

DASHAN EDUCATION HOLDINGS LIMITED

大山教育控股有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code: 9986

INTERIM REPORT 2025



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Hongjun (*Chairman*)
Mr. Li Jing (*CEO*)
Mr. Shan Jingchao

Independent non-executive Directors

Dr. Xie Xiangbing
Ms. Wang Yanxiao
Mr. You Huanyu

AUDIT COMMITTEE

Dr. Xie Xiangbing (*chairman*)
Ms. Wang Yanxiao
Mr. You Huanyu

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

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

INVESTMENT MANAGEMENT COMMITTEE

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

AUTHORISED REPRESENTATIVES

Mr. Zhang Hongjun
Mr. Chan Kwong On

COMPANY SECRETARY

Mr. Chan Kwong On

AUDITOR

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

HONG KONG LEGAL ADVISER

Loeb & Loeb LLP

PRINCIPAL BANKERS

Bank of Communications,
Zhengzhou Huanghe Road Branch
Bank of China (Hong Kong) Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN THE PRC

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1504, 15/F
Jubilee Centre
18 Fenwick Street
Wan Chai
Hong Kong

COMPANY'S WEBSITE

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

STOCK EXCHANGE STOCK CODE

9986

DATE OF LISTING

15 July 2020

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Company is an investment holding company. The Group is currently principally engaged in (i) the provision of extracurricular programmes for personal attainment and overseas education consultation services; and (ii) the provision of diversified consultancy services for entities.

With the continuous development of China's economy, the rise in living standards and the emphasis on education, parents pay more attention to the comprehensive development and personalised needs of their children, and more development opportunities are opening up for quality education. In the context of the reform and opening-up and globalisation, social development puts forward new requirements for talents, high-quality talents with global vision and international competitiveness are more popular, more parents choose to send their children to study abroad. In the face of the changes in parents' needs for their children's education and the trend of China's education system reform, the Group is committed to building an ecosystem in international education field to provide one-stop all-scenario services for Chinese students participating in international education.

During the Reporting Period, the Group provided overseas education consultation services in major cities in Mainland China, such as Zhengzhou, Shenzhen, Hangzhou, Wuhan, Xi'an, for students intending to apply for further education abroad, and created revenue by collecting consultancy service fees. The Group typically provides consultancy services for students intending to apply for further education abroad by (i) collecting background and admission information of overseas higher educational institutions, (ii) assisting in formulating overseas study and college application plans, (iii) assisting in making the college applications, and (iv) assisting in making application for student visa. During the Reporting Period, the Group also established dancing teaching centres in Zhengzhou and Beijing, recruited experienced tutors and trainers, provided relevant extracurricular programmes for children and teenagers, aiming to cultivate students' artistic literacy and improve students' physical fitness.

Leveraging on the Group's extensive experience, resources and team advantages, the Group provided diversified consulting services to various entities in areas such as brand operation and management, marketing promotion, event planning, sustainability and carbon disclosure etc.. During the Reporting Period, the Group has expanded its brand operation and management portfolios to cover two new brands of beauty and health products.

FUTURE OUTLOOK

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

As the largest source of international students, China has more than 1 million students studying in overseas higher educational institutions. Factors such as the increasing degree of globalisation, the pursuit of high-quality educational resources, the intensifying competition for employment and the need for economic development, have facilitated more students to study abroad. The scale of China's international education industry continues to expand with the expansion of China's international student population.

The Group is committed to building an international education ecosystem, providing customers high quality and diversified comprehensive services, in order to meet the personalised needs of different customer groups at different stages. The Group will provide application guidance based on students' needs and goals, conduct professional planning based on students' personal academic background, interests and experiences, and future employment directions, design and tailor college application plans for applicants. Additionally, it will expand its service scope to multiple fields such as language training, cultural exchange, background enhancement and academic guidance, so as to provide customers with all-round consulting services. In terms of provision of extracurricular programmes for personal attainment, the Group will respond to market demands, focus on the personalised development of students, cultivate the unique potential of each student and standardise the programmes in accordance with regulatory requirements.

The Group will proactively expand its business of providing diversified consulting services to entities, including brand operation and management, as well as other consulting services. The Group will leverage its accumulated experience, resources, and team advantage, communicate closely with customers, conduct in-depth exploration of customers' needs, enrich types and content of services, and provide diversified and professional consulting services. The Group is committed to developing and expanding the Group's brand operation and management capabilities. It will collaborate with high-quality brands in the beauty and health sectors, reconstruct the brand value chain through technology, and provide full-chain empowerment for brands driven by digital innovation to boost brand value and influence, as well as promote and market brands and products. The Group is also actively exploring opportunities to acquire company(ies) that is/are engaged in brand operation and management or related business.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

During the Reporting Period, the Group's revenue was approximately RMB41.5 million, representing a decrease of approximately RMB6.0 million from approximately RMB47.5 million for the corresponding period in 2024, of which revenue from extracurricular programmes segment decreased by approximately 19.9% to approximately RMB13.3 million from approximately RMB16.6 million for the corresponding period in 2024, revenue from overseas education segment decreased by approximately 14.2% to approximately RMB19.3million from approximately RMB22.5 million for the corresponding period in 2024, revenue from training and consultancy segment decreased by approximately 62.0% to approximately RMB3.0 million from approximately RMB7.9 million for the corresponding period in 2024, revenue from others segment decreased by approximately RMB0.3 million from approximately RMB0.5 million in the corresponding period of 2024 to approximately RMB0.2 million and revenue from brand operation and management segment, a new segment, was approximately RMB5.7 million during the Reporting Period.

Cost of Sales and Services Rendered

During the Reporting Period, the Group's cost of sales and services rendered was approximately RMB24.2 million, representing a decrease of approximately RMB4.4 million from approximately RMB28.6 million for the corresponding period in 2024. Such decrease was in line with the decrease in revenue.

Gross Profit and Gross Profit Margin

During the Reporting Period, the Group's gross profit was approximately RMB17.3 million, representing a decrease of approximately RMB1.6 million from approximately RMB18.9 million for the corresponding period in 2024. The gross profit margin for the Reporting Period was approximately 41.7% whilst the gross profit margin for the corresponding period in 2024 was approximately 39.9%.

Other Income

During the Reporting Period, the Group's other income was approximately RMB0.4 million, representing a decrease of approximately RMB0.1 million from approximately RMB0.5 million for the corresponding period in 2024.

Other Gains and Losses, Net

During the Reporting Period, the Group's other gains and losses recorded a loss of approximately RMB1.0 million, as compared with a gain of approximately RMB6.0 million for the corresponding period in 2024. Such transition was mainly due to (i) the gain of approximately RMB10.0 million from the sale of software under development for the corresponding period in 2024 (Reporting Period: Nil); and (ii) the loss on financial assets measured at FVTPL of approximately RMB5.6 million for the corresponding period in 2024 (Reporting Period: approximately RMB0.1 million).

