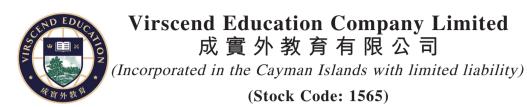
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ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 AUGUST 2024

ANNUAL RESULTS HIGHLIGHTS

The Board has resolved to recommend the payment of a final dividend of HKD0.25 cents per share and a special dividend of HKD0.50 cents per share in respect of the year ended 31 August 2024.

	2024 <i>RMB'000</i>	2023 <i>RMB</i> '000	Change <i>RMB'000</i>	Percentage Change
Revenue	955,107	762,268	192,839	+25.3%
Gross profit	312,806	251,775	61,031	+24.2%
Profit for the year	53,956	38,561	15,395	+39.9%
Profit attributable to owners				
of the Company	45,009	32,263	12,746	+39.5%
Adjusted net profit [*]	69,913	57,221	12,692	+22.2%
Adjusted EBITDA**	343,091	272,941	70,150	+25.7%
	RMB	RMB		
Basic and diluted earnings				
per share	1.5 fen	1.1 fen		
	HKD	HKD		
Interim dividend per share	0.55 cents			
Final dividend per share	0.25 cents	0.40 cents		
Special dividend per share	0.50 cents	0.70 cents		
Total dividend per share	1.30 cents	1.10 cents		
Dividend payout ratio	50.0%	30.0%		

* Adjusted net profit was derived from the net profit after adjusting items which are not indicative of the Group's operating performance.

** Adjusted EBITDA is defined as adjusted net profit earnings before interest, tax, depreciation and amortisation ("EBITDA").

Students enrolled	2024/2025	2023/2024	2022/2023
High-school	9,609	8,455	6,871
University	24,698	21,884	20,284
Total number of students enrolled	34,307	30,339	27,155
Network school	11,534	9,903	9,319

	2024 <i>RMB'000</i>	2023 <i>RMB</i> '000
Net profit	53,956	38,561
Adjustments for:		
Amortisation of other intangible assets arising		
from the acquisition of school	9,479	19,773
Foreign exchange loss/(gain)	6,478	(1,113)
Adjusted net profit	69,913	57,221

The board (the "Board") of directors (the "Directors") of Virscend Education Company Limited (the "Company") is pleased to announce the audited consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 August 2024 (the "Reporting Period") together with the comparative figures for the year ended 31 August 2023 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS FOR THE YEAR ENDED 31 AUGUST 2024

	Notes	2024	2023
		RMB'000	RMB'000
Revenue	4	955,107	762,268
Cost of sales		(642,301)	(510,493)
Gross profit		312,806	251,775
Other income and other gains	4	19,755	32,961
Selling and distribution expenses		(10,983)	(7,736)
Administrative expenses		(118,477)	(106,409)
Other expenses and other losses		(18,748)	(12,506)
Reversal of impairment losses on trade			
receivables, net		61	2,539
Reversal/(provision) of impairment losses on	L		
other receivables, net		1,433	(6,634)
Finance costs	5	(126,254)	(99,675)
PROFIT BEFORE TAX	9	59,593	54,315
Income tax expense	6	(5,637)	(15,754)
PROFIT FOR THE YEAR		53,956	38,561
Profit for the year attributable to:			
Owners of the Company		45,009	32,263
Non-controlling interests		8,947	6,298
		53,956	38,561
EARNINGS PER SHARE	8		
Basic		RMB1.5 fen	RMB1.1 fen
Diluted		RMB1.5 fen	RMB1.1 fen

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 AUGUST 2024

	2024	2023
	RMB'000	RMB'000
PROFIT FOR THE YEAR	53,956	38,561
OTHER COMPREHENSIVE INCOME/(EXPENSE)		
Item that may be reclassified subsequently		
to profit or loss:		
Exchange differences arising on translation		
of foreign operations	105	(432)
OTHER COMPREHENSIVE INCOME/(EXPENSE)		
FOR THE YEAR, NET OF TAX	105	(432)
TOTAL COMPREHENSIVE INCOME		
FOR THE YEAR =	54,061	38,129
Total comprehensive income		
for the year attributable to:		
Owners of the Company	45,065	32,041
Non-controlling interests	8,996	6,088
_	54,061	38,129

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 31 AUGUST 2024

	Notes	2024 <i>RMB'000</i>	2023 <i>RMB</i> '000
NON-CURRENT ASSETS			
Property, plant and equipment		2,427,683	2,643,837
Investment properties		223,370	2,015,057
Right-of-use assets		569,589	600,278
Other intangible assets		86,427	95,863
Goodwill		104,298	104,298
Long-term pledged deposits		49,876	61,460
Other non-current assets		36,589	3,137
Deferred tax assets		1,635	2,008
Total non-current assets		3,499,467	3,510,881
CURRENT ASSETS			
Inventories		228	183
Trade receivables	11	1,220	1,961
Prepayments and other receivables		115,603	230,465
Financial assets at fair value			
through profit or loss		38,346	35,360
Cash and cash equivalents		813,180	756,413
Total current assets		968,577	1,024,382
CURRENT LIABILITIES			
Trade payables	12	1,604	1,617
Other payables and accruals		178,700	145,986
Financial guarantee contracts		9,128	1,293
Interest-bearing bank and other borrowings		756,663	897,874
Leases liabilities		5,766	3,481
Tax payable		28,422	28,643
Contract liabilities	10	669,011	676,584
Deferred income		76	83
Total current liabilities		1,649,370	1,755,561
NET CURRENT LIABILITIES		(680,793)	(731,179)
TOTAL ASSETS LESS			
CURRENT LIABILITIES		2,818,674	2,779,702

