Chen Lin Education Group Holdings Limited
辰林教育集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1593)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 AUGUST 2025

FINANCIAL HIGHLIGHTS

	Year ended 31 August		
	2025	2024	Change
	(RMB'000)	*(RMB'000)*	*(RMB'000)*
Revenue	**600,702**	599,452	1,250
Gross profit	**166,522**	188,359	(21,837)
(Loss)/profit for the Year	**(412,012)**	15,367	(427,379)
Adjusted EBITDA *(Note (i))*	**184,498**	192,395	(7,897)
Basic (loss)/earnings per Share *(RMB)*	**(0.43)**	0.02	(0.45)

Note:

(i) *Non-IFRS Measures*

To supplement the Group's consolidated financial statements which are presented in accordance with the IFRS, the Company also uses Earnings Before Interest, Tax, Depreciation and Amortisation ("**EBITDA**") and adjusted EBITDA as additional financial measures, which is not required by, or presented in accordance with the IFRS. The Company believes that the non-IFRS measures facilitate comparisons of operating performance from period to period and company to company by eliminating potential impacts of items that the management do not consider to be indicative of the Group's operating performance. The Company believes that the non-IFRS measures provide useful information to both the management, the Shareholders and potential investors in understanding and evaluating the Group's consolidated results of operations. However, the Company's presentation of such adjusted figures may not be comparable to a similarly titled measure presented by other companies. The use of the non-IFRS measures have limitations as an analytical tool, and you should not consider it in isolation from, or as substitute for, analysis of, the Company's results of operations or financial condition as reported under the IFRS.

ANNUAL RESULTS

The Board hereby announces the audited consolidated annual results of the Group for the year ended 31 August 2025 (the "**Annual Results**"), together with the comparative figures for the year ended 31 August 2024. The Annual Results have been reviewed by the Audit Committee together with the auditor and management of the Company.

FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 August 2025

	Notes	**2025** *RMB'000*	2024 *RMB'000*
Revenue	*4*	**600,702**	599,452
Cost of revenue		**(434,180)**	(411,093)
Gross profit		**166,522**	188,359
Other income		**32,020**	23,269
Other expenses		**(10,373)**	(2,765)
Other (losses)/gain, net	*5*	**(41,718)**	64,051
Net impairment losses on financial assets		**(3,211)**	(680)
Impairment losses on property, plant and equipment		**(95,513)**	–
Impairment losses of goodwill		**(193,287)**	–
Selling expenses		**(4,336)**	(5,324)
Administrative expenses		**(147,988)**	(138,133)
Operating (loss)/profit		**(297,884)**	128,777
Finance income		**1,096**	368
Finance costs		**(116,034)**	(112,741)
Finance costs, net		**(114,938)**	(112,373)
(Loss)/profit before income tax		**(412,822)**	16,404
Income tax credit/(expense)	*6*	**810**	(1,037)
(Loss)/profit for the year		**(412,012)**	15,367
(Loss)/profit and total comprehensive income for the year attributable to:			
Owners of the Company		**(412,012)**	15,367
		RMB	*RMB*
(Loss)/earnings per share			
— Basic	*7*	**(0.43)**	0.02
— Diluted	*7*	**(0.43)**	0.02

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 August 2025

	Notes	At 31 August 2025 RMB'000	At 31 August 2024 RMB'000
Non-current assets			
Property, plant and equipment		**3,247,109**	3,230,559
Right-of-use assets		**404,751**	441,987
Intangible assets		**81,604**	267,938
Other non-current assets		**70,371**	108,030
Deferred income tax assets		**2,052**	1,242
Other receivables		**3,083**	30,991
		3,808,970	4,080,747
Current assets			
Trade receivables	*8*	**9,408**	7,265
Other receivables and prepayments		**89,250**	95,052
Financial assets at fair value through profit or loss		**2,062**	90
Restricted bank balances		**91**	45
Cash and cash equivalents		**150,257**	287,976
		251,068	390,428
Total assets		**4,060,038**	4,471,175
Current liabilities			
Accruals and other payables	*9*	**311,929**	305,113
Amount due to a related party		**64,391**	42,267
Borrowings		**1,199,694**	841,109
Current income tax liabilities		**43,478**	43,481
Deferred revenue		**13,648**	7,744
Contract liabilities		**306,759**	374,329
Lease liabilities		**6,154**	2,899
		1,946,053	1,616,942
Net current liabilities		**(1,694,985)**	(1,226,514)
Total assets less current liabilities		**2,113,985**	2,854,233

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)
As at 31 August 2025

	At 31 August 2025 *RMB'000*	At 31 August 2024 *RMB'000*
Non-current liabilities		
Borrowings	**1,247,319**	1,576,982
Deferred revenue	**376,416**	108,822
Contract liabilities	**533**	933
Lease liabilities	**50,217**	73,415
Other non-current payables	**–**	233,349
	1,674,485	1,993,501
Total liabilities	**3,620,538**	3,610,443
Net assets	**439,500**	860,732
Capital and reserves		
Share capital	**89**	89
Share premium	**433,763**	433,763
Treasury shares	**(9,220)**	–
Capital reserve	**30,000**	30,000
Statutory surplus reserves	**143,150**	142,732
Share-based payments reserve	**53,382**	53,382
(Accumulated loss)/retained earnings	**(211,664)**	200,766
Total equity	**439,500**	860,732

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL

Chen Lin Education Group Holdings Limited (the "**Company**") was incorporated in the Cayman Islands on 25 May 2018 as an exempted company with limited liability under the Companies Act (2023 Revision, as consolidated and revised) (the "**Companies Act**") of the Cayman Islands. The address of its registered office is 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands. The headquarters and principal business operations of the Group is located at No. 1, Lianfu Avenue, Xinjian District, Nanchang City, Jiangxi Province, the People's Republic of China ("**PRC**").

The Company is an investment holding company. The Company and its subsidiaries (together "**the Group**") provide comprehensive educational services in Jiangxi province, Guizhou province and Henan province of the PRC. The Group has been operating Jiangxi Institute of Applied Science and Technology (江西應用科技學院) ("**JXIAS**") since 1984. In December 2020, the Group acquired Jiangxi College of Arts and Sciences Technicians (江西文理技師學院) ("**Jiangxi Jishi College**") from a third party. In April and July 2021, the Group further acquired Guizhou Vocational College of Industry and Trade (貴州工貿職業學院) ("**Guizhou College**") and Zhengzhou Airport Economy Zone Chen Lin High School (鄭州航空港區辰林高級中學) ("**Chen Lin High School**") from third parties, respectively. In June 2022, Guizhou Provincial People's Government approved the establishment of Guizhou Chenlin Industry and Trade Technician College (貴州辰林工貿技師學院) ("**Guizhou Jishi College**"), which is held by Guizhou Xikai Education Investment Company Limited ("貴州西凱教育投資有限公司"). Guizhou Jishi College was established in October 2024.

The ultimate controlling party of the Group is Mr. Huang Yulin, who is an executive director (the "**Director(s)**") and the chairman of the board (the "**Board**") of Directors (the "**Controlling Shareholder**").

The shares of the Company have been listed on The Stock Exchange of Hong Kong Limited since 13 December 2019.

The consolidated financial statements are presented in Renminbi ("**RMB**") and rounded to the nearest thousand yuan ("**RMB'000**"), unless otherwise stated.

2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

(a) New or amended standards adopted by the Group — effective 1 September 2024

Amendments to IAS 1	Classification of Liabilities as Current or Non-Current
Amendments to IAS 1	Non-current Liabilities with Covenants
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback

None of these new or amended IFRSs has a material impact on the Group's results and financial position for the current or prior period. The Group has not early applied any new or amended IFRSs that is not yet effective for the current accounting period.