Selling and Marketing Expenses

During the Reporting Period, the Group's selling and marketing expenses was approximately RMB6.6 million, representing an increase of approximately RMB0.6 million from approximately RMB6.0 million for the corresponding period in 2024. Such increase was mainly due to the increase in marketing expenditure resulting from the business expansion.

Administrative Expenses

During the Reporting Period, the Group's administrative expenses was approximately RMB54.9 million, representing an increase of approximately RMB29.5 million from approximately RMB25.4 million for the corresponding period in 2024. Such increase was mainly due to the recognition of share-based payment expenses for the Reporting Period.

Finance Costs

During the Reporting Period, the Group's finance costs was approximately RMB389,000 as compared with that of approximately RMB239,000 for the corresponding period in 2024.

Taxation

During the Reporting Period, the Group recorded income tax credits of approximately RMB273,000 as compared with income tax credits of approximately RMB509,000 for the corresponding period in 2024.

Loss for the Period

During the Reporting Period, the Group recorded a loss of approximately RMB45.9 million, representing an increase of approximately RMB37.1 million from approximately RMB8.8 million for the corresponding period in 2024. Such increase was primarily due to the recognition of share-based payment expenses for the Reporting Period.

Loss per Share

During the Reporting Period, the Group's basic and diluted loss per Share amounted to approximately RMB5.66 cents, while the basic and diluted loss per Share amounted to approximately RMB1.29 cents for the corresponding period in 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

Non-HKFRS Measure

To supplement the condensed consolidated financial statements which are presented in accordance with HKFRS, the Company also presents the adjusted loss for the period as a non-HKFRS measure, which is not required by, or presented in accordance with, HKFRS. The Company believes that this non-HKFRS measure facilitates comparison of operating performance from period to period by eliminating impacts of equity-settled share option and award expense. In addition, the Company believes that this non-HKFRS measure provides useful information to investors and others in understanding and evaluating the results of operations in the same manner as the Company's management and in comparing financial results across the relevant periods. The use of this non-HKFRS measure has limitations as an analytical tool. As such, it should not be considered in isolation from, or as substitute for analysis of, the condensed consolidated statements of profit or loss and other comprehensive income or financial position as reported under HKFRS. In addition, the non-HKFRS measures may be defined differently from similar terms used by other companies and therefore, may not be comparable to similar measures presented by other companies.

The Company defines its adjusted loss for the period (non-HKFRS measure) as the loss for the period adding back equity-settled share option and award expense. The table below sets out the adjusted loss for the period (non-HKFRS measure) as of the dates indicated:

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
Loss for the period	(45,905)	(8,810)
Adding:		
Equity-settled share option and award expense	29,914	–
Adjusted loss for the period	(15,991)	(8,810)

FINANCIAL POSITION

Liquidity

As at 30 June 2025, the Group's net current liabilities amounted to approximately RMB57.5 million, representing an increase of 40.6% as compared with that of approximately RMB40.9 million as at 31 December 2024. Such increase was mainly due to the decrease in bank balances and cash.

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

Bank Balances and Cash

The Group's bank balances and cash are mainly denominated in RMB and HK\$. As at 30 June 2025, the Group's bank balances and cash amounted to approximately RMB19.3 million, representing a decrease of approximately 62.9% as compared with that of approximately RMB52.0 million as at 31 December 2024.

Borrowings

As at 30 June 2025, the Group's borrowings amounted to RMB7.2 million (31 December 2024: approximately RMB2.3 million) and the interests are at fixed interest rates, of which approximately RMB2.6 million are payable within one year, and approximately RMB 4.6 million are payable within two years.

Contingent Liabilities

As at 30 June 2025, the Group did not have any material contingent liabilities (31 December 2024: Nil).

Gearing Ratio

Gearing ratio is calculated based on total debt at the end of the respective period divided by total equity at the end of the respective period. The Group's debt represents borrowings and lease liabilities as referred to in HKFRS 16 Lease. The Group's gearing ratio as at 30 June 2025 was approximately 57.8% (31 December 2024: approximately 38.5%).

WORKING CAPITAL

Trade Receivables

The Group reviews and monitors the level of trade receivables on a regular basis. As at 30 June 2025, the Group's trade receivables amounted to approximately RMB1.9 million, representing an increase of approximately 46.2% as compared with that of approximately RMB1.3 million as at 31 December 2024.

Trade Payables

The Group reviews and monitors the level of trade payables on a regular basis. As at 30 June 2025, the Group's trade payables amounted to approximately RMB5.1 million (31 December 2024: approximately RMB0.1 million).

Inventories

The Group reviews and monitors the level of inventories on a regular basis. As at 30 June 2025, the Group's inventories amounted to approximately RMB5.7 million (31 December 2024: Nil).

CAPITAL EXPENDITURES AND CAPITAL COMMITMENTS

The Group's capital expenditures amounted to approximately RMB1,674,000 for the Reporting Period (six months ended 30 June 2024: approximately RMB96,000), which were mainly expenditures on additions to property, plant and equipment.

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

As at 30 June 2025, the Group has no capital commitments in respect of additions to property, plant and equipment (31 December 2024: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

CHARGE ON ASSETS AND PLEDGE OF ASSETS

As at 30 June 2025, the Group did not have any charges on assets (31 December 2024: Nil) nor any of assets was pledged (31 December 2024: Nil).

INTEREST RATE RISK

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

FOREIGN EXCHANGE RISK

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

INTERIM DIVIDEND

The Board does not recommend the payment of interim dividend for the Reporting Period (six months ended 30 June 2024: Nil).

SIGNIFICANT INVESTMENTS HELD

As at 30 June 2025, save as disclosed in this interim report, the Group did not have any major investments.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have any other immediate plans for material investments and capital assets as at 30 June 2025.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as disclosed in this interim report, the Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures for the Reporting Period.

