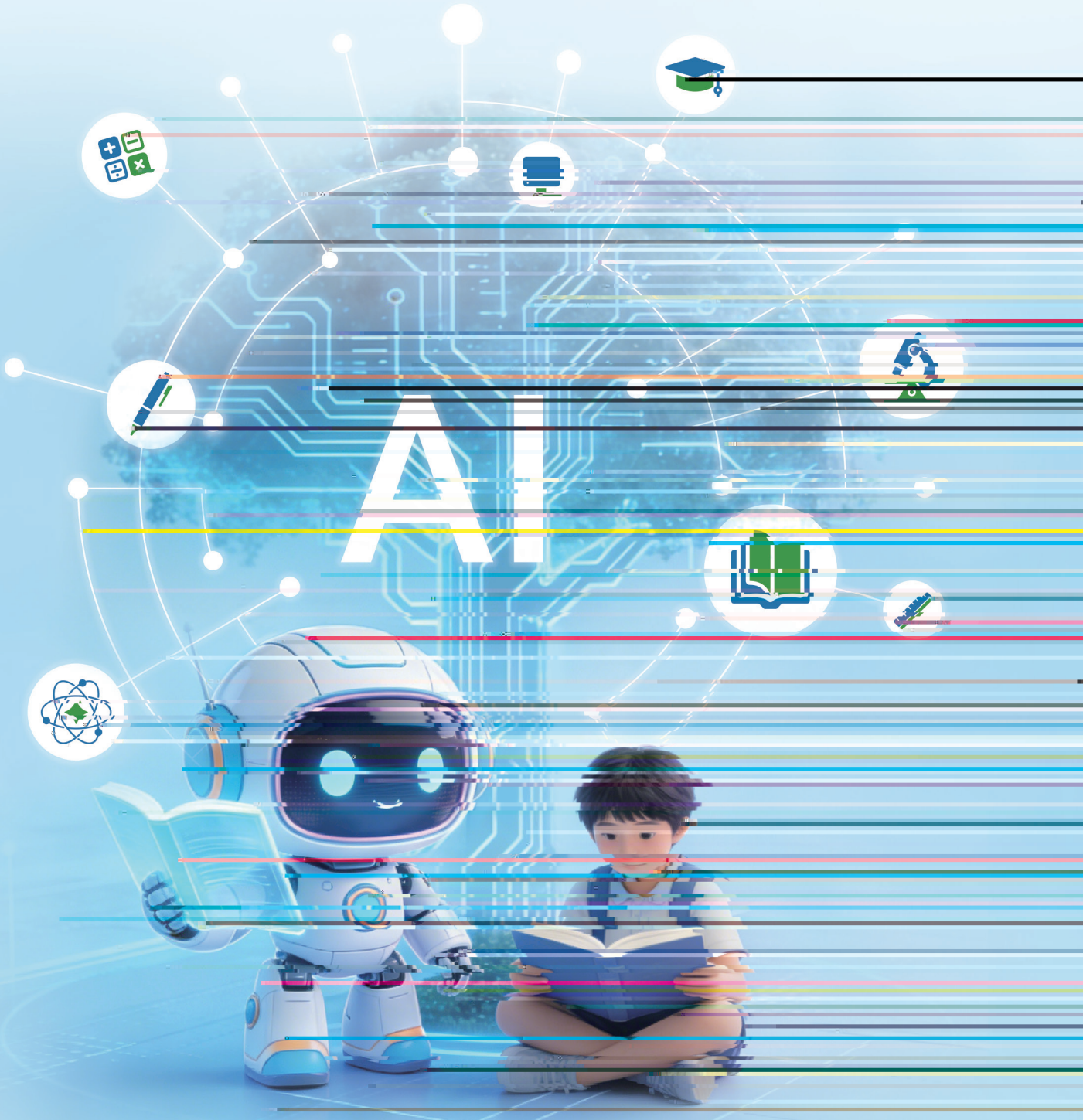
(Incorporated in the Cayman Islands with limited liability)
Stock Code : 1773