	Notes	2024	2023
		RMB'000	RMB '000
TOTAL ASSETS LESS			
CURRENT LIABILITIES		2,818,674	2,779,702
NON-CURRENT LIABILITIES			
Interest-bearing bank and other borrowings		1,343,280	1,219,334
Lease liabilities		410	3,381
Contract liabilities	10	62,516	76,516
Other payables		44,485	46,518
Amounts due to related parties		527,640	591,187
Total non-current liabilities		1,978,331	1,936,936
Net assets		840,343	842,766
EQUITY			
Share capital		26,051	26,051
Reserves		812,915	814,155
Equity attributable to owners of the Company		838,966	840,206
Non-controlling interests		1,377	2,560
Total equity		840,343	842,766

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION, BASIS OF PREPARATION AND PRESENTATION

Virscend Education Company Limited (the "Company") was incorporated in the Cayman Islands on 13 March 2015 as an exempted company with limited liability under the Companies Law (2013 Revision) of the Cayman Islands. Its parent is Virscend Holdings Company Limited, which is incorporated in the British Virgin Islands (the "BVI"), and its ultimate controlling shareholder is Mr. Yan Yude, who is also the director of the Company. The address of the registered office of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The shares of the Company were listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 15 January 2016 (the "Listing Date").

The principal activity of the Company is investment holding. The Company and its subsidiaries (collectively referred to as the "Group") are principally engaged in providing private education services in the People's Republic of China (the "PRC").

The financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRSs"). The financial statements have been prepared under the historical cost convention. The financial statements are presented in Renminbi ("RMB").

2. GOING CONCERN BASIS

The Group had net current liabilities of approximately RMB680,793,000 as at 31 August 2024.

Notwithstanding the aforesaid condition, the consolidated financial statements have been prepared on a going concern basis on the assumption that the Group will be able to operate as a going concern for the foreseeable future based on the following assessment and remedial actions taken by the directors of the Company:

- (i) the directors of the Company have reviewed the Group's cash flow forecast prepared by the management, which covered a period of not less than twelve months from 31 August 2024. In the opinion of the directors of the Company, the Group will have sufficient working capital to meet its financial obligation as and when they fall due and carry on its business without a significant curtailment of operation of not less than twelve months from 31 August 2024;
- (ii) the Group has a banking facility of unutilised amount of RMB920,000,000 which are available for drawdown within 19 months from 31 August 2024, and the bank facility will be automatically extended to 30 March 2028 if any party will not modify, cancel or terminate the strategic cooperation agreement between the Group and the bank; and
- (iii) the Group shall implement cost-saving measures to maintain adequate cash flows for the Group's operations.

Based on the foregoing, the directors of the Company believe that the Group has adequate resources to continue operation for the foreseeable future of not less than twelve months from the end of the reporting period. The directors of the Company therefore are of the opinion that it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

3. APPLICATION OF AMENDMENTS TO IFRSs

(i) New and amendments to IFRSs that are mandatorily effective for the current year

The Group has applied the following amendments to IFRSs issued by the IASB for the first time, which are mandatorily effective for their annual reporting period commencing on or after 1 September 2023 for the preparation of consolidated financial statements:

IFRS 17 (including the June 2020	Insurance Contracts
and December 2021 Amendments	
to IFRS 17)	
Amendments to IAS 1 and	Disclosure of Accounting Policies
IFRS Practice Statement 2	
Amendments to IAS 8	Definition of Accounting Estimates
Amendments to IAS 12	Deferred Tax related to Assets and
	Liabilities arising from a Single
	Transaction
Amendments to IAS 12	International Tax Reform-Pillar Two
	Model Rules

Except for disclosed below, the applications of the new and amendments to IFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Impacts on the application of Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies

The Group has applied the amendments for the first time in the current year. IAS 1 Presentation of Financial Statements is amended to replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

IFRS Practice Statement 2 Making Materiality Judgements (the "Practice Statement") is also amended to illustrate how an entity applies the "four-step materiality process" to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group's financial position and performance but has affected the disclosure of the Group's accounting policies set out in the consolidated financial statements.

In accordance with the guidance set out in the amendments, accounting policy information that is standardised information, or information that only duplicates or summarises the requirements of the IFRSs, is considered immaterial accounting policy information and is no longer disclosed in the notes to the consolidated financial statements so as not to obscure the material accounting policy information disclosed in the notes to the consolidated financial statements.

(ii) Amendments to IFRSs that have been issued but not yet effective

Amendments to IFRS 10 and	Sale or Contribution of Assets between
IAS 28	an Investor and its Associate or
	Joint Venture ²
Amendments to IAS 1	Classification of Liabilities as Current or
	Non-current ¹
Amendments to IAS 1	Non-current Liabilities with Covenants ¹
Amendments to IAS 7 and	Supplier Finance Arrangements ¹
IFRS 7	
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback $^{\rm 1}$
Amendments to IAS 21	Lack of Exchangeability ³
IFRS 18	Presentation and Disclosure in Financial
	Statements ⁴

¹ Effective for annual periods beginning on or after 1 January 2024

² Effective for annual periods beginning on or after a date to be determined

³ Effective for annual periods beginning on or after 1 January 2025

⁴ Effective for annual periods beginning on or after 1 January 2027

Certain amendments to IFRSs have been published that are not mandatory for the Group's financial year beginning on 1 September 2024 and have not been early adopted by the Group. The Group has already commenced an assessment of the impact of these new amendments, certain of which are relevant to the Group's operation. According to the preliminary assessment made by the directors, the Group does not anticipate that the adoption when they become effective will result in any material impact on the Group's results of operations and financial position.