CORPORATE GOVERNANCE AND OTHER INFORMATION

USE OF PROCEEDS FROM THE LISTING

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

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

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

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

CORPORATE GOVERNANCE AND OTHER INFORMATION

As at 30 June 2025, the Group had utilised the net proceeds in the manner as set out in the table below:

Intended usage	Original allocation of net proceeds HK\$ million	Utilised net proceeds up to 29 August 2022 HK\$ million	Unutilised net proceeds as at 29 August 2022 HK\$ million	Revised allocation of unutilised net proceeds as at 29 August 2022 HK\$ million	Utilised net proceeds during the period from 29 August 2022 to 31 December 2024 HK\$ million	Utilised net proceeds for the Reporting Period HK\$ million	Unutilised net proceeds as at 30 June 2025 HK\$ million
Expansion of the provision of primary and secondary after-school academic education services and self-operated teaching centres network through organic growth	122.4	52.4	70.0	–	–	–	–
Expansion of geographic presence and scale of the provision of primary and secondary after-school academic education services in the PRC through the strategic acquisitions or setting up joint ventures	61.2	6.1	55.1	–	–	–	–
Expansion in education business outside the PRC	–	–	–	60.0	58.6	0.6	0.8
Expansion of education-related services, extracurricular programmes for personal attainment and vocational education through strategic acquisitions or setting up joint ventures	–	–	–	50.0	50.0	–	–
Expansion of education-related services, extracurricular programmes for personal attainment and vocational education through organic growth	–	–	–	15.1	11.0	0.5	3.6
Working capital purposes	20.4	14.4	6.0	6.0	6.0	–	–
Total	204.0	72.9	131.1	131.1	125.6	1.1	4.4

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

EQUITY FUND RAISING ACTIVITIES OR SALE OF TREASURY SHARES FOR CASH AND USE OF PROCEEDS

For the Reporting Period, the Company had not carried out any equity fund raising activities involving the utilisation of the general mandate granted at the annual general meeting held on 12 September 2024 and the general mandate granted at the annual general meeting held on 6 June 2025 or sale of treasury Shares for cash.

CHANGES OF DIRECTORS AND DIRECTORS' INFORMATION

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

DIRECTORS' SERVICE CONTRACTS

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

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

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2025, the Group had 319 employees (31 December 2024: 429). Total staff-related cost, including Directors' emoluments, was approximately RMB28.6 million for the Reporting Period (six months ended 30 June 2024: approximately RMB28.8 million).

The Group generally determines employees' compensation based on their qualification, experience, position and performance. The Group offers comprehensive compensation to employees, including salary and performance bonus, and the Group also provides training to employees. Other staff benefits include provision of retirement benefits, medical benefits etc..

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

As no option or Award Shares was granted under any share schemes of the Company during the Reporting Period, the number of which as divided by the weighted average number of Shares (excluding treasury Shares) of the relevant class in issue for the Reporting Period (being 800,000,000 Shares) is 0%.

CORPORATE GOVERNANCE AND OTHER INFORMATION

SHARE OPTION SCHEME

As at 1 January 2025 and 30 June 2025, no option could be granted under the Share Option Scheme, 80,000,000 options were outstanding under the Share Option Scheme. For the Reporting Period, no share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme.

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

Date granted	Vesting period	Exercise period	Participants	Exercise price per Share	Closing price per Share immediately preceding the date of grant	Fair value of the share options granted as at the date of grant ¹	Number of share options				
							Outstanding as at 1 January 2025	Granted during the Reporting Period	Exercised during the Reporting Period	Lapsed/ cancelled during the Reporting Period	Outstanding as at 30 June 2025
14 November 2024 ²	14 November 2024 to 13 November 2025	13 November 2025 to 12 November 2034	Employees	HK\$3.88	HK\$3.29	HK\$0.76	60,000,000	-	-	-	60,000,000
30 December 2024 ²	30 December 2024 to 29 December 2025	30 December 2025 to 29 December 2034	Employees	HK\$2.41	HK\$2.41	HK\$0.53	20,000,000	-	-	-	20,000,000
Total							80,000,000	-	-	-	80,000,000

Notes:

- The fair value is subject to a number of assumptions and the limitation of the pricing model, and therefore may be subjective and uncertain.
- The number of share options to be vested shall be based on the individual performance grade of each grantee of share options in the relevant vesting period. The performance grade is linked to the performance of the grantee of share options as assessed by the management of the Group at the end of the corresponding vesting period.

SHARE AWARD SCHEME

As at 1 January 2025 and 30 June 2025, 75,000,000 Award Shares could be granted under the Share Award Scheme. For the Reporting Period, no Award Share has been granted, exercised, cancelled or lapsed under the Share Award Scheme.

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

Eligible Person	Date of Grant	Number of Award Shares					Outstanding as at 30 June 2025
		Outstanding as at 1 January 2025	Granted during the Reporting Period	Vested during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	
Employees	30 December 2024	5,000,000	-	-	-	-	5,000,000
Total		5,000,000	-	-	-	-	5,000,000

Note:

The grant was made at the award price of HK\$1.00 per offer. The closing price per Share on the date immediately before the date on which the Award Shares were granted was HK\$2.41. The fair value of the Award Shares granted as at the date of grant was approximately HK\$1.96 (equivalent to approximately RMB1.81), which is subject to a number of assumptions and the limitation of the pricing model, and therefore may be subjective and uncertain.

Pursuant to the relevant grant letter, the Award Shares shall be vested on the first anniversary of the date of grant (i.e. 30 December 2025). The Award Shares to be vested shall be based on the individual performance grade of the grantee of Award Shares in the relevant vesting period. The performance grade is linked to the performance of the grantee of Award Shares as assessed by the management of the Group at the end of the corresponding vesting period. The Award Shares, being existing Shares to be purchased on the open market, will be held on trust for the grantees by the trustee which shall transfer the Award Shares to the grantees on the vesting dates and/or pay the net proceeds and/or pay the remaining actual selling price to the grantees in accordance with the scheme rules, if all the vesting conditions specified by the Board in the award letters issued to each grantee are satisfied or otherwise waived.

CORPORATE GOVERNANCE AND OTHER INFORMATION

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

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

CORPORATE GOVERNANCE

The Group is committed to maintaining and strengthening high standards of corporate governance, in order to safeguard and protect the interests of its shareholders and to enhance corporate value and accountability system.

The Company has adopted the applicable code provisions contained in the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. During the Reporting Period, so far as the Directors are aware, the Company has complied with all the applicable code provisions set out in the Corporate Governance Code. The Company will continue to review and monitor its corporate governance practice to ensure the compliance of the Corporate Governance Code.

MODEL CODE FOR SECURITIES TRANSACTION BY DIRECTORS

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

COMPETITION AND CONFLICTS OF INTEREST

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

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

As at 30 June 2025, the interests and short positions of the Directors and chief executive of the Company in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or any interests or short positions which were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or any interests or short positions which are otherwise notified to the Company and the Stock Exchange, pursuant to the Model Code, were as follows:

Interest in the Company's shares and underlying shares

Name of Director	Capacity in which the interests are held	Number of Shares held (Note 1)	Approximate percentage of the issued share capital (%) (Note 2)
Zhang Hongjun	Interest in controlled corporation (Note 3)	62,000,000 (L)	7.75

Notes:

1. The letter "L" denotes a long position.
2. The calculation is based on the total number of 800,000,000 Shares in issue as at 30 June 2025.
3. These Shares are held by Bai Tai. The entire issued share capital of Bai Tai is legally and beneficially wholly-owned by Mr. Zhang Hongjun. Mr. Zhang Hongjun is deemed to be interested in Shares held by Bai Tai under Part XV of the SFO.

