦的樂陵市職業中等專業學校；及

(iii) 高中學校2所－壽光渤海實驗學校及民生教育集團附屬樂陵高級中學。

BUSINESS REVIEW DURING THE SIX MONTHS ENDED 30 JUNE 2019

截至2019年6月30日止六個月的業務回顧

1. **The Group has continued its external mergers and acquisition strategy.** During the six months ended 30 June 2019 (the “**Reporting Period**”), the Group has continued its external mergers and acquisitions strategy, which has laid down a solid foundation for the future development of the Group. During the Reporting Period, (i) the Group entered into an equity transfer agreement for an indirect acquisition of 51% of the school sponsor interest in Nanchang Vocational University (formerly known as Nanchang Vocational College (Undergraduate)) (“**Nanchang Vocational University**”); and (ii) Chongqing Yuecheng Zhiyuan Education Technology Co., Ltd.* (重慶悅誠智遠教育科技有限公司) (“**Chongqing Yuecheng**”), a consolidated affiliated entity of the Company, has commenced its comprehensive management of Qufu Fareast Vocational and Technical College (“**Fareast College**”). Please refer to the sub-section headed “Acquisitions in progress during the Reporting Period” below for details.
2. **The Group’s student enrollment quota has been growing steadily.** In May 2019, the Group’s higher education schools have received the student enrollment quota from the education authorities of each respective provinces, the student enrollment quota for the degree and junior college level of 2019-2020 school year recorded an increase of approximately 7.3% and 27.9%, respectively as compared to 2018-2019 school year.

1. 本集團延續外延併購策略。於截至2019年6月30日止六個月(「**報告期間**」)，本集團延續外延併購策略，為本集團未來的發展奠定堅實的基礎。於報告期間，(i)本集團訂立股權轉讓協議間接收購南昌職業大學(前稱南昌職業學院(本科)) (「**南昌職業大學**」) 51%的學校舉辦者權益；及(ii)本公司合併附屬實體重慶悅誠智遠教育科技有限公司 (「**重慶悅誠**」) 已經開始對曲阜遠東職業技術學院(「**遠東學院**」) 進行全面管理。詳情請參閱下文「報告期間待完成的收購」分節。

2. 本集團招生計劃人數穩步增長。本集團旗下高等院校於2019年5月已收到各省教育主管部門授予的招生計劃，本集團旗下高等院校2019-2020學年的本科及專科招生計劃人數與2018-2019學年相比分別增加約7.3%及27.9%。

3. **The Group continued its expansion in adult continuing education and on-job certification training.** During the Reporting Period, (i) Pass College of Chongqing Technology and Business University has commenced the adult continuing education, the school currently offers three undergraduate majors, namely business administration, marketing and accounting. During the Reporting Period, there were a total of 3,704 adult students for degree and junior college programs; and (ii) Chongqing College of Humanities, Science and Technology has commenced the teachers' certification training. An accumulative of 4,652 teachers have been trained as of 30 June 2019.
3. 本集團進一步拓展成人繼續教育及職業資格證培訓。於報告期間，(i)重慶工商大學派斯學院提供成人繼續教育課程，目前開設專業為工商管理、市場營銷及會計學三個本科專業。於報告期間合共有3,704名成人繼續教育本、專科學生；及(ii)重慶人文科技學院提供教師資格證培訓課程，截至2019年6月30日，已累計培訓4,652人次。
4. **The Group has further upgraded its teaching conditions and enhanced the learning environment.** In 2019, the Group further improved the schools' educational and teaching hardware conditions, such as (i) Chongqing College of Humanities, Science and Technology has expanded the existing student accommodation facilities. After the completion of the expansion, an additional 2,150 beds will be added, which are expected to be officially opened in September 2019; and (ii) Chongqing Vocational College of Applied Technology has expanded its existing student accommodation facilities and will add an additional 1,200 beds after the completion of the expansion, which are expected to be officially opened in September 2019.
4. 本集團進一步提升教學條件和優化學習環境。2019年本集團進一步改善學校的教育教學硬件條件，包括(i)重慶人文科技學院擴建現有學生宿舍設施。於擴建工程完成後，將增加2,150個床位，預期將於2019年9月正式投入使用；及(ii)重慶應用技術職業學院擴建現有學生宿舍設施。於擴建工程完成後，將增加1,200個床位，預期將於2019年9月正式投入使用。
5. **The Company has included in the MSCI Index.** With effect after the close of market on 28 May 2019, the Company has been included in the MSCI China All Shares Small Cap Index, one of the benchmark indexes commonly used as stock selection criteria for investment among global investors.
5. 本公司獲納入MSCI指數。自2019年5月28日收市後起，本公司獲納入MSCI中國全股票小型股指數(全球投資者通常用作投資選股標準的基準指數之一)。

OUR SCHOOLS IN CHINA

Eleven schools in the PRC were operated and/or managed by the Group as at 30 June 2019, four of which are located in Chongqing, five are located in Shandong, one is situated in Inner Mongolia and one in Yunnan, through which, we primarily offer higher education, including undergraduate and junior college education. Set forth below are certain particulars of the eleven schools of the Group:

我們在中國的學校

於2019年6月30日，本集團在中國營辦及／或管理11所學校，其中四所位於重慶，五所位於山東，一所位於內蒙古及一所位於雲南。透過該等學校，我們主要提供高等教育，包括本科及高職(大專)學歷教育。下列刊載本集團旗下11所學校的若干詳細資料：

Undergraduate Schools

Chongqing College of Humanities, Science and Technology

Chongqing College of Humanities, Science and Technology is a formal university-level higher education school located in Chongqing, the PRC. Its predecessor, Southwest University Yucai College, was recognized by the Ministry of Education of the PRC (the “MOE”) as an independent college in March 2003. In April 2013, the college was approved by the MOE to convert to a private independently organised university-level education school and was the first and only one private higher education school in Chongqing obtaining such approval for conversion. Chongqing College of Humanities, Science and Technology mainly provides undergraduate education and certain junior college education. The college has 15 second-level colleges and currently offers 43 undergraduate majors and 1 junior college major, covering 9 subject categories.

The tuition fee for Chongqing College of Humanities, Science and Technology for the 2018-2019 school year is approximately RMB12,000 to RMB18,000, depends on the major.

During the Reporting Period, Chongqing College of Humanities, Science and Technology has commenced the teachers' certification training. An accumulative of 4,652 teachers have been trained as of 30 June 2019.

Dianchi College of Yunnan University

Dianchi College of Yunnan University is an independent college located in Kunming city, Yunnan Province, the PRC, which was established in 2001. Dianchi College of Yunnan University offers formal undergraduate education. The college currently offers 48 undergraduate majors, covering 8 subject categories.

The tuition fee for Dianchi College of Yunnan University for the 2018-2019 school year is approximately RMB16,000 to RMB24,500, depends on the major.

本科學校

重慶人文科技學院

重慶人文科技學院為一所位於中國重慶的本科層次高等學校，其前身西南大學育才學院於2003年3月獲中國教育部(「教育部」)認可為獨立學院。於2013年4月，該學院經教育部批准轉設為獨立設置的民辦本科高校，為重慶第一所也是目前唯一一所取得批准轉設的民辦高校。重慶人文科技學院主要提供本科教育，以及部分大專學歷教育。學院設有15個二級學院，及現有43種本科專業及1種專科專業招生，涵蓋九大學科門類。

重慶人文科技學院2018-2019學年的學費為約人民幣12,000元至人民幣18,000元，視乎專業而定。

於報告期間，重慶人文科技學院開展教師資格證培訓課程。截至2019年6月30日，已累計培訓4,652人次。

雲南大學滇池學院

雲南大學滇池學院於2001年創辦，為一所位於中國雲南省昆明市的獨立學院。雲南大學滇池學院提供本科學歷教育。學院現有48種本科專業招生，涵蓋八大學科門類。

雲南大學滇池學院2018-2019學年的學費為約人民幣16,000元至人民幣24,500元，視乎專業而定。

Pass College of Chongqing Technology and Business University

Pass College of Chongqing Technology and Business University is an independent college located in Chongqing, the PRC, which was certified by the MOE in December 2003. This college mainly provides undergraduate education and certain junior college education and currently offers 24 undergraduate majors and 3 junior college majors.

The tuition fee for Pass College of Chongqing Technology and Business University for the 2018-2019 school year is approximately RMB12,000 to RMB16,000, depends on the major.

During the Reporting Period, Pass College of Chongqing Technology and Business University has commenced the adult continuing education, the school currently offers three undergraduate majors, namely business administration, marketing and accounting and three junior college programs, namely securities and future, marketing and accounting. During the Reporting Period, there were a total of 3,704 adult students for degree and junior college programs. The tuition fee for adult continuing education is approximately RMB2,600 to RMB2,800, depends on the major.

Higher Vocational Schools

Chongqing Electronic Information College

Chongqing Electronic Information College is a full-time ordinary higher education institution located in Chongqing, the PRC, providing junior college education. The college currently offers 21 majors.

The tuition fee for Chongqing Electronic Information College for the 2018-2019 school year is approximately RMB8,800 to RMB12,000, depends on the major.

重慶工商大學派斯學院

重慶工商大學派斯學院於2003年12月獲教育部認證，為一所位於中國重慶的獨立學院，其主要提供本科教育，及部分大專學歷教育，且現有24種本科專業及3種專科專業招生。

重慶工商大學派斯學院2018-2019學年的學費為約人民幣12,000元至人民幣16,000元，視乎專業而定。

重慶工商大學派斯學院於報告期間提供成人繼續教育課程，目前開設專業為工商管理、市場營銷及會計學三個本科專業及證券與期貨、市場營銷及會計三個專科專業。於報告期間合共有3,704名成人繼續教育本、專科學生。成人繼續教育課程的學費約為人民幣2,600元至人民幣2,800元，視乎專業而定。

高職學院

重慶電信職業學院

重慶電信職業學院為一所位於中國重慶的全日制普通高等院校，提供高職(大專)學歷教育。學院現時有招生專業21種。

重慶電信職業學院2018-2019學年的學費為約人民幣8,800元至人民幣12,000元，視乎專業而定。

Fareast College

Fareast College is a full-time ordinary higher education institution located in Qufu city, Shandong province, the PRC, providing junior college education. The college currently offers 28 majors.

Since February 2019, Fareast College has been entrusted to Chongqing Yuecheng for management and 51% of the net profit of Fareast College will be paid to Chongqing Yuecheng as management fee.

The tuition fee for Fareast College for the 2018-2019 school year is approximately RMB4,300 to RMB9,680, depends on the major.

Chongqing Vocational College of Applied Technology

Chongqing Vocational College of Applied Technology is a full-time ordinary higher education institution located in Chongqing, the PRC, providing junior college education. This college obtained approval as a higher vocational school by the People's Government of Chongqing in April 2005 and was registered with the Civil Affairs Department of Chongqing in December 2006. The college currently offers 20 majors.

The tuition fee for Chongqing Vocational College of Applied Technology for the 2018-2019 school year is approximately RMB9,000 to RMB9,800, depends on the major.

Inner Mongolia Fengzhou Vocational College (Qingcheng Branch)

Inner Mongolia Fengzhou Vocational College (Qingcheng Branch) is a full-time ordinary higher education institution located in Hohhot city, Inner Mongolia, the PRC, providing junior college education. We became one of its school sponsors and have been entitled to the entire interest in Inner Mongolia Fengzhou Vocational College (Qingcheng Branch) in 2008. The college currently offers 12 majors.

The tuition fee for Inner Mongolia Fengzhou Vocational College (Qingcheng Branch) for the 2018-2019 school year is approximately RMB7,000 for all majors.

遠東學院

遠東學院為一所位於中國山東省曲阜市的全日制普通高等院校，提供高職(大專)學歷教育。學院現時有招生專業28種。

自2019年2月起，遠東學院已委託予重慶悅誠管理，而遠東學院淨利潤的51%將作為管理服務費歸重慶悅誠所有。

遠東學院2018-2019學年的學費為約人民幣4,300元至人民幣9,680元，視乎專業而定。

重慶應用技術職業學院

重慶應用技術職業學院為一所位於中國重慶市的全日制普通高等院校，提供高職(大專)學歷教育。學院於2005年4月獲重慶市人民政府批准成為高等職業學院，並於2006年12月在重慶市民政局登記。學院現時有招生專業20種。

重慶應用技術職業學院2018-2019學年的學費為約人民幣9,000元至人民幣9,800元，視乎專業而定。

內蒙古豐州職業學院(青城分院)

內蒙古豐州職業學院(青城分院)為一所位於中國內蒙古呼和浩特市的全日制普通高等院校，提供高職(大專)學歷教育。我們於2008年成為學校舉辦者之一並有權享有內蒙古豐州職業學院(青城分院)的全部權益。學院現時有招生專業12種。

內蒙古豐州職業學院(青城分院)2018-2019學年所有專業的學費均為約人民幣7,000元。

Secondary vocational schools**Laoling Minsheng Secondary Vocational School**

Laoling Minsheng Secondary Vocational School is a full-time regular specialized secondary school located in Laoling city, Shandong province, the PRC, providing secondary vocational education, and the first batch of students enrolled has commenced the school year in September 2018. The school currently offers 8 majors.

Laoling Secondary Vocational and Technical School

Laoling Secondary Vocational and Technical School is a full-time regular specialized secondary school located in Laoling city, Shandong Province, the PRC, providing secondary vocational education. Pursuant to certain cooperation agreements entered into among the Group, the People's Government of Laoling and the Bureau of Education of Laoling, Laoling Secondary Vocational and Technical School is managed and operated by Laoling Minsheng Secondary Vocational School under an entrustment management arrangement. The school currently offers 12 majors.

High schools**Shouguang Bohai Experimental School**

Shouguang Bohai Experimental School is a high school located in Shouguang city, Shandong province, the PRC, offering grade 10 to grade 12 secondary education programs.

Laoling Senior High School Affiliated with Minsheng Education Group

Laoling Senior High School Affiliated with Minsheng Education Group is a high school located in Laoling city, Shandong province, the PRC, and the first batch of enrolled students have started the school year in September 2018.

中職學校**樂陵民生職業中等專業學校**

樂陵民生職業中等專業學校為一所位於中國山東省樂陵市的全日制普通中等專業學校，提供中專學歷教育，第一批招收的學生已於2018年9月開學。學校現時有招生專業8種。

樂陵市職業中等專業學校

樂陵市職業中等專業學校為一所位於中國山東省樂陵市的全日制普通中等專業學校，提供中專學歷教育。根據本集團、樂陵市人民政府及樂陵市教育局訂立之若干合作協議，樂陵民生職業中等專業學校按委託管理安排營辦樂陵市職業中等專業學校。學校現時有招生專業12種。

高中學校**壽光渤海實驗學校**

壽光渤海實驗學校為一所位於中國山東省壽光市的高中學校，提供高中一年級至高中三年級中學教育。

民生教育集团附屬樂陵高級中學

民生教育集团附屬樂陵高級中學校為一所位於中國山東省樂陵市的高中學校，第一批招收的學生已於2018年9月開學。

Our investments in overseas schools

In addition to our schools in the PRC, we have invested in Top Education Group Ltd. (“**Top Education**”), a private higher education provider in Australia whose shares are listed on the Stock Exchange (Stock Code: 1752), the Group has also invested in Beacon International College PTE. LTD. (“**Beacon International College**”) in Singapore and Hong Kong Nang Yan College of Higher Education Limited (“**Hong Kong Nang Yan College**”), a company limited by guarantee established under the laws of Hong Kong, in Hong Kong.

As at 30 June 2019, we directly owned approximately 8.17% of equity interest in Top Education and approximately 22.9% of equity interest in Beacon International College, and were one of the two members of Hong Kong Nang Yan College.

TOTAL NUMBER OF STUDENT ENROLLMENT

As at 30 June 2019, the total number of student enrollment of the Group amounted to 74,450, representing an increase of approximately 71.8% as compared to that of 30 June 2018.

我們於海外學校的投資

除我們於中國的學校外，我們已投資澳洲成峰高教集團有限公司(「**成峰高教**」)，該公司為一家位於澳洲的私立高等教育機構，其股份於聯交所上市(股份代號：1752)。本集團亦投資位於新加坡的Beacon International College PTE. LTD. (「**培根國際學院**」)及位於香港的香港能仁專上學院有限公司(「**香港能仁學院**」，根據香港法例設立的擔保有限公司)。

於2019年6月30日，我們直接擁有成峰高教約8.17%股權及培根國際學院約22.9%股權，並為香港能仁學院的兩名成員之一。

在校生總人數

截至2019年6月30日，本集團的在校生總人數為74,450名，較2018年6月30日增長約71.8%。

Schools	學校	Number of Enrolled Students as at 30 June 在校生總人數 於6月30日	
		2019 2019年	2018 2018年
Chongqing College of Humanities, Science and Technology	重慶人文科技學院	20,673	19,481
Dianchi College of Yunnan University	雲南大學滇池學院	18,928	— (Note 1)(附註1)
Pass College of Chongqing Technology and Business University	重慶工商大學派斯學院	14,495	10,447
Chongqing Electronic Information College	重慶電信職業學院	6,003	5,791
Fareast College ^(Note 2)	遠東學院 ^(附註2)	5,561	— (Note 1)(附註1)
Chongqing Vocational College of Applied Technology	重慶應用技術職業學院	3,138	2,857
Inner Mongolia Fengzhou Vocational College (Qingcheng Branch)	內蒙古豐州職業學院(青城分院)	2,030	2,267
Laoling Minsheng Secondary Vocational School	樂陵民生職業中等專業學校	226	— (Note 1)(附註1)
Laoling Secondary Vocational and Technical School	樂陵市職業中等專業學校	387	— (Note 1)(附註1)
Shouguang Bohai Experimental School	壽光渤海實驗學校	2,562	2,501
Laoling Senior High School Affiliated with Minsheng Education Group	民生教育集團附屬樂陵高級中學	447	— (Note 1)(附註1)
Total	總計	74,450	43,344

Notes:

- (1) Dianchi College of Yunnan University, Fareast College, and Laoling Secondary Vocational and Technical School were not operated by the Group as at 30 June 2018. No students had been enrolled in Laoling Minsheng Secondary Vocational School and Laoling Senior High School Affiliated with Minsheng Education Group as at 30 June 2018.
- (2) Since February 2019, Fareast College has been entrusted to Chongqing Yuecheng for management.