(b) New or amended IFRSs that have been issued but are not yet effective

The following new or amended IFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to IAS 21	Lack of exchangeability[1]
Amendments to IFRS 9 and IFRS 7	Classification and Measurement of Financial Instruments[2]
Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7	Annual Impairment to IFRS Accounting Standards — Volume 11[2]
IFRS 18	Presentation and Disclosure in Financial Statements[3]
IFRS 19	Subsidiaries without Public Accountability: Disclosures[3]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4]

[1] Effective for annual periods beginning on or after 1 January 2025.
[2] Effective for annual periods beginning on or after 1 January 2026.
[3] Effective for annual periods beginning on or after 1 January 2027.
[4] Effective date to be determined.

3. BASIS OF PREPARATION AND GOING CONCERN ASSUMPTION

(a) Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with all applicable International Financial Reporting Standards ("**IFRSs**") issued by International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622.

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss, which are carried at fair value.

(c) Going concern

The Group incurred a loss of approximately RMB412,012,000 for the year ended 31 August 2025 and had net current liabilities of approximately RMB1,694,985,000 as of that date. Included in the net current liabilities were (i) borrowings amounting to RMB1,199,694,000 in total, out of which were bank borrowings of RMB692,764,000, with RMB14,300,000 under factoring arrangement and borrowings under finance lease arrangement of RMB492,630,000; and (ii) a repayable on demand interest bearing loan due to an executive director, Mr. Huang Yulin, of RMB64,391,000. In addition, the Group had acquisition commitments for the acquisition of property, plant and equipment of RMB67,042,000. However, the Group's cash and cash equivalents as at 31 August 2025 only amounted to RMB150,257,000.

In view of the above conditions, the directors of the Company have given careful consideration to the Group's future liquidity, performance, and available sources of financing in assessing whether it will have sufficient financial resources to continue as a going concern. Certain plans and measures have been taken to mitigate the liquidity pressure and to improve the Group's financial position and its operations which include, but not limited to the following:

(i) The Group continuously optimizes its program and course offerings in response to market conditions and policy directions to enhance the competitiveness of its graduates, while simultaneously strengthening its attractiveness and brand recognition among potential applicants.

(ii) The Group continues to implement active measures to control administrative costs, optimize its debt structure, control finance costs, and contain capital expenditures to enhance the Group's net operating cash inflows.

The Group has been actively negotiating with banks and other financial institutions to renew existing facilities to finance its operations, capital expenditures, and other financing obligations.

In respect of the Group's borrowings as at 31 August 2025, borrowings of approximately RMB366,000,000 have been subsequently renewed, while borrowings amounting to RMB853,000,000 are currently in the process of the renewal.

As of the date of the approval of these consolidated financial statements, the Group has reached consensus with certain banks, including state-owned banks, and other financial institutions to renew existing loans or provide new facilities totalling RMB1,063,000,000. In respect of new loan facilities out of this amount, borrowings of approximately RMB90,000,000 have completed preliminary due diligence, and it is expected that the banks and financial institutions will grant the loans upon execution of the loan agreements. In addition, based on latest communication, the banks and the financial institutions agreed to extend facilities upon expiry of the existing facilities or to grant additional facilities, amounting to approximately RMB973,000,000 in aggregate. The directors expect that the Group will be able to renew its existing facilities upon expiry and obtain additional facilities, on the basis of its past record of compliance with borrowing terms, including timely repayment of principal and interest, and the availability of sufficient collaterals.

(iii) The executive director, Mr. Huang Yulin, has undertaken not to demand repayment of the amount due from the Group of RMB64,391,000 as at 31 August 2025 until such time when repayment will not affect the Group's ability to repay other creditors in the normal course of business.

The directors of the Company reviewed the Group's cash flow projections prepared by the management covering a period of not less than twelve months from the end of the reporting period, and consider that, taking into account the abovementioned plans and measures, the Group will have sufficient financial resources to meet its financial obligations and commitments as and when they fall due for at least twelve months from the end of the reporting period. Accordingly, the directors of the Company considered that it is appropriate to prepare the consolidated financial statements as a going concern basis.

Notwithstanding the above, there are inherent uncertainties regarding the future outcome of these plans and measures, including the followings:

(i) successful execution of the Group's business strategies and cost-control measures to generate sufficient cash flows, as well as its operational performance meeting expectations, particularly with respect to student enrollment levels and tuition fee income during the forecast period;

(ii) successful negotiation with the lenders for the renewal of existing facilities on terms and conditions comparable to the existing borrowings, and satisfactory completion of the due diligence by the potential lenders for additional facilities on a timely basis and with the terms that are commensurate with the financial strength of the Group;

(iii) the financial capability of the relevant financial institutions to provide such credit facilities to the Group; and

(iv) the financial ability of the executive director, Mr. Huang Yulin, to honor his undertaking to the Group, including whether he is able to provide the additional funds at an amount when requested or not to demand repayment from the Group when the Group is not in a position to repay.

These events or conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Should the Group fail to achieve one or more of the above-mentioned plans and measures on a timely basis, it may not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying amount of the Group's assets to their realisable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

4. REVENUE AND SEGMENT INFORMATION

Revenue for the years ended 31 August 2025 and 2024 are as follows:

	2025	2024
	RMB'000	*RMB'000*
Tuition fees	**531,225**	530,370
Boarding fees	**60,465**	60,272
Internship management fees	**1,137**	1,478
Tutoring and programme management services	**7,875**	2,332
Others	**–**	5,000
	600,702	599,452

The analysis of revenue recognised over time and at a point in time as required by IFRS 15 is set out below:

	2025	2024
	RMB'000	*RMB'000*
Recognised over time		
Tuition fees	**531,225**	530,370
Boarding fees	**60,465**	60,272
Internship management fees	**1,137**	1,478
Tutoring and programme management services	**7,875**	2,332
Recognised at a point in time		
Others	**–**	5,000
	600,702	599,452

During 2025 and 2024, all of the Group's revenue were generated in the PRC and all of its non-current assets were located in the PRC.

The Group's revenue is subject to seasonal fluctuations. Tuition and boarding fees of the Group's Schools are generally received in advance prior to the beginning of academic year commencing from late August and September each year. Tuition and boarding fees revenues are recognised proportionately over the relevant period in which the services are rendered excluding school term breaks and vacation periods.

The Group's subsidiaries provide educational services to a large number of students who are regarding as customers of the Group. No single customer accounted for more than 10% of the Group's revenue during the year.

Pledge of revenue proceeds

The Group's long-term and short-term bank borrowings of RMB1,417,953,000 (2024: RMB1,254,937,000), long-term borrowings from a financial institution of nil (31 August 2024: RMB47,007,000) were secured by the pledge of the rights over the collection of tuition fees and boarding fees of the Group's Schools.

The Group's borrowings from financial institution arising from factoring of trade receivables of RMB43,553,000 (2024: nil) were secured by the pledge of the rights over the collection of other services of the Group's schools.