CORPORATE GOVERNANCE AND OTHER INFORMATION

Interest in ordinary shares of associated corporations of the Company

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

Notes:

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

Save as disclosed, as at 30 June 2025, none of the Directors, chief executives of the Company or their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which: (a) were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) have to be notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2025, according to the register of interest in shares and underlying shares of the Company and short positions kept by the Company pursuant to section 336 of Part XV of the SFO and so far as is known to or can be ascertained after reasonable enquiries by the Directors, the persons (other than the Directors or chief executives of the Company) who were directly or indirectly interested in 5% or more in the shares and underlying shares of the Company are as follows:

Interests in the Company's shares and underlying shares

Name	Nature of interests	Number of Shares held (Note 1)	Approximate percentage of the issued share capital (%) (Note 2)
INFINITE APEX ENTERPRISES LIMITED (Note 3)	Beneficial owner	210,510,800 (L)	26.31
Xi Wang (Note 3)	Interest of controlled corporation	210,510,800 (L)	26.31
Lucky Heaven International Limited (Note 4)	Beneficial owner	209,872,000 (L)	26.23
Giga Talent Investment Limited (Note 4)	Interest of controlled corporation	209,872,000 (L)	26.23
Liu Bingtian (Note 4)	Interest of controlled corporation	209,872,000 (L)	26.23
Bai Tai (Note 5)	Beneficial owner	62,000,000 (L)	7.75

Notes:

1. The letter "L" denotes a long position.
2. The calculation is based on the total number of 800,000,000 Shares in issue as at 30 June 2025.
3. INFINITE APEX ENTERPRISES LIMITED is wholly-owned by Mr. Xi Wang.
4. Lucky Heaven International Limited is owned as to 100% by Giga Talent Investment Limited, which is in turn owned as to 100% by Ms. Liu Bingtian.
5. Bai Tai is wholly-owned by Mr. Zhang Hongjun.

Saved as disclosed above, as at 30 June 2025, the Company had not been notified by any person (other than the Directors and chief executives of the Company) who had 5% or more interests and/or short positions in the shares or underlying shares of the Company that were required to be recorded in the register pursuant to section 336 of the SFO.

CORPORATE GOVERNANCE AND OTHER INFORMATION

AUDIT COMMITTEE

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

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

SIGNIFICANT LEGAL PROCEEDINGS

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

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

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

APPRECIATION

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

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

28 August 2025

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2025

		Six months ended 30 June	
	NOTES	2025 RMB'000 (unaudited)	2024 RMB'000 (unaudited)
Revenue	5	41,452	47,504
Cost of sales and services rendered		(24,232)	(28,562)
Gross profit		17,220	18,942
Other income	6	433	484
Other gains and losses, net	6	(975)	6,028
Selling and marketing expenses		(6,621)	(6,031)
Administrative expenses		(54,895)	(25,391)
Share of results of associates		(951)	(3,112)
Finance costs	7	(389)	(239)
Loss before tax		(46,178)	(9,319)
Income tax credit	8	273	509
Loss for the period	9	(45,905)	(8,810)
Other comprehensive income/(expense)			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		67	(8)
Total comprehensive expense for the period		(45,838)	(8,818)
(Loss)/Profit for the period attributable to:			
Owners of the Company		(43,158)	(9,903)
Non-controlling interests		(2,747)	1,093
		(45,905)	(8,810)
Total comprehensive (expense)/income for the period attributable to:			
Owners of the Company		(43,091)	(9,911)
Non-controlling interests		(2,747)	1,093
		(45,838)	(8,818)
Loss per Share			
– Basic and diluted (RMB cents)	11	(5.66)	(1.29)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

	NOTES	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
NON-CURRENT ASSETS			
Property, plant and equipment	12	38,759	44,949
Investment properties		3,840	4,130
Goodwill	13	27,208	26,441
Interests in associates	14	40,984	41,866
Other intangible assets		3,015	4,263
Rental deposits		1,127	1,153
		114,933	122,802
CURRENT ASSETS			
Inventories		5,652	–
Trade receivables	15	1,946	1,264
Financial assets measured at FVTPL	27	10,557	4,000
Prepayments, deposits and other receivables	16	20,400	14,656
Restricted bank deposit		–	65
Bank balances and cash	17	19,250	52,019
		57,805	72,004
CURRENT LIABILITIES			
Trade payables	18	5,128	111
Other payables and accrued charges	19	13,662	12,884
Contract liabilities	20	83,386	86,257
Tax liabilities		646	487
Lease liabilities	21	9,855	10,845
Borrowings	22	2,631	2,320
		115,308	112,904
NET CURRENT LIABILITIES		(57,503)	(40,900)
TOTAL ASSETS LESS CURRENT LIABILITIES		57,430	81,902

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

	NOTES	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
NON-CURRENT LIABILITIES			
Lease liabilities	21	8,287	12,977
Deferred tax liabilities		754	1,066
Borrowings	22	4,560	–
		13,601	14,043
NET ASSETS		43,829	67,859
CAPITAL AND RESERVES			
Share capital	23	7,223	7,223
Reserves		69,904	92,201
Equity attributable to:			
Owners of the Company		77,127	99,424
Non-controlling interests		(33,298)	(31,565)
TOTAL EQUITY		43,829	67,859

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2025

	Attributable to owners of the Company												Total
	Share capital RMB'000	Share premium RMB'000	Other reserve RMB'000 (Note i)	Share-based payment reserve RMB'000	Shares held under the Award Scheme RMB'000	Investment revaluation reserve RMB'000	Capital surplus RMB'000	Statutory surplus reserve RMB'000 (Note ii)	Translation reserve RMB'000	Accumulated losses RMB'000	Total RMB'000	Non-controlling interests RMB'000	
At 1 January 2024	7,223	237,106	32,260	-	(25,744)	(5,000)	1,443	13,365	1,139	(94,126)	167,666	(29,172)	138,494
Total comprehensive (expense)/ income for the period	-	-	-	-	-	-	-	-	(8)	(9,903)	(9,911)	1,093	(8,818)
Acquisition of subsidiaries (note 24)	-	-	-	-	-	-	-	-	-	-	-	(193)	(193)
Contribution from non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	128	128
At 30 June 2024 (unaudited)	7,223	237,106	32,260	-	(25,744)	(5,000)	1,443	13,365	1,131	(104,029)	157,755	(28,144)	129,611
At 1 January 2025	7,223	237,106	32,260	5,497	(33,719)	(5,000)	1,443	13,365	2,445	(161,196)	99,424	(31,565)	67,859
Total comprehensive expense for the period	-	-	-	-	-	-	(43,158)	-	-	-	(43,158)	(2,747)	(45,905)
Acquisition of subsidiaries (note 24)	-	-	-	-	-	-	-	-	-	-	-	(1,776)	(1,776)
Disposal of subsidiaries (note 24)	-	-	-	-	-	-	-	-	-	-	-	2,100	2,100
Interest in associates	-	-	-	-	-	-	-	-	67	-	67	-	67
Contribution from non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	690	690
Recognition of equity-settled share-based payment	-	-	-	29,914	-	-	-	-	-	-	29,914	-	29,914
Purchase of shares under shares award scheme	-	-	-	-	(9,120)	-	-	-	-	-	(9,120)	-	(9,120)
At 30 June 2025 (unaudited)	7,223	237,106	32,260	35,411	(42,839)	(5,000)	(41,715)	13,365	2,512	(161,196)	77,127	(33,298)	43,829