4. REVENUE, OTHER INCOME AND OTHER GAINS

An analysis of revenue, other income and gains is as follows:

	2024	2023
	RMB'000	RMB '000
Revenue from contracts with customers		
Tuition fees	760,118	603,516
School canteen operations fees	80,662	60,457
Boarding fees	52,582	43,160
Non-formal education services fees	22,492	20,175
Consultation services fees for		
overseas studies	14,496	7,004
Educational management and		
consultation service fees*	21,747	25,930
Others	3,010	2,026
-		
Total	955,107	762,268
Other income and other gains		
Bank interest income	3,055	629
Other interest income	_	377
Foreign exchange gain, net	_	1,113
Government grants		
- related to income	293	9,751
Rental income	6,131	4,186
Gain on deconsolidation of subsidiaries	—	1,482
Amortisation on financial guarantee		
contracts	6,086	3,816
Investment income	533	1,860
Training income	2,359	
Others	1,298	9,747
_	19,755	32,961

* The amount represented the income derived primarily from educational management and consultancy service provided to certain unrelated K-12 schools or kindergartens.

5. FINANCE COSTS

	2024	2023
	RMB'000	RMB'000
Interest on bank and other borrowings	125,963	107,064
Interest on lease liabilities	291	386
Less: interest capitalised		(7,775)
	126,254	99,675

6. INCOME TAX

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 was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act of the Cayman Islands and accordingly is not subject to income tax.

Pursuant to the rules and regulations of the British Virgin Islands, the Group is not subject to any tax in the British Virgin Islands.

Hong Kong Profits Tax is calculated at 16.5% on the estimated profit for the year ended 31 August 2024 and 31 August 2023.

Hong Kong Profits Tax has not been provided as the Group did not derive any assessable profits in Hong Kong during the years ended 31 August 2024 and 2023.

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 years ended 31 August 2024 and 2023.

According to the Implementation Rules for the Law for Promoting Private Education, private schools for which the school sponsors do not require reasonable returns and non-profit making private schools are eligible to enjoy the same preferential tax treatments as public schools. The preferential tax treatment policies applicable to private schools either requiring reasonable returns are to be separately formulated by the relevant authorities under the State Council.

Except for the high schools registered as for-profit private schools, certain schools within the Group were exempted from corporate income tax for the years ended 31 August 2024 and 2023. Certain high schools registered as for-profit schools were subject to the PRC income tax at a statutory tax rate of 25%.

Taxes on profits assessable elsewhere have been calculated at the tax rate prevailing in the countries in which the Group operates. The income tax expenses of the Group for the year are analysed as follows:

	2024	2023
	RMB'000	RMB'000
Current — PRC EIT		
Tax charge for the year	5,264	17,762
Deferred tax	373	(2,008)
	5,637	15,754

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

7. DIVIDENDS

Subsequent to the end of the reporting period, a final dividend of HKD0.25 (equivalent to RMB 0.23) cents per share and a special dividend of HKD0.50 (equivalent to RMB 0.46) cents per share in respect of the year ended 31 August 2024 amounting to HK\$23,165,708 (equivalent to RMB 21,132,222) (2023: a final dividend of HKD0.40 (equivalent to RMB 0.37) cents per share and a special dividend of HKD0.70 (equivalent to RMB 0.64) cents per share) (amounting to HK\$33,976,371 (equivalent to RMB 31,101,290)) has been proposed by the Board and is subject to approval by the shareholders at the forthcoming annual general meeting of the Company.

8. EARNINGS PER SHARE

The calculation of the basic earnings per share amount is based on the profit for the year attributable to owners of the Company, and the weighted average number of ordinary shares of 3,043,111,000 (2023: 3,043,111,000) in issue during the year ended 31 August 2024.

There were no potential ordinary shares in issue during the years ended 31 August 2024 and 2023, and therefore the diluted earnings per share amounts were equivalent to the basic earnings per share amounts.

The calculations of basic and diluted earnings per share are based on:

	2024	2023
Earnings attributable to owners		
of the Company (RMB'000)	45,009	32,263
Shares		
Weighted average number of ordinary shares		
in issue (Note)	3,043,111,000	3,043,111,000
Basic and diluted earnings per share		
(expressed in RMB fen per share)	1.5	1.1

Note: The weighted average number of ordinary shares for the purpose of basic and diluted earning per share for the years ended 31 August 2024 and 2023 has been arrived at after deducting the shares held in trust for the Company.

Diluted earnings per share amount was the same as basic earnings per share amount as there were no potential dilutive ordinary shares outstanding for the years ended 31 August 2024 and 2023.

9. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

	2024	2023
	RMB'000	RMB'000
Cost of services provided	241,984	184,833
Employee benefit expense		
(excluding directors' and chief		
executive's remuneration):		
- Wages, salaries and other allowances	301,623	246,200
– Pension scheme contributions		
(defined contribution scheme)	29,066	24,842
Depreciation of property, plant and		
equipment	102,007	81,927
Amortisation of other intangible assets	9,753	20,209
Depreciation of right-of-use assets	34,490	33,682
Depreciation of investment properties	10,153	
Auditor's remuneration		
– audit service	880	900
– non-audit service	70	80
Foreign exchange loss, net	6,478	
Loss on disposal of items of		
property, plant and equipment	149	145

10. CONTRACT LIABILITIES

Details of contract liabilities are as follows:

	2024	2023
	RMB'000	RMB'000
Tuition fees	547,883	555,696
Boarding fees	40,753	40,787
School canteen operations fees	35,937	42,035
Non-formal education services fees,		
consultation services fees for overseas studies,		
and educational management and		
consultation services fees	106,954	114,582
	731,527	753,100
Current	669,011	676,584
Non-current	62,516	76,516
	731,527	753,100

Contract liabilities include short-term advances received from students in relation to the services not yet provided and the portion of consultation service fees for overseas studies that will be provided after one year. The Group receives tuition and boarding fees from students in advance prior to the beginning of each academic year. The Group receives school canteen operation fees from students in advance prior to the beginning of each semester. Tuition fees, boarding fees and school canteen operations fees are recognised proportionately over the relevant period of the applicable program.