附註：

- (1) 雲南大學滇池學院、遠東學院及樂陵市職業中等專業學校於2018年6月30日尚未成為本集團營運的學校。樂陵民生職業中等專業學校及民生教育集团附屬樂陵高級中學於2018年6月30日尚未開始收學生。
- (2) 自2019年2月起，遠東學院已委託予重慶悅誠管理。

ACQUISITIONS IN PROGRESS DURING THE REPORTING PERIOD

Nanchang Vocational University

Nanchang Vocational University is a full-time ordinary private higher vocational undergraduate college located in Nanchang city, Jiangxi province, PRC, and is one of the first 15 pilot vocational undergraduate institutions in the PRC.

On 15 March 2019, Chongqing Yiersheng Education Technology Company Limited (“**Chongqing Yiersheng**”), a wholly-owned subsidiary of Chongqing Yuecheng (a consolidated affiliate entity of the Company), a third party (“**Mr. Zhang**”), as vendor, Nanchang Hezhitong Education Consulting Company Limited* (南昌合至同教育諮詢有限公司) (“**Nanchang Hezhitong**”) and Nanchang Vocational University entered into an equity transfer agreement, pursuant to which Chongqing Yiersheng conditionally agreed to acquire, and Mr. Zhang conditionally agreed to sell, 51% of the equity interest of Nanchang Hezhitong, at a total consideration of RMB510 million, which is to be satisfied in cash by instalments. Upon the completion, Chongqing Yiersheng will hold 51% of equity interest in Nanchang Hezhitong and indirectly hold 51% of school sponsor interest in Nanchang Vocational University through Nanchang Hezhitong.

For details, please refer to the announcements of the Company dated 15 March 2019 and 18 March 2019.

報告期間待完成的收購

南昌職業大學

南昌職業大學為一所位於中國江西省南昌市的民辦全日制普通高等職業本科學院，為全中國首批15所職業本科試點院校之一。

於2019年3月15日，重慶易而升教育科技有限公司(「**重慶易而升**」，重慶悅誠(本公司的一家合併附屬實體)的全資附屬公司)、一名第三方(「**章先生**」，作為賣方)、南昌合至同教育諮詢有限公司(「**南昌合至同**」)及南昌職業大學訂立股權轉讓協議，據此，重慶易而升有條件同意收購及章先生有條件同意出讓南昌合至同51%的股權，總代價為人民幣5.1億元，將以現金以分期付款方式支付。在交割完成後，重慶易而升將持有南昌合至同51%的股權，並通過南昌合至同間接持有南昌職業大學51%的學校舉辦者權益。

有關詳情，請參閱本公司日期為2019年3月15日及2019年3月18日的公告。

Fareast College

Fareast College is a full-time ordinary higher education institution located in Qufu city, Shandong province, the PRC.

On 23 November 2018, Chongqing Yuecheng, as purchaser, and a third party (“**Ms. Pan**”), as vendor, entered into a share transfer agreement (the “**Share Transfer Agreement**”), pursuant to which Ms. Pan agreed to sell to Chongqing Yuecheng, and Chongqing Yuecheng agreed to acquire, 51% of the equity interest of Qufu Changyong Corporate Management Consulting Company Limited (“**Qufu Changyong**”), at a total consideration of RMB91.8 million. Upon the completion, Chongqing Yuecheng will hold 51% of equity interest in Qufu Changyong and indirectly hold 51% of school sponsor interest in Fareast College through Qufu Changyong.

Subsequent to the execution of the Share Transfer Agreement, on 23 November 2018, Chongqing Yuecheng, Ms. Pan, Qufu Changyong and Fareast College signed an entrustment agreement (the “**Fareast College Entrustment Agreement**”), pursuant to which, with effect from the date of completion of the payment of the first instalment until the date of completion, Fareast College will be entrusted to Chongqing Yuecheng for management. During the entrustment period, 51% of the net profit of Fareast College will be paid to Chongqing Yuecheng as management fee.

Since February 2019, Fareast College has been entrusted to Chongqing Yuecheng for management.

For details, please refer to announcements of the Company dated 25 November 2018 and 15 January 2019.

Hebei University of Technology City College

Hebei University of Technology City College* (河北工業大學城市學院) (“**City College**”) is a full time independent college offering undergraduate studies located in Tianjin city, the PRC.

遠東學院

遠東學院為一所位於中國山東省曲阜市的全日制普通高等院校。

於2018年11月23日，重慶悅誠(作為買方)與第三方(「**潘女士**」，作為賣方)訂立股權轉讓協議(「**股權轉讓協議**」)，據此，潘女士同意向重慶悅誠出讓，而重慶悅誠同意收購曲阜昌永企業管理諮詢有限責任公司(「**曲阜昌永**」)51%的股權，總代價為人民幣91.8百萬元。在交割完成後，重慶悅誠將持有曲阜昌永51%的股權，並通過曲阜昌永間接持有遠東學院51%的學校舉辦者權益。

於簽署股權轉讓協議後，於2018年11月23日，重慶悅誠、潘女士、曲阜昌永及遠東學院簽訂委託管理協議(「**遠東學院委託管理協議**」)，據此，自第一期款項支付完畢之日起至交割日，遠東學院將委託予重慶悅誠進行管理。於委託管理期間，遠東學院淨利潤的51%作為管理服務費歸重慶悅誠所有。

自2019年2月起，遠東學院已委託予重慶悅誠管理。

有關詳情，請參閱本公司日期為2018年11月25日及2019年1月15日的公告。

河北工業大學城市學院

河北工業大學城市學院(「**城市學院**」)為一所位於中國天津市的全日制獨立學院，提供本科課程。

On 9 July 2018, the Company entered into a framework agreement (the “**Framework Agreement**”) with the Zhangjiakou Municipal People’s Government (張家口市人民政府) (the “**Zhangjiakou Government**”) and Hebei University of Technology (河北工業大學), together with the Zhangjiakou Government, the (“**Parties**”) in relation to the proposed cooperation (the “**Proposed Cooperation**”) regarding the operation of the City College. Pursuant to the Framework Agreement, with the support of Zhangjiakou Government, Hebei University of Technology and the Company will co-operate the City College in Zhangjiakou city of Hebei province. By taking advantage of the respective strengths, the parties strive to make the City College the best private undergraduate college in Hebei province and the application-oriented training base for talents in Hebei province through the opportunity of organizing the 2022 Winter Olympic Games, with around 10,000 undergraduate and junior college students in total.

On 22 August 2018, Chongqing Yuecheng entered into (i) a cooperation agreement with Hebei University of Technology in relation to the cooperation of sponsoring the City College; and (ii) a framework agreement with Hebei University of Technology in relation to the conversion of the City College into an independently organised private undergraduate higher education institution. On 23 August 2018, Chongqing Yuecheng entered into an agreement with the Zhangjiakou Government and Zhangjiakou Economic Development Zone Management Committee* (張家口經濟開發區管理委員會) in relation the cooperation of construction and development of City College. For details on the above agreements, please refer to the announcement of the Company dated 24 August 2018.

For details, please refer to the announcements of the Company dated 9 July 2018 and 24 August 2018.

於2018年7月9日，本公司與張家口市人民政府(「張家口政府」)及河北工業大學(連同張家口政府，稱為「各方」)就有關擬合作(「擬合作」)舉辦城市學院簽署框架協議(「框架協議」)。根據框架協議，在張家口政府的支持下，河北工業大學和本公司將在河北省張家口市共同舉辦城市學院，通過發揮各自優勢，爭取借助在張家口舉辦2022年冬季奧林匹克運動會之契機，將城市學院打造成河北省最佳民辦本科高校和河北省應用型人才培養基地，本專科在校生規模達到1萬人以上。

於2018年8月22日，重慶悅誠與河北工業大學簽署(i)合作舉辦城市學院協議書；及(ii)有關城市學院轉設為獨立設置的民辦本科高校的框架協議書。於2018年8月23日，重慶悅誠與張家口政府及張家口經濟開發區管理委員會簽署城市學院建設與發展合作協議。有關以上協議的詳情，請參閱本公司日期為2018年8月24日的公告。

有關詳情，請參閱本公司日期為2018年7月9日及2018年8月24日的公告。

Anhui Wonder University of Information Engineering

Anhui Wonder University of Information Engineering* (安徽文達信息工程學院) (“**Wonder University**”) is an independently organised private undergraduate higher education institution located in Hefei city, Anhui province, the PRC, which was established in 2001, offering courses and programs leading to higher education degrees.

On 30 August 2017, Chongqing Yuecheng entered into an acquisition agreement with the current school sponsor of Wonder University pursuant to which Chongqing Yuecheng agreed to acquire 51% of the school sponsor's interest in Wonder University for a total consideration of RMB500 million.

For details, please refer to the announcements of the Company dated 30 August 2017 and 27 September 2017.

As at 30 June 2019, the abovementioned acquisitions in progress during the Reporting Period were going through the approval procedures of government authorities. The Company is closely following up the progress of approval procedures and will publish further announcement(s) in respect of such matter pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as and when appropriate.

EXPANSION OF FINANCING CHANNELS DURING THE REPORTING PERIOD

During the Reporting Period, the Group proactively expanded financing channels through bank loans, with a view to provide regular and long-term financial support for the business development of the Company.

Loan from Bank of China (Hong Kong) Company Limited

In February 2019, according to a USD50 million banking facilities agreement (the “**Facilities Agreement**”) signed between the Company and Bank of China (Hong Kong) Company Limited, the Company withdrew HKD250 million for 5 years, which was mainly used for the Company's mergers and acquisitions activities.

安徽文達信息工程學院

安徽文達信息工程學院(「**文達學院**」)為一所於2001年創辦，位於中國安徽省合肥市的獨立設置的民辦本科高等院校，提供本科及專科課程。

於2017年8月30日，重慶悅誠與文達學院現有學校舉辦者訂立收購協議，據此，重慶悅誠同意收購文達學院51%的學校舉辦者權益，總代價為人民幣5億元。

有關詳情，請參閱本公司日期為2017年8月30日及2017年9月27日的公告。

於2019年6月30日，上述報告期間待完成的收購有待相關政府部門審批，本公司正在密切跟進審批手續的進展，並將依照香港聯合交易所有限公司證券上市規則(「**上市規則**」)於適當時候就此事宜進一步予以公告。

報告期間拓展的融資渠道

報告期間，本公司積極拓展融資渠道，通過銀行貸款形式，為本公司業務發展提供長期、穩定的金融支持。

向中國銀行(香港)有限公司借款

於2019年2月，根據本公司與中國銀行(香港)有限公司簽署的5,000萬美元銀行授信協議(「**授信協議**」)，本公司已提取2.5億港元的借款，借款期為五年，主要用於本公司的併購活動。

PROVISION OF LOAN DURING THE REPORTING PERIOD

On 27 June 2019, Chongqing Yuecheng, as the lender, Leed National Education Technology (Beijing) Limited* (勵德國際教育科技(北京)有限公司) (“**Leed National**”), as the borrower designated by the vendors of Leed International Education Group Inc. (“**Leed International**”), Minsheng Vocational Education Company Limited and the vendors of Leed International entered into a loan agreement, pursuant to which, Chongqing Yuecheng agreed to lend to Leed National, and Leed National agreed to borrow from Chongqing Yuecheng, a loan in the principal amount of RMB200 million. The abovementioned loan has been drawn down in accordance with the terms of the loan agreement during the Reporting Period.

For further details of the loan, please refer to the announcement dated 27 June 2019.

OUTLOOK

Organic growth

Our schools have always committed at cultivating outstanding professionals with application-orientated skills. During the first half of 2019, the Chinese government promulgated a series of policies and documents in promoting the integration of production and education, encouraging the cultivation of application-orientated talents and the operation of diversified vocational schools. Our schools have also been benefited by the large scale expansion of one million people in higher vocational colleges this year as mentioned in the State Council Government Work Report 2019* (2019年國務院政府工作報告) released by the State Council of the PRC on 5 March 2019. It is expected that the new student enrolment quota of the 2019-2020 school year in our higher education schools will record a considerable growth.

於報告期間提供的貸款

於2019年6月27日，重慶悅誠(作為貸款人)、勵德國際教育集團有限公司(「勵德集團」)賣方指定的借款人勵德國際教育科技(北京)有限公司(「勵德國際」)、民生職業教育有限公司及勵德集團賣方訂立貸款協議，據此重慶悅誠同意貸款給勵德國際，而勵德國際同意向重慶悅誠籌借本金為人民幣2億元的貸款。上述貸款已根據貸款協議條款於報告期間提取。

有關貸款的進一步詳情，請參閱日期為2019年6月27日的公告。

未來展望

內生增長

我們的院校一直以培養具備應用型技能的優秀專業人才為目標。於2019年上半年，中國政府相繼頒佈了一系列政策和文件，促進產教融合，鼓勵培養應用型人才，建設多元化辦學格局。中國國務院於2019年3月5日刊發的2019年國務院政府工作報告提出，高職院校今年大規模擴招100萬人，本集團各高等院校亦從中受惠，預期本集團高等學校於2019-2020學年的新入讀學生人數有較大的增加。

Mergers and acquisitions

According to the 2018 National Education Operation and Development Statistics* (2018年全國教育事業發展統計公報) issued by the MOE, there are 750 private colleges and universities (including 265 independent colleges) in China, since these private colleges and universities are relatively fragmented and the sector are less concentrated, the Group relies on its management team's accumulated experience in business operation and mergers and acquisitions in the higher education industry, grasping the development opportunities brought by the China's policy to further expand and enhance the Group's school network and number of students through acquisition(s) of high-quality private universities, and continuing to strive to cultivate high-end application-orientated talents which will lay a foundation for the Group's long-term development.

The Group plans to use its internal resources and external financing to fund the mergers and acquisitions.

外延併購

根據教育部發佈的2018年全國教育事業發展統計公報，中國有750所民辦高校(包括265所獨立院校)，學校分佈較為分散，版塊集中度低，本集團憑藉其管理層團隊於高等教育行業的業務營運及併購方面積累的經驗，把握中國政策帶來的發展的機遇，透過收購優質民辦高校進一步拓展和擴大本集團的學校網絡及學生人數，並持續致力於培養高端應用型人才，為本集團的長期發展奠定基礎。

本集團計劃動用其內部資源及外部融資以提供併購所需資金。

FINANCIAL REVIEW

Revenue

Revenue represents the value of services rendered during the Reporting Period. The Group derives revenue primarily from tuition fees and boarding fees our schools collected from students.

The revenue of the Group increased by approximately 66.4% from approximately RMB316.3 million for the six months ended 30 June 2018 to approximately RMB526.4 million for the six months ended 30 June 2019. This increase was primarily due to the increase of the Group's student enrolment of approximately 71.8% since the end of the corresponding period in 2018.

For the total number of student enrolment as at 30 June 2018 and 2019, please refer to the sub-section headed "Total number of student enrolment" above.

Cost of sales

Cost of sales consists primarily of staff costs, depreciation and amortization, cost of cooperative education, utilities, and other costs.

The cost of sales increased by approximately 72.2% from RMB127.7 million for the six months ended 30 June 2018 to approximately RMB219.9 million for the six months ended 30 June 2019. This increase was primarily due to (i) the increase of teaching staff as compared to 30 June 2018; (ii) the increase in the teachers remuneration and benefits as detailed in the sub-section headed "Financial and Liquidity Position – Salary increment for employees, training and development" below; and (iii) the increase in depreciation costs as a result of consolidation of the newly acquired schools into the Group since the end of the corresponding period in 2018.

財務回顧

收益

收益指於報告期間所提供的服務的價值。本集團主要自學校向學生收取的學費及住宿費錄得收益。

本集團的收益由截至2018年6月30日止六個月的約人民幣316.3百萬元增加約66.4%至截至2019年6月30日止六個月的約人民幣526.4百萬元。增長主要由於本集團自2018年同期期末以來學生入學人數增加約71.8%所致。

有關於2018年及2019年6月30日的在校學生總人數，請參閱上文「在校學生總人數」分節。

銷售成本

銷售成本主要包括員工成本、折舊及攤銷、合作教育成本、水電費及其他成本。

銷售成本由截至2018年6月30日止六個月的人民幣127.7百萬元增加約72.2%至截至2019年6月30日止六個月的約人民幣219.9百萬元。有關增長主要由於(i)與2018年6月30日相比，教職員工有所增加；(ii)教師薪酬及福利費的增加(詳情載於下文「財務及流動資金狀況－僱員薪酬、培訓及發展」分節)；及(iii)自2018年同期期末以來，新併入本集團的學校導致折舊費用增加。

Gross profit

The gross profit increased by approximately 62.6% from approximately RMB188.5 million for the six months ended 30 June 2018 to approximately RMB306.5 million for the six months ended 30 June 2019, and gross profit margin slightly decreased from approximately 59.6% to approximately 58.2%, which was mainly due to the increase in number and salary of teaching staff and the increase in depreciation of new schools newly consolidated to the Group since the end of the corresponding period in 2018.