Notes:

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

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2025

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(unaudited)	(unaudited)
NET CASH USED IN OPERATING ACTIVITIES	(25,506)	(3,762)
INVESTING ACTIVITIES		
Purchases of property, plant and equipment	–	(96)
Net cash inflows from acquisition of subsidiaries (note 24)	815	158
Net cash inflows from disposal of subsidiaries (note 24)	303	–
Interest received	146	153
Acquisition of financial assets measured at FVTPL	(4,969)	–
Decrease of restricted bank deposit	65	–
Other investing cash flows	–	(1)
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES	(3,640)	214
FINANCING ACTIVITIES		
Interest paid	(43)	(239)
Capital contribution from non-controlling interest	690	128
Proceeds from borrowings	4,871	1,000
Purchase of shares under shares award scheme	(9,120)	–
NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES	(3,602)	889
NET DECREASE IN CASH AND CASH EQUIVALENTS	(32,748)	(2,659)
Cash and cash equivalents at beginning of the period	52,019	109,033
Effect of foreign exchange rate changes	(21)	–
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by bank balances and cash	19,250	106,374

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Act of the Cayman Islands on 30 November 2018 and its shares have been listed on the Main Board of the Stock Exchange on 15 July 2020. As at the date of publishing this interim report, the Company has no controlling party. The addresses of the Company's registered office and the principal places of business are set out in the section headed "Corporate Information" of this interim report.

The principal activity of the Company is investment holding. The subsidiaries of the Company are principally engaged in (i) the provision of extracurricular programmes for personal attainment and overseas education consultation services; and (ii) the provision of diversified consultancy services for entities.

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

2. BASIS OF PREPARATION

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

Going concern assessment

As at 30 June 2025, the Group had net current liabilities of RMB57,503,000, mainly including contract liabilities of RMB83,386,000.

Given the Group changed its business model during prior years and these new businesses are at beginning stage, the Directors still have, at the time of approving the condensed consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The Directors consider that the Group can continue as going concern as (i) the Group is in healthy liquidity position, with sufficient bank balances and cash held by the Company and its subsidiaries with direct or indirect equity interest; and (ii) the net operating cash inflows from the new businesses. Accordingly, the Group continues to adopt the going concern basis of accounting in preparing the condensed consolidated financial statements.

Contractual arrangements

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

2. BASIS OF PREPARATION (continued)

Contractual arrangements (continued)

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

- exercise effective financial and operational control over the Consolidated Affiliated Entities;
- exercise equity holders’ voting rights of the Consolidated Affiliated Entities;
- receive substantially all of the economic benefits generated by the Consolidated Affiliated Entities in consideration for the technical services, management support and consulting services provided by WFOE;
- obtain an exclusive option to purchase all or part of the equity interests in the Consolidated Affiliated Entities directly and indirectly held by the shareholders of Dashan Training for the minimum amount of consideration permitted by the applicable PRC laws and regulations, under circumstances in which WFOE or its designated third party is permitted under PRC laws and regulations to own all or part of the equity interests of the Consolidated Affiliated Entities. In addition, the Consolidated Affiliated Entities are not allowed to, among others, distribute any reasonable return or other interest or benefit to the shareholders of Dashan Training without WFOE’s prior written consent; and
- the shareholders of Dashan Training unconditionally and irrevocably pledged all of their equity interests in Dashan Training, respectively, to WFOE to guarantee the performance of, among others, the obligations of Dashan Training, the shareholders of Dashan Training and the Consolidated Affiliated Entities under the Contractual Arrangements.

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

2. BASIS OF PREPARATION (continued)

Contractual arrangements (continued)

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

	Six months ended 30 June 2025 RMB'000 (unaudited)	2024 RMB'000 (unaudited)
Revenue	13,282	16,963
Profit/(Loss) before tax	1,137	(2,586)

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
Non-current assets	22,155	29,784
Current assets	48,597	53,716
Current liabilities	65,250	67,330
Non-current liabilities	10,736	10,736

3. APPLICATION OF NEW AND REVISED HKFRSs

In the current interim period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2025. HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards, and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's condensed consolidated financial statements and amounts reported for the current and prior periods.

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

4. PRINCIPAL ACCOUNTING POLICIES

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

Other than additional accounting policies resulting from application of new and revised HKFRSs as set out in note 3, the accounting policies and methods of computation used in the preparation of condensed consolidated financial statements for the current interim period are the same as those followed in the preparation of the consolidated financial statements of the Company for the year ended 31 December 2024.

5. REVENUE AND SEGMENT INFORMATION

Revenue

Disaggregation of revenue from contracts with customers is as follows:

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Tuition fees income		
– provision of extracurricular programmes	13,282	16,615
– provision of training to teaching staff	–	47
Provision for brand operation and management services	5,689	–
Provision of overseas education consultation services	19,279	22,457
Provision of other consultancy services	2,985	7,884
Sales of books and teaching materials	217	418
Brand name licensing and related advisory services	–	83
	41,452	47,504
Timing of revenue recognition		
A point of time	19,496	22,875
Over time	21,956	24,629
	41,452	47,504

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

5. REVENUE AND SEGMENT INFORMATION (continued)

Revenue (continued)

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

Revenue derived from the provision for brand operation and management services represents commission earned for facilitating transactions for goods sold through e-commerce platform and is recognised at a point when the Group is entitled to the commission.

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

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

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

Brand name licensing and related advisory services, which is considered as a single performance obligation, is recognised over the relevant period of the agreements with contracted parties in which the Group provides the services. Contracted parties are normally required to pay in advance of the consideration which is due upon the signing of relevant agreement.