5. OTHER (LOSSES)/GAINS — NET

	2025	2024
	RMB'000	*RMB'000*
Net fair value losses on financial assets at fair value through profit or loss ("**FVPL**")	**(1,528)**	(14)
Donations	**1,607**	115
Gain on modification on financial liabilities	**–**	35,495
Net foreign exchange losses	**(22)**	(91)
Loss on disposal of property, plant and equipment	**(444)**	(748)
Write-back of other payable	**215**	8,058
Lawsuit claims of an acquired subsidiary initiated prior to acquisition by the Group	**–**	22,313
Lawsuit claims	**(1,187)**	–
Gain on lease modification	**1,739**	–
Loss on restoration of deferred revenue	**(42,550)**	–
Others	**452**	(1,077)
	(41,718)	64,051

6. INCOME TAX (CREDIT)/EXPENSE

The amount of income tax expense (credited)/charged to profit or loss in the consolidated statement of comprehensive income represents:

	2025	2024
	RMB'000	*RMB'000*
Current income tax		
— Current income tax for the year	**–**	445
— Deferred income tax	**(810)**	592
Income tax (credit)/expense	**(810)**	1,037

7. (LOSS)/EARNINGS PER SHARE

(a) Basic

The basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

	2025	2024
(Loss)/Profit attributable to owners of the Company *(RMB'000)*	**(412,012)**	15,367
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	**965,303,215**	960,000,000
Basic (loss)/earnings per share *(expressed in RMB per share)*	**(0.43)**	0.02

(b) Diluted

For the calculation of diluted loss per share for the year ended 31 August 2025, RSUs were not included in the calculation of the weight average number of ordinary shares because the Group incurred a loss for the year, and the effect of such inclusion is anti-dilutive.

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares for the year ended 31 August 2024.

The Company's potentially dilutive ordinary shares comprised of RSUs granted under the RSUs scheme.

	2024
Profit attributable to owners of the Company *(RMB'000)*	15,367
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	960,000,000
Effect of dilutive potential ordinary shares in respect of share options outstanding	26,094,700
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	986,094,700
Diluted earnings per share *(expressed in RMB per share)*	0.02

8. TRADE RECEIVABLES

	2025	2024
	RMB'000	*RMB'000*
Trade receivables		
— related to students fees	**3,220**	3,306
— related to other services	**10,128**	5,878
	13,348	9,184
Loss allowance	**(3,940)**	(1,919)
	9,408	7,265

(a) Ageing analysis of the trade receivables

The Group's students are required to pay tuition fees and boarding fees in advance for the upcoming school years, which normally commences in late August and September of the year. The trade receivables represent tuition and boarding fees receivable from students and from other services which are outstanding at the end of the reporting period. There is no significant concentration of credit risk.

As at 31 August 2025 and 2024, the ageing analysis of the trade receivables based on the transaction date is as follows:

	2025	2024
	RMB'000	*RMB'000*
Up to 1 year	**7,404**	4,717
1 to 2 years	**2,393**	3,778
2 to 3 years	**3,380**	211
Over 3 years	**171**	478
	13,348	9,184

(b) Impairment of trade receivables

Movements of loss allowance for trade receivables are as follows:

	2025	2024
	RMB'000	*RMB'000*
At the beginning of the year	**1,919**	10,865
Expected credit loss recognised/(reversed) during the year	**2,520**	(639)
Written-off of uncollectible receivables	**(499)**	(8,307)
At the end of the year	**3,940**	1,919

(c) Fair values of trade receivables

The carrying amounts of trade receivables approximated their fair values as at 31 August 2025 and were denominated in RMB.

9. ACCRUALS AND OTHER PAYABLES

	As at 31 August	
	2025	2024
	RMB'000	*RMB'000*
Payables for purchases of property, plant and equipment	**137,040**	153,840
Employee benefit payables	**32,968**	35,880
Payables to suppliers on behalf of students	**16,333**	17,099
Payables to suppliers on behalf of staff	**1,924**	2,558
Letter of credit	**–**	2,332
Payables to students:		
— Prepayments received from students *(note a)*	**27,971**	8,784
— Government subsidies and other payables to students *(note b)*	**30,848**	27,357
Other taxes payable	**5,198**	5,629
Payables for purchases of services	**12,584**	14,214
Payables for union funds	**7,758**	5,305
Retention money payables for campus constructions	**4,041**	6,420
Security deposit from suppliers	**2,897**	2,550
Others *(note c)*	**32,367**	23,145
	311,929	305,113

(a) The Group purchases books and other materials from suppliers on behalf of students. Amount represents prepayments from students for the purchases of books and other materials.

(b) The Group receives government subsidies to distribute to students in the form of scholarships, incentives, or other types of financial assistance. Amount represents government subsidies received by the Group for distribution to students which have not yet been disbursed.

(c) The amount represents security deposit, utility payables, and other operational payable fees.

The carrying amounts of accruals and other payables approximated their fair value as at 31 August 2025 and were denominated in RMB.

10. DIVIDENDS

At a meeting of the Board held on 28 November 2025, the Board resolved not to propose a final dividend in respect of the year ended 31 August 2025. No dividends have been paid or declared by the Group for the years ended 31 August 2024 and 2025.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

We are one of the leading providers of private comprehensive education services in the PRC, with years of experience in the private comprehensive education service industry, being an education group specializing in full-system applied undergraduate education, vocational education and quality high school education. As at 31 August 2025, we operate five Schools, namely, (i) JXIAS, a private university located in Jiangxi Province, the PRC; (ii) Jiangxi Jishi College, a private full-time vocational college located in Jiangxi Province, the PRC, comprising two campuses located in Nanchang and Longnan, Jiangxi Province, the PRC; (iii) Guizhou College, a private higher vocational college located in Guizhou Province, the PRC; (iv) Guizhou Jishi College, a private full-time vocational college located in Guizhou Province, the PRC; and (v) Chen Lin High School, a private high school located in Henan Province, the PRC.

We mainly offer undergraduate programs, junior college programs, vocational programs and high school programs, as well as diverse education related services. As at 31 August 2025, our five Schools had over 30,000 enrolled students.

Our mission is to cultivate innovative talents with practical skills and knowledge and to provide talent support for the development of urbanisation in China (為新型城鎮化建設與管理培養高層次、高技能、創新型和應用型人才). We insist adopting the development strategy of "full-system vocational education and quality high school education (全體系職業教育和優質高中教育)", which emphasizes both academic education and training education, talent cultivation and service export (學歷教育與培訓教育同舉，人才培養與服務輸出並重). Our fundamental educational philosophy is to foster talents with "upright personality, comprehensive theoretical knowledge and practical skills (培養具有健全人格、複合知識與實踐能力的人才)" by implementing our "Three-element Talent Cultivation (三元育人)" mode. We aim to provide quality education services in a manner consistent with our mission and educational philosophy.

With a view of nurturing talents with practical skills, we are devoted to offering quality private education to our students and providing diversified programs and curriculums encompassing a broad range of market-oriented fields of study and career trainings, including intelligent science and technology, mechanical manufacturing and automation, robotics engineering, e-commerce, logistics management, gemology and material technology, internet-of-things, civil engineering, software engineering, and nursing and pharmacy. Based on our timely and extensive market research, the strong sensitivity in grasping the artificial intelligence ("**AI**") era and the profound insight into the development of education, as well as the positive response to the structural changes and impacts of the utilization of AI development on the cultivation of applied talents, we carefully design and regularly review and adjust our program and course offerings at our Schools. We believe that our future-oriented and practical programs and curriculums will equip our students with competitiveness and practical skills that meet the rapidly evolving market demand and respond to the opportunities and challenges in the AI era. We also cooperate with a number of sizable enterprises to continuously promote the construction and upgrading of industrial colleges and provide our students with internship and potential employment opportunities and have achieved favorable graduate employment outcome for our students.

Our Schools

As at 31 August 2025, our Group mainly operates five Schools in the PRC, including (i) JXIAS; (ii) Jiangxi Jishi College (comprising two campuses in Nanchang and Longnan, Jiangxi Province, the PRC); (iii) Guizhou College; (iv) Guizhou Jishi College; and (v) Chen Lin High School.

Jiangxi Institute of Applied Science and Technology (JXIAS)

JXIAS is a private university located in Nanchang, Jiangxi Province, the PRC. It was established in 2002 by our Chairman, Mr. Huang Yulin (黃玉林), and it offers undergraduate programs and junior college programs, as well as diverse education related services.