Other income and gains

Other income and gains consist primarily of government grants, interest income from National Education, bank interest income, rental income and etc.

Other income and gains decreased by approximately 12.5% from approximately RMB44.9 million for the six months ended 30 June 2018 to approximately RMB39.3 million for the six months ended 30 June 2019. This decrease was primarily due to the decrease of the investment income from short-term investments and the bank interest income.

Selling and distribution expenses

Selling and distribution expenses consist primarily of salaries and other benefits for our staff who are in charge of student recruitment and advertising, advertising expenses and student recruitment expenses.

Selling and distribution expenses decreased by approximately 13.8% from approximately RMB6.5 million for the six months ended 30 June 2018 to approximately RMB5.6 million for the six months ended 30 June 2019, which was primarily due to the Group has implemented a stringent cost control on the advertising and marketing cost in relation to the student recruitment during the Reporting Period.

毛利

毛利由截至2018年6月30日止六個月的約人民幣188.5百萬元增加約62.6%至截至2019年6月30日止六個月的約人民幣306.5百萬元，而毛利率由約59.6%略微下跌至約58.2%，主要由於自2018年同期期末以來教職員工人數及薪酬增加以及新併入本集團學校導致折舊費用增加所致。

其他收入及收益

其他收入及收益主要包括政府補助、來自勵德國教的利息收入、銀行利息收入及租金收入等。

其他收入及收益由截至2018年6月30日止六個月的約人民幣44.9百萬元減少約12.5%至截至2019年6月30日止六個月的約人民幣39.3百萬元。減少主要由於短期投資的投資收入及銀行利息收入減少。

銷售及分銷開支

銷售及分銷開支主要包括負責招生及廣告的人員的薪金及其他福利、廣告開支及招生開支。

銷售及分銷開支由截至2018年6月30日止六個月的約人民幣6.5百萬元減少約13.8%至截至2019年6月30日止六個月的約人民幣5.6百萬元，主要由於本集團於報告期間對招生相關廣告及營銷成本實行嚴格控制。

Administrative expenses

Administrative expenses primarily consist of the salaries and other benefits for general and administrative staff, office-related expenses, depreciation of office buildings and equipment, environment and health expenses, travel and transportation expenses and rental expenses.

Administrative expenses increased significantly by approximately 51.1% from approximately RMB55.0 million for the six months ended 30 June 2018 to approximately RMB83.1 million for the six months ended 30 June 2019 due to the administrative expenses of Dianchi College of Yunnan University have been fully consolidated into to the Group's financial statements during the Reporting Period.

Other expenses

Other expenses consist primarily of expenses relating to donations made to third-party educational and other institutions, loss on disposal of property, plant and equipment and the provision of bad debts.

Other expenses increased substantially from approximately RMB3.4 million for the six months ended 30 June 2018 to approximately RMB10.5 million for the six months ended 30 June 2019. This increase was primarily attributable to the provision of bad debts of approximately RMB6.5 million.

Finance costs

Finance costs mainly include (i) interests on bank loans and other borrowings; and (ii) the interest on the put option liability in connection with the put option (the **"Put Option"**) granted by the vendors of the Leed International.

Finance costs has increased significantly from approximately RMB2.4 million for the six months ended 30 June 2018 to approximately RMB36.8 million for the six months ended 30 June 2019, which was mainly due to (i) interests on bank loans and other borrowings which were borne by the schools we newly acquired through merger and acquisitions, and (ii) interest on the Put Option liability arose from the acquisition of Leed International in August 2018.

行政開支

行政開支主要包括一般及行政員工的薪金及其他福利、辦公相關的開支、辦公大樓及設備折舊、環境衛生開支、差旅開支及租金開支。

行政開支由截至2018年6月30日止六個月的約人民幣55.0百萬元大幅增加約51.1%至截至2019年6月30日止六個月的約人民幣83.1百萬元，此乃由於報告期間雲南大學滇池學院產生的行政開支全數合併到本集團之財務報表所致。

其他開支

其他開支主要包括有關向第三方教育及其他機構捐款的開支、出售物業、廠房及設備虧損，以及壞賬撥備。

其他開支由截至2018年6月30日止六個月的約人民幣3.4百萬元大幅增加至截至2019年6月30日止六個月的約人民幣10.5百萬元，主要由於存在壞賬撥備約人民幣6.5百萬元。

融資成本

融資成本主要包括(i)銀行貸款及其他借貸利息；及(ii)與勵德集團的賣方所授認沽期權(「**認沽期權**」)有關的認沽期權負債的利息。

融資成本由截至2018年6月30日止六個月的約人民幣2.4百萬元大幅增加至截至2019年6月30日止六個月的約人民幣36.8百萬元，主要由於(i)新併購學校原有的銀行貸款及其他借貸利息，及(ii)因於2018年8月收購勵德集團而產生的認沽期權負債利息所致。

Fair value gain from an equity investment at fair value through profit or loss

Fair value gain from an equity investment at fair value through profit or loss decreased significantly by approximately 98.5% from approximately RMB60.3 million for the six months ended 30 June 2018 to approximately RMB0.9 million for the six months ended 30 June 2019, which was mainly due to substantial decrease in the fair value of the equity investment in Top Education.

Profit for the period

As a result of the above factors, profit for the period of the Group decreased by approximately 7.8% from approximately RMB221.0 million for the six months ended 30 June 2018 to approximately RMB203.7 million for the six months ended 30 June 2019.

Adjusted net profit

The Group defines its adjusted net profit as its profit for the period after adjusting for those items which are not indicative of the Group's operating performances (as presented in the table below). This is not a IFRSs measure. The Group has presented this item because the Group considers it an important supplemental measure of the Group's operational performance used by the Group's management as well as analysts or investors. The following table shows profit and adjusted net profit of the Group for the periods presented below:

按公平值計入損益的股權投資的公平值收益

按公平值計入損益的股權投資的公平值收益由截至2018年6月30日止六個月的約人民幣60.3百萬元大幅減少約98.5%至截至2019年6月30日止六個月的約人民幣0.9百萬元，主要由於對成峰高教的股權投資的公平值大幅減少所致。

期間溢利

由於上述因素，本集團期間溢利由截至2018年6月30日止六個月的約人民幣221.0百萬元減少約7.8%至截至2019年6月30日止六個月的約人民幣203.7百萬元。

經調整淨溢利

本集團將其經調整淨溢利定義為就與本集團經營表現無關的項目作出調整後的期間溢利（如下表所呈列）。其並非一項國際財務報告準則計量。本集團呈列該項目，乃由於本集團認為其為本集團管理層以及分析師或投資者所採用的本集團經營表現的重要補充計量。下表載列本集團於以下所呈列期間的溢利與經調整淨溢利：

		Six months ended 30 June	
		截至6月30日止六個月	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Profit for the period	期間溢利	203,674	220,992
Add:	加：		
Unrealised exchange loss	未變現匯兌虧損	696	1,283
Share option expenses	購股權開支	9,706	4,948
Interest of the Put Option liability arose from the acquisition	收購事項產生的認沽期權負債的利息	18,742	—
Adjusted net profit	經調整淨溢利	232,818	227,223

Adjusted net profit for the six months ended 30 June 2019 increased by approximately RMB5.6 million or approximately 2.5% as compared with the corresponding period in 2018. Adjusted net profit margin decreased from approximately 71.8% for the six months ended 30 June 2018 to approximately 44.2% for the six months ended 30 June 2019.

FINANCIAL AND LIQUIDITY POSITION

Net current assets

As at 30 June 2019, the Group had net current assets of approximately RMB26.1 million, which primarily consisted of cash and bank balances. The current assets as at 30 June 2019 decreased to approximately RMB836.8 million from approximately RMB1,578.0 million as at 31 December 2018. The decrease in current assets primarily attributable to a decrease in cash and bank balances, which decreased from approximately RMB1,505.8 million as at 31 December 2018 to approximately RMB752.8 million as at 30 June 2019, mainly due to (a) the provision of loan of RMB200 million to Leed National during the Reporting Period as mentioned in the sub-section headed "Provision of loan during the Reporting Period" above; (b) approximately RMB150 million of repayment on behalf of Leed International to China Education Holdings Limited in relation to the acquisition of Leed International; (c) approximately RMB150 million has been used for daily operating purposes; and (d) approximately RMB115 million has been used on purchasing on fixed assets and software.

The current liabilities decreased from approximately RMB1,507.1 million as at 31 December 2018 to approximately RMB810.7 million as at 30 June 2019, mainly reflecting (i) a decrease of approximately RMB506.2 million in contract liabilities as at 30 June 2019; and (ii) a decrease of approximately RMB211.9 million in other payables and accruals.

Indebtedness

The Group's interest-bearing bank and other borrowings primarily consisted of short-term working capital loans to supplement our working capital and finance our expenditure and long-term project loans for the continuous development of our school buildings and facilities.

截至2019年6月30日止六個月的經調整淨溢利較2018年同期增加約人民幣5.6百萬元或約2.5%。經調整淨利潤率由截至2018年6月30日止六個月的約71.8%下降至截至2019年6月30日止六個月的約44.2%。

財務及流動資金狀況

流動資產淨值

於2019年6月30日，本集團擁有流動資產淨值約人民幣26.1百萬元，主要包括現金及銀行結餘。於2019年6月30日的流動資產由2018年12月31日的約人民幣1,578.0百萬元減少至約人民幣836.8百萬元。流動資產減少主要歸因於現金及銀行結餘由2018年12月31日的約人民幣1,505.8百萬元減少至2019年6月30日的約人民幣752.8百萬元，乃主要因(a)誠如上文「於報告期間提供的貸款」分節所述，報告期間向勵德國際提供的人民幣200百萬元貸款；(b)就收購勵德集團代表勵德集團向China Education Holdings Limited償還約人民幣150百萬元；(c)約人民幣150百萬元已用於日常營運用途；及(d)約人民幣115百萬元已用於購買固定資產及軟件。

流動負債由2018年12月31日的約人民幣1,507.1百萬元減少至2019年6月30日的約人民幣810.7百萬元，主要反映(i)於2019年6月30日合同負債減少約人民幣506.2百萬元；及(ii)其他應付款項及應計費用減少約人民幣211.9百萬元。

債務

本集團的計息銀行及其他借貸主要包括用於補充營運資金及為我們的支出提供資金的短期營運資金貸款及用於持續興建學校樓宇及設施的長期項目貸款。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

The bank loans and other borrowings amounted to approximately RMB591.1 million as at 30 June 2019, dominated in Renminbi and Hong Kong dollar (“**HK\$**”). As at 30 June 2019, our bank loans and other borrowings bore effective interest rates ranging from 2.5% to 24.0% per annum. As at 30 June 2019, the bank loans and other borrowings of the Group amounted to approximately RMB266.2 million, which bore interest at fixed interest rate.

The Group’s objective is to maintain a balance between continuity of funding and flexibility through the use of internally generated cash flows from operations and other borrowings. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations. The Group does not use any financial instrument for hedging purpose.

Contingent liabilities

As at 30 June 2019, the Group did not have material contingent liabilities, guarantees or litigations or claims of material importance, pending against any member of the Group (as at 31 December 2018: nil).

Pledge of assets

As at 30 June 2019, certain of the Group’s buildings and land with a net carrying amount of approximately RMB337.5 million (31 December 2018: RMB342.0 million) were pledged to secure bank loans and other borrowings.

Foreign exchange exposure

The majority of the Group’s revenue and expenditures are denominated in RMB. As at 30 June 2019, certain bank balances were denominated in United States dollar and HK\$. The Group currently does not have any foreign currency hedging policies. The management will continue to monitor the Group’s foreign exchange risk exposure and consider adopting prudent measures as appropriate.

Gearing ratio

The gearing ratio, which is calculated by dividing total borrowings by total equity, increased to approximately 15.8% as at 30 June 2019 from approximately 13.0% as at 31 December 2018, which was due to the increase in newly-borrowed bank loans during the Reporting Period.

於2019年6月30日的銀行貸款及其他借貸達約人民幣591.1百萬元，均以人民幣及港幣(「**港幣**」)計值。於2019年6月30日，我們的銀行貸款及其他借貸按2.5%至24.0%的實際年利率計息。於2019年6月30日，本集團的銀行貸款及其他借貸為約人民幣266.2百萬元，按固定利率計息。

本集團的目標為通過使用經營內部產生之現金流量及其他借貸維持資金持續供應與靈活性之間的平衡。本集團定期檢討主要資金狀況以確保有足夠財務資源履行財務責任。本集團並無動用任何金融工具作對沖用途。

或然負債

於2019年6月30日，本集團沒有重大或然負債、擔保或本集團任何成員公司並無未決的重大訴訟或申索(於2018年12月31日：無)。

資產質押

於2019年6月30日，本集團賬面淨值為約人民幣337.5百萬元(2018年12月31日：人民幣342.0百萬元)的若干樓宇及土地已予抵押以取得銀行貸款及其他借貸。

外幣匯兌風險

本集團的大部份收益及開支以人民幣計值。於2019年6月30日，若干銀行結餘以美元及港幣計值。本集團目前並無任何外匯對沖政策。管理層將持續監察本集團的外幣匯兌風險及考慮適時採取審慎措施。

資本負債率

於2019年6月30日，資本負債率，乃按總借款除以總權益計算，由2018年12月31日約13.0%上升至約15.8%，乃由於報告期間新借銀行貸款增加所致。

Salary increment for employees, training and development

As at 30 June 2019, the Group had a total of 4,626 employees. In order to motivate our faculty staff for better work performance, the Group has reviewed and increased the salaries of employees. The increment in salaries is based on their performance, experience and prevailing industry practices, with all compensation policies and packages reviewed on a regular basis. As required by the PRC laws and regulations, we participate in various employee social security plans for our employees that are administered by local governments, including pension, medical, maternity, work-related injury, unemployment insurance and housing provident fund.

In addition, the Group provides comprehensive training programs to its existing and newly recruited employees and/or sponsors its employees to attend various job-related training courses and also support some excellent teachers to study, receive training and academic exchange with famous universities abroad.

僱員薪酬、培訓及發展

於2019年6月30日，本集團擁有合共4,626名僱員。本集團為激勵教職員工更加出色優異地工作，檢討及增加了僱員的薪酬。增加的薪酬乃基於彼等的表現、經驗及現行行業慣例而釐定，並會定期檢討所有薪酬政策及組合。我們根據中國法律及法規的規定為我們的僱員參與由當地政府管理的各項僱員社會保障計劃，其中包括養老、醫療、生育、工傷和失業保險及住房公積金。

此外，本集團為其現有及新聘用的僱員提供全面培訓及／或資助僱員參加各種與工作有關的培訓課程，也支持部份優秀教師去國外知名大學學習、培訓和進行學術交流。

OTHER INFORMATION

其他資料

USE OF NET PROCEEDS FROM LISTING

Net proceeds from the Listing (including the over-allotment option and after deducting underwriting fee and relevant expenses) amounted to approximately HK\$1,374.7 million. As at 30 June 2019, a total amount of HK\$909.2 million out of the net proceeds had been used by the Group according to the allocation set out in the prospectus of the Company dated 10 March 2017 (“**Prospectus**”).

The following sets forth a summary of the utilisation of the net proceeds:

上市所得款項淨額用途

上市所得款項淨額(包括超額配股部份及經扣除包銷費用及相關開支後)為約1,374.7百萬港元。於2019年6月30日，本集團根據本公司日期為2017年3月10日之招股章程(「招股章程」)所載分配從所得款項淨額動用合共909.2百萬港元。

下表載列所得款項淨額使用概要：

Purpose	Percentage to total amount	Net proceeds	Utilised amount at 30 June 2019	Unutilised amount at 30 June 2019	Expected timeline
用途	佔總金額百分比	所得款項淨額 HKD 港元 (million) (百萬元)	於2019年 6月30日 已動用金額 HKD 港元 (million) (百萬元)	於2019年 6月30日 尚未動用金額 HKD 港元 (million) (百萬元)	預期時間表
Acquiring additional existing schools in the PRC and overseas	55.0%	756.1	694.8	61.3	As at the date of this report, the Group had no finalised or definite agreements for investment or acquisition
收購中國及海外其他現有學校					於本報告日期，本集團並無有關投資或收購的已落實或具體協議
Establishing new schools or expanding the existing schools we own or operate	21.2%	291.4	–	291.4	As at the date of this report, the Group had no finalised or definite plan for expanding the existing schools we own or operate
建立新學校或擴充我們擁有或營辦的現有學校					於本報告日期，本集團並無有關擴充我們擁有或營辦的現有學校的已落實或具體計劃
Repaying a term loan from a third-party financial institution	14.8%	203.5	162.0	41.5	2019-2021
償還自第三方金融機構取得的定期貸款					
Financing working capital and general corporate use	9.0%	123.7	52.4	71.3	2019-2021
為營運資金及一般公司用途提供資金					
Total 總計	100.0%	1,374.7	909.2	465.5	2019年至2021年

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARE, UNDERLYING SHARES AND DEBENTURES**董事及主要行政人員於股份、相關股份及債權證中擁有的權益及淡倉**

As at 30 June 2019, the interests and short positions of the Directors (the “**Director(s)**”) and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“**SFO**”), Chapter 571 of the Laws of Hong Kong), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by directors of Listed Issuers (the “**Model Code**”), were as follows:

於2019年6月30日，本公司董事(「**董事**」)及主要行政人員於本公司或其相聯法團(定義見香港法例第571章證券及期貨條例(「**證券及期貨條例**」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第352條須記錄於由本公司存置的登記冊，或根據上市發行人董事進行證券交易的標準守則(「**標準守則**」)須知會本公司及聯交所的權益及淡倉如下：

Long Position in the shares**股份中的好倉**

Name of Director 董事姓名	Nature of interest 權益性質	Number of shares held 持有股份數目	Position 好倉／淡倉	Approximate percentage of shareholding in the Company as at 30 June 2019 於2019年6月30日於本公司的股權概約百分比
Mr. Li Xuechun ^(Note) 李學春先生(附註)	Beneficial owner 實益擁有人	3,000,000,000	Long 好倉	74.67%
Ms. Zhang Weiping 張衛平女士	Beneficial owner 實益擁有人	30,000,000	Long 好倉	0.75%
Mr. Zuo Yichen 左熠晨先生	Beneficial owner 實益擁有人	8,000,000	Long 好倉	0.20%
Mr. Lam Ngai Lung 林毅龍先生	Beneficial owner 實益擁有人	8,000,000	Long 好倉	0.20%
Ms. Li Yanping 李雁平女士	Beneficial Owner 實益擁有人	1,000,000	Long 好倉	0.02%

Note: Mr. Li holds 90% of the issued share capital of Minsheng Group Company Limited (formerly known as Honest Cheer Investments Limited) (“**Minsheng Group**”) and is its sole director and he is therefore deemed to be interested in the shares held by Minsheng Group. Ms. Li Ning, daughter of Mr. Li, holds the remaining 10% of the issued share capital of Minsheng Group.