11. TRADE RECEIVABLES

	2024	2023
	RMB'000	RMB'000
Trade receivables	1,220	2,022
Less: allowance for credit losses		(61)
	1,220	1,961

Aging analysis of trade receivables net of allowance for credit losses as at the end of the reporting period presented based on invoice dates, is as follows:

	2024	2023
	RMB'000	RMB'000
Within one year	1,220	1,961

12. TRADE PAYABLES

An analysis of the trade payables as at the end of the reporting period, presented based on the invoice date, is as follows:

	2024	2023
	RMB'000	RMB'000
Within one year	1,604	1,617

The trade payables are interest-free and are normally settled on 90-day terms.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group primarily engages in provision of formal private education services. PRC formal education industry primarily consists of fundamental education and higher education. The PRC fundamental education market can be further divided into four phases: pre-school, primary school, middle school and high school. Among the four phases of fundamental education, primary school and middle school constitute the nine-year compulsory education, while pre-school and high school constitute the non-compulsory education.

As at 31 August 2024, the Group conducted its business primarily through 15 entities providing high school, higher education and non-formal education services in five cities in Sichuan Province, China, Hong Kong SAR and Irvine, the United States. Those 15 entities are categorized based on the table disclosed on page 30 of this announcement. Through these schools, the Group primarily offers formal education with comprehensive education programs.

Besides, in 2023/2024, the Group offered educational management and consultation service to 12 schools including one public high school, one public K-9 school, one public K-12 school, two private K-12 schools and seven privately owned kindergartens in Sichuan.

In September 2023, the Chengdu Institute Sichuan International Studies University had obtained final approval from the Ministry of Education (the "MOE") for conversion with new school name "Chengdu International Studies University" ("成都 外國語學院") (the "University").

High School Student Placement

All the standalone high schools within the Group and the schools providing compulsory education being deconsolidated since 31 August 2021 (collectively as "Chengshiwai Schools") are stand-alone legal entities but still operating with the same brands as "branch campus" of Chengdu Foreign Languages School and Chengdu Experimental Foreign Languages School which are the two Flagship Schools.

For Gaokao administered in 2024 (the "2024 Gaokao"), approximately 89.2% (2023: 89.7%) of graduates from the Flagship Schools who achieved scores that allowed them to apply for and be accepted by first-tier universities in China. 27 of their graduating high school students received offers from Peking University or Tsinghua University (2023: 24) and 82 of their graduating high school students were recommended for admission into first-tier universities without taking the Gaokao (2023: 83).

Other than the Flagship Schools, for 2024 Gaokao, approximately 80.9% (2023: 77.8%) of graduates from the rest Chengshiwai Schools achieved scores that allow them to apply for university admission. Such a ratio well exceeded the average university admission rate of schools in Sichuan Province of approximately 36.5% (2023: 36.5%).

For students who are interested in attending colleges and universities overseas, the Group established international programs at various schools under which PRC/ overseas standard high-school curriculum, overseas standardised college entrance examinations, language testing examinations or United States University Advanced Placement ("AP") course are offered to them. Such programs allow students to take overseas high-school curriculum taught by foreign teachers as well as PRC high-school curriculum taught by PRC teachers. In 2024, one high school graduate from international program received offer to be admitted into Cornell University, and one graduate from the University gained the qualification for postgraduate entrance to Peking University with excellent performance ranking first in the Russian Language and Literature major. In 2024 and 2023, 130 and 168 of students received offers from the top 100 universities in the QS World University Rankings respectively.

Besides, in 2024, 58 students from Chengshiwai Schools (2023: 74) won first prize in provincial academic contests including mathematics, physics, chemistry, biology and information science ("Five Academic Contests"). 14 of Chengshiwai Schools students (2023: 15) were elected into the Sichuan provincial contests teams. Furthermore, 7 of Chengshiwai Schools students (2023: 4) won the gold medal in national Five Academic Contests, 5 of Chengshiwai Schools students (2023: 2) were elected into the national team.

Chengdu International Studies University (formerly known as Chengdu Institute Sichuan International Studies University)

In September 2023, the University had obtained final approval from the MOE for conversion with new school name "Chengdu International Studies University" ("成都 外國語學院").

The University currently offers 34 bachelor programs and 28 diploma programs. In 2024, according to WuShulian's "China Independent College and Private Universities Rankings", the University ranked 4th among all 394 independent colleges and private universities in literature.

The University has 16 foreign language programs including English, Japanese, German, Spanish, French, Portuguese, Korean, Russian, Vietnamese, Thai, Italian, Arabic, Polish, Czech, and Hungarian. In addition, it offers other four- or threeyear programs related to foreign languages including Translation, Business English, Teaching Chinese to Speakers of Other Language, Journalism, International Economics and Trade, International Business, Exhibition Economy and Management, Chinese Language and Literature, Preschool Education, E-Commerce, Sports Operation and Management, Golf and Management, Hotel Management, etc. The University enrolls students from 27 provinces, municipalities and autonomous regions across the country, and currently has 24,698 full-time students.

For academic year 2024-2025, the total student enrolment of the Group's selfoperated schools was 34,307, with 9,609 students enrolled in the high-schools and 24,698 students enrolled in the University.