Segment information

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

5. REVENUE AND SEGMENT INFORMATION (continued)

Segment information (continued)

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

- the extracurricular programmes segment, engages in the provision of extracurricular programmes for personal attainment target children and teenagers in the PRC.
- the brand operation and management segment, acting as an agent to facilitate transactions for goods sold through e-commerce platform.
- the overseas education segment, acting as an agent to provide overseas education consultation services.
- the training and consultancy segment, engages in the provision of training to teaching staff and other consultancy services for educational institutions, schools and other entities in the PRC.
- the "Others" segment, comprises, principally, brand name licensing and related advisory services, and sales of books and materials.

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

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

5. REVENUE AND SEGMENT INFORMATION (continued)

Segment revenue and results

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

	Extra-curricular programmes RMB'000 (unaudited)	Brand operation and management RMB'000 (unaudited)	Overseas education RMB'000 (unaudited)	Training and consultancy RMB'000 (unaudited)	Others RMB'000 (unaudited)	Total RMB'000 (unaudited)
Six months ended 30 June 2025						
Segment revenue	13,282	5,689	19,279	2,985	217	41,452
Segment results	5,431	1,480	(6,889)	(68)	(221)	(267)
Foreign exchange losses, net						(1,741)
Unallocated other income						433
Unallocated corporate expenses						(13,670)
Fair value loss of financial assets at FVTPL						(61)
Share-based payment expenses						(29,914)
Gain on disposal of property, plant and equipment						382
Share of results of associates						(951)
Finance costs						(389)
Loss before tax						(46,178)
Six months ended 30 June 2024						
Segment revenue	16,615	–	22,457	7,931	501	47,504
Segment results	(2,293)	–	(581)	1,808	(255)	(1,321)
Foreign exchange losses, net						(118)
Unallocated other income, other gains and losses, net						2,220
Unallocated corporate expenses						(11,159)
Fair value loss of financial assets at FVTPL						(5,590)
Gain on disposal of software under development						10,000
Share of results of associates						(3,112)
Finance costs						(239)
Loss before tax						(9,319)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

5. REVENUE AND SEGMENT INFORMATION (continued)

Geographical information

The major operating entities of the Group are domiciled in the PRC. All of the Group's revenue are derived in the PRC for the six months ended 30 June 2025 and 2024.

As at 30 June 2025 and 2024, all of the Group's non-current assets are located in the PRC.

Information about major customers

During the current interim period, there were no revenue from customers contributing over total 10% of the total revenue of the Group (six months ended 30 June 2024: Nil).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

6. OTHER INCOME AND OTHER GAINS AND LOSSES, NET

Other income

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Interest income from financial institutions	75	153
Interest income from non-financial institutions	71	–
Government grants	–	6
Rental income	242	70
Others	45	255
	433	484

Other gains and losses, net

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Foreign exchange losses, net	(1,741)	(118)
Reversal of impairment loss recognised on other receivables, net	14	1,647
Fair value loss on financial assets measured at FVTPL	(61)	(5,590)
Gain on disposal of subsidiaries, net (note 24)	196	–
Gain on dissolution of a subsidiary	1,998	–
Gain on disposal of software under development	–	10,000
Gain on disposal of property, plant and equipment	382	89
Impairment loss on property, plant and equipment	(1,488)	–
Impairment loss on investment properties	(290)	–
Reversal of impairment loss on inventories	15	–
	(975)	6,028

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

7. FINANCE COSTS

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Interests on:		
Lease liabilities	321	223
Bank borrowings	43	16
Bonds	25	–
	389	239

8. INCOME TAX CREDIT

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Current tax:		
PRC Enterprise Income Tax	75	76
Deferred tax credit	(348)	(585)
Income tax credit	(273)	(509)

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

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

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for the period on their respective taxable profit, except for certain subsidiaries, which have been identified as the small and micro enterprises, and is entitled to a preferential tax rate of 5% for the six months ended 30 June 2025 and 2024.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

9. LOSS AND TOTAL COMPREHENSIVE EXPENSE FOR THE PERIOD

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Loss and total comprehensive expense for the period has been arrived at after charging:		
Staff costs:		
Directors' remuneration	2,899	677
Other staff costs	24,016	25,329
Other staff's retirement benefits scheme contributions	1,676	2,766
	28,591	28,772
Staff subcontracting service fee	—	29
Renting expenses including short-term leases and variable lease payments	1,392	1,816
Depreciation of investment properties	290	53
Depreciation of property, plant and equipment (included right-of-use assets for buildings)	3,327	3,969
Amortisation of other intangible assets	2,340	2,340

10. DIVIDEND

No dividends were declared, paid or proposed during the current interim period (six months ended 30 June 2024: Nil). The Directors have determined that no dividend will be paid in respect of the interim period.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

11. LOSS PER SHARE

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

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Loss for the period attributable to owners of the Company	(43,158)	(9,903)
Weighted average number of ordinary Shares for the purpose of basic and diluted loss per Share (note)	762,983,890	770,600,000

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

The effects of all potential ordinary Shares are anti-dilutive for the six months ended 30 June 2025.

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

12. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the current interim period, the Group's additions to property, plant and equipment (excluding right-of-use assets for buildings) was RMB1,674,000 (six months ended 30 June 2024: RMB96,000).

During the current interim period, the Group did not enter into new lease agreements for the use of buildings. For the six months ended 30 June 2024, the Group entered into several new lease agreement for the use of buildings for one to two years, on lease commencement, the Group recognised right-of-use assets of RMB1,412,000 and lease liabilities of RMB1,325,000.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

13. GOODWILL

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
Other consultancy services	5,471	5,471
Overseas education consultation services	17,919	19,928
Brand operation and management	2,776	–
Extracurricular programmes	1,042	1,042
	27,208	26,441

14. INTERESTS IN ASSOCIATES

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
Cost of unlisted investments	51,332	51,332
Share of post-acquisition results and other comprehensive income	(12,862)	(11,911)
Exchange realignment	2,514	2,445
	40,984	41,866

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

15. TRADE RECEIVABLES

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
Training and consultancy services receivables	1,915	1,358
Overseas education consultation services receivables	470	645
Less: impairment loss under ECL model	(439)	(739)
	1,946	1,264

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

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
0 to 30 days	1,700	369
31 to 60 days	12	355
61 to 90 days	78	195
Over 90 days	156	345
	1,946	1,264

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

16. PREPAYMENT, DEPOSITS AND OTHER RECEIVABLES

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
Rental deposits	2,092	1,969
Other deposits	518	72
Prepaid taxes	165	2
Other prepayments	283	947
Receivables from previous shareholders of subsidiaries	8,778	7,943
Receivables from trading partners	11,557	10,491
Others	8,412	4,363
	31,805	25,787
Less: impairment loss under ECL model	(10,278)	(9,978)
Total prepayments, deposits and other receivables	21,527	15,809
Less: non-current rental deposits	(1,127)	(1,153)
Current portion	20,400	14,656

17. BANK BALANCES AND CASH

Bank balances and cash comprise bank deposits, cash and bank balances held by the Group with original maturity of three months or less and carry interest at prevailing market rates ranging from 0.001% to 0.30% per annum (31 December 2024: 0.001% to 0.2% per annum).