# 2026
# INTERIM REPORT



# Corporate Information

## BOARD OF DIRECTORS

**Executive Directors**

Mr. Luo Shi *(Chairman)*
Mr. Wang Rui

**Non-executive Directors**

Mr. Pan Ping
Mr. Zhang Wenzao
Ms. Li Xiaomei

**Independent Non-executive Directors**

Mr. Liu Kai Yu Kenneth
Mr. Yang Dong
Mr. Cheng Yiqun

## BOARD COMMITTEES

**Audit Committee**

Mr. Liu Kai Yu Kenneth *(Chairman)*
Mr. Cheng Yiqun
Mr. Yang Dong

**Remuneration Committee**

Mr. Cheng Yiqun *(Chairman)*
Mr. Wang Rui
Mr. Yang Dong

**Nomination Committee**

Mr. Luo Shi *(Chairman)*
Ms. Li Xiaomei
Mr. Yang Dong
Mr. Cheng Yiqun
Mr. Liu Kai Yu Kenneth

## AUDITOR

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

## CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

Ogier Global (Cayman) Limited
89 Nexus Way, Camana Bay
Grand Cayman KY1-9009
Cayman Islands

## HONG KONG SHARE REGISTRAR

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

## JOINT COMPANY SECRETARIES(Chairman)Ms. .6 (RoShi

# Financial Highlights

| | **For the six months ended 28 February 2026 RMB'000** | For the six months ended 28 February 2025 RMB'000 | Change RMB'000 | Percentage Change |
|---|---|---|---|---|
| Revenue | **2,142,844** | 1,876,050 | 266,794 | 14.2% |
| Gross profit | **753,264** | 705,069 | 48,195 | 6.8% |
| Profit for the period | **471,356** | 389,503 | 81,853 | 21.0% |
| **EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY** | | | | |
| | **RMB** | RMB | RMB | |
| Basic | **22.84 cents** | 19.28 cents | 3.56 cents | 18.5% |
| Diluted | **22.80 cents** | 19.04 cents | 3.76 cents | 19.7% |

# Management Discussion and Analysis

## BUSINESS REVIEW

### Overview

Established in 2002, the Group is a leading comprehensive education service operator in Western region of the PRC. We provide customers with comprehensive education management and diversified services. During the Reporting Period, we provided comprehensive education services to approximately 60,000 high school students.

### Our Education Philosophy

Our fundamental educational philosophy is premised on the development of each child's strengths and potential and promotion of life-long learning and growth. The core of our educational philosophy is "Six Establishments and One Accomplishment (六立一達)", which represents the seven crucial objectives we encourage our students to achieve sound health, morality, wisdom, behavior, mind and creativity and a positive influence on society in addition to self-realization (立身, 立德, 立學, 立行, 立心, 立異, 達人). We are committed to being the role models among our students through continuous contribution to the society. We design and develop our educational programs to reflect this concept, emphasizing the importance of solid academic performance in core subjectect we ietyH