Tuition and other ancillary education fee

During the year ended 31 August 2024, the Group has witnessed growth of the schools operated by the Group in terms of revenue. Revenue increased from RMB762.3 million for the year ended 31 August 2023 to RMB955.1 million for the year ended 31 August 2024. The Group generated its revenue from student fees. Student fees are typically comprised of tuition fees, boarding fees and consultation services fees for overseas studies.

The following table sets forth the breakdown of the revenue of the Group:

	For the	For the		
	year ended	year ended		
	31 August	31 August		Percentage
	2024	2023	Change	Change
	RMB'000	RMB'000	RMB'000	
Tuition fees	760,118	603,516	+156,602	+25.9%
Boarding fees	52,582	43,160	+9,422	+21.8%
School canteen				
operations fees	80,662	60,457	+20,205	+33.4%
Educational management				
and consultation				
service fees	21,747	25,930	-4,183	-16.1%
Non-formal education				
services	22,492	20,175	+2,317	+11.5%
Consultation services				
fees for overseas				
studies	14,496	7,004	+7,492	+107.0%
Others	3,010	2,026	+984	+48.6%
	955,107	762,268	+192,839	+25.3%

The following table sets forth the revenue generated by each of the categories of the schools:

	For the	For the		
	year ended	year ended		
	31 August	31 August		Percentage
	2024	2023	Change	Change
	RMB'000	RMB '000	RMB'000	
High school	393,360	282,301	+111,059	+39.3%
University	366,758	321,215	+45,543	+14.2%
Total tuition fees	760,118	603,516	+156,602	+25.9%

The rise of the total revenue of the Group was mainly attributable to the combined effects: (i) the increase in tuition fees, boarding fees and canteen operations fees in line with the increase of the Group's student enrolment; and (ii) the increase in non-formal education service fees and consultation services fees for overseas studies.

The following table sets forth the average tuition fees of each of the categories of the schools operated by the Group:

	2024/2025	2023/2024	2022/2023
	Average	Average	Average
Categories of the schools	Tuition Fees	Tuition Fees	Tuition Fees
	RMB	RMB	RMB
High school – domestic program	44,101	44,020	41,621
High school – international program	141,769	133,374	116,314
University	17,028	16,767	15,873

Student Enrollment

The table below sets forth information relating to the student enrollment for each of the categories of schools operated by the Group:

	2024/2025	2023/2024	2022/2023
High school students – domestic program	9,080	8,019	6,427
High school students – international program	529	436	444
University students	24,698	21,884	20,284
Total number of students Teachers	34,307	30,339	27,155
<i>1 eachers</i>			
		2023/2024	2022/2023
Total number of teachers		1,513	1,481

The Group believes the quality of education provided is strongly tied to the quality of its teachers. The Group considers that teachers who are capable of and are dedicated to teaching will be instrumental in shaping the learning habits of students, which will be crucial to the Group's success and educational philosophy. The Group seeks to hire teachers who (i) demonstrate outstanding teaching track records; (ii) hold necessary academic credentials (i.e. bachelor and above); (iii) are passionate about education and improving students' academic performance and overall well being; (iv) demonstrate competence in their subject areas; (v) possess strong communication and interpersonal skills; and (vi) are able to effectively use a variety of teaching tools and methods tailored to their students.

For academic year 2023/2024, the Group had 1,513 teachers, of which all hold a bachelor's degree or above, and approximately 56.3% hold a master's degree or above. Most of our teachers are full-time teachers. The Group also values the recognition bestowed upon teachers who have achieved teaching excellence. Approximately 23.9% of our teachers held the advanced teaching qualification, and 67 of our teachers were recognised as exceptional teachers. The Group offers mandatory and continuing training courses and seminars to our teachers and offers mandatory professional teaching technique training courses for newly hired teachers.

Future Development

The Group is optimistic about the strong demand for high-quality private education in Southwest China backed by the strong brand reputation and recognition of our schools. In order to solidify and strengthen its market-leading position in the region, the Group intends to achieve future growth by means of multiple expansion strategies. Specifically, the Group plans to undertake the following strategies:

- (i) establishment of new high schools (primarily under asset-light model) by collaborating with third-party business partners;
- (ii) increasing of utilisation rate of our existing school network and tuition fee;
- (iii) establishment of international education programs within our schools and provision of overseas studies consulting services;
- (iv) provision of non-formal education services:
 - a. provide educational management and consultation services to K-12 schools and pre-schools;
 - b. collaborate with certain commercial property owners to establish one-stop comprehensive education program; and
 - c. student's local life services, after-class non-subject based activities and etc.
- *(i)* Establishment of new high schools (primarily under asset-light model) by collaborating with third-party business partners

School Utilisation

Utilisation rate is calculated as total the number of students enrolled divided by the estimated capacity for a given school either already commenced operation or under construction. Except for our kindergarten, our schools are generally boarding schools.

	2024/2025	2023/2024
Total number of students enrolled	34,307	30,339
Total student capacity	48,020	48,830
Overall utilisation rate	71.4%	62.1%

Tuition Fee

On 15 May 2020, the Education Department of Sichuan Province and two other departments issued the "Notice on Improving the Price Management of Private Higher Education Institution and Strengthening Operational and Post- operational Oversight in our Province" (《關於完善我省民辦高校價格管理方式加強事中事後 監督的通知》), which set out opinions and requirements in respect of determining tuition fee of higher education institutions and permitted such institutions to adjust the tuition fee and related fees every three years since September 2020. Based on the new policies, the tuition fees for new undergraduate and diploma students of University increased to RMB18,000 and RMB15,900 since 2024/2025 academic year.