Jiangxi College of Arts and Sciences Technicians (Jiangxi Jishi College)

Jiangxi Jishi College is a private full-time vocational college (comprising two campuses in Nanchang and Longnan, Jiangxi Province, the PRC). It was established in November 2019 and offers vocational programs. It was acquired by our Group from an Independent Third Party in December 2020.

Guizhou Vocational College of Industry and Trade (Guizhou College)

Guizhou College is a private higher vocational college located in Bijie, Guizhou Province, the PRC. It was established in May 2015 and offers vocational programs and junior college programs. It was acquired by our Group from an Independent Third Party in April 2021.

Guizhou Chenlin Industry and Trade Technician College (Guizhou Jishi College)

Guizhou Jishi College is a private full-time vocational college located in Bijie, Guizhou Province, the PRC. It was established in October 2024 and offers vocational programs. Guizhou Jishi College is a technical college integrating full-time technical skills education, social training and vocational skills recognition, and is the only technical college in Bijie City. It offers programs in industrial robotics applications and maintenance, consumer engineering technology, automobile maintenance, computer network applications, elderly services and management, fashion design and production, etc.

Zhengzhou Airport Economy Zone Chen Lin High School (Chen Lin High School)

Chen Lin High School is a private high school located in Zhengzhou, Henan Province, the PRC. It was established in 2017 and offers high school programs. It was acquired by our Group from an Independent Third Party in July 2021.

Our Education Services

We derived approximately 98.5% of revenue from our education services for the year ended 31 August 2025, which included tuition fees and boarding fees from our undergraduate programs, junior college programs, vocational programs and high school programs. For the year ended 31 August 2025, our revenue from tuition fees and boarding fees amounted to approximately RMB531.2 million and RMB60.5 million respectively, among which, the revenue from tuition fees represented a year-on-year increase of approximately 0.2%, and the revenue from boarding fees represented a year-on-year increase of approximately 0.3%.

Our Education Related Services

In addition to tuition fees and boarding fees, for the year ended 31 August 2025, we also generated income by providing a variety of education related services. Our education related services mainly include a variety of tutoring and program management services, including qualification exam review services, personal development training services and education program management services offered to enterprises and education institutions. For the year ended 31 August 2025, our revenue generated from education related services amounted to approximately RMB9.0 million, representing a year-on-year increase of approximately 2.3%.

REGULATORY UPDATE

We have established a special committee (the "**Special Committee**") to (i) pay close attention to the latest development of the relevant laws, regulations and policies on private education sector in the PRC (the "**Relevant Rules**") and hold periodic meetings to discuss such development; (ii) where necessary, engage professional advisors, including PRC legal advisors to assist the Special Committee to understand the latest development of the Relevant Rules; and (iii) report and make recommendations to the Board for final decision based on the research reports and/or independent and professional advice as well as the Special Committee's major findings and preliminary conclusions. So far as the Directors are aware, as at 31 August 2025, there is no material regulatory update in relation to the foreign investment in the education sector in the PRC.

OUTLOOK AND GROWTH STRATEGIES

The private education sector in the PRC has been growing continuously in recent years, primarily driven by the increasing demand for private education, growing market demand for talents with practical skills, increasing diversification and strengthened education quality, as well as governmental support. In 2025, the number of registrations for the national college entrance examination reached 13.35 million and in 2026, the number of registrations for the national college entrance examination is expected to increase as compared to the previous year. We believe that in 2026, the private education sector in the PRC will remain on a secular growth trend and there is significant potential with opportunities.

To achieve our goals, in 2026, we intend to pursue the following business strategies:

- **Continue to connect with local governments and high-quality enterprises to build industrial colleges, enhance brand awareness and reputation, and expand business and school network**

  In order to benefit from and capture the growth opportunities in the private education industry in the PRC, we will continue to provide quality education and attract more talents to our Schools. As an important measure to enhance our education services, we have largely completed the campus construction, and will continue to renovate and upgrade the facilities and equipment of our existing campuses. Meanwhile, by virtue of our Schools' key programs "electronic information engineering", "mechanical design, manufacturing and automation" and provincial first-class program "e-commerce", we will continue to closely align with the needs of the electronic information industry of the Municipal People's Government of Longnan, Jiangxi Province (江西省龍南市人民政府), Longnan Economic and Technological

Development Zone (National) Management Committee (龍南經濟技術開發區(國家級)管委會) and Longnan Electronic Information Industry Technology City (龍南電子資訊產業科技城), co-operate with local outstanding enterprises and unify local leading enterprises in the electronic information and electromechanical component equipment manufacturing industry to establish the "Electronic Information Industry College of JXIAS (Longnan)" (江西應用科技學院電子資訊產業學院(龍南)). We will upgrade our selected "second batch of conducting projects for the construction and cultivation of modern industrial colleges for general undergraduate programs in Jiangxi Province" (第二批中國江西省普通本科高校現代產業學院立項建設培育項目) to a provincial key project. To actively serve national strategies and promote high-quality regional economic development, we have partnered with high-quality enterprises in the industry to build low-altitude economy industrial colleges. We will actively co-operate with local governments to connect with high-quality enterprises to expand the scale of joint construction of industrial colleges.

- **Continue to optimise our program and course offerings in order to enhance the competitiveness of our students**

  As an education service provider, the quality and scope of the programs and course offerings are crucial for our Schools in providing high-quality education services. We intend to improve our education quality, expand the scale of our business operations and diversify our revenue source primarily through optimising program offerings and curriculum settings (such as the increasing of AI general studies courses, and the introducing three newly approved undergraduate programs, namely, integrated circuit design and integrated systems (集成電路設計與集成系統), AI (人工智能), and geotourism and planning engineering (旅遊地學與規劃)), strengthening school enterprise collaboration (such as co-operating with AI industry enterprises to build virtual simulation teaching experiments and training bases, building an innovative collaborative education mechanism that organically integrates the education chain with the AI industry chain, and creating a high-level specialised AI talent cultivation and training bases) and international collaboration (such as the collaboration with certain universities in Malaysia, etc.), and developing online education courses.

- **Further strengthen and increase the proportion of undergraduate program services**

  In order to meet the market demand for higher undergraduate education services as well as to continue improving our profitability, we plan to further strengthen and increase the proportion of undergraduate program services. We believe that with the completion of construction, renovation and upgrading of the campus infrastructure at the Schools of the Group, the further enhancement of the quality and internal development of JXIAS, and the development and cultivation of Guizhou College for upgrading to an undergraduate institution in accordance with our plan, we will continue to strengthen and increase the proportion of undergraduate program services, which helps boost our brand awareness, broaden our revenue base and improve profitability.

- **Continue to attract, cultivate and retain talented teachers and other professionals**

  We believe that hiring, retaining and cultivating outstanding teachers is crucial in providing quality education to students. We intend to continue attracting, cultivating and retaining teachers with professional expertise, teaching experience and/or working experience in relevant fields. To achieve this goal, we will continue applying high standards in our recruitment of teachers, and target applicants who have postgraduate degree and/or doctoral degree or have extensive work experience in relevant field. We plan to continue to improve our faculty team with more "double qualification teachers", experienced technical experts, well-recognized business administrators, and other personnel with expertise who are qualified to deliver skill-focused curriculums at our Schools on either full-time or part-time basis. In addition, we also intend to hire professors, academicians, etc. from other education institutions with experience to serve in academic leadership roles at our Schools.

FINAL DIVIDEND

The Board resolved not to recommend the payment of a final dividend for the year ended 31 August 2025.