18. TRADE PAYABLES

The credit period of trade payables is ranging from 0 to 60 days. An ageing analysis of the trade payables, as at the end of the reporting period, based on the invoice date is as follows:

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
0 to 30 days	5,128	111

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

19. OTHER PAYABLES AND ACCRUED CHARGES

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
Staff cost payables	2,901	3,324
Refundable tuition deposits and other deposits	121	281
Other taxes payables	488	600
Consideration payables	1,000	320
Accrued working expenses and other payables	249	3,284
Payables to previous shareholders of subsidiaries	5,142	1,801
Other payables	3,761	3,274
	13,662	12,884

20. CONTRACT LIABILITIES

The following table provides information about contract liabilities from customers:

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
Contract liabilities:		
– Tutoring fees	19,142	28,094
– Overseas education consultation services	63,833	58,044
– Other consultancy service	411	–
– Brand name licensing and relevant advisory services	–	119
	83,386	86,257

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

21. LEASE LIABILITIES

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
Non-current	9,855	12,977
Current	8,287	10,845
	18,142	23,822
Minimum lease payment due:		
– within one year	10,125	11,238
– more than one year but not exceeding two years	6,424	8,490
– more than two years but not exceeding five years	1,952	4,682
	18,501	24,410
Less: future finance charge	(359)	(588)
Present value of lease liabilities	18,142	23,822
Present value of lease liabilities		
– within one year	9,855	10,845
– more than one year but not exceeding two years	6,345	8,328
– more than two years but not exceeding five years	1,942	4,649
	18,142	23,822

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

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

The total cash outflows for leases including the payments of lease liabilities and interests for the current interim period were RMB5,777,000 (six months ended 30 June 2024: RMB5,476,000).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

22. BORROWINGS

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
Bank borrowings	2,631	2,320
Bonds	4,560	–
	7,191	2,320

The bank borrowings are unsecured, bearing interest of 3.65% per annum (31 December 2024: 3.95% per annum) and repayable within one year. The bonds are unsecured, bearing interest of 6% per annum and repayable within two years.

The contractual maturity dates of borrowings are as follows:

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
Within one year	2,631	2,320
One to two years	4,560	–
	7,191	2,320

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

23. SHARE CAPITAL

	Number of shares	Amount HK\$'000	Shown in condensed consolidated financial statements RMB'000
Ordinary shares of HK\$0.01 each Authorised:			
At 1 January 2024, 30 June 2024, 31 December 2024 and 30 June 2025	10,000,000,000	100,000	
Issued and fully paid:			
At 1 January 2024, 30 June 2024, 31 December 2024 and 30 June 2025	800,000,000	8,000	7,223

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

24. ACQUISITION AND DISPOSAL OF SUBSIDIARIES

For the six months ended 30 June 2025

(a) Acquisition of 50% equity interest of Shanghai Omilo Brand Management Co., Ltd.

In the end of March 2025, the Group acquired 50% of total equity interest of Shanghai Omilo Brand Management Co., Ltd.* (上海歐米洛品牌管理有限公司) (“**Shanghai Omilo**”), a company established in the PRC with limited liability, at a total consideration of RMB1,000,000.

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

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

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

	RMB’000
Trade receivables	77
Other receivables and prepayments	228
Inventories	5,643
Bank balances and cash	815
Trade payable	(6,343)
Accruals and other payables	(3,973)
Net liabilities acquired	(3,553)
Cash consideration payables	1,000
Add: non-controlling interests	(1,776)
Add: net liabilities acquired	3,553
Goodwill arising on acquisition	2,777

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

24. ACQUISITION AND DISPOSAL OF SUBSIDIARIES (continued)

For the six months ended 30 June 2025 (continued)

(a) Acquisition of 50% equity interest of Shanghai Omilo Brand Management Co., Ltd. (continued)

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

The non-controlling interests (50%) recognised at the acquisition date was measured by reference to the proportionate share of recognised amounts of net liabilities of Shanghai Omilo.

	RMB'000
Analysis of net inflows of cash and cash equivalents in respect of acquisition:	
Consideration paid during the period	–
Bank balances and cash acquired	815
	815

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

24. ACQUISITION AND DISPOSAL OF SUBSIDIARIES (continued)

For the six months ended 30 June 2025 (continued)

(b) Disposal of 77% equity interest of Zhengzhou Dashan Guangxiao Study Abroad Service Co., Ltd.

On 30 April 2025, the Group entered into a sale and purchase agreement relating to the disposal of 77% equity interest of Zhengzhou Dashan Guangxiao Study Abroad Service Co., Ltd.* (鄭州大山廣效留學服務有限公司) to an independent third party, at a cash consideration of RMB770,000. The disposal was completed on 30 April 2025. Details of the assets and liabilities disposed of as at 30 April 2025 are set out as follows:

	RMB'000
Property, plant and equipment	216
Rental deposit	23
Other receivables and prepayment	3,217
Bank balances and cash	197
Other payables and accrued charges	(982)
Contract liabilities	(1,643)
Lease liabilities	(234)
Net assets disposed of	794
Gain on disposal	
Consideration receivable	770
Net assets disposed of	(794)
Non-controlling interests	431
Gain on disposal	407
Net cash outflows arising on disposal	
Cash consideration received	770
Less: cash and cash equivalents disposed of	(197)
	573

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

24. ACQUISITION AND DISPOSAL OF SUBSIDIARIES (continued)

For the six months ended 30 June 2025 (continued)

(c) Disposal of 22.88% equity interest of Hubei Meiteng Education Technology Co., Ltd.

On 30 April 2025, the Group entered into a sale and purchase agreement relating to the disposal of 22.88% equity interest of Hubei Meiteng Education Technology Co., Ltd.* (湖北美藤教育科技有限公司) to an independent third party, at a cash consideration of RMB1. The disposal was completed on 30 April 2025. Details of the assets and liabilities disposed of as at 30 April 2025 are set out as follows:

	RMB'000
Other receivables and prepayment	652
Bank balances and cash	270
Trade payables	(59)
Other payables and accrued charges	(5,192)
Net liabilities disposed of	(4,329)
Loss on disposal	
Consideration receivable	–
Net liabilities disposed of	4,329
Non-controlling interests	(2,531)
Goodwill	(2,009)
Loss on disposal	(211)
Net cash outflows arising on disposal	
Cash consideration received	–
Less: cash and cash equivalents disposed of	(270)
	(270)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

24. ACQUISITION AND DISPOSAL OF SUBSIDIARIES (continued)

For the six months ended 30 June 2024

(d) Acquisition of 60% equity interest of Hangzhou Eaaron Technology Co., Ltd.