附註：李先生持有民生集團有限公司(前稱誠悅投資有限公司)(「**民生集團**」)90%已發行股本，並為民生集團的唯一董事，故被視為為民生集團所持有股份中擁有權益。李寧女士為李先生的女兒，彼持有民生集團餘下的10%已發行股本。

OTHER INFORMATION (Continued)
其他資料(續)

Save as disclosed above, as at 30 June 2019, neither the chief executive nor any of the Directors of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2019, so far as is known to any Directors or chief executive of the Company, the following persons (other than Director or chief executive of the Company) or corporations who had interest or short positions in the shares and underlying shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

除上述披露者外，於2019年6月30日，本公司的主要行政人員或任何董事概無於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有或被視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所(包括根據證券及期貨條例的有關條文彼等被當作或視為擁有的權益或淡倉)；或(ii)根據證券及期貨條例第352條須記錄於該條所述登記冊內；或(iii)根據標準守則須知會本公司及聯交所的權益或淡倉。

主要股東於股份及相關股份中擁有的權益及淡倉

就本公司任何董事或主要行政人員所知，於2019年6月30日，於本公司股份及相關股份擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露，或須記錄於根據證券及期貨條例第336條須存置的登記冊內的權益或淡倉的人士(本公司董事或主要行政人員除外)或公司如下：

Name of Shareholder	Nature of interest	Number of shares held	Position	Approximate percentage of shareholding in the Company as at 30 June 2019 於2019年6月30日 於本公司的股權 概約百分比
股東名稱	權益性質	持有股份數目	好倉／淡倉	
Minsheng Group (formerly known as Honest Cheer Investments Limited)	Beneficial owner 實益擁有人	3,000,000,000	Long 好倉	74.67%
民生集團(前稱誠悅投資有限公司) City Legend International Limited 華昌國際有限公司	Beneficial owner 實益擁有人	332,000,000	Long 好倉	8.26%

Save as disclosed above, as at 30 June 2019, the Directors and the chief executive of the Company are not aware of any other person or corporation having an interest or short position in the shares and underlying shares of the Company which would require to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

SHARE OPTION SCHEME

The share option scheme of the Company (the “**Shares Option Scheme**”) was conditionally approved by a resolution of our sole shareholder passed on 2 March 2017 and adopted by a resolution of the Board on 2 March 2017 (the “**Adoption Date**”).

除上述披露者外，於2019年6月30日，本公司董事及主要行政人員概不知悉任何其他人士或公司於本公司之股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露，或記錄於本公司須根據證券及期貨條例第336條存置的登記冊內的權益或淡倉。

購股權計劃

本公司購股權計劃(「**購股權計劃**」)經唯一股東於2017年3月2日通過的決議案有條件批准及由董事會於2017年3月2日(「**採納日期**」)的決議案所採納。

OTHER INFORMATION (Continued)
其他資料(續)

Details of the Options granted under the Share Option Scheme and outstanding for the Reporting Period, are as follows:

於報告期間根據購股權計劃已授出及尚未行使購股權詳情如下：

Number of Options granted:

已授出購股權數目：

Category and name of participant	參與者類別及名稱	Date of grant of share options (Note) 授出購股權日期 (附註)	Exercise price (HKD) 行使價 (港元)	Exercise Period 行使期	Outstanding as at 1 January 2019 於2019年1月1日尚未行使	Granted during the Reporting Period 報告期間授出	Exercised during the Reporting Period 報告期間行使	Lapsed during the Reporting Period 報告期間失效	Outstanding as at 30 June 2019 於2019年6月30日尚未行使
Zhang Weiping	張衛平	31/8/2017	1.39	31/8/2017 – 30/8/2022 (Note 2) (附註2)	20,000,000	–	–	–	20,000,000
		27/8/2018	1.66	27/8/2018 – 26/8/2023 (Note 2) (附註2)	10,000,000	–	–	–	10,000,000
Zuo Yichen	左燭晨	31/8/2017	1.39	31/8/2017 – 30/8/2022 (Note 2) (附註2)	5,000,000	–	–	–	5,000,000
		27/8/2018	1.66	27/8/2018 – 26/8/2023 (Note 2) (附註2)	3,000,000	–	–	–	3,000,000
Lam Ngai Lung	林毅龍	31/8/2017	1.39	31/8/2017 – 30/8/2022 (Note 2) (附註2)	5,000,000	–	–	–	5,000,000
		27/8/2018	1.66	27/8/2018 – 26/8/2023 (Note 2) (附註2)	3,000,000	–	–	–	3,000,000
Li Yanping	李雁平	27/8/2018	1.66	27/8/2018 – 26/8/2023 (Note 2) (附註2)	1,000,000	–	–	–	1,000,000
Other employees	其他員工	31/8/2017	1.39	31/8/2017 – 30/8/2022 (Note 2) (附註2)	5,000,000	–	–	–	5,000,000
		27/8/2018	1.66	27/8/2018 – 26/8/2023 (Note 2) (附註2)	10,750,000	–	–	–	10,750,000
Total	總計				62,750,000	–	–	–	62,750,000

Notes:

- (1) The closing prices of the shares of the Company on 31 August 2017 and 27 August 2018, being the dates on which the Share Options were granted, were HK\$1.39 and HK\$1.66 per share respectively.
- (2) The Share Options with respect to a grantee will be exercisable in the following manner:
- (i) 20% of the share options will be vested on the first anniversary of the date of grant and will be exercisable within five years from the first anniversary of the date of grant.
 - (ii) 20% of the share options will be vested on the second anniversary of the date of grant and will be exercisable within five years from the second anniversary of the date of grant.
 - (iii) 20% of the share options will be vested on the third anniversary of the date of grant and will be exercisable within five years from the third anniversary of the date of grant.
 - (iv) 20% of the share options will be vested on the fourth anniversary of the date of grant and will be exercisable within five years from the fourth anniversary of the date of grant.
 - (v) 20% of the share options will be vested on the fifth anniversary of the date of grant and will be exercisable within five years from the fifth anniversary of the date of grant.

As at the date of this interim report, the remaining number of shares available for issue under the Share Option Scheme is 337,250,000 shares, representing approximately 8.4% of the total issued shares of the Company.

During the Reporting Period, no Options were exercised, cancelled or lapsed under the Share Option Scheme.

EMPLOYEE AND REMUNERATION POLICIES

As at 30 June 2019, the Group employed 4,626 (as at 30 June 2018: 2,875) staff in the PRC and Hong Kong. The Group remunerates its employees based on their performance, working experience and the prevailing market price. Other employee benefits include mandatory provident fund, insurance and medical coverage and training programs.

附註：

- (1) 本公司股份於2017年8月31日及2018年8月27日(均為購股權授出之日期)之收市價分別為每股1.39港元及1.66港元。
- (2) 承授人名下之購股權將可按以下方式行使:
- (i) 20%的購股權將於授出日期起計滿一週年之日歸屬，並於授出日期滿一週年之日起計五年內將可予行使。
 - (ii) 20%的購股權將於授出日期起計滿兩週年之日歸屬，並於授出日期滿兩週年之日起計五年內將可予行使。
 - (iii) 20%的購股權將於授出日期起計滿三週年之日歸屬，並於授出日期滿三週年之日起計五年內將可予行使。
 - (iv) 20%的購股權將於授出日期起計滿四週年之日歸屬，並於授出日期滿四週年之日起計五年內將可予行使。
 - (v) 20%的購股權將於授出日期起計滿五週年之日歸屬，並於授出日期滿五週年之日起計五年內將可予行使。

於本中期報告日期，購股權計劃項下可供發行的餘下股份數目為337,250,000股，佔本公司已發行股份總數約8.4%。

於報告期間，概無購股權計劃項下購股權獲行使、註銷或失效。

僱員及薪酬政策

於2019年6月30日，本集團於中國及香港聘用的員工為4,626名(於2018年6月30日：2,875名)。本集團會按僱員表現、工作經驗及當時市價釐定彼等之酬金。其他僱員福利包括強制性公積金、保險及醫療津貼及培訓項目。

OTHER INFORMATION (Continued)

其他資料(續)

A remuneration committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

The Directors and senior management may also receive Options to be granted under the Share Option Scheme. For further details of the Share Option Scheme, please refer to the sub-section headed "Share Option Scheme" above.

COMPLIANCE WITH LAWS AND REGULATIONS

During the Reporting Period and up to the date of this interim report, the Group has complied with the relevant laws and regulations that have a significant impact on the Company.

EVENTS AFTER THE REPORTING PERIOD

In July 2019, according to the Facilities Agreement signed between the Company and the Bank of China (Hong Kong) Company Limited, the Company withdrew borrowings of HKD140 million for 5 years, which was mainly used for the Company's merges and acquisition activities and daily operating purposes. Save as disclosed above, there was no other important events affecting the Group which has occurred after the Reporting Period and up to the date of this interim report.

本集團已設立薪酬委員會，以參照本集團的經營業績、董事及高級管理層的個人表現及可資比較市場慣例審閱本集團的酬金政策及本集團董事及高級管理層的所有酬金架構。

董事及高級管理層亦可根據購股權計劃獲得購股權。有關購股權計劃的進一步詳請，請參閱上文「購股權計劃」分節。

遵守法律及法規

於報告期間及直至本中期報告日期，本集團已遵守對本公司產生重大影響的相關法律及法規。

報告期後之事項

於2019年7月，根據本公司與中國銀行(香港)有限公司簽署的授信協議，本公司已提取1.4億港元的借款，借款期為五年，主要用於本公司的併購活動及日常營運資金用途。除上文所披露者外，於報告期間後及直至本中期報告日期，概無發生其他影響本集團的重大事項。

INTERIM DIVIDEND

The Board does not recommend any dividend in respect of the six months ended 30 June 2019 (2018: nil).

CODE ON CORPORATE GOVERNANCE PRACTICES

The Board has committed to achieving high corporate governance standards in order to safeguard the interests of Shareholders and to enhance corporate value and accountability. The Company has complied with all the code provisions set forth in the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (the “**Corporate Governance Code**”) during the Reporting Period. The Board will continue to review and monitor the corporate governance practices of the Company for the purpose of maintaining high corporate governance standards.

MODEL CODE

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made to all the Directors of the Company and the Directors have confirmed that they have complied with the Model Code throughout the Reporting Period.

The Company has also established a code no less exacting than the Model Code for securities transactions by senior management who are likely to be in possession of unpublished price-sensitive or inside information of the Company.

中期股息

董事會不建議就截至2019年6月30日止六個月派發股息(2018年：無)。

企業管治常規守則

董事會致力於達致高標準的企業管治，務求保障股東權益及提升本公司企業價值及問責性。本公司於報告期間一直遵守上市規則附錄十四所載的企業管治守則(「**企業管治守則**」)中載列的所有守則條文。董事會將繼續審閱及監督本公司的企業管治常規，以維持高標準的企業管治。

標準守則

本公司已採納上市規則附錄十所載標準守則。

已經向本公司全體董事作出具體查詢，董事已確認彼等於報告期間一直遵守標準守則。

本公司亦制訂有不遜於標準守則的守則作為可能擁有本公司未公開的股價敏感資料或內幕消息的高級管理層進行證券交易的守則。

AUDIT COMMITTEE AND REVIEW OF UNAUDITED INTERIM FINANCIAL INFORMATION

The audit committee of the Board has reviewed together with the management the accounting principles and policies adopted by the Group and the unaudited interim consolidated financial statements and the interim report of the Group for the Reporting Period.

審核委員會及未經審核中期財務資料的審閱

董事會審核委員會已連同管理層審閱本集團所採納之會計準則及政策，以及本集團於報告期間的未經審核中期綜合財務報表及中期報告。

RECOMMENDATION TO CONSULT PROFESSIONAL TAX ADVICE

The Company is not aware of any tax relief or exemption available to the shareholders of the Company by reason of their holding of the Company's securities. If the shareholders of the Company are not sure about the tax effect on the purchase, holding, sale, trading or exercise of any rights attached to the relevant shares of the Company, they are recommended to consult independent experts for advice.

諮詢專業稅務意見的推薦建議

本公司並不知悉本公司股東因持有本公司證券而獲提供任何稅務寬減或減免。倘本公司股東不確定購買、持有、出售、買賣或行使本公司相關股份附帶之權利的稅務影響，建議彼等諮詢獨立專家以取得意見。

CHANGES TO DIRECTORS' AND CHIEF EXECUTIVE'S INFORMATION

The directors of the Company confirmed that no information is required to be disclosed pursuant to Rule 13.51B of the Listing Rules.

董事及主要行政人員的資料變更

本公司董事確認，概無資料須根據上市規則第13.51B條予以披露。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the Reporting Period, neither the Company nor its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

購買、出售或贖回本公司上市證券

報告期間，本公司或其附屬公司概無購買、出售或贖回任何本公司已上市之證券。

MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in the section headed "Management Discussion and Analysis – Acquisitions in progress during the Reporting Period" above in this interim report, the Group did not have any other material acquisitions or disposals of subsidiaries, associates and joint ventures during the Reporting Period.

重大收購及出售

除本中期報告上文「管理層討論及分析－報告期間待完成的收購」一節所披露者外，本集團於報告期間並無任何其他重大附屬公司、聯營公司及合營企業收購事項或出售事項。

RECTIFICATION MEASURES

As disclosed in the “Business” section of the Prospectus, the Group has certain buildings occupied by Chongqing College of Humanities, Science and Technology, Pass College of Chongqing Technology and Business University and Inner Mongolia Fengzhou Vocational College (Qingcheng Branch) that had defective titles. The Group has ceased using such buildings and the Group is using the best efforts to promptly make appropriate applications with the relevant government authorities to obtain the required permits and/or acceptance checks. As at the date of this interim report, the status of the buildings are as follows:

整改措施

誠如招股章程「業務」一節所披露，重慶人文科技學院、重慶工商大學派斯學院及內蒙古豐州職業學院(青城分院)佔用的若干樓宇存在業權瑕疵。本集團已停止使用該等樓宇，而本集團正盡力向相關政府機關及時作出適當申請，以取得規定的許可證及／或驗收。截至本中期報告日期，樓宇的狀況如下：

Buildings occupied by 樓宇由以下機構佔用	Total number of buildings with defective titles as disclosed in the Prospectus 於招股章程披露之存在業權瑕疵的樓宇總數	Total number of buildings which we have obtained the building ownership certificates as at the date of this interim report 於本中期報告日期，我們已取得房屋所有權證的樓宇總數	The number of buildings covered by applications with the relevant government authorities to obtain the required permits and/or acceptance checks as at the date of this interim report 於本中期報告日期向相關政府機關作出申請，以取得規定的許可證及／或驗收的樓宇數目
Chongqing College of Humanities, Science and Technology 重慶人文科技學院	15	12	3
Pass College of Chongqing Technology and Business University 重慶工商大學派斯學院	3	3	—
Inner Mongolia Fengzhou Vocational College (Qingcheng Branch) 內蒙古豐州職業學院(青城分院)	5	—	5

On behalf of the Board

承董事會命

Li Xuechun
Chairman

主席
李學春

Hong Kong, 16 August 2019

香港，2019年8月16日

* For identification purpose only

* 僅供識別

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

中期簡明綜合損益及其他全面收益表

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

		Six months ended 30 June 截至6月30日止六個月		
		Notes 附註	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元
REVENUE	收益	4	526,397	316,253
Cost of sales	銷售成本		(219,868)	(127,708)
Gross profit	毛利		306,529	188,545
Other income and gains	其他收入及收益	4	39,258	44,924
Selling and distribution expenses	銷售及分銷開支		(5,554)	(6,453)
Administrative expenses	行政開支		(83,129)	(54,952)
Other expenses, net	其他開支淨額		(10,536)	(3,379)
Finance costs	融資成本		(36,821)	(2,356)
Share of loss of an associate	分佔聯營公司虧損		(341)	(39)
Fair value gain from an equity investment at fair value through profit or loss	按公平值計入損益的股權投資的公平值收益		905	60,254
PROFIT BEFORE TAX	除稅前溢利	5	210,311	226,544
Income tax expense	所得稅開支	6	(6,637)	(5,552)
PROFIT FOR THE PERIOD	期間溢利		203,674	220,992
Attributable to:	以下應佔：			
Owners of the parent	母公司擁有人		207,125	217,914
Non-controlling interests	非控股權益		(3,451)	3,078
			203,674	220,992
Earnings per share attributable to ordinary equity holders of the parent:	母公司普通股權持有人應佔每股盈利：	8		
Basic	基本		RMB0.0516 人民幣0.0516元	RMB0.0542 人民幣0.0542元
Diluted	攤薄		RMB0.0515 人民幣0.0515元	RMB0.0542 人民幣0.0542元