FINANCIAL REVIEW

Non-IFRS Measures

To supplement the consolidated financial statements, which are presented in accordance with International Financial Reporting Standards ("**IFRS**"), the Company also uses EBITDA and adjusted EBITDA as additional financial measures. The Company presents these financial measures because they are used by the management to evaluate the Group's financial performance by eliminating the impact of items that the management does not consider indicative of the performance of the Group's business. The Company believes that the non-IFRS measures presented provide additional information to the Company's management and investors to better understand and evaluate the Group's consolidated operational performance. These measures assist both management and investors in comparing financial results across periods and with peer companies. However, the presentation of these non-IFRS measures have limitations as analytical tools because they exclude certain items that impact the Group's financial results. Therefore, when assessing the Group's financial and operational performance, non-IFRS measures should not be considered in isolation or as substitutes for profit for the period or any other performance measure calculated in accordance with IFRS. Furthermore, because other companies may calculate non-IFRS measures differently, they may not be directly comparable to similarly titled measures used by other companies.

Calculation of Adjusted EBITDA

	Year ended 31 August	
	2025	2024
	(RMB'000)	*(RMB'000)*
(Loss)/profit before income tax	**(412,822)**	16,404
Add: Finance costs	**116,034**	112,741
Depreciation of property, plant and equipment	**123,190**	98,437
Depreciation of right-of-use assets	**18,812**	20,525
Amortisation of intangible assets	**2,008**	1,402

	Year ended 31 August	
	2025	2024
	(RMB'000)	*(RMB'000)*
EBITDA	**(152,778)**	249,509
Adjustments for:		
Lawsuit claims of an acquired subsidiary initiated prior to acquisition by the Group	**–**	(22,313)
Lawsuit claims	**1,187**	–
Gain on modification on financial liabilities	**–**	(35,495)
Loss on restoration of deferred revenue(i)	**42,550**	–
Net impairment losses on financial asset	**3,211**	680
Non-cash impairment loss recognised in respect of goodwill and non-financial assets(i)	**288,800**	–
Fair value change on financial assets at FVPL	**1,528**	14
Adjusted EBITDA	**184,498**	192,395

(i) These items did not generate any cash outflows. Our management believes that the non-cash impairment items and losses do not impact our operations.

Revenue

For the year ended 31 August 2025, the revenue of the Group amounted to approximately RMB600.7 million, representing an increase of RMB1.3 million as compared with the year ended 31 August 2024, mainly driven by increase in the revenue of tuition fees and boarding fees.

Cost of Revenue

Our cost of revenue primarily consisted of employee costs, depreciation and amortization expenses, education and teaching operating expenses including students' activities and training expenses, electricity and water expenses, repair and maintenance and others. For the year ended 31 August 2025, the cost of revenue of the Group amounted to approximately RMB434.2 million, representing an increase of approximately 5.6% as compared with the year ended 31 August 2024. The increase in cost of revenue was mainly attributable to the fact that (i) in order to further attract, cultivate and retain talented teachers and other professionals, the Group's employee costs for the year ended 31 August 2025 increased as compared to the year ended 31 August 2024; and (ii) as the infrastructure construction and equipment upgrades at the Group's relevant educational institutions were progressively completed, the depreciation and amortization expenses for the year ended 31 August 2025 increased as compared to the year ended 31 August 2024.

Gross Profit

Our gross profit was approximately RMB166.5 million for the year ended 31 August 2025, representing a decrease of approximately RMB21.8 million as compared with the year ended 31 August 2024, which was mainly attributable to the fact that the increase in cost of revenue exceeded the increase in revenue for the year ended 31 August 2025, which resulted from the Group's increased investments in teaching resources and further upgrading of education facilities and services, with the aim to better serve the existing students, and to attract and serve the new students.

Other Income

Other income primarily included government grants and subsidies, research service projects income, sub-contracting income and other service fee related to our Schools' campus during the year ended 31 August 2025. For the year ended 31 August 2025, the Group's other income amounted to approximately RMB32.0 million, representing an increase of approximately 37.6% as compared with the year ended 31 August 2024. The increase in other income was mainly attributable to the increase of the research service projects.

Expenses

Other Expenses

Other expenses primarily consisted of research service projects costs and employee benefit expenses. For the year ended 31 August 2025, our other expenses amounted to approximately RMB10.4 million, representing an increase of approximately RMB7.6 million as compared with the year ended 31 August 2024. The increase in other expenses was mainly attributable to the increase of the research service projects.

Other (losses)/gains, net

Our other (losses)/gains, net primarily consisted of net fair value losses on financial assets at fair value through profit or loss, donations, net losses on disposal of property, plant and equipment, written-back of other payable and loss on restoration of deferred revenue. For the year ended 31 August 2025, our other (losses)/gains, net amounted to approximately RMB41.7 million, mainly including RMB42.6 million for the loss on restoration of deferred revenue, as compared with our other gains, net amounted to approximately RMB64.1 million for the year ended 31 August 2024, mainly including RMB22.3 million in gains from lawsuit claims of an acquired subsidiary initiated prior to acquisition by the Group and RMB35.5 million in gain on modification on financial liabilities recognized during the year.

Internal control and investment policy in relation to financial assets

The Group's investment in financial assets was mainly the result of its cash management objective to improve returns on its available capital including cash and undistributed profits. Subject to approval of the Board, the Group may make short-term investments on equities, bonds, funds and derivatives products which can be readily realized within one year. The Group has established internal procedures in relation to investments in financial assets, which include, among others, (i) investment in financial assets must be fully discussed by the Directors and approved by at least two-third of the votes in a Board meeting; (ii) the Group may only use idle funds or spare cash to purchase financial products, and such investment shall not affect its operation activities and investment in relation to our main scope of business; (iii) financial instruments provided by sizable and reputable licenced commercial banks are preferred; (iv) futures trading is prohibited unless with prior written approval by the Board; and (v) the Group must conduct regular review of investments of financial products and the Group's finance department is in charge of the review and risk assessment of financial products with reference to the Group's financial condition, cash position, operating cash requirements, as well as changes in interest rates. In the event of significant fluctuations in the financial assets, the Group's finance department shall conduct analysis in a timely manner and provide the relevant information to the Board.

Provision for Impairment Loss Recognised on Financial Assets, Net

Our provision for impairment loss recognised on financial assets, net primarily represented impairment of trade receivables and other receivables. For the year ended 31 August 2025, our net impairment losses on financial assets amounted to approximately RMB3.2 million. For the year ended 31 August 2024, our net impairment losses on financial assets amounted to approximately RMB0.7 million.

Impairment losses of goodwill and on non-financial assets

The Group has performed an impairment review of the carrying amount of goodwill as at 31 August 2025 and 31 August 2024. An impairment loss is recognised for the amount by which the CGU's carrying amount exceeds its recoverable amount. The recoverable amount of the CGUs determined based on the higher of value in use and the fair value less costs of disposal were used to compared with carrying amount of the CGUs.

In addition to goodwill, property, plant and equipment, intangible assets and right-of-use assets belonging to the CGUs that generate cash flows together with the goodwill are included in the respective CGUs for the purpose of impairment assessment.

The recoverable amount of Jiangxi Jishi College and Guizhou College are determined based on fair value less cost of disposal calculations. The valuations were determined using the cost approach, which largely used observable and unobservable inputs, including unit price per square meter of similar comparable land, as well as price adjustment index for buildings and building improvements and other property, plant and equipment. The fair values of these two CGUs subject to fair value less cost of disposal calculation is within level 3 of the fair value hierarchy.

As at 31 August 2025, the recoverable amount of RMB816,458,000 of Jiang Xi Jishi College based on fair value less cost of disposal calculations is lower than the carrying value of RMB1,003,473,000 by RMB187,015,000. The impairment amount has been allocated to each category of goodwill and each class of property, plant and equipment. Among the impairment loss, RMB152,485,000 is allocated to goodwill and RMB34,530,000 are to each class of property, plant and equipment in this CGU.