The following table sets forth the standard of current tuition fee:

Category of schools	Current tuition fee standard
High school	Range from RMB30,000 to RMB59,800
University	Range from RMB15,000 to RMB20,000
	(diploma)
	Range from RMB17,000 to RMB20,000
	(bachelor)
High-school international program	Range from RMB96,000 to RMB148,000

(iii) Establishment of international education programs within our schools and provision of overseas studies consulting services

In addition to traditional high school programs, the Group also established the international department. Through nearly five years' development, the international department has managed several programs with elite international partners, mainly operating Advanced Placement (AP)/A-Level center.

For academic year 2023/2024, we provided international education services to students of two more high schools within the Group besides the Flagship Schools.

In both of 2023 and 2024 KingLead Ranking List "China International School Competitiveness Ranking (both of enrollment to UK Universities and US Universities)", the AP/A-Level Center of Chengdu Foreign Languages School ("AP/A-Level Center") ranked first in Southwest of China.

Besides, in 2024 Yixiao Ranking List "Best international secondary school", the AP/A-Level Center ranked second in Sichuan Province.

Since 2022, the Group expanded educational product layout. In addition to the traditional Anglo-American international program, the Group was also expanding our international education program in Europe and Asia. At the same time, the Group also built matrix academic expansion projects and social practice projects based on the school curriculum.

The international department also expanded its business by offering overseas study consulting services to our customers since later 2019 and recorded revenue of RMB14.5 million in 2023/2024 school year.

(iv) Provision of non-formal education services

a. Educational management and consultation services

Since 2019, the Group entered into school management cooperation agreements with certain K-12 public schools and kindergartens to provide education management and consultation services including, among others, education quality control, curriculum development, daily operation,

teachers recruitment and training, branding, teaching methodology support and campus design. As at 31 August 2024, the Group provided education management and consultation services to totally twelve schools including seven kindergartens, four K9/K12 schools and one public high school.

In 2024, the Group has entered into cooperation agreements with three new schools. The Group will begin providing services to one of these schools from September 2024. The other two schools are expected to commence services in September 2025 or September 2026, contingent upon the construction progress of the schools.

b. One stop comprehensive education program

The Group has been cooperating with certain commercial property owners to establish one-stop comprehensive education program in commercial complex with a floor area of approximately 5,000 to 10,000 square meters where various types of tailor-made education services will be offered to both the parents and their children simultaneously. In addition, it provides curriculum and management output services for institutions and individuals who intend to invest in the education program. The high-quality education courses independently developed and iterated by the Group offered among others, Chinese traditional culture, STEAM (Science, Technology, Engineer, Arts and Mathematics) and sports. The daily management of enrollment, recruitment, teaching and research of all educational projects implements the operation mode of unified scheduling of the complex but relatively independently operation of sub-projects. The Group recorded revenue of RMB22.5 million in 2023/2024 academic year.

c. Student's local life services, after-class non-subject based activities

The Group is still seeking business opportunity to providing non-educational student's local life service such as accommodation, canteen and after-class caring to the students enrolled in schools within the affected entities that the Group lost control since 31 August 2021.

The following table shows a summary of the number of our schools by category as of the dates indicated:

		Schools under education
	Self-owned	management
	schools	service
	established	established
	as at	as at
	31 August	31 August
Category of schools	2024	2024
High school	9	1
Kindergarten	0	7
University (China)	1	0
University (United States)	1	0
Schools providing non-formal education services	4	0
K9/K12 schools	0	4
	15	12

		Schools under
		education
	Self-owned	management
	schools	service
	established	established
Category of schools	2024/2025	2024/2025
High school	8	2
Middle school	0	1
Kindergarten	0	5
University (China)	1	0
University (United States)	1	0
Schools providing non-formal education services	4	0
K9/K12 schools	0	3
	14	11

Risk Management

The Group is exposed to various risks in the operations of the Group's business and the Group believes that risk management is important to the Group's success. Key operational risks faced by the Group include, among others, changes in general market conditions and perceptions of private education, changes in the regulatory environment in the PRC education industry, the ability of the Group to offer quality education to students, the ability of the Group to increase student enrollment and/ or raise tuition fees, the potential expansion of the Group into other regions in Southwest China, availability of financing to fund the Group's expansion and business operations and competition from other school operators that offer similar quality of education and have similar scale.

In addition, the Group also faces numerous market risks, such as interest rate and liquidity risks that arise in the normal course of the Group's business.

Interest Rate Risk

The Group's fair value interest rate risk relates primarily to its fixed-rate bank borrowings. The Group is also exposed to cash flow interest rate risk through the impact of rate changes on interest bearing financial assets and liabilities, mainly bank balances and bank borrowings which carry interest at prevailing market interest rates. It is the Group's policy to keep certain borrowings at floating rates of interest so as to minimize the fair value interest rate risk. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the Directors will consider hedging significant interest rate risk should the need arise.

Liquidity Risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

To properly manage these risks, the Group has established the following risk management structures and measures:

- the Board is responsible and has the general power to manage the Group's operations of the schools, and is in charge of managing the overall risks of the Group. It is responsible for considering, reviewing and approving any significant business decisions involving material risk exposures, such as the Group's decisions to expand its school network into new geographic areas, to raise the Group's tuition fees, and to enter into cooperative business relationships with third parties to establish new schools;
- the Group maintains insurance coverage, which the Group believes is in line with customary practice in the PRC education industry, including school liability insurance; and
- the Group has made arrangements with the Group's lenders to ensure that the Group will be able to obtain credit to support its business operation and expansion.

Environment, Health and Safety

The businesses of the Group are not in violation of the applicable PRC environmental laws and regulations in any material aspects.