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)
 中期簡明綜合損益及其他全面收益表(續)

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

		Six months ended 30 June 截至6月30日止六個月	
		2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元
PROFIT FOR THE PERIOD	期間溢利	203,674	220,992
OTHER COMPREHENSIVE INCOME	其他全面收益		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:	可能於期後期間重新分類至損益的其他全面收益：		
Exchange differences on translation of financial statements	換算財務報表之匯兌差額	(1,259)	(549)
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods	可能於期後期間重新分類至損益的其他全面收益淨額	(1,259)	(549)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:	不會於期後期間重新分類至損益的其他全面收益：		
Exchange differences on translation of financial statements	換算財務報表之匯兌差額	1,664	13,452
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	不會於期後期間重新分類至損益的其他全面收益淨額	1,664	13,452
OTHER COMPREHENSIVE INCOME FOR THE PERIOD	期間其他全面收益	405	12,903
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期間全面收益總額	204,079	233,895
Total comprehensive income attributable to:	以下應佔全面收益總額：		
Owners of the parent	母公司擁有人	207,530	230,817
Non-controlling interests	非控股權益	(3,451)	3,078
		204,079	233,895

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

中期簡明綜合財務狀況表

30 June 2019 2019年6月30日

		Notes 附註	30 June 2019 2019年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2018 2018年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	2,203,340	2,157,994
Right-of-use assets	使用權資產		753,635	–
Prepaid land lease payments	預付土地租賃款項		–	744,785
Goodwill	商譽		1,685,099	1,685,099
Other intangible assets	其他無形資產		5,967	6,257
Investments in associates	聯營公司投資		1,687	2,030
Equity investment at fair value through other comprehensive income	按公平值計入其他全面 收益的股權投資	10	6,380	6,380
Equity investment at fair value through profit or loss	按公平值計入損益的股權 投資	10	62,509	61,347
Other non-current assets	其他非流動資產	11	771,910	382,559
Total non-current assets	非流動資產總值		5,490,527	5,046,451
CURRENT ASSETS	流動資產			
Inventories	存貨		1,258	1,381
Trade receivables	貿易應收款項	12	6,768	5,510
Prepayments, other receivables and other assets	預付款項、其他應收款項 及其他資產		76,011	62,986
Cash and bank balances	現金及銀行結餘		752,789	1,505,820
Restricted bank balances	受限制銀行結餘		6	2,324
Total current assets	流動資產總值		836,832	1,578,021
CURRENT LIABILITIES	流動負債			
Contract liabilities	合約負債	13	27,914	534,097
Other payables and accruals	其他應付款項及應計費用	14	485,405	697,349
Deferred income – current	遞延收入 – 即期		21,218	19,937
Interest-bearing bank and other borrowings	計息銀行及其他借貸	15	260,560	244,635
Tax payable	應付稅項		15,648	11,063
Total current liabilities	流動負債總額		810,745	1,507,081
NET CURRENT ASSETS	流動資產淨值		26,087	70,940
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		5,516,614	5,117,391

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)
中期簡明綜合財務狀況表(續)

30 June 2019 2019年6月30日

			30 June 2019 2019年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2018 2018年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
		Notes 附註		
NON-CURRENT LIABILITIES	非流動負債			
Deferred income – non-current	遞延收入－非即期		340,636	282,027
Interest-bearing bank and other borrowings	計息銀行及其他借貸	15	330,499	214,099
Other long term liability	其他長期負債		302,225	310,538
Put option liability	認沽期權負債		800,074	781,332
Total non-current liabilities	非流動負債總額		1,773,434	1,587,996
Net assets	資產淨值		3,743,180	3,529,395
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	16	307	307
Reserves	儲備		3,625,337	3,408,101
			3,625,644	3,408,408
Non-controlling interests	非控股權益		117,536	120,987
Total equity	總權益		3,743,180	3,529,395

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

中期簡明綜合權益變動表

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

		Attributable to owners of the parent 母公司擁有人應佔										
		Fair value reserve of financial assets at fair value through other comprehensive income										
		Share capital	Contributed surplus	Capital reserve	Statutory reserve	Share option reserve	按公平值計入其他全面收益的金融資產的公平值儲備	Retained profits	Exchange fluctuation reserve	Total	Non-controlling interests	Total Equity
股本	實繳盈餘	資本儲備	法定儲備	購股權儲備	留存溢利	外匯波動儲備	合計	非控股權益	總權益			
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
		(Note 16)	(附註16)									
At 1 January 2019 (audited)	於2019年1月1日 (經審核)	307	160,308	1,220,650	626,472	16,408	380	1,401,208	(17,325)	3,408,408	120,987	3,529,395
Profit for the period	期間溢利	-	-	-	-	-	-	207,125	-	207,125	(3,451)	203,674
Other comprehensive income for the period:	期間其他全面收益：											
Exchange differences related to translation of financial statements	有關換算財務報表之匯兌差額	-	-	-	-	-	-	-	405	405	-	405
Total comprehensive income for the period	期間全面收益總額	-	-	-	-	-	-	207,125	405	207,530	(3,451)	204,079
Recognition of share-based payment expenses	確認以股份為基礎之付款的費用	-	-	-	-	9,706	-	-	-	9,706	-	9,706
Transfer from retained profits	轉撥自留存溢利	-	-	-	63,554	-	-	(63,554)	-	-	-	-
At 30 June 2019 (unaudited)	於2019年6月30日 (未經審核)	307	160,308	1,220,650	690,026	26,114	380	1,544,779	(16,920)	3,625,644	117,536	3,743,180

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)
中期簡明綜合權益變動表(續)

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

		Attributable to owners of the parent 母公司擁有人應佔										Total equity
		Share capital	Contributed surplus	Capital reserve	Statutory reserve	Share option reserve	Fair value reserve of financial assets at fair value through other comprehensive income 按公平值計入其他全面收益的金融資產的公平值儲備	Retained profits	Exchange fluctuation reserve	Total	Non-controlling interests	Total equity
		股本 RMB'000 人民幣千元 (Note 16) (附註16)	實繳盈餘 RMB'000 人民幣千元	資本儲備 RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	購股權儲備 RMB'000 人民幣千元	留存溢利 RMB'000 人民幣千元	外匯波動儲備 RMB'000 人民幣千元	合計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	總權益 RMB'000 人民幣千元	
At 1 January 2018 (audited)	於2018年1月1日（經審核）	307	160,308	1,220,650	545,873	3,300	2,450	1,148,968	(53,721)	3,028,135	120,998	3,149,133
Profit for the period	期間溢利	-	-	-	-	-	-	217,914	-	217,914	3,078	220,992
Other comprehensive income for the period:	期間其他全面收益：											
Exchange differences related to translation of financial statements	有關換算財務報表之匯兌差額	-	-	-	-	-	-	-	12,903	12,903	-	12,903
Total comprehensive income for the period	期間全面收益總額	-	-	-	-	-	-	217,914	12,903	230,817	3,078	233,895
Recognition of share-based payment expenses	確認以股份為基礎之付款的費用	-	-	-	-	4,948	-	-	-	4,948	-	4,948
Transfer from retained profits	轉撥自留存溢利	-	-	-	44,301	-	-	(44,301)	-	-	-	-
At 30 June 2018 (unaudited)	於2018年6月30日（未經審核）	307	160,308	1,220,650	590,174	8,248	2,450	1,322,581	(40,818)	3,263,900	124,076	3,387,976

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

中期簡明綜合現金流量表

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

		Six months ended 30 June 截至6月30日止六個月	
	Notes 附註	2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Profit before tax	除稅前溢利	210,311	226,544
Adjustments for:	就以下各項調整：		
Finance costs	融資成本	36,821	2,356
Share of loss of an associate	分佔聯營公司虧損	341	39
Investment income from short-term investments measured at amortised cost and short-term investments measured at fair value through profit or loss	按攤銷成本計量的短期投資及按公平值計入損益計量的短期投資之投資收入	4 (1,285)	(6,236)
Bank interest income	銀行利息收入	4 (6,013)	(10,222)
Interest income from a company controlled by the former shareholders of a subsidiary	來自附屬公司原股東所控制公司的利息收入	4 (4,037)	-
Fair value gain from an equity investment at fair value through profit or loss	按公平值計入損益的股權投資公平值收益	(905)	(60,254)
Loss on disposal of items of property, plant and equipment, net	處置物業、廠房及設備項目虧損淨額	-	6
Government grants released	已發放的政府補助	(17,910)	(25,934)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	57,730	35,783
Depreciation of right-of-use assets/ recognition of prepaid land lease payments	使用權資產折舊／確認預付土地租賃款項	9,194	3,620
Amortisation of other intangible assets	其他無形資產攤銷	865	521
Provision for expected credit losses of other receivables	其他應收款項的預期信貸虧損撥備	6,450	47
Reversal of impairment of other receivables	其他應收款項減值撥回	-	(500)
Provision for equity-settled share option expense	以權益結算的購股權開支撥備	9,706	4,948
		301,268	170,718
Decrease in inventories	存貨減少	123	101
(Increase)/decrease in trade receivables	貿易應收款項(增加)/減少	(1,258)	275
Increase in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產增加	(16,326)	(29,540)
Decrease in other payables and accruals	其他應付款項及應計費用減少	(200,056)	(59,706)
Decrease in contract liabilities	合約負債減少	(506,183)	(308,052)
Government grants received	已收政府補助	77,800	1,900
Decrease in restricted bank deposits	受限制銀行存款減少	2,318	14,811
Cash used in operations	經營所用現金	(342,314)	(209,493)
Interest received	已收利息	6,013	10,222
Income tax paid	已付所得稅	(1,502)	(4,950)
Net cash flows used in operating activities	經營活動所用現金流量淨額	(337,803)	(204,221)

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)
中期簡明綜合現金流量表(續)

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

		Six months ended 30 June 截至6月30日止六個月	
Notes 附註		2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元
Net cash flows used in operating activities	經營活動所用現金流量淨額	(337,803)	(204,221)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Increase in prepayment for acquisition of a private school	收購一所民辦學校的預付款項增加	(18,360)	–
Purchase of items of property, plant and equipment	購買物業、廠房及設備項目	(114,723)	(1,328)
Proceeds from disposal of items of property, plant and equipment	處置物業、廠房及設備項目所得款項	–	14
Additions to other intangible assets	添置其他無形資產	(575)	(1,752)
Acquisition of subsidiaries	收購附屬公司	–	(60,260)
Purchase of an equity investment at fair value through profit or loss	購買按公平值計入損益的股權投資	–	(56,376)
Purchase of short-term investments measured at fair value through profit or loss	購買按公平值計入損益計量的短期投資	(270,000)	(753,300)
Receipt from maturity of short-term investments measured at fair value through profit or loss	按公平值計入損益計量的短期投資到期的收款	270,000	929,300
Investment income from short-term investments measured at amortised cost and short-term investments measured at fair value through profit or loss	按攤銷成本計量的短期投資及按公平值計入損益計量的短期投資之投資收入	1,285	6,236
Advance of a loan to a company controlled by the former shareholders of a subsidiary	向附屬公司原股東所控制公司墊付貸款	(400,000)	–
Advance of a loan to an associate	向一間聯營公司墊付貸款	–	(8,700)
Net cash flows (used in)/from investing activities	投資活動(所用)/所得現金流量淨額	(532,373)	53,834

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)
 中期簡明綜合現金流量表(續)

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

		Six months ended 30 June 截至6月30日止六個月	
		Notes 附註	
		2019 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
New bank loans	新借銀行貸款	240,915	—
Repayment of other loans	償還其他貸款	(91,500)	(115,357)
Interest paid	已付利息	(7,259)	(27,223)
Interest element of sale and leaseback rental payments	售後回租租金付款的 利息部分	(7,723)	—
Principal portion of lease payments/finance lease rental payments	租賃付款／融資租賃租金 付款的本金部分	(17,248)	—
Net cash flows from/(used in) financing activities	融資活動所得／(所用) 現金流量淨額	117,185	(142,580)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少 淨額	(752,991)	(292,967)
Cash and cash equivalents at beginning of period	期初現金及現金等價物	1,505,820	1,939,648
Effect of foreign exchange rate changes, net	匯率變動影響，淨額	(40)	9,117
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末現金及現金等價物	752,789	1,655,798
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘 分析		
Cash and bank balances	現金及銀行結餘	752,789	1,316,368
Short-term investments measured at amortised cost with original maturity of less than three months when acquired	獲得時原始到期日為 三個月以下的按攤銷 成本計量的短期投資	—	339,430
		752,789	1,655,798

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

1. CORPORATE AND GROUP INFORMATION

Minsheng Education Group Company Limited (the “**Company**”) was incorporated in the Cayman Islands on 13 December 2005 as an exempted company with limited liability under the laws of the Cayman Islands. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company. During the six months ended 30 June 2019 (the “**Period**”), the Company and its subsidiaries (collectively referred to as the “**Group**”) were principally engaged in providing educational services in the People’s Republic of China (the “**PRC**”).

2.1 BASIS OF PREPARATION

These unaudited interim condensed consolidated financial statements of the Group for the Period have been prepared in accordance with International Accounting Standard (“**IAS**”) 34 *Interim Financial Reporting* issued by the International Accounting Standards Board. These financial statements are presented in Renminbi (“**RMB**”), and all values are rounded to the nearest thousand except otherwise indicated.

The accounting policies and basis of preparation used in the preparation of these unaudited interim condensed consolidated financial statements are consistent with those used in the Group’s annual consolidated financial statements for the year ended 31 December 2018, except for the adoption of the new and revised International Financial Reporting Standards (“**IFRSs**”) (which also include International Accounting Standards (“**IASs**”) and Interpretations) as disclosed in note 2.2 below.

These unaudited interim condensed consolidated financial statements do not include all information and disclosures required in the Group’s annual financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 December 2018.

1. 公司及集團資料

民生教育集團有限公司(「**本公司**」)於2005年12月13日在開曼群島根據開曼群島法例註冊成立為獲豁免有限公司。本公司註冊辦事處的地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司為投資控股公司。於截至2019年6月30日止六個月(「**期間**」)，本公司及其附屬公司(統稱「**本集團**」)主要於中華人民共和國(「**中國**」)提供教育服務。

2.1 編製基準

本集團截至期間的該等未經審核中期簡明綜合財務報表乃根據國際會計準則理事會頒佈之國際會計準則(「**國際會計準則**」)第34號中期財務報告編製。該等財務報表以人民幣(「**人民幣**」)呈列，除非另有說明，否則所有金額均四捨五入至最接近的千位整數。

編製該等未經審核中期簡明綜合財務報表所使用的會計政策及編製基準與本集團截至2018年12月31日止年度的年度綜合財務報表所使用者相一致，惟採納新訂及經修訂國際財務報告準則(「**國際財務報告準則**」)(亦包括國際會計準則(「**國際會計準則**」)及詮釋)除外(誠如下文附註2.2所披露)。

該等未經審核中期簡明綜合財務報表並不包括須於本集團的年度財務報表內載列的所有資料及披露，並應與本集團截至2018年12月31日止年度的年度綜合財務報表一併閱讀。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised IFRSs for the first time for the Period's financial statements:

Amendments to IFRS 9	<i>Prepayment Features with Negative Compensation</i>
IFRS 16	<i>Leases</i>
Amendments to IAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to IAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
IFRIC 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements 2015-2017 Cycle</i>	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23

Other than as explained below regarding the impact of IFRS 16 *Leases*, Amendments to IAS 28 *Long-term Interests in Associates and Joint Ventures* and IFRIC 23 *Uncertainty over Income Tax Treatments*, the new and revised standards are not relevant to the preparation of the Group's interim condensed consolidated financial information. The nature and impact of the new and revised IFRSs are described below:

2.2 會計政策變動及披露變動

本集團於期間的財務報表中首次採用以下新訂及經修訂國際財務報告準則：

國際財務報告準則第9號 (修訂本)	具有負補償的提前付款 特徵
國際財務報告準則第16號	租賃
國際會計準則第19號 (修訂本)	計劃修訂、縮減或結清
國際會計準則第28號 (修訂本)	於聯營公司及合營企業的 長期權益
國際財務報告詮釋委員會 詮釋第23號	所得稅處理的不確定性
2015年至2017年週期的 年度改進	國際財務報告準則 第3號、國際財務 報告準則第11號、 國際會計準則第12號 及國際會計準則 第23號的修訂

除下文所詳述的有關國際財務報告準則第16號租賃、國際會計準則第28號修訂本於聯營公司及合營企業的長期權益及國際財務報告詮釋委員會詮釋第23號所得稅處理的不確定性的影響外，新訂及經修訂準則與編製本集團中期簡明綜合財務資料並無關係。新訂及經修訂國際財務報告準則的性質及影響闡述如下：

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) IFRS 16

IFRS 16 replaces IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC 15 *Operating Leases – Incentives and* SIC 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model. Lessor accounting under IFRS 16 is substantially unchanged from IAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in IAS 17. Therefore, IFRS 16 did not have any financial impact for leases where the Group is the lessor.