As at 31 August 2025, the recoverable amount of RMB974,795,000 of Guizhou College based on fair value less cost of disposal calculations is lower than the carrying value of RMB1,076,580,000 by RMB101,785,000. The impairment amount has been allocated to each category of goodwill and each class of property, plant and equipment. Among the impairment loss, RMB40,802,000 is allocated to goodwill and RMB60,983,000 are to each class of property, plant and equipment in this CGU.

Selling Expenses

Our selling expenses primarily consisted of promotion expenses, travelling and office expenses, and others which mainly included costs incurred for promotional materials in connection with student recruitments. Our selling expenses amounted to approximately RMB4.3 million for the year ended 31 August 2025, representing a decrease of approximately 18.6% as compared with the year ended 31 August 2024. The decrease in selling expenses was mainly due to the Group's control over the budget of the relevant selling expenses.

Administrative Expenses

Our administrative expenses primarily consisted of (i) employee benefit expenses for our administrative staff, (ii) depreciation and amortisation expenses for administrative facilities, (iii) professional service fees, (iv) repair and maintenance expenses for administrative facilities, and (v) general office expenses mainly including office expenses and transportation expenses, and other expenses of similar nature. For the year ended 31 August 2025, our administrative expenses amounted to approximately RMB148.0 million, representing an increase of approximately 7.1% as compared with the year ended 31 August 2024, mainly due to the increase in depreciation and amortisation expenses as the infrastructure construction and equipment upgrades at the Group's relevant educational institutions were progressively completed.

Finance Costs, Net

Our finance costs, net reflected the sum of uncapitalized interest expenses accrued on bank borrowings and other borrowings from financial institutions after netting off the interest income we received from cash and cash equivalents. Our finance costs, net amounted to approximately RMB114.9 million for the year ended 31 August 2025, representing an increase of approximately 2.3% as compared with the year ended 31 August 2024. With the optimization of the debt structure and the reduction in finance costs during the current year, total interest expenses decreased year-on-year. The year-on-year increase in finance costs, net included in the statement of profit or loss was attributable to the corresponding decrease in capitalized interest expenses as projects in progress were completed and put into operation during the current year.

(Loss)/profit for the Year

Based on the above, we recorded loss amounted to approximately RMB412.0 million for the year ended 31 August 2025, as compared with profit of approximately RMB15.4 million for the year ended 31 August 2024. The loss for the year mainly attributable to: (i) a one-off, non-cash impairment losses on goodwill and certain non-current assets of approximately RMB288.8 million, resulting from the downward adjustments in the operating estimates based on the acquisition of Jiangxi Jishi College and Guizhou College; (ii) a one-off, non-cash loss on restoration of deferred revenue of approximately RMB42.6 million, arising from the reversal of the obligation to return government grants originally received for the construction of one of the Group's acquired CGUs, following withdrew of its application for conversion from not-for-profit college to for-profit college in the year, which was subsequently recognised as deferred revenue; and (iii) a year-on-year increase in non-cash depreciation and amortisation costs of fixed assets of approximately RMB25.0 million, as the infrastructure construction and equipment upgrades at the Group's relevant educational institutions were progressively completed. Excluding the impact of the above one-off non-cash expenses, a profit amounted to approximately RMB184.5 million (refer to the calculation of the adjusted EBITDA) was generated in the year.

Adjusted EBITDA

For the year ended 31 August 2025, the Group's adjusted EBITDA amounted to approximately RMB184.5 million, representing a slight change of 4.2% as compared with approximately RMB192.4 million for the year ended 31 August 2024.

Financial Positions

As at 31 August 2025, our total equity was approximately RMB439.5 million, as compared with approximately RMB860.7 million as at 31 August 2024. The decrease in total equity was mainly attributable to the impairment losses of goodwill and non-financial assets which are non-cash and one-off losses.

Liquidity and Capital Resources

Our primary uses of cash are to fund our working capital requirement, loan repayment and related interest expenses. We have funded our operations principally with the cash generated from our operations and borrowings.

As at 31 August 2025, we had cash and cash equivalents of approximately RMB150.3 million, as compared with approximately RMB288.0 million as at 31 August 2024.

As at 31 August 2025, our current assets were approximately RMB251.1 million, as compared with approximately RMB390.4 million as at 31 August 2024. The amount of current assets as at 31 August 2025 was less than the amount of current assets as at 31 August 2024, mainly due to seasonal fluctuations of cash and cash equivalents. This is because the beginning of academic year of one of our Schools commenced in September 2025 and the majority of tuition fees and boarding fees of such school were received in September while the comparing year were in August.

As at 31 August 2025, the Group had bank and other borrowings of RMB2,447.0 million (31 August 2024: RMB2,418.1 million). The debt structure continues to be optimized and as at 31 August 2025, the proportion of bank loans balance with lower interest rate in total borrowings balance increased by approximately 5% compared with that as at 31 August 2024. The Directors have reviewed the Group's cash flow projections prepared by the management, covering a period of not less than twelve months from 31 August 2025, and are of the view that, taking into account the plans and measures as set forth in under the heading of "BASIS OF PREPARATION" in the notes to the consolidated financial statements, the Group will have sufficient funds to finance its capital expenditures and operations and to meet its financial obligations as and when they fall due within twelve months from 31 August 2025.

Internal control and policy in relation to liquidity and capital resources

The Group's finance department is responsible for financial control, accounting, reporting, group credit and internal control function of the Group. In addition, the Audit Committee is responsible for reviewing and supervising the Group's financial reporting process and internal control system. The Group closely monitors the level of its working capital, particularly in view of its strategies to continue upgrading the facilities and infrastructure of our existing campuses and the scope of its education related services. The Group's working capital requirements depend on a number of factors, including but not limited to, operating income, the scale of Schools, maintaining and upgrading the premises of the Schools, purchasing additional educational facilities and equipment for Schools, expanding scope of education related services, and hiring additional teachers and staff. In addition, the Group closely monitor its available cash reserve and maturity profile of existing debt obligations, and if required, it may borrow additional loans or utilize its existing banking facilities to satisfy unexpected capital needs.

Gearing Ratio

As at 31 August 2025, our gearing ratio, which is calculated as net debt (defined as total debt less cash and cash equivalent and liquid investment) divided by total equity, was approximately 550.0%, as compared with approximately 261.2% as at 31 August 2024. The increase in gearing ratio was mainly attributable to the decrease in total equity.

Capital Expenditure

Our capital expenditures for the year ended 31 August 2025 amounted to approximately RMB235.3 million, which was primarily used for purchase and construction of property, plant and equipment.

Property, Plant and Equipment

As at 31 August 2025, the property, plant and equipment of the Group was RMB3,247.1 million (31 August 2024: RMB3,230.6 million).

CHARGE ON ASSETS

As at 31 August 2025, the Group's long-term and short-term bank borrowings of RMB1,417,953,000 (31 August 2024: RMB1,254,937,000), long-term borrowings from a financial institution of nil (31 August 2024: RMB47,007,000) were secured by the pledge of the rights over the collection of tuition fees and boarding fees of the Group's Schools.

Save as disclosed above, there was no other material charge on the Group's assets as at 31 August 2025.

CONTINGENT LIABILITIES, GUARANTEES AND LITIGATIONS

Save as disclosed in this announcement, we did not have any unrecorded significant contingent liabilities or guarantees or any material litigation against us as at 31 August 2025 and up to the date of this announcement.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

As at the date of this announcement, the Group has not entered into any off-balance sheet transactions.