The Group is dedicated to protecting the health and safety of the students. The Group has on-site medical staff or health care personnel at each of the schools the Group operates to handle routine medical situations involving students. In certain serious and medical emergency situations, the Group promptly sends the students to local hospitals for treatment. With respect to school safety, the Group engaged a qualified property management company to provide property security services at the Group's school premises.

As far as the Board and management of the Company are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the Reporting Period, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

Financial Review

Revenue

Revenue, which is also the Group's turnover, represents the value of services rendered, made to its students during the year ended 31 August 2024 and 2023. Revenue of the Group is primarily derived from tuition fees, boarding fees, school canteen operation fees and consultation services fees for overseas studies the Group's schools collected from students, as well as management service fees and consultation service fees received by the Group from private schools and government owned schools.

For the year ended 31 August 2024, revenue of the Group amounted to RMB955.1 million. This represents an increase of RMB192.8 million or 25.3%, as compared with revenue of the Group for the year ended 31 August 2023. This increase was primarily attributed to the increase in revenue from tuition fees and revenue from school canteen operations fees, being the increase of RMB156.6 million, or 25.9% in revenue from tuition fees to RMB760.1 million for the year ended 31 August 2024, and the increase of RMB20.2 million, or 33.4% in revenue from school canteen operations fees to RMB80.7 million for the year ended 31 August 2024. The tuition fees and school canteen operation fees which the Group received increase mainly attributable to (i) the increase in the number of students enrolled in 2023/2024 school year, and (ii) the increase in the average tuition fee of schools of the Group.

Cost of Sales

Cost of sales primarily consists of staff costs, depreciation and amortization, utilities, cost of repairs, office expense, property management service fee, rent costs, student subsidies, student scholarship costs and other costs.

For the year ended 31 August 2024, cost of sales of the Group amounted to RMB642.3 million. This represents an increase of RMB131.8 million or 25.8%, as compared with cost of sales of the Group for the year ended 31 August 2023. This increase was primarily attributable to:

- staff costs increased by RMB54.4 million, or 25.1%, compared with that of the last year, which was attributable to the increase in the number of teachers recruited in 2023/2024 school year. The increase in the number of students enrolled in existed schools gave rise to the increase in the number of teachers recruited;
- (2) direct material costs of canteen operation costs increased by RMB19.4 million, or 39.2%, compared with that of the last year, which was mainly due to the increase in the number of students and continuous improvements in quality of catering service in the year ended 31 August 2024; and
- (3) student scholarship costs increased by RMB18.5 million, or 47.9%, compared with that of the last year, which was mainly due to in the increase in the number of students enrolled in 2023/2024 school year.

Gross Profit and Gross Profit Margin

For the year ended 31 August 2024, gross profit of the Group amounted to RMB312.8 million, with gross profit margin of 32.7%. For the year ended 31 August 2023, gross profit of the Group amounted to RMB251.8 million, with gross profit margin of 33.0%.

Gross profit for the year ended 31 August 2024 increased by RMB61.0 million or 24.2%, as compared with gross profit for the year ended 31 August 2023, which was mainly due to (i) the increase in revenue as a result of the increase in student enrolment and tuition fees for certain schools; and (ii) the implementation of cost control measures.

Selling and Distribution Expenses

Selling and distribution expenses primarily consist of advertising expenses, student admission expenses and business entertainment expenses.

For the year ended 31 August 2024, selling and distribution expenses of the Group amounted to RMB11.0 million. This represents an increase of RMB3.3 million or 42.9%, as compared with selling and distribution expenses of the Group for the year ended 31 August 2023. The increase in selling and distribution expenses was primarily due to more advertising expenses incurred for student enrollment promotion for existing schools.

Administrative Expenses

Administrative expenses primarily consist of the salaries and other benefits for general and administrative staff, consultation service fees for legal, audit, business development and evaluation services, office-related expenses, depreciation of office buildings and equipment, travel expenses, business advisory service fees and other expenses.

For the year ended 31 August 2024, administrative expenses of the Group amounted to RMB118.5 million. This represents an increase of RMB12.1 million or 11.4%, as compared with administrative expenses of the Group for the year ended 31 August 2023. This increase was primarily attributable to more expenses incurred with the increase in the number of students in the existing school.

Other Income and Gains

Other income and gains primarily consist of foreign exchange gain, bank interest income, other interest income, government grants, gain on disposal of a subsidiary and rental income from leasing certain of the Group's properties to independent third parties.

For the year ended 31 August 2024, other income and gains of the Group amounted to RMB19.8 million. This represents a decrease of RMB13.2 million or 40.0%, as compared with other income and gains of the Group for the year ended 31 August 2023. This decrease was primarily due to the decrease of the government grants for the year ended 31 August 2024.

Other Expenses

Other expenses consist primarily of impairment loss of investment in an associate, foreign exchange loss, and disposal of various fixed assets.

For the year ended 31 August 2024, other expenses of the Group amounted to RMB18.7 million. This represents an increase of RMB6.2 million or 49.6%, as compared with other expenses of the Group for the year ended 31 August 2023. This increase was primarily attributable to foreign exchange loss and financial guarantee contracts.

Finance Costs

Finance costs primarily consist of the interest expenses for bank and other borrowings.

For the year ended 31 August 2024, finance costs of the Group amounted to RMB126.3 million. This represents an increase of RMB26.6 million or 26.7%, as compared with finance costs of the Group for the year ended 31 August 2023. The increase was primarily attributable to the interest expenses for the bank and other borrowings of RMB126.0 million for the year ended 31 August 2024, representing an increase of RMB18.9 million as compared to the interest expenses of RMB107.1 million for the year ended 31 August 2023.