The Group adopted IFRS 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019, and the comparative information for 2018 was not restated and continues to be reported under IAS 17.

2.2 會計政策變動及披露變動(續)

(a) 國際財務報告準則第16號

國際財務報告準則第16號取代國際會計準則第17號租賃、國際財務報告詮釋委員會詮釋第4號釐定安排是否包含租賃、常設詮釋委員會詮釋第15號經營租賃－優惠及常設詮釋委員會詮釋第27號評估涉及租賃法律形式的交易實質。該準則載列有關租賃確認、計量、呈報及披露的原則，並規定承租人就所有租賃按單一資產負債表模式入賬。國際財務報告準則第16號項下的出租人會計處理與國際會計準則第17號項下的處理方式大致維持不變。出租人將繼續採用國際會計準則第17號所載的類似原則將租賃分類為經營租賃或融資租賃。因此，倘本集團為出租人，則國際財務報告準則第16號對租賃並無造成任何財務影響。

本集團採用經修訂追溯應用法採納國際財務報告準則第16號，首次應用日期為2019年1月1日。根據此方法，該準則予以追溯應用，及首次採納的累計影響入賬為對於2019年1月1日留存收益期初餘額的調整，而2018年的比較資料並無重列，並繼續根據國際會計準則第17號進行列報。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) IFRS 16 (continued)

New definition of a lease

Under IFRS 16, a contract is, or contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 at the date of initial application. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed. Therefore, the definition of a lease under IFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their standard-alone prices. A practical expedient is available to a lessee, which the Group has adopted, not to separate non-lease components and to account for the lease and the associated non-lease components (e.g., property management services for leases of properties) as a single lease component.

2.2 會計政策變動及披露變動(續)

(a) 國際財務報告準則第16號(續)

新的租賃定義

根據國際財務報告準則第16號，倘合約授予一段期間內控制已識別資產使用的權利以換取代價，則該合約屬租賃或包含租賃。倘客戶有權享有因使用已識別資產所產生的絕大部分經濟利益及有權指示已識別資產的使用，則資產控制權已轉移予客戶。本集團已選擇採用過渡性可行權宜方法，可僅對於首次應用日期根據國際會計準則第17號及國際財務報告詮釋委員會詮釋第4號先前被識別為租賃的合約應用該準則。根據國際會計準則第17號及國際財務報告詮釋委員會詮釋第4號並非被識別為租賃的合約並無進行重新評估。因此，國際財務報告準則第16號項下租賃的定義僅應用於2019年1月1日或之後訂立或變更的合約。

於包含租賃部分的合約生效或重估時，本集團根據各部分的單獨價格將合約代價分配至各租賃及非租賃部分。承租人可採用可行權宜方法(本集團已採納該方法)，不將非租賃部分區分開來，而將租賃及相關非租賃部分(如物業租賃的物業管理服務)入賬列為單一租賃部分。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) IFRS 16 (continued)

As a lessee – Leases previously classified as operating leases

Nature of the effect of adoption of IFRS 16

The Group has lease contracts for various items of property, vehicles and other equipment. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under IFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low value assets (elected on a lease by lease basis) and short-term leases (elected by class of underlying asset). The Group has elected not to recognise right-of-use assets and lease liabilities for (i) leases of low-value assets (e.g., audio equipment); and (ii) leases, that at the commencement date, have a lease term of 12 months or less. Instead, the Group recognises the lease payments associated with those leases as an expense on a straight-line basis over the lease term.

Impacts on transition

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019 and included in interest-bearing bank and other borrowings.

2.2 會計政策變動及披露變動(續)

(a) 國際財務報告準則第16號(續)

作為承租人－先前分類為經營租賃的租賃

採納國際財務報告準則第16號影響的性質

本集團就多項物業、汽車及其他設備訂立租賃合約。作為承租人，本集團先前根據租賃是否將資產擁有權的絕大部分回報及風險轉移予本集團的評估將租賃分類為融資租賃或經營租賃。根據國際財務報告準則第16號，本集團應用單一方法以確認及計量所有租賃的使用權資產及租賃負債，惟低值資產租賃(按每份租賃選擇)及短期租賃(按相關資產類別選擇)的兩項可選擇豁免除外。本集團已選擇不就(i)低價值資產租賃(例如音響設備)；及(ii)於開始日期時租期為12個月或少於12個月的租賃確認使用權資產及租賃負債。相反，本集團於租期內按直線基準將該等租賃相關的租賃付款確認為開支。

過渡影響

於2019年1月1日的租賃負債乃按餘下租賃付款採用於2019年1月1日的增量借款利率貼現的現值確認，並計入計息銀行及其他借貸。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) IFRS 16 (continued)

As a lessee – Leases previously classified as operating leases (continued)

Impacts on transition (continued)

The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019. All these assets were assessed for any impairment based on IAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position.

The Group has used the following elective practical expedient when applying IFRS 16 at 1 January 2019:

- Applied the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application.

2.2 會計政策變動及披露變動(續)

(a) 國際財務報告準則第16號(續)

作為承租人－先前分類為經營租賃的租賃(續)

過渡影響(續)

使用權資產乃按租賃負債金額計量，並就緊接2019年1月1日前於財務狀況表確認的租賃相關任何預付或應計租賃付款金額作出調整。於該日根據國際會計準則第36號評估所有該等租賃有否出現減值。本集團選擇將使用權資產於財務狀況表中單獨呈報。

於2019年1月1日應用國際財務報告準則第16號時，本集團已採用以下可選擇可行權宜方法：

- 就租期自首次應用之日起計不足12個月的租賃應用短期租賃豁免。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) IFRS 16 (continued)

As a lessee – Leases previously classified as operating leases (continued)

Impacts on transition (continued)

The impacts arising from the adoption of IFRS 16 as at 1 January 2019 are as follows:

2.2 會計政策變動及披露變動(續)

(a) 國際財務報告準則第16號(續)

作為承租人－先前分類為經營租賃的租賃(續)

過渡影響(續)

於2019年1月1日採用國際財務報告準則第16號的影響如下：

		Increase/ (decrease) 增加／(減少) RMB'000 人民幣千元 (unaudited) (未經審核)
Assets	資產	
Increase in right-of-use assets	使用權資產增加	762,829
Decrease in prepaid land lease payments	預付土地租賃款項減少	(744,785)
Decrease in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產減少	(18,044)
Increase in total assets	總資產增加	—
Liabilities	負債	
Increase in interest-bearing bank and other borrowings	計息銀行及其他借貸增加	—
Increase in total liabilities	總負債增加	—

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) IFRS 16 (continued)

As a lessee – Leases previously classified as operating leases (continued)

Impacts on transition (continued)

The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 is as follows:

		RMB'000 人民幣千元 (unaudited) (未經審核)
Operating lease commitments as at 31 December 2018	於2018年12月31日的經營租賃承擔	9,713
Weighted average incremental borrowing rate as at 1 January 2019	於2019年1月1日的加權平均增量借款利率	4.9%
Discounted operating lease commitments at 1 January 2019	於2019年1月1日的貼現經營租賃承擔	8,377
Less:	減：	
Commitments relating to short-term leases and those leases with a remaining lease term ending on or before 31 December 2019	短期租賃及剩餘租期於2019年12月31日或之前屆滿的該等租賃的相關承擔	1,959
Adjustments relating to variable lease payments linked to future performance of an underlying asset	調整與標的資產的未來績效掛鈎的可變租賃付款額	6,418
Lease liabilities as at 1 January 2019	於2019年1月1日的租賃負債	—

2.2 會計政策變動及披露變動(續)

(a) 國際財務報告準則第16號(續)

作為承租人－先前分類為經營租賃的租賃(續)

過渡影響(續)

於2019年1月1日的租賃負債與於2018年12月31日的經營租賃承擔對賬如下：

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) IFRS 16 (continued)

Summary of new accounting policies

The accounting policy for leases as disclosed in the annual financial statements for the year ended 31 December 2018 is replaced with the following new accounting policies upon adoption of IFRS 16 from 1 January 2019:

Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. When the right-of-use assets relate to interests in leasehold land held as inventories, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policy for "inventories". The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term. When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for 'investment properties'.

2.2 會計政策變動及披露變動(續)

(a) 國際財務報告準則第16號(續)

新會計政策概要

於2019年1月1日起採納國際財務報告準則第16號後，截至2018年12月31日止年度的年度財務報表所披露有關租賃的會計政策由以下新會計政策取代：

使用權資產

使用權資產乃於租賃開始日期予以確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就租賃負債的任何重新計量作出調整。當使用權資產乃與持作存貨的租賃土地權益有關，根據本集團關於「存貨」的會計政策其後按成本與可變現淨值的較低者計量。使用權資產成本包括已確認租賃負債金額、已產生的初始直接成本，及於開始日期或之前所作出租賃付款減已收取的任何租賃優惠。除非本集團合理確定可於租期屆滿時取得租賃資產的擁有權，否則已確認所有權資產乃按估計可使用年期及租期(以較短者為準)以直線基準折舊。當使用權資產符合投資物業的定義時，有關資產計入投資物業。根據本集團關於「投資物業」的會計政策，相關使用權資產初始按成本計量，其後則按公平值計量。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) IFRS 16 (continued)

Summary of new accounting policies (continued)

Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in-substance fixed lease payments or a change in assessment to purchase the underlying asset.

2.2 會計政策變動及披露變動(續)

(a) 國際財務報告準則第16號(續)

新會計政策概要(續)

租賃負債

租賃負債於租賃開始日期按租期內將予支付租賃付款的現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於指數或利率的可變租賃付款,以及剩餘價值擔保項下預期支付款項。租賃付款亦包括合理確定本集團將予行使的購買選擇權的行使價及終止租賃的罰款付款(倘租賃條款反映本集團行使該項選擇權終止租約)。並非取決於指數或利率的可變租賃付款,於發生引致有關付款的事件或情況的期間確認為開支。

於計算租賃付款現值時,倘租賃中的內含利率不易確定,則本集團採用於租賃開始日期的增量借款利率。於開始日期後,租賃負債金額將予調增以反映利息累積並就已付租賃付款作出調減。此外,如有修改、日後租賃付款因指數或利率變動而出現變動、租賃年期有所變動、實質固定租賃付款出現變動或購買相關資產的評估有所變動,則會重新計量租賃負債的賬面值。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) IFRS 16 (continued)

Significant judgement in determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

Amounts recognised in the interim condensed consolidated statement of financial position and profit or loss and other comprehensive income

The carrying amounts of the Group's right-of-use assets and lease liabilities (included within 'interest-bearing bank and other borrowings'), and the movement during the Period are as follow:

		Right-of-use assets			
		使用權資產			
		Buildings	Prepaid land lease payments	Total	Lease liabilities
		樓宇	預付土地租賃款項	總計	租賃負債
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
As at 1 January 2019	於2019年1月1日	2,175	760,654	762,829	–
Additions	添置	–	–	–	–
Depreciation expense	折舊開支	(900)	(8,294)	(9,194)	–
Interest expense	利息開支	–	–	–	–
Payments	付款	–	–	–	–
As at 30 June 2019	於2019年6月30日	1,275	752,360	753,635	–

2.2 會計政策變動及披露變動(續)

(a) 國際財務報告準則第16號(續)

釐定附帶續期選擇權的合約的租賃年期時作出的重大判斷

本集團按不可撤銷租賃年期，連同續租選擇權所涵蓋的任何期間(倘合理確定將會行使有關選擇權)或終止租賃選擇權所涵蓋的任何期間(倘合理確定不會行使有關選擇權)釐定租賃年期。

於中期簡明綜合財務狀況表以及損益及其他全面收益表確認的金額

本集團使用權資產及租賃負債(計入「計息銀行及其他借貸」)的賬面值及期間變動載列如下：

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) IFRS 16 (continued)

Amounts recognised in the interim condensed consolidated statement of financial position and profit or loss and other comprehensive income (continued)

The Group recognised rent expense from short-term leases of RMB3,217,000 and leases of low-value assets of RMB251,000 for the six months ended 30 June 2019.

- (b) Amendments to IAS 28 clarify that the scope exclusion of IFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies IFRS 9, rather than IAS 28, including the impairment requirements under IFRS 9, in accounting for such long-term interests. IAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group assessed its business model for its long-term interests in associates and joint ventures upon adoption of the amendments on 1 January 2019 and concluded that the long-term interests in associates and joint ventures continue to be measured at amortised cost in accordance with IFRS 9. Accordingly, the amendments did not have any impact on the Group's unaudited interim condensed consolidated financial information.

2.2 會計政策變動及披露變動(續)

(a) 國際財務報告準則第16號(續)

於中期簡明綜合財務狀況表及損益及其他全面收益表確認的金額(續)

截至2019年6月30日止六個月，本集團自短期租賃及低價值資產租賃分別確認租金開支人民幣3,217,000元及人民幣251,000元。

- (b) 國際會計準則第28號的修訂本澄清國際財務報告準則第9號的剔除範圍僅包括應用權益法的於聯營公司或合營企業的權益，而不包括實質上構成於聯營公司或合營企業投資淨額一部分而並無應用權益法的長期權益。因此，實體在對該等長期權益入賬時應用國際財務報告準則第9號，包括國際財務報告準則第9號項下的減值規定，而非國際會計準則第28號。僅當確認聯營公司或合營企業虧損及於聯營公司或合營企業投資淨額的減值時，國際會計準則第28號方會應用於該投資淨額，其中包括長期權益。於2019年1月1日採納該等修訂後，本集團評估於聯營公司及合營企業長期權益的業務模式，並決定於聯營公司及合營企業長期權益將根據國際財務報告準則第9號繼續按攤銷成本計量。因此，該等修訂並無對本集團的未經審核中期簡明綜合財務資料造成任何影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(c) IFRIC 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of IAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically includes requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup sales. Upon adoption of the interpretation, the directors considered the interpretation did not have any significant impact on the Group’s unaudited interim condensed consolidated financial information.

2.2 會計政策變動及披露變動(續)

(c) 國際財務報告詮釋委員會詮釋第23號闡述稅務處理涉及影響國際會計準則第12號應用的不確定性因素(通常稱為「不確定稅務狀況」)時，所得稅(即期或遞延)的會計處理。該詮釋並不適用於國際會計準則第12號範疇以外的稅項或徵費，亦無具體納入與不確定稅務處理有關的利息及罰款之相關要求。該詮釋具體說明(i)實體有否單獨考慮不確定稅務處理；(ii)實體對稅務機關的稅務處理檢查所作的假設；(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅收抵免及稅率；及(iv)實體如何考慮事實及情況變動。於採納該詮釋後，本集團考慮集團內公司間銷售的轉讓定價是否產生任何不確定稅務狀況。於採納該詮釋後，董事認為該詮釋對本集團的未經審核中期簡明綜合財務資料並無任何重大影響。

3. OPERATING SEGMENT INFORMATION

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

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

Geographical information

During the Period, the Group operated within one geographical segment because all of its revenue was generated in the PRC and over 90% of its long-term assets/capital expenditure were located/incurred in the PRC. Accordingly, no geographical segment information is presented.

Information about major customers

No revenue derived from service provided to a single customer accounted for 10% or more of the total revenue of the Group during the Period.

3. 經營分部資料

本集團主要於中國提供教育服務。

國際財務報告準則第8號經營分部規定，經營分部按主要經營決策者為分配資源予各分部及評估其表現而定期審閱的有關本集團組成部分的內部報告為基礎而區分。向董事（為主要經營決策者）報告的資料在資源分配及表現評估方面並不包含不連續的經營分部的財務資料，且董事已整體審閱本集團的財務業績。因此，並無呈報有關經營分部的進一步資料。

地區資料

於期間，本集團於一個地域分部內經營業務，是由於其全部收益均於中國產生，且其超過90%的長期資產／資本開支均位於／源自中國。因此，概無呈列任何地域分部資料。

有關主要客戶的資料

於期間，並無來自向單一客戶提供服務的收入佔本集團總收益10%或以上。

4. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

4. 收益、其他收入及收益

有關收益的分析如下：

		Six months ended 30 June 截至6月30日止六個月	
		2019 RMB'000 人民幣千元 (Unaudited) (未經審核)	2018 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue from contracts with customers	客戶合約收益		
Tuition fees	學費	487,673	291,430
Boarding fees	住宿費	38,724	24,823
		526,397	316,253
Other income and gains	其他收入及收益		
Investment income from short-term investments measured at amortised cost and short-term investments measured at fair value through profit or loss	按攤銷成本計量的短期投資及按公平值計入損益計量的短期投資之投資收入	1,285	6,236
Rental income	租金收入	6,390	519
Bank interest income	銀行利息收入	6,013	10,222
Interest income from a company controlled by the former shareholders of a subsidiary	來自附屬公司原股東所控制公司的利息收入	4,037	—
Government grants	政府補貼		
– Related to assets	— 資產相關	10,210	9,262
– Related to income	— 收入相關	7,700	16,672
Others	其他	3,623	2,013
		39,258	44,924

4. REVENUE, OTHER INCOME AND GAINS (continued)

The government grants were related to the subsidies received from the local government for the purpose of compensating the operating expenses arising from the schools' teaching activities and expenditures on teaching facilities. There are no unfulfilled conditions or contingencies relating to such government grants recognised.