## Our Schools

**The Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the "Foreign Investment Law")**

On 15 March 2019, the Standing Committee of the National People's Congress promulgated the Foreign Investment Law which became effective on 1 January 2020. The Implementation Rules of the Foreign Investment Law came into effect on the same date as well. The Foreign Investment Law and its implementation rules define foreign investment as direct or indirect investment activities in the PRC by one or more foreign natural persons, enterprises or other organizations ("**Foreign Investors**"), and clearly stipulates four types of investment activities would fall within the definition of foreign investment, including (a) Foreign Investors alone or cooperate with other investors to establish foreign-invested enterprises in the PRC; (b) Foreign Investors acquire shares, equities, property shares or other similar rights of Chinese domestic enterprises; (c) Foreign Investors alone or cooperate with other investors to invest in new projects in the PRC; and (d) other means of investment prescribed by laws, administrative regulations and rules promulgated by the State Council. Furthermore, the law prescribes that the PRC applies the pre-establishment national treatment and negative list management system against foreign investment. The negative list of prohibited investment sectors prescribes areas which foreign investors are not allowed to invest upon; the negative list of restricted investment sectors prescribes areas which foreign investors are required to abide to the conditions as imposed under the regulations of the negative list; and all other areas excluded from the negative list would be handled according to the general principles applicable for both domestic and foreign enterprises. The Foreign Investment Law further stipulates that laws such as the Company Law of the PRC and the Partnership Enterprise law of the PRC shall apply to the organizational form, corporate governance and activities standards of foreign invested enterprises. For foreign invested enterprises established before the implementation of the Foreign Investment Law may maintain their original organizational form for five years from 1 January 2020. Specific measures for implementation shall be formulated by the State Council. The Foreign Investment Law does not explicitly include clauses involving "actual control" or "contractual arrangements."

Nevertheless, the Company does not rule out the possibility that there will be further laws and regulations governing the same. Therefore, it remains uncertain as to whether the structure under contractual arrangements will be included in the supervisory regime for foreign investment, and if so, the ways under which it is governed. As at the date of this interim report, the Company's operation remained unaffected by the Foreign Investment Law. The Company will closely monitor the development of the Foreign Investment Law and related legislations.

**The Affected Business**

The table below sets out the names of entities and their principal business related to the Affected Business as at 28 February 2026:

| Number | School name | Principal business |
|---|---|---|
| 1 | Luzhou Longmatan Tianli Elementary School *(Note 1)* | Elementary school |
| 2 | Yibin Cuiping District Tianli School | Elementary school and Middle school |
| 3 | Guangyuan Tianli School | Elementary school and Middle school |
| 4 | Neijiang Shizhong District Tianli School | Elementary school and Middle school |
| 5 | Liangshan Xichang Tianli School | Integrated school |
| 6 | Ya'an Tianli School | Elementary school and Middle school |
| 7 | Cangxi Tianli School | Elementary school and Middle school |
| 8 | Deyang Tianli School | Elementary school and Middle school |
| 9 | Ziyang Tianli School | Integrated school |
| 10 | Yichun Tianli School | Elementary school and Middle school |
| 11 | Baoshan Tianli School | Elementary school and Middle school |
| 12 | Dazhou Tianli School | Elementary school and Middle school |
| 13 | Weifang Tianli School | Integrated school |
| 14 | Yiliang Tianli School | Elementary school and Middle school |
| 15 | Ulanqab Jining District Tianli School | Elementary school and Middle school |
| 16 | Zhoukou Tianli School | Elementary school and Middle school |
| 17 | Zunyi Xinpu New District Tianli School | Elementary school and Middle school |
| 18 | Dongying Kenli District Tianli School | Elementary school and Middle school |
| 19 | Jiange Jianmenguan Tianli School | Elementary school and Middle school |
| 20 | Luzhou Longmatan Tianli Chunyu School | Elementary school and Middle school |
| 21 | Wulian Tianli School | Elementary school and Middle school |
| 22 | Baise Tianli School | Elementary school and Middle school |
| 23 | Jining Tianli School | Elementary school and Middle school |
| 24 | Weihai Nanhai New District Tianli School | Elementary school and Middle school |
| 25 | Chongqing Fuling Lida School | Elementary school and Middle school |
| 26 | Honghu Tianli School | Elementary school and Middle school |
| 27 | Tongren Wanshan District Tianli School | Elementary school and Middle school |
| 28 | Lanzhou Tianli School | Elementary school and Middle school |
| 29 | Chengdu Longquanyi Tianli School *(Note 1)* | Elementary school and Middle school |
| 30 | Chengdu Pidu Tianli School *(Note 1)* | Integrated school |

* Integrated school included elementary school, middle school and high school.