SIGNIFICANT INVESTMENTS HELD

Save as disclosed in this announcement, the Group did not have other significant investments held as at 31 August 2025 and up to the date of this announcement.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURES

Save as disclosed in this announcement, the Group did not have any other material acquisitions or disposals of subsidiaries, associated companies and joint ventures during the year ended 31 August 2025 and up to the date of this announcement.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this announcement, the Group did not have other plans for material investments or capital assets as at 31 August 2025 and up to the date of this announcement.

FOREIGN CURRENCY RISK

The Group primarily operates its business in the PRC. The currency in which the Group denominates and settles substantially all of its transactions is RMB. The Group currently does not engage in any hedging activities designed or intended to manage foreign exchange rate risk. The Group will continue to monitor foreign exchange changes to best preserve the Group's cash value.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 August 2025, we had 2,486 employees (as at 31 August 2024, we had 2,574 employees), mostly based in Jiangxi Province, Guizhou Province, Henan Province and Hong Kong of the PRC.

The remuneration of our employees is based on their performance, experiences, and market comparable analysis. In addition to salary, we also provide various incentives, including share-based compensation such as RSUs granted pursuant to the Company's RSU Scheme as well as performance-based bonuses to better motivate our employees. As required by the PRC law, we contribute to housing funds and maintain mandatory social insurance plans for our employees based in the PRC, covering pension, medical, unemployment, work injury and maternity leave. The Group participates in a Mandatory Provident Fund Scheme (the "**MPF Scheme**") under the rules and regulations of Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. For the year ended 31 August 2025, our employee remuneration totaled to approximately RMB271.6 million, as compared with approximately RMB252.3 million the year ended 31 August 2024.

We grant RSUs to our employees to incentivise them to contribute to our growth. As at 31 August 2025, RSUs in respect of 26,094,700 underlying Shares, representing approximately 2.61% of the issued share capital of our Company (including treasury shares) as at 31 August 2025, have been granted to 39 participants pursuant to the RSU Scheme and have been vested.

The employees of the subsidiaries of the Group established in the PRC (other than Hong Kong) participate in defined contribution retirement benefit schemes managed by the local government authorities, whereby these subsidiaries are required to contribute to the schemes at a rate of 16% (for the year ended 31 August 2024: 16%) of the basic salary. Employees of these subsidiaries are entitled to retirement benefits, calculated based on a percentage of the average salaries level in the PRC (other than Hong Kong), from the above-mentioned retirement schemes at their normal retirement age.

The Group also participates in a pension scheme under the rules and regulations of the MPF Scheme for all its qualifying employees in Hong Kong. Under the MPF Scheme, the employer and its employees are each required to make contributions of 5% of the employees' relevant income to the MPF account. The Group's contributions to the MPF Scheme shall be fully vested to the employee immediately.

The Group's contributions to the defined contribution schemes shall be fully vested to the employee immediately. Accordingly, (i) for the year ended 31 August 2025 and for the year ended 31 August 2024, there were no forfeiture of contributions under the defined contribution schemes; and (ii) there were no forfeited contributions available for the Group to reduce its existing level of contributions to the defined contribution schemes as at 31 August 2025. No forfeited contributions may be used if there is forfeited contributions.

The remuneration of Directors and members of senior management of the Company is determined on the basis of each individual's responsibilities, qualification, position, experience, performance, seniority and time devoted to our business. They receive compensation in the form of salaries, performance-related bonus, RSUs, and other allowances and benefits-in-kind, including the Company's contribution to their pension schemes on their behalf.

SUBSEQUENT EVENTS

There are no material events subsequent to 31 August 2025 which could have a material impact on the Group's operating and financial performance as at the date of this announcement.

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The annual general meeting of the Company (the "**2026 AGM**") is scheduled to be held on Thursday, 12 February 2026. A notice convening the 2026 AGM and the book closure of register of members, for the purpose of ascertaining Shareholders' entitlement to attend the 2026 AGM, will be published and despatched in the manner as required by the Listing Rules in due course. In order to ascertain Shareholder's entitlement to attend and vote at the 2026 AGM, the register of members of the Company will be closed from Monday, 9 February 2026 to Thursday, 12 February 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the 2026 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 6 February 2026.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Repurchase Mandate

The Directors have been granted the general mandate (the "**Repurchase Mandate**") pursuant to a resolution of the Shareholders passed at the annual general meeting held on 25 February 2025 to repurchase Shares in the open market from time to time. Pursuant to the Repurchase Mandate, the Company is allowed to repurchase up to 10% of the total number of issued Shares as at the date of passing such resolution (excluding treasury shares).

Share Repurchase

On 28 October 2024 and 13 January 2025, the Company had repurchased 7,220,000 Shares (which are held as treasury shares of the Company) under the repurchase mandate granted pursuant to a resolution of the Shareholders passed at the annual general meeting held on 19 February 2024 on the Stock Exchange for an aggregate consideration of HK$9,998,500 (excluding transaction costs), details as below:

Date of Repurchase	No. of Shares Repurchased	Purchase price per Share Highest price paid *(HK$)*	 Lowest price Paid *(HK$)*	Aggregate consideration paid *(HK$)*
28 October 2024	3,570,000	1.40	1.40	4,998,000
13 January 2025	3,650,000	1.37	1.37	5,000,500
	7,220,000			**9,998,500**

The Directors believed that the Shares repurchased showed the Directors' confidence on the business and operation of the Group and is in the interests of the Company and the Shareholders.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's securities listed on the Stock Exchange (including any sale or transfer of treasury shares) during the year ended 31 August 2025 and up to the date of this announcement.

As at the date of this announcement, the Company had 7,220,000 treasury shares.

Save as disclosed in this announcement and other than the RSU Scheme, there have been no option, convertible securities or similar rights or arrangements issued or granted by the Group during the year ended 31 August 2025 and up to the date of this announcement.

CORPORATE GOVERNANCE

The Company has adopted the code provisions set out in the CG Code contained in Appendix C1 to the Listing Rules as its own code of corporate governance. For the year ended 31 August 2025, the Company has complied with the code provisions set out in Part 2 of the CG Code except for the following deviation:

According to code provision C.2.1 of Part 2 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Huang Yulin is the Chairman and the CEO. The Board believes that having the same individual in both roles as the Chairman and the CEO ensures that the Group has consistent leadership and could make and implement the overall strategy of the Group more effectively. In addition, under the current composition of the Board, namely four executive Directors and three independent non-executive Directors, we believe that the interests of Shareholders are adequately and fairly represented. The Board considers that the present corporate governance arrangement does not impair the balance of power and authority within the Group.

MODEL CODE FOR SECURITIES TRANSACTIONS 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 by the Directors.

Having made specific enquiry of all Directors, all Directors have all confirmed that they have complied with the Model Code and the code of conduct of the Company regarding securities transactions by the Directors during the year ended 31 August 2025.

SCOPE OF WORK OF BDO LIMITED ON THE PRELIMINARY ANNOUNCEMENT

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 August 2025 as set out in the preliminary announcement have been agreed by the Group's auditor, BDO Limited, to the amounts set out in the Group's audited consolidated financial statements for the year ended 31 August 2025. The work performed by BDO Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by the BDO Limited on the preliminary announcement.

REVIEW OF ANNUAL RESULTS BY THE AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in compliance with the CG Code. As at the date of this announcement, the Audit Committee consists of three independent non-executive Directors, namely Mr. Sy Lai Yin, Sunny, Mr. Wang Donglin and Mr. Qin Huimin. Mr. Sy Lai Yin, Sunny is the chairman of the Audit Committee, who possesses suitable professional qualifications as required under Rule 3.21 of the Listing Rules.

The Audit Committee has reviewed the Annual Results together with the auditor and management of the Company. The Audit Committee has also reviewed the accounting principles and practices adopted by the Group and discussed, risk management, internal control and financial reporting matters of the Group for the year ended 31 August 2025.