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

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

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

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

	RMB’000
Trade receivables	9,466
Other receivables	101
Bank balances and cash	158
Trade payables	(9,839)
Other payables and accrued charges	(460)
Contract liabilities	(260)
Net liabilities acquired	(834)
Cash consideration paid	–
Add: non-controlling interests	(334)
Add: net liabilities acquired	834
Goodwill arising on acquisition	500

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

24. ACQUISITION AND DISPOSAL OF SUBSIDIARIES (continued)

For the six months ended 30 June 2024 (continued)

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

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

	RMB'000
Analysis of net inflows of cash and cash equivalents in respect of acquisition:	
Consideration paid during the period	–
Bank balances and cash acquired	158
	158

25. SHARE-BASED PAYMENT TRANSACTIONS

Share Option Scheme

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

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

The Share Option Scheme will remain in force until 17 June 2030. For the six months ended 30 June 2025 and 2024, no options had been granted, exercised, cancelled or lapsed under the Share Option Scheme.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

25. SHARE-BASED PAYMENT TRANSACTIONS (continued)

Share Option Scheme (continued)

Details of share options outstanding are as follows:

Date of Grant	Number of share options granted	Vesting period	Exercise period	Exercise price	Fair value of share options at the grant date
14 November 2024	60,000,000	14 November 2024 to 13 November 2025	13 November 2025 to 12 November 2034	HK\$3.88	HK\$0.76
30 December 2024	20,000,000	30 December 2024 to 29 December 2025	30 December 2025 to 29 December 2034	HK\$2.41	HK\$0.53

As at 30 June 2025, the number of Shares in respect of which option had been granted and remained outstanding under the Share Option Scheme was 80,000,000 Shares (31 December 2024: 80,000,000). The weighted average exercise price is HK\$3.51 per Share. None of the share options had vested and were exercisable as at 30 June 2025 (31 December 2024: Nil).

Share Award Scheme

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

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

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

25. SHARE-BASED PAYMENT TRANSACTIONS (continued)

Share Award Scheme (continued)

During the six months ended 30 June 2025, the Company repurchased the ordinary Shares through the Trustee (six months ended 30 June 2024: Nil) as follows:

Month of repurchase	Number of ordinary Shares	Price per Share		Aggregate consideration paid HK\$'000 (note)
		Highest HK\$	Lowest HK\$	
January 2025	4,220,000	2.38	2.35	10,001

Note: The aggregate consideration paid of HK\$10,001,000 is equivalent to RMB9,120,000.

As at 30 June 2025, the Trustee held 37,156,000 ordinary Shares (31 December 2024: 32,936,000 ordinary Shares) under the Share Award Scheme.

During the current interim period, no Award Shares (six months ended 30 June 2024: Nil) was granted to the Selected Participants pursuant to the Share Award Scheme.

On 30 December 2024, the Group has granted an aggregate of 5,000,000 award shares to employees under the Share Award Scheme at HK\$1.00 per offer. After the grant of the award shares, the number of the Shares available for grant in the future under the scheme limit of the Share Award Scheme is 75,000,000.

26. OPERATING LEASE ARRANGEMENTS

The Group as lessor

All of the properties held for rental purposes have committed lessees for the next one year (31 December 2024: two years). Undiscounted lease payments receivable on leases are as follows:

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)
Within one year	40	101
In the second year	–	2
	40	103

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

27. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Financial assets	Fair value at		Fair value hierarchy	Valuation technique and key inputs
	30 June 2025	31 December 2024		
	RMB'000	RMB'000		
	(unaudited)	(audited)		
Financial assets measured at FVTPL	7,286	–	Level 1	Quoted price in active markets
Financial assets measured at FVTPL (Note)	3,271	4,000	Level 2	Fair value of underlying investments

There were no transfers between levels of the fair value hierarchy for the six months ended 30 June 2025 and 2024.

28. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

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

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Short-term benefits	5,270	1,053
Post-employment benefits	87	60
	5,357	1,113

GLOSSARY

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Award Shares”	award shares granted under the Share Award Scheme
“Bai Tai”	Bai Tai Investments Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly-owned by Mr. Zhang Hongjun, an executive Director and the Chairman
“Board”	the board of Directors
“CEO”	the chief executive officer of the Company
“Chairman”	the chairman of the Board
“China” or “PRC”	the People’s Republic of China, which for the purpose of this interim report, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Dashan Education Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on the Main Board of the Stock Exchange with stock code of 9986
“Company Secretary”	the company secretary of the Company
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Consolidated Affiliated Entities”	Dashan Training and its subsidiaries
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules

“Dashan Training”	Zhengzhou Jinshui Dashan Technology Training Company Limited* (鄭州市金水區大山科技培訓有限公司) (formerly known as Zhengzhou Jinshui Dashan Training School Company Limited* (鄭州市金水區大山培訓學校有限公司), Zhengzhou Dashan Education Consultancy Company Limited* (鄭州大山教育諮詢有限公司) and Zhengzhou Dashan Education Technology Company Limited* (鄭州大山教育科技股份有限公司)), a company established in the PRC with limited liability on 30 December 2010
“Director(s)”	the director(s) of the Company
“ECL”	expected credit losses
“FVTPL”	fair value through profit or loss
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS(s)”	Hong Kong Financial Reporting Standard(s)
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Houde Education”	Zhengzhou Houde Education Consultancy Company Limited* (鄭州市厚德教育諮詢有限公司), a company established in the PRC with limited liability on 25 March 2008, which is wholly-owned by Mr. Zhang Hongjun, an executive Director and the Chairman
“Independent Third Party(ies)”	third party(ies) who is/are independent of and not connected with the Company and its connected persons and not a connected person of the Company
“INED(s)”	the independent non-executive Director(s)
“Investment Management Committee”	the investment management committee of the Board
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“Nomination Committee”	the nomination committee of the Board

GLOSSARY

“Prospectus”	the prospectus issued by the Company dated 30 June 2020
“Remuneration Committee”	the remuneration committee of the Board
“Reporting Period”	the six months ended 30 June 2025
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Award Scheme”	the share award scheme of the Company adopted on 14 December 2020
“Share Option Scheme”	the share option scheme of the Company adopted on 18 June 2020
“Shareholder(s)”	the holder(s) of the Share(s)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued and unissued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent

* For identification purpose only