Notes:

1. Approximately 83.34% of equity interest of Luzhou Longmatan Tianli Elementary School, 85% of equity interest of Chengdu Longquanyi Tianli School and 97% of equity interest of Chengdu Pidu Tianli School were attributable to the Group.

2. All other schools were wholly-owned by the Group.

## FINANCIAL REVIEW

Set out below includes the key highlights for the financial results for the six months ended 28 February 2025 and the six months ended 28 February 2026.

| | **For the six months ended 28 February 2026 RMB'000 (Unaudited)** | For the six months ended 28 February 2025 RMB'000 (Unaudited) |
|---|---|---|
| **Revenue** | **2,142,844** | 1,876,050 |
| Cost of sales | **(1,389,580)** | (1,170,981) |
| **GROSS PROFIT** | **753,264** | 705,069 |
| Other income and gains | **16,116** | 8,681 |
| Selling and distribution expenses | **(43,811)** | (32,047) |
| Administrative expenses | **(127,470)** | (117,259) |
| Other expenses | **(9,449)** | (8,338) |
| Finance costs | **(57,495)** | (60,296) |
| Reversal of impairment losses on property, plant and equipment | **81,870** | – |
| Impairment losses on financial assets | **(2,396)** | – |
| Share of profits/(losses) of associates | **(594)** | 715 |
| **PROFIT BEFORE TAX** | **610,035** | 496,525 |
| Income tax expense | **(138,679)** | (107,022) |
| **PROFIT FOR THE PERIOD** | **471,356** | 389,503 |

## REVENUE

The following table sets forth an analysis of revenue for the six months ended 28 February 2025 and the six months ended 28 February 2026:

| | **For the six months ended 28 February 2026 RMB'000 (Unaudited)** | For the six months ended 28 February 2025 RMB'000 (Unaudited) |
|---|---|---|
| Revenue from contracts with customers | | |
| Comprehensive educational services | **1,046,603** | 1,012,491 |
| Sale of products | **691,305** | 474,941 |
| Comprehensive logistical services | **326,781** | 332,267 |
| Management and franchise fees | **78,155** | 56,351 |
| Total revenue | **2,142,844** | 1,876,050 |

Our revenue mainly includes comprehensive educational services, sales of products, comprehensive logistical services, and management and franchise fees.

Our revenue increased by 14.2% from approximately RMB1,876.1 million for the six months ended 28 February 2025 to approximately RMB2,142.8 million for the Reporting Period, primarily driven by the increase in revenue from the sale of products and comprehensive educational services.

The revenue from comprehensive educational services of the Group increased by 3.4% from approximately RMB1,012.5 million for the six months ended 28 February 2025 to approximately RMB1,046.6 million for the Reporting Period, which is primarily due to the continuous promotion and implementation of the Group's AI series products such as AI Intelligent Study Hub and personalised digital homework, driving the steady growth in revenue from smart education services.

Revenue from the sales of products increased by 45.6% from approximately RMB474.9 million for the six months ended 28 February 2025 to approximately RMB691.3 million for the Reporting Period, mainly due to the increase in revenue resulting from the Group's continuous expansion and enrichment of its supply chain product matrix.

The revenue from management and franchise fees increased by 38.7% from approximately RMB56.4 million for the six months ended 28 February 2025 to approximately RMB78.2 million for the Reporting Period, primarily because of the addition of seven schools under our management during the Reporting Period.

**Costs of Principal Activities**

The following table sets forth the components of our cost of sales for the six months ended 28 February 2025 and the six months ended 28 February 2026.

| | **Six months ended 28 February 2026 RMB'000 (unaudited)** | Six months ended 28 February 2025 RMB'000 (unaudited) |
|---|---|---|
| Material consumption | **222,070** | 259,093 |
| Staff costs | **266,078** | 242,051 |
| Depreciation and amortization | **125,570** | 125,626 |
| Procurement cost of products | **633,853** | 423,798 |
| Teaching activity costs | **119,383** | 101,211 |
| Utilities | **12,031** | 11,553 |
| Others | **10,595** | 7,649 |
| | **1,389,580** | 1,170,981 |

Our cost of sales consists of material consumption, staff costs, depreciation and amortization, procurement cost of products, teaching activity costs, utilities and others.