Revenue from contracts with customers

(i) Disaggregated revenue information

4. 收益、其他收入及收益(續)

政府補貼與就學校教學活動及教學設施開支產生的經營費用所作補償自當地政府取得的補助有關。有關已確認的政府補貼並無任何關連的未達成條件或或然事項。

客戶合約收益

(i) 分類收益資料

		Six months ended 30 June 截至6月30日止六個月	
		2019 RMB'000 人民幣千元 (Unaudited) (未經審核)	2018 RMB'000 人民幣千元 (Unaudited) (未經審核)
Timing of revenue recognition	收益確認時間		
Tuition fees recognised over time	隨時間推移確認的學費	487,673	291,430
Boarding fees recognised over time	隨時間推移確認的住宿費	38,724	24,823
		526,397	316,253

5. PROFIT BEFORE TAX

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

5. 除稅前溢利

本集團除稅前溢利乃扣除／(計入)以下各項後達致：

		Six months ended 30 June 截至6月30日止六個月	
		2019 RMB'000 人民幣千元 (Unaudited) (未經審核)	2018 RMB'000 人民幣千元 (Unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	57,730	35,783
Depreciation of right-of-use assets/ recognition of prepaid land lease payments	使用權資產折舊／ 確認預付土地租賃款項	9,194	3,620
Amortisation of other intangible assets	其他無形資產攤銷	865	521
Minimum lease payments under operating leases	經營租賃的最低租金付款	3,468	3,675
Auditor's remuneration	核數師酬金	1,180	1,000
Employee benefit expense (excluding directors' remuneration):	僱員福利開支 (不包括董事酬金):		
Wages and salaries	工資及薪金	100,350	58,583
Equity-settled share option expense	以權益結算的購股權開支	2,414	270
Pension scheme contributions (defined contribution schemes)	退休金計劃供款 (界定供款計劃)	22,559	20,726
		125,323	79,579
Foreign exchange differences, net	淨匯兌差額	2,919	1,283
Impairment of financial assets:	金融資產減值：		
Impairment of financial assets included in prepayments, other receivables and other assets	計入預付款項、 其他應收款項及 其他資產的金融 資產減值	6,450	47
Reversal of impairment of financial assets included in prepayments, other receivables and other assets	計入預付款項、 其他應收款項及 其他資產的金融 資產減值撥回	—	(500)
		6,450	(453)

5. PROFIT BEFORE TAX (continued)

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

5. 除稅前溢利(續)

本集團除稅前溢利乃扣除／(計入)以下
 各項後達致：(續)

		Six months ended 30 June 截至6月30日止六個月	
		2019 RMB'000 人民幣千元 (Unaudited) (未經審核)	2018 RMB'000 人民幣千元 (Unaudited) (未經審核)
Investment income from short-term investments measured at amortised cost and short-term investments measured at fair value through profit or loss	按攤銷成本計量的短期投資及按公平值計入損益計量的短期投資之投資收入	(1,285)	(6,236)
Bank interest income	銀行利息收入	(6,013)	(10,222)
Interest income from a company controlled by the former shareholders of a subsidiary	來自附屬公司原股東所控制公司的利息收入	(4,037)	—
Fair value gain from an equity investment at fair value through profit or loss	按公平值計入損益的股權投資公平值收益	(905)	(60,254)
Loss on disposal of items of property, plant and equipment, net	處置物業、廠房及設備項目虧損淨額	—	6
Donation expense	捐贈開支	621	1,029

6. INCOME TAX

6. 所得稅

		Six months ended 30 June 截至6月30日止六個月	
		2019 RMB'000 人民幣千元 (Unaudited) (未經審核)	2018 RMB'000 人民幣千元 (Unaudited) (未經審核)
Current – Mainland China	即期－中國內地		
Charge for the Period	期間徵繳	6,637	5,552

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 operate.

The Company, Minsheng Education Company Limited, Minsheng Education Services Company Limited, Minsheng Education Development Company Limited, Minsheng Vocational Education Company Limited, Minsheng Secondary Education Company Limited, Minsheng Education Technology Company Limited, Minsheng Education Investment Company Limited (previously known as Minsheng Education Information Company Limited) and Leed International Education Group Inc. which were incorporated in the Cayman Islands, are not subject to income tax.

Minsheng Education Development (Hong Kong) Company Limited, Hong Kong College of Technology and Business Limited and Leed International Education Group (China) Limited which were incorporated in Hong Kong, were subject to profits tax at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the Period.

No provision for Hong Kong profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong during the Period.

本集團須根據本集團成員公司所在及經營之司法權區產生之溢利按實體基準繳付所得稅。

本公司、民生教育有限公司、民生教育服務有限公司、民生教育發展有限公司、民生職業教育有限公司、民生中學教育有限公司、民生教育科技有限公司、民生教育投資有限公司(前稱民生教育信息有限公司)及勵德國際教育集團有限公司均於開曼群島註冊成立，毋須繳付所得稅。

民生教育發展(香港)有限公司、香港工商學院有限公司及勵德國際教育集團(中國)有限公司於香港註冊成立，其於香港產生之估計應課稅溢利在期間內須按16.5%的稅率繳納利得稅。

由於本集團並無在香港產生或賺取任何應課稅溢利，故此期間內並無作出香港利得稅撥備。

6. INCOME TAX (continued)

Pursuant to the PRC Corporate Income Tax Law and the respective regulations, except for the preferential tax rate of 15% under the Western Development Tax Incentive Scheme available to Chongqing Li'ang Education Services Company Limited and Chongqing Pass Education Services Company Limited, the companies of the Group which operate in Mainland China are subject to Corporate Income Tax ("CIT") at a rate of 25% on their respective taxable income.

According to the Implementation Rules for the Law for Promoting Private Education (the "**Implementation Rules**"), private schools, whether requiring reasonable returns or not, may enjoy preferential tax treatments. Private schools for which the school sponsors do not require reasonable returns are eligible to enjoy the same preferential tax treatment as public schools. It is stated in the Implementation Rules that the relevant authorities under the State Council may introduce preferential tax treatments and related policies applicable to private schools requiring reasonable returns. During the Period and up to the date of this report, no separate policies, regulations or rules have been introduced by the authorities in this regard. In accordance with the historical tax returns filed to the relevant tax authorities, except for Laoling Minsheng Education High School Company Limited which was incorporated as a limited company, the Group's schools which require reasonable returns did not pay corporate income tax and had enjoyed the preferential corporate income tax exemption treatments in the Period.

7. INTERIM DIVIDEND

The Board does not declare any interim dividend for the six months ended 30 June 2019 (six months ended 30 June 2018: nil).

6. 所得稅(續)

根據中國企業所得稅法及有關法規，除重慶利昂教育服務有限公司及重慶派斯教育服務有限公司可享有的西部開發稅項獎勵計劃下的15%優惠稅率外，本集團旗下於中國內地營運的公司須就各自的應課稅收入按25%稅率繳付企業所得稅(「企業所得稅」)。

根據《民辦教育促進法實施條例》(「**實施條例**」)，民辦學校不論要求取得合理回報與否，均可享受稅收優惠政策。出資人不要求取得合理回報的民辦學校，依法享受與公辦學校同等的稅收優惠政策。實施條例規定，國務院相關部門可制定要求取得合理回報的民辦學校適用的稅收優惠政策及相關政策。於期間及截至本報告日期，並無機關就此制定單獨的政策、法規及規則。根據向相關稅務機構遞交的過往納稅申報單，除以有限公司成立的樂陵民生教育高級中學有限公司外，本集團要求取得合理回報的學校在期間並未繳納企業所得稅並享受優惠企業所得稅待遇。

7. 中期股息

董事會並無宣派截至2019年6月30日止六個月的任何中期股息(截至2018年6月30日止六個月：無)。

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

The calculation of the basic earnings per share amount is based on the profit for the Period attributable to ordinary equity holders of the parent of RMB207,125,000 (2018: RMB217,914,000), and the weighted average number of ordinary shares of 4,017,720,000 (2018: 4,017,720,000) shares in issue during the Period, as adjusted to reflect the rights issue during the Period.

The calculation of the diluted earnings per share amount is based on the profit for the Period attributable to ordinary equity holders of the parent of RMB207,125,000 (2018: RMB217,914,000). The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the Period, as used in the basic earnings per share calculation of 4,017,720,000 (2018: 4,017,720,000) shares, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of share options into ordinary shares of 5,344,483 (2018: 6,234,118).

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2019, the Group acquired assets with a cost of RMB103,076,000 (30 June 2018: RMB50,421,000) as additions to property, plant and equipment, and acquired property, plant and equipment of nil (30 June 2018: RMB131,544,000) by acquisition of a subsidiary.

Assets with a net book value of nil were disposed of by the Group during the six months ended 30 June 2019 (30 June 2018: RMB20,000), resulting in a net loss on disposal of nil (30 June 2018: RMB6,000).

8. 母公司普通股權益持有人應佔每股盈利

每股基本盈利乃根據母公司普通股擁有人應佔期間溢利人民幣207,125,000元(2018年：人民幣217,914,000元)及期間已發行普通股加權平均數4,017,720,000股(2018年：4,017,720,000股)股份計算，並經調整以反映期間供股。

每股攤薄盈利乃根據母公司普通股擁有人應佔期間溢利人民幣207,125,000元(2018年：人民幣217,914,000元)計算。計算時使用的普通股加權平均數即計算每股基本盈利所用之期間已發行普通股數目4,017,720,000股(2018年：4,017,720,000股)股份，以及視為行使購股權以認購普通股時假設已無償發行普通股的加權平均數5,344,483股(2018年：6,234,118股)。

9. 物業、廠房及設備

於截至2019年6月30日止六個月，本集團以成本人民幣103,076,000元(2018年6月30日：人民幣50,421,000元)收購資產以添置物業、廠房及設備，並透過收購一間附屬公司以收購物業、廠房及設備人民幣零元(2018年6月30日：人民幣131,544,000元)。

於截至2019年6月30日止六個月，本集團出售賬面淨值為零的資產(2018年6月30日：人民幣20,000元)，錄得出售淨虧損零(2018年6月30日：人民幣6,000元)。

10. OTHER INVESTMENTS

10. 其他投資

		30 June 2019 2019年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Equity investments measured at	按以下方式計量的股權投資		
– Fair value through other comprehensive income (i)	– 按公平值計入其他全面 收益(i)	6,380	6,380
– Fair value through profit or loss (ii)	– 按公平值計入損益(ii)	62,509	61,347
		68,889	67,727

(i) Equity investment at fair value through other comprehensive income

Equity investment at fair value through other comprehensive income comprises unlisted security. The fair value of the unlisted security is measured using a valuation technique with unobservable inputs and hence categorized within level 3 of the fair value hierarchy.

(i) 按公平值計入其他全面收益的股權投資

按公平值計入其他全面收益的股權投資包括非上市證券。非上市證券的公平值乃以採用不可觀察參數的估值方法計量，因而屬於公平值層級的第三級。

(ii) Equity investment at fair value through profit or loss

Equity investment at fair value through profit or loss represents a listed security. The fair value of the listed security is determined based on the closing prices quoted in active markets. It is accounted for using its fair value based on quoted market prices (level 1: quoted price (unadjusted) in active markets) without deduction for transaction costs.

(ii) 按公平值計入損益的股權投資

按公平值計入損益的股權投資指上市證券。上市證券的公平值乃基於活躍市場收市價釐定。股權投資乃採用基於市場報價(第一級：活躍市場報價(未經調整))計算且未經扣減交易成本的公平值入賬。

11. OTHER NON-CURRENT ASSETS

11. 其他非流動資產

		30 June 2019 2019年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Prepayments for acquisition of land use rights	收購土地使用權的預付款項	193,074	193,074
Prepayments for property, plant and equipment	物業、廠房及設備的預付款項	126,492	136,043
Long-term prepayments, other receivables and other assets	長期預付款項、其他應收款項及其他資產	8,534	9,632
Loan to an associate – Hong Kong Nang Yan College of Higher Education Limited	向聯營公司(香港能仁專上學院有限公司)貸款	43,810	43,810
Loan to a company controlled by the former shareholder of a subsidiary	向附屬公司原股東控制的公司貸款	400,000	–
		771,910	382,559

12. TRADE RECEIVABLES

12. 貿易應收款項

An ageing analysis of the trade receivables as at the end of the Period, based on the transaction date and net of provisions, is as follows:

截至期間末，按交易日期及扣除撥備計算，貿易應收款項的賬齡分析如下：

		30 June 2019 2019年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Within 1 year	一年內	6,255	5,162
1 to 2 years	一至兩年	405	309
2 to 3 years	兩至三年	108	39
		6,768	5,510

13. CONTRACT LIABILITIES

Details of contract liabilities are as follows:

13. 合約負債

合約負債詳情如下：

		30 June 2019 2019年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Short-term advances received from customers	向客戶收取的短期預付款		
Tuition fees	學費	15,324	486,752
Boarding fees	住宿費	12,590	47,345
		27,914	534,097

Contract liabilities include short-term advances received from students in relation to the proportionate service not yet provided. The Group receives tuition and boarding fees from students in advance prior to the beginning of each academic year. Tuition and boarding fees are recognised proportionately over the relevant period of the applicable program. The students are entitled to refund of the payment in relation to the proportionate service not yet provided.

合約負債包括就尚未提供服務按比例向學生收取的短期預付款。本集團於每學年開始前預先向學生收取學費及住宿費。學費及住宿費於有關課程的相關期內按比例確認。學生有權按比例收回仍未提供服務的相關款項。

14. OTHER PAYABLES AND ACCRUALS

14. 其他應付款項及應計費用

		30 June 2019 2019年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Accrued bonuses and other employee benefits	應計花紅及其他僱員福利	44,244	50,553
Payables for catering services	應付餐飲服務款項	27,365	13,794
Payables for purchase of property, plant and equipment	購買物業、廠房及設備的應付款項	137,092	158,290
Payables for management fee	管理費應付款項	46,644	68,469
Miscellaneous expenses received from students (note (i))	收取學生的雜項開支(附註(i))	56,475	32,502
Other tax payable	其他應付稅項	660	1,131
Payables for audit fee	審計費用應付款項	1,180	3,960
Payables for interest	應付利息	7,092	6,426
Consideration payable for business combination	業務合併應付代價	91,730	91,730
Payables to companies controlled by the former shareholders of a subsidiary	應付一家附屬公司原股東所控制公司的款項	—	193,638
Other payables*	其他應付款項*	72,923	76,856
		485,405	697,349

* Payables of RMB20,000,000 (31 December 2018: RMB20,000,000) to the non-controlling shareholder of Chongqing Electronic Information College is included within other payables. Other payables are non-interest-bearing and repayable on demand.

* 向重慶電信職業學院非控股股東支付的應付款項人民幣20百萬元(2018年12月31日：人民幣20百萬元)已計入其他應付款項。其他應付款項為免息，並按要求償還。

Note (i): The amounts represent the miscellaneous expenses received from students which will be paid out on behalf of students.

附註(i)：金額為收取學生的雜項開支，將代學生支付。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Continued)
 中期簡明綜合財務資料附註(續)

15. INTEREST-BEARING BANK AND OTHER BORROWINGS

15. 計息銀行及其他借貸

		30 June 2019 2019年6月30日			31 December 2018 2018年12月31日		
		Effective interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元 (Unaudited) (未經審核)	Effective interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元 (Audited) (經審核)
Current	即期						
Bank loans – secured	銀行貸款－有抵押	5.3-6.5	2019-2020	65,600	5.3-6.5	2019	49,600
Current portion of long term bank loans – secured	長期銀行貸款的即期 部分－有抵押	4.9-7.1	2019-2020	38,400	4.9-7.1	2019	51,500
Current portion of long term bank loans – unsecured	長期銀行貸款的即期 部分－無抵押	2.5-4	2020	43,983	–	–	–
Other loans-unsecured	其他貸款－無抵押	15-24	On demand 按要求	6,144	4.8-24	2019	40,144
Current portion of long-term government loans-secured	長期政府貸款的即期 部分－有抵押	3.5	2020	2,000	–	–	–
Current portion of sale and leaseback liabilities/current portion of finance lease liabilities	售後回租負債的 即期部分／融資 租賃負債的 即期部分	6.5-7.7	2019-2020	104,433	6.5-7.7	2019	103,391
				260,560			244,635
Non-current	非即期						
Bank loans – secured	銀行貸款－有抵押	6.5-7.1	2020-2021	18,000	6.5-7.1	2020-2021	57,400
Bank loans – unsecured	銀行貸款－無抵押	2.5-4	2020-2024	175,932	–	–	–
Government loan-secured	政府貸款－有抵押	3.5	2032	28,000	3.5	2032	30,000
Sale and leaseback liabilities/ finance lease payables	售後回租負債／ 融資租賃應付款項	6.5-7.7	2020-2021	108,567	6.5-7.7	2020-2021	126,699
				330,499			214,099
				591,059			458,734

15. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued) 15. 計息銀行及其他借貸(續)

		30 June 2019 2019年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Analysed into:	分析如下：		
Bank loans:	銀行貸款：		
Within one year or on demand	一年之內或按要求	147,983	101,100
In the second year	第二年	61,983	53,400
In the third to fifth years, inclusive	第三至第五年， 首尾兩年包括在內	131,949	4,000
		341,915	158,500
Other borrowings repayable:	其他應償還借款：		
Within one year or on demand	一年之內或按要求	6,144	40,144
Government loan:	政府貸款：		
Within one year or on demand	一年之內或按要求	2,000	—
In the second year	第二年	2,000	2,000
In the third to fifth years, inclusive	第三至第五年， 首尾兩年包括在內	6,000	6,000
Beyond five years	超過五年	20,000	22,000
		30,000	30,000
Sale and leaseback liabilities/finance lease payables:	售後回租負債／融資租賃應付款項：		
Within one year or on demand	一年之內或按要求	104,433	103,391
In the second year	第二年	102,703	107,591
In the third to fifth years, inclusive	第三至第五年， 首尾兩年包括在內	5,864	19,108
		213,000	230,090
		591,059	458,734

15. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Notes:

- (a) Certain of the Group's bank loans and government loan are secured by the Group's certain property, plant and equipment and certain leasehold land, which had an aggregate carrying value at the end of the Period of approximately RMB337,463,000 (31 December 2018: RMB342,046,000).
- (b) Except for the 2.5%-4% unsecured bank loan which is denominated in Hong Kong dollars, all borrowings are in RMB.
- (c) The Group's other loans are unsecured, bear interest at rates ranging from 15% to 24% (2018: 4.8% to 24%), and are repayable on demand.