Capital Commitments

The following table sets forth a summary of capital commitments as at the dates indicated:

	2024	2023
	RMB'000	RMB'000
Contracted, but not provided for:		
Land and buildings, equipment	197,241	183,228

Gearing Ratio

The gearing ratio of the Group, which was calculated as total bank and other borrowings divided by total equity as at the end of the period, decrease from approximately 251.2% as at 31 August 2023 to approximately 249.9% as at 31 August 2024, primarily due to the decrease in the Group's interest-bearing other loans.

Exposure to Fluctuations in Exchange Rates and Any Related Hedges

Almost all of the income and expenditure of the Group were denominated in Hong Kong Dollar and Renminbi. In view of the stability of the exchange rates among these two currencies, the Group has not been subject to exchange rate fluctuation exposure and thus no financial instruments have been adopted for hedging purpose.

Contingent Liabilities

As at 31 August 2024, the Group had no material contingent liabilities (31 August 2023: nil).

Significant Investments, Acquisitions and Disposals

There were no significant investments held as at 31 August 2024, nor other material acquisitions and disposals of subsidiaries and associated companies during the Reporting Period.

Pledge of Assets

As at 31 August 2024, RMB49.9 million (2023: RMB61.5 million) were paid to third party leasing companies as pledged deposits for certain borrowings, which will be repaid after settling those borrowings in 4 years.

Human Resources

As at 31 August 2024, the Group had 2,000 employees (2023: 1,904).

The remuneration policy and package of the Group's employees are periodically reviewed in accordance with industry practice and results performance of the Group. The Group provides external and internal training programs to its employees. The Group also participates in various employee social security plans for its employees that are administered by local governments, including housing, pension, medical insurance, occupational injury insurance, maternity insurance and unemployment insurance.

The total remuneration cost incurred by the Group for the year ended 31 August 2024 was approximately RMB335.1 million (2023: RMB275.4 million).

EVENTS AFTER THE REPORTING PERIOD

There was no event which has occurred after the year ended 31 August 2024 that would cause material impact on the Group.

FINAL DIVIDEND AND SPECIAL DIVIDEND

The Board recommended the payment of a final dividend of HKD0.25 cents per share and a special dividend of HKD0.50 cents per share in respect of the year ended 31 August 2024. The final dividend and special dividend are subject to the approval of the shareholders of the Company (the "Shareholders") at the forthcoming annual general meeting of the Company to be held on Wednesday, 15 January 2025 (the "AGM") and the final dividend and the special dividend will be payable on Friday, 7 February 2025 to the Shareholders whose names appear on the register of members of the Company on Friday, 24 January 2025.

ANNUAL GENERAL MEETING AND CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 10 January 2025 to Wednesday, 15 January 2025, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the AGM to be held on Wednesday, 15 January 2025, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 9 January 2025.

The register of members of the Company will also be closed from Thursday, 23 January 2025 to Friday, 24 January 2025, both days inclusive, in order to determine the entitlement of the Shareholders to receive the final dividend and the special dividend, during which period no share transfers will be registered. To qualify for the final dividend and the special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 22 January 2025.

CORPORATE GOVERNANCE

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the "CG Code") as set out in part 2 of Appendix C1 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as its own code of corporate governance. The Company has complied with all applicable code provisions of the CG Code during the Reporting Period. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

NON-COMPLIANCE WITH RULES 3.10, 3.21, 3.25 AND 3.27A OF THE LISTING RULES

Immediately following the passing away of Mr. Wen Ruizheng as an independent non-executive Director and a member of the audit committee, remuneration committee and nomination committee of the Board on 25 November 2024, the Company did not meet the requirement of Rules 3.10, 3.21, 3.25 and 3.27A of the Listing Rules. In order to comply with Rules 3.10, 3.21, 3.25 and 3.27A of the Listing Rules, the Company is endeavoring to identify suitable candidate(s) to be appointed as an independent non-executive Director and a member of the audit committee, remuneration committee and nomination committee of the Company as soon as practicable, and in any event within three months as required under Rules 3.11, 3.23 and 3.27 of the Listing Rules, and will make further announcements as and when appropriate.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 of the Listing Rules as its own code of conduct regarding directors' securities transactions. Having made specific enquiries of all Directors, each of the Directors has confirmed that he/she has complied with the required standards as set out in the Model Code during the Reporting Period.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") has reviewed the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters. The Audit Committee, together with the Board and external auditor, has reviewed the Group's annual results announcement and the consolidated financial statements for the year ended 31 August 2024.

SCOPE OF WORK ON THE ANNUAL RESULTS ANNOUNCEMENT BY AUDITOR

The financial information set out in this announcement does not constitute the Group's audited consolidated financial statements for the year ended 31 August 2024, but represents an extract from those financial statements which have been agreed with KTC Partners CPA Limited ("KTC Partners"), the auditor of the Company. The work performed by KTC Partners in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by KTC Partners on the annual results announcement.

PUBLICATION OF THE ANNUAL RESULTS AND 2024 ANNUAL REPORT ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY

This annual results announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.virscendeducation.com), and the 2024 annual report of the Company containing all the information required by the Listing Rules will be dispatched to the Shareholders and published on the respective websites of the Stock Exchange and the Company in due course.

By order of the Board Virscend Education Company Limited Wang Xiaoying Chairwoman and Executive Director

Hong Kong, 29 November 2024

As at the date of this announcement, the executive Directors are Ms. Wang Xiaoying, Mr. Ye Jiayu, Mr. Yan Yude and Mr. Deng Bangkai; and the independent non-executive Directors are Mr. Sit Chiu Wing and Mr. Chan Kim Sun.