Our cost of sales increased by 18.7% from approximately RMB1,171.0 million for the six months ended 28 February 2025 to approximately RMB1,389.6 million for the Reporting Period, primarily due to the significant increase in procurement cost of products.

Material consumption costs decreased by 14.3% from RMB259.1 million for the six months ended 28 February 2025 to RMB222.1 million (mile.0to )0.6 (ton)3.1 ( )0.5 (Reportion)3.1 ( )0.5 (Perio(.)3.4d, )0.6 (primarimile.0to )0.6 (rc

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### Gross Profit and Gross Profit Margin

The Group's gross profit for the Reporting Period was approximately RMB753.3 million, representing an increase of 6.8% from approximately RMB705.1 million for the six months ended 28 February 2025, primarily due to the

### Other Expenses

Other expenses increased by 13.3% from RMB8.3 million for the six months ended 28 February 2025 to RMB9.4 million for the Reporting Period, primarily due to the charitable donations in relation to the devastating fire at Wang Fuk Court in Hong Kong.

### Finance Costs

Finance costs decreased by 4.6% from RMB60.3 million for the six months ended 28 February 2025 to RMB57.5 million for the Reporting Period, primarily due to the decrease in interest rates on bank loans.

### Income Tax

Income tax increased by 29.6% from approximately RMB107.0 million for the six months ended 28 February 2025 to approximately RMB138.7 million for the six months ended 28 February 2026, mainly due to the increase in profit before tax. The effective income tax rate for the six months ended 28 February 2026 was 22.7%, representing an increase of 1.1 percentage points from 21.6% for the six months ended 28 February 2025.

## CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

The Shares were successfully listed on the Main Board of the Stock Exchange on 12 July 2018. The share capital of the Company only comprises of ordinary shares.

The Group finances its liquidity and capital requirements primarily through cash generated from operations, bank borrowings and equity contributions from Shareholders.

As at 28 February 2026, we had net current liabilities of approximately RMB2,313.3 million, as compared with net current liabilities of approximately RMB2,126.2 million as at 31 August 2025. Such increase in net current liabilities was primarily attributable to the decrease in cash and cash equivalents, the increase in short-term bank loans, the increase in deferred income and tax payable.

In view of the net current liabilities position, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern. Having considered the cash flows from operations and unutilised banking facilities, the Directors are of the opinion that the Group is able to meet in full its financial obligations as they fall due for the foreseeable future and it is appropriate to prepare the financial information on a going concern basis.

As at 28 February 2026, the Group had cash and cash equivalents of approximately RMB449.3 million (31 August 2025: approximately RMB965.2 million). The following table sets forth a summary of our cash flows for the periods indicated:

| | **Six months ended 28 February 2026 RMB'000 (Unaudited)** | Six months ended 28 February 2025 RMB'000 (Unaudited) |
|---|---|---|

## SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no significant investment held, material acquisition and disposal of subsidiaries and associates by the Company for the six months ended 28 February 2026. The Group will make every endeavor to keep abreast of the changing market conditions, proactively identify investment opportunities in order to broaden the revenue base of the Group, enhance its future financial performance and profitability. Moreover, the Group will gradually restructure its business into the provision of integrated operational services in relation to the development of people of the appropriate age, and seek generic strategic expansions through acquisitions of suitable targets. The Group expects to utilize cash generated from operations, bank borrowings and funds from other financing channels to fund its capital requirements. We are confident in the future and committed to continuous growth of the Company.