15. 計息銀行及其他借貸(續)

附註：

- (a) 本集團的若干銀行貸款及政府貸款由本集團若干物業、廠房及設備以及若干租賃土地抵押擔保，其於期間末總賬面值約為人民幣337,463,000元(2018年12月31日：人民幣342,046,000元)。
- (b) 除2.5%-4%無抵押銀行貸款以港元計值外，所有借款均以人民幣計值。
- (c) 本集團其他貸款為無抵押，利率介乎15%至24%(2018年：4.8%至24%)，須按要求償還。

16. SHARE CAPITAL

Shares

16. 股本

股份

		30 June 2019 2019年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Authorised:	法定：		
10,000,000,000 ordinary shares of US\$0.00001 each as at 30 June 2019 (31 December 2018: 10,000,000,000 ordinary shares)	於2019年6月30日的 10,000,000,000股 每股面值0.00001美元的 普通股(2018年12月31日： 10,000,000,000股普通股)	747	747
Issued and fully paid:	已發行及繳足股款：		
4,017,720,000 ordinary shares as at 30 June 2019 (31 December 2018: 4,017,720,000 ordinary shares)	於2019年6月30日的 4,017,720,000股 普通股(2018年12月31日： 4,017,720,000股普通股)	307	307

17. COMMITMENTS

The Group had the following capital commitments at the end of the Period:

17. 承擔

本集團於期間末的資本承擔如下：

		30 June 2019 2019年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Contracted, but not provided for:	已訂約但未撥備：		
Equipment	設備	16,112	10,887
Buildings	樓宇	140,575	110,595
Loans committed to a company controlled by the former shareholders of a subsidiary	向一家附屬公司原股東 所控制公司承諾 的貸款	—	400,000
Acquisition of private schools	收購民辦學校	573,440	591,800
		730,127	1,113,282

At the end of the Period, the Group did not have significant capital commitments that were authorised but not contracted for.

於期間末，本集團並無授權但未訂約的重大已資本承擔。

18. RELATED PARTY TRANSACTIONS

Compensation of key management personnel of the Group:

18. 關連方交易

本集團主要管理人員的薪酬：

		Six months ended 30 June	
		截至6月30日止六個月	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	7,164	6,260
Equity-settled share option expense	以股權結算的購股權費用	7,954	4,678
Pension scheme contributions	退休金計劃供款	31	30
		15,149	10,968

19. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

19. 金融工具的公平值及公平值層級

本集團金融工具(賬面值與公平值合理相若者除外)的賬面值及公平值如下：

		30 June 2019 2019年6月30日	
		Carrying amounts 賬面值 RMB'000 人民幣千元 (Unaudited) (未經審核)	Fair values 公平值 RMB'000 人民幣千元 (Unaudited) (未經審核)
Financial assets	金融資產		
Equity investment at fair value through other comprehensive income	按公平值計入其他全面收益的股權投資	6,380	6,380
Equity investment at fair value through profit or loss	按公平值計入損益的股權投資	62,509	62,509
Loan to an associate included in other non-current assets	計入其他非流動資產的向聯營公司貸款	43,810	43,810
		112,699	112,699
Financial liabilities	金融負債		
Interest-bearing bank and other loans – non-current	計息銀行及其他貸款 – 非即期	330,499	350,361
Put option liability	認沽期權負債	800,074	800,074
		1,130,573	1,150,435

19. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows: (continued)

19. 金融工具的公平值及公平值層級(續)

本集團金融工具(賬面值與公平值合理相若者除外)的賬面值及公平值如下：
 (續)

		31 December 2018 2018年12月31日	
		Carrying amounts 賬面值 RMB'000 人民幣千元 (Audited) (經審核)	Fair values 公平值 RMB'000 人民幣千元 (Audited) (經審核)
Financial assets	金融資產		
Equity investment at fair value through other comprehensive income	按公平值計入其他全面收益的股權投資	6,380	6,380
Equity investment at fair value through profit or loss	按公平值計入損益的股權投資	61,347	61,347
Loan to an associate included in other non-current assets	計入其他非流動資產的向聯營公司貸款	43,810	43,810
		111,537	111,537
Financial liabilities	金融負債		
Interest-bearing bank and other loans – non-current	計息銀行及其他貸款—非即期	214,099	225,364
Put option liability	認沽期權負債	781,332	781,332
		995,431	1,006,696

19. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Management has assessed that the fair values of cash and bank balances, restricted bank balances, financial assets included in prepayments, other receivables and other assets, trade receivables, financial liabilities included in other payables and accruals and current portion of interest-bearing bank and other borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(a) Financial instruments in level 1

The fair values of listed equity investments are determined based on closing prices quoted in active markets. They are accounted for using their fair value based on the quoted market prices (level 1: quoted price (unadjusted) in active markets) without deduction for transaction costs.

(b) Financial instruments in level 2

The fair value of the non-current portion of interest-bearing bank and other borrowings has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

The fair value of the put option liability has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

19. 金融工具的公平值及公平值層級(續)

管理層已評定現金及銀行結餘、受限制銀行結餘、計入預付款、其他應收款項及其他資產的金融資產、貿易應收款項、計入其他應付款項及應計費用的金融負債以及計息銀行及其他借貸的即期部分的公平值與其賬面值相若，主要是由於該等工具短期內到期。

金融資產及負債的公平值以自願交易方(非強迫或清盤出售)當前交易中該工具的可交易金額入賬。以下方法及假設用作估計彼等的公平值：

(a) 第一級內的金融工具

上市股權投資的公平值乃基於活躍市場所報收市價釐定。上市股權投資乃採用其基於市場報價(第一級：活躍市場報價(未經調整))計算且未經扣減交易成本的公平值入賬。

(b) 第二級內的金融工具

計息銀行及其他借貸非即期部分的公平值乃透過採用具類似條款、信貸風險及餘下到期日的工具現時可用利率貼現預期未來現金流量計算。

認沽期權負債的公平值透過採用具類似條款、信貸風險及餘下到期日的工具現時可用利率貼現預期未來現金流量計算。

19. FAIR VALUE AND FAIR VALUE HIERARCHY OF
FINANCIAL INSTRUMENTS (continued)

(c) Financial instruments in level 3

The fair value of unlisted equity investment at fair value through other comprehensive income have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and calculates an appropriate trading multiple, such as enterprise value to earnings before interest, taxes, depreciation and amortisation (“**EV/EBITDA**”) multiple and enterprise value to sales (“**EV/S**”) multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an earnings measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding earnings measure of the unlisted equity investment to measure the fair value. The directors believe that the estimated fair value resulting from the valuation technique, which is recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the Period.

The fair value of the loan to an associate included in other non-current assets has been estimated using a discounted cash flow valuation model based on assumptions that were not supported by observable market prices or rates. The valuation required the directors to make estimates about the expected future cash flows including expected future interest return on maturity of the loan to an associate. The directors believed that the estimated fair value resulting from the valuation technique, which is recorded in the consolidated statement of financial position, is reasonable, and that it is the most appropriate value at the end of the Period.

19. 金融工具的公平值及公平值層級(續)

(c) 第三級內的金融工具

按公平值計入其他全面收益的非上市股權投資的公平值乃採用市場估值法進行估算，當中的假設並無取得可觀察市價或比率支持。有關估值須董事基於行業、規模、槓桿及策略釐定可資比較公眾公司(同業公司)，並計算各已識別可資比較公司的適當買賣倍數，諸如企業價值對除利息、稅項、折舊及攤銷前盈利(「**EV/EBITDA**」)倍數及企業價值對銷售額(「**EV/S**」)倍數。有關倍數乃以可資比較公司企業價值除以盈利計算。買賣倍數其後基於公司特定事實及情況就缺乏流通性及可資比較公司間的規模差異等考慮因素作出貼現。非上市股權投資的相關盈利計算應用經貼現倍數以計量公平值。董事相信，按此估值方法得出的估計公平值(於綜合財務狀況表入賬)及公平值的相關變動(於其他全面收益入賬)乃屬合理，並為報告期末最恰當的估值。

計入其他非流動資產的向聯營公司貸款的公平值已利用貼現現金流估值模式估計，當中的假設無法取得可觀察市價或比率支持。估值要求董事估計預期未來現金流(包括向聯營公司貸款到期時預期未來利息回報)。董事相信估值方法得出的估計公平值(於綜合財務狀況表中入賬)屬合理，並為期間末最恰當的估值。

19. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 30 June 2019 and 31 December 2018:

19. 金融工具的公平值及公平值層級(續)

下表為金融工具估值於2019年6月30日及2018年12月31日的重大不可觀察參數及量化敏感度分析的概要：

	Valuation technique 估值方法	Significant unobservable input 重大不可觀察參數	Range 幅度	Sensitivity of fair value to the input 公平值對參數的敏感度
Unlisted equity investments 非上市股權投資	Valuation Multiples 估值倍數	Average EV/EBITDA multiple 平均EV/EBITDA倍數	30 June 2019: 5.04 2019年6月30日： 5.04 (31 December 2018: 5.04) (2018年12月31日： 5.04)	0.5% (31 December 2018: 0.5%) increase/(decrease) in average EV/EBITDA multiple would result in increase/(decrease) in fair value by RMB7,085 (31 December 2018: RMB7,085) 平均EV/EBITDA倍數上升/(下跌) 0.5%(2018年12月31日：0.5%) 將導致公平值增加/(減少) 人民幣7,085元(2018年12月31日：人民幣7,085元)
		Average EV/S multiple 平均EV/S倍數	30 June 2019: 3.10 2019年6月30日： 3.10 (31 December 2018: 3.10) (2018年12月31日： 3.10)	0.5% (31 December 2018: 0.5%) increase/(decrease) in average EV/S multiple would result in increase/(decrease) in fair value by RMB5,823 (31 December 2018: RMB5,823) 平均EV/S倍數上升/(下跌)0.5% (2018年12月31日：0.5%)將導致公平值增加/(減少)人民幣5,823元 (2018年12月31日：人民幣5,823元)
		Discount for lack of marketability 缺乏市場流通性貼現率	30 June 2019: 31.0% 2019年6月30日： 31.0% (31 December 2018: 31.0%) (2018年12月31日： 31.0%)	0.5% (31 December 2018: 0.5%) increase/(decrease) in discount for lack of marketability would result in (decrease)/increase in fair value by RMB46,244 (31 December 2018: RMB46,244) 缺乏市場流通性貼現率上升/(下跌) 0.5%(2018年12月31日：0.5%) 將導致公平值(減少)/增加 人民幣46,244元(2018年12月31日：人民幣46,244元)

19. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 30 June 2019 and 31 December 2018: (continued)

19. 金融工具的公平值及公平值層級(續)

下表為金融工具估值於2019年6月30日及2018年12月31日的重大不可觀察參數及量化敏感度分析的概要：(續)

	Valuation technique 估值方法	Significant unobservable input 重大不可觀察參數	Range 幅度	Sensitivity of fair value to the input 公平值對參數的敏感度
Loan to an associate included in other non-current assets 計入其他非流動資產的向聯營公司貸款	Discounted cash flow method 貼現現金流方法	Discount rate 貼現率	30 June 2019: 2.60% to 3.33% 2019年6月30日： 2.60%至3.33% (31 December 2018: 2.60% to 3.33%) (2018年12月31日： 2.60%至3.33%)	0.5% (31 December 2018: 0.5%) increase/(decrease) in discount rate would result in (decrease)/ increase in fair value by RMB1,393,163/ RMB1,452,977 (31 December 2018: RMB1,393,163/ RMB1,452,977) 貼現率上升/(下跌)0.5% (2018年12月31日：0.5%) 將導致公平值(減少)/增加 人民幣1,393,163元/ 人民幣1,452,977元 (2018年12月31日： 人民幣1,393,163元/ 人民幣1,452,977元)

19. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value

As at 30 June 2019

19. 金融工具的公平值及公平值層級(續)

公平值層級

下表闡明本集團金融工具的公平值計量層級：

按公平值計量的資產

於2019年6月30日

		Fair value measurement using 公平值計量使用			Total 總計
		Quoted prices in active markets 於活躍市場的 報價 (Level 1) (第一級) RMB'000 人民幣千元 (Unaudited) (未經審核)	Significant observable inputs 重大可觀察 參數 (Level 2) (第二級) RMB'000 人民幣千元 (Unaudited) (未經審核)	Significant unobservable inputs 重大不可觀察 參數 (Level 3) (第三級) RMB'000 人民幣千元 (Unaudited) (未經審核)	
Equity investment designated at fair value through other comprehensive income	指定按公平值計入其他全面收益的股權投資	-	-	6,380	6,380
Equity investment at fair value through profit or loss	按公平值計入損益的股權投資	62,509	-	-	62,509
Loan to an associate included in other non-current assets	計入其他非流動資產的向聯營公司貸款	-	-	43,810	43,810
		62,509	-	50,190	112,699

19. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Assets measured at fair value (continued)

As at 31 December 2018

19. 金融工具的公平值及公平值層級(續)

公平值層級(續)

按公平值計量的資產(續)

於2018年12月31日

		Fair value measurement using 公平值計量使用			
		Quoted prices in active markets 於活躍市場的 報價 (Level 1) (第一級) RMB'000 人民幣千元 (Audited) (經審核)	Significant observable inputs 重大可觀察 參數 (Level 2) (第二級) RMB'000 人民幣千元 (Audited) (經審核)	Significant unobservable inputs 重大不可觀察 參數 (Level 3) (第三級) RMB'000 人民幣千元 (Audited) (經審核)	Total 總計 RMB'000 人民幣千元 (Audited) (經審核)
Equity investment designated at fair value through other comprehensive income	指定按公平值計入其他全面收益的股權投資	-	-	6,380	6,380
Equity investment at fair value through profit or loss	按公平值計入損益的股權投資	61,347	-	-	61,347
Loan to an associate included in other non-current assets	計入其他非流動資產的向聯營公司貸款	-	-	43,810	43,810
		61,347	-	50,190	111,537

During the Period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

於期間內，第一級與第二級之間的公平值計量並無轉撥，亦無轉入或轉出第三級的公平值。

19. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

The Group did not have any financial liability measured at fair value at the end of the Period.

Liabilities for which fair values are disclosed

As at 30 June 2019

19. 金融工具的公平值及公平值層級(續)

公平值層級(續)

於期間末，本集團並無按公平值計量的任何金融負債。

披露公平值的負債

於2019年6月30日

		Fair value measurement using 公平值計量使用			Total 總計
		Quoted prices in active markets 於活躍市場的 報價 (Level 1) (第一級) RMB'000 人民幣千元 (Unaudited) (未經審核)	Significant observable inputs 重大可觀察 參數 (Level 2) (第二級) RMB'000 人民幣千元 (Unaudited) (未經審核)	Significant unobservable inputs 重大不可觀察 參數 (Level 3) (第三級) RMB'000 人民幣千元 (Unaudited) (未經審核)	
Interest-bearing bank and other loans – non-current	計息銀行及其他貸款 – 非即期	–	350,361	–	350,361
Put option liability	認沽期權負債	–	800,074	–	800,074
		–	1,150,435	–	1,150,435

19. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Liabilities for which fair values are disclosed (continued)

As at 31 December 2018

19. 金融工具的公平值及公平值層級(續)

公平值層級(續)

披露公平值的負債(續)

於2018年12月31日

		Fair value measurement using 公平值計量使用			
		Quoted prices in active markets 於活躍市場的 報價 (Level 1) (第一級) RMB'000 人民幣千元 (Audited) (經審核)	Significant observable inputs 重大可觀察 參數 (Level 2) (第二級) RMB'000 人民幣千元 (Audited) (經審核)	Significant unobservable inputs 重大不可觀察 參數 (Level 3) (第三級) RMB'000 人民幣千元 (Audited) (經審核)	Total 總計 RMB'000 人民幣千元 (Audited) (經審核)
Interest-bearing bank and other loans – non-current	計息銀行及其他貸款 — 非即期	–	225,364	–	225,364
Put option liability	認股期權負債	–	781,332	–	781,332
		–	1,006,696	–	1,006,696

20. EVENTS AFTER THE PERIOD

In July 2019, according to the facilities agreement signed between the Company and the Bank of China (Hong Kong) Company Limited, the Company withdrew borrowings of HKD140 million for 5 years, which was mainly used for the Company's merge and acquisition activities and daily operating purposes.

20. 期後事項

於2019年7月，根據本公司與中國銀行(香港)有限公司簽署的授信協議，本公司已提取1.4億港元的借款，借款期為五年，主要用於本公司的併購活動及日常營運資金用途。



民生教育集团有限公司

Minsheng Education Group Company Limited