EXTRACT OF THE INDEPENDENT AUDITOR'S REPORT FROM THE FINANCIAL STATEMENTS OF THE GROUP FOR THE YEAR ENDED 31 AUGUST 2025

The following is the extract of the independent auditor's report on audit of the consolidated financial statements of the Group for the year ended 31 August 2025 from BDO Limited, the auditor of the Group:

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 August 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("**IFRS Accounting Standards**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Material Uncertainty Related to Going Concern

We draw attention to Note 3(c) to the consolidated financial statements, which indicates that the Group incurred a loss of approximately RMB412,012,000 for the year ended 31 August 2025 and had net current liabilities of approximately RMB1,694,985,000 as of that date. As at 31 August 2025, the Group's current liabilities included current borrowings amounting to RMB1,199,694,000 in total, while its cash and cash equivalents was approximately HK$150,257,000. In addition, as at 31 August 2025, the Group had capital commitments that had been contracted but not provided for amounting to RMB67,042,000. As stated in Note 3(c), these conditions, along with other matters as set forth in Note 3(c), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

PUBLICATION OF THE ANNUAL RESULTS ANNOUNCEMENT AND 2025 ANNUAL REPORT

This announcement of the Company is published on the website of Hong Kong Exchanges and Clearing Limited (https://www.hkexnews.hk) and on the website of the Company (https://www.chenlin-edu.com), respectively. The annual report of the Group for the year ended 31 August 2025 will be published on the above websites and dispatched to the Shareholders who request printed copies before the end of December 2025 as required under the Listing Rules.

DEFINITIONS

"Audit Committee"	the audit committee of the Board, comprising solely the independent non-executive Directors
"Board"	the board of Directors
"CEO"	the chief executive officer of the Company
"CG Code"	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
"Chairman"	the chairman of the Board
"Chen Lin Elite Holdings"	Chen Lin Elite Holdings Limited, a company incorporated under the laws of the BVI on 5 July 2018 and wholly-owned by Huangyulin Holdings
"Chen Lin High School"	Zhengzhou Airport Economy Zone Chen Lin High School (鄭州航空港區辰林高級中學), a private high school located in Henan Province, the PRC, established in 2017, which offers high school programs, and the sponsor of which is Henan Kunren and one of the Consolidated Affiliated Entities
"China" or "PRC"	the People's Republic of China, which for the purpose of this announcement and unless otherwise stated, excludes Hong Kong, the Macau Special Administrative Region and Taiwan Region
"Company" or "our Company"	Chen Lin Education Group Holdings Limited (辰林教育集团控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability on 25 May 2018 and listed on the Main Board of the Stock Exchange on 13 December 2019 (Stock Code: 1593)
"Consolidated Affiliated Entities"	the entities we control through the Contractual Arrangements, namely Chen Lin High School, Gan Zhou Chen Lin, Guizhou College, Guizhou Xikai, Henan Kunren, Jiangxi Jishi College, JXIAS, Nanchang Di Guan and Ruicheng Education

"Contractual Arrangements"	certain contractual arrangements entered by us on 15 September 2018
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Huang Yulin, an executive Director, the Chairman and CEO, as well as Huangyulin Holdings and Chen Lin Elite Holdings
"Director(s)"	the director(s) of the Company
"double qualification teachers"	full-time teachers with title of lecturer and above in addition to professional qualification or industry experience
"Gan Zhou Chen Lin"	Gan Zhou Chen Lin Education Investment Co., Ltd. (贛州辰林教育投資有限公司), a company established under the laws of the PRC with limited liability, one of the Consolidated Affiliated Entities
"Group", "we" or "us"	the Company and all of its subsidiaries and companies whose financial results have been consolidated and accounted for as the subsidiaries of our Company by virtue of the Contractual Arrangements, or, where the context so requires, in respect of the period before our Company became the holding company of our current subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
"Guizhou College"	Guizhou Vocational College of Industry and Trade (貴州工貿職業學院), a higher vocational college located in Guizhou Province, the PRC, established in May 2015, which offers vocational programs and junior college programs, and the sponsor of which is Guizhou Xikai and one of the Consolidated Affiliated Entities
"Guizhou Jishi College"	Guizhou Chenlin Industry and Trade Technician College (貴州辰林工貿技師學院), a private full-time vocational college located in Bijie, Guizhou Province, the PRC, established in October 2024, which offers vocational programs and is held by Guizhou Xikai

"Guizhou Xikai"	Guizhou Xikai Education Investment Co., Ltd (貴州西凱教育投資有限公司), a company established under the laws of the PRC with limited liability in May 2015, being the sponsor of Guizhou College, one of the Consolidated Affiliated Entities
"Henan Kunren"	Henan Kun Ren Education Science Technology Co., Ltd (河南坤仁教育科技有限公司), a company established under the laws of the PRC with limited liability in May 2017, being the sponsor of Chen Lin High School, one of the Consolidated Affiliated Entities
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Huangyulin Holdings"	Huangyulin Holdings Limited, a company incorporated under the laws of the BVI on 22 May 2018 and wholly-owned by Mr. Huang Yulin, an executive Director, the Chairman, CEO and one of the Controlling Shareholders
"IFRSs"	the International Financial Reporting Standards
"Independent Third Party"	an individual(s) or company(ies) who or which is/are to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, is/are not our connected persons as defined under the Listing Rules
"Jiangxi Jishi College"	Jiangxi College of Arts and Sciences Technicians (江西文理技師學院), a full-time vocational college located in Jiangxi Province, the PRC, established in November 2019, comprising two campuses in Nanchang and Longnan, Jiangxi Province, the PRC, which offers vocational programs, and the sponsor of which is Ruicheng Education and one of the Consolidated Affiliated Entities

"JXIAS"	Jiangxi Institute of Applied Science and Technology (江西應用科技學院), a private university located in Jiangxi Province, the PRC, established in April 2002, which offers both undergraduate and junior college programs, and the sponsor of which is Nanchang Di Guan and one of the Consolidated Affiliated Entities
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
"Nanchang Di Guan"	Nanchang Di Guan Education Consultancy Co., Ltd. (南昌迪冠教育諮詢有限公司), a company established under the laws of the PRC with limited liability in September 2009, being the sponsor of JXIAS and one of the Consolidated Affiliated Entities
"RMB"	Renminbi, the lawful currency of the PRC
"RSU(s)"	restricted share units granted pursuant to the RSU Scheme
"RSU Scheme"	the restricted share unit scheme adopted by our Company on 20 August 2019 and amended by an ordinary resolution passed by the Shareholders on 30 January 2023
"Ruicheng Education"	Nanchang Ruicheng Education Consultancy Co., Ltd. (南昌市瑞誠教育諮詢有限公司), a company established under the laws of the PRC with limited liability in June 2020, being the sponsor of Jiangxi Jishi College, one of the Consolidated Affiliated Entities
"Schools"	JXIAS, Jiangxi Jishi College, Guizhou College, Guizhou Jishi College and Chen Lin High School, which are the five schools owned and operated by our Group as at 31 August 2025

"senior management"	the senior management of the Company
"Share(s)"	ordinary share(s) of HK$0.0001 each of the issued share capital of the Company
"Shareholder(s)"	holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

By order of the Board
Chen Lin Education Group Holdings Limited
Huang Yulin
Chairman

Nanchang, the PRC, 28 November 2025

As at the date of this announcement, the Board comprises Mr. Huang Yulin, Mr. Wang Li, Ms. Gan Tian and Ms. She Hui as executive Directors, and Mr. Sy Lai Yin, Sunny, Mr. Wang Donglin and Mr. Qin Huimin as independent non-executive Directors.