## CAPITAL EXPENDITURES

Our capital expenditures primarily related to the construction of new self-owned schools, the maintenance and upgrade of our existing self-owned schools, and the purchase of additional educational facilities and equipment for our self-owned schools. The Group's capital expenditures consisted of purchase or construction costs relating to property, equipment, prepaid land lease payments and other intangible assets. For the six months ended 28 February 2026, our capital expenditures represented by the relevant cash outflows were approximately RMB540.2 million (the six months ended 28 February 2025: approximately RMB218.1 million), which we funded primarily through cash generated from operations and bank facilities.

## CONTINGENT LIABILITIES

As at 28 February 2026, the Group did not have any material contingent liabilities (31 August 2025: Nil).

## CAPITAL COMMITMENTS

As at 28 February 2026, the Group had capital commitments contracted but not provided for property, plant and equipment amounting to approximately RMB37.8 million (31 August 2025: approximately RMB48.0 million).

## PLEDGE OF ASSETS

As at 28 February 2026, certain bank and other borrowings of the Group were secured by the Group's assets, including: (i) loans amounted to RMB333.0 million were secured by the Company's rights over educational services fees of certain schools; and (ii) loans amounted to RMB1,314.2 million were secured by both the equity interests in certain subsidiaries and rights over educational service fees of the Company. For details, please refer to note 15 to interim condensed financial information.

Save as disclosed above, as at 28 February 2026, the Group had no other pledged assets.

## SEGMENT INFORMATION

The Group has determined that it only has one operating segment which is engaged in the provision of comprehensive education services.

## PLAN TO COMPLY WITH THE QUALIFICATION REQUIREMENT

We have adopted a specific plan and have commenced taking concrete steps which we reasonably believe are

# Other Information

## DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 28 February 2026, the interest and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have taken under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required pursuant to the Model Code to be notified to the Company and the Stock Exchange are set out as follows:

**Long position in shares of the Company**

| Name | Capacity/Nature of Interest | Number of Shares held/ interested | Approximate percentage of interest |
|---|---|---|---|
| Mr. Luo Shi *(Note 1)* | Beneficial interest | 30,000,000 | |
| | Interest of a controlled corporation *(Note 2)* | 934,556,316 | |
| | Interest of spouse | 1,956,520 | |
| | Beneficiary of a trust | 6,521,733 | |
| | | 973,034,569 | 46.13% |
| Mr. Wang Rui *(Note 3)* | Beneficial interest | 7,000,000 | |
| | Beneficiary of a trust | 1,956,520 | |
| | | 8,956,520 | 0.42% |
| Mr. Zhang Wenzao | Beneficial interest | 1,702,000 | 0.08% |
| Mr. Pan Ping *(Note 4)* | Interest of spouse | 13,043,289 | 0.62% |

Notes:

(1) Mr. Luo Shi is an executive Director, the chairman and the chief executive officer of the Company and holds 100% of the issued share capital of Sky Elite Limited, which in turn holds 934,556,316 Shares (including 7,500,000 treasury shares held by the Company). In addition, Ms. Tu Mengxuan has been granted 1,956,520 Shares under the Pre-IPO Restricted Share Award Scheme, all of which have been vested. Ms. Tu Mengxuan is the spouse of Mr. Luo Shi. By virtue of the SFO, Mr. Luo Shi is deemed or taken to be interested in the Shares in which Sky Elite Limited and Ms. Tu Mengxuan are interested. Furthermore, Mr. Luo Shi has been granted 6,521,733 Shares under the Pre-IPO Restricted Share Award Scheme, all of which have been vested. Mr. Luo Shi has also been granted 30,000,000 share options under the Share Option Scheme which entitle him to subscribe for 30,000,000 Shares, none of which has been exercised as at 28 February 2026.

(2) This includes 7,500,000 treasury shares held by the Company.

(3) Mr. Wang Rui is an executive Director and has been granted 1,956,520 Shares under the Pre-IPO Restricted Share Award Scheme, all of which have been vested. In addition, Mr. Wang Rui has been granted 7,000,000 share options under the Share Option Scheme which entitle him to subscribe for 7,000,000 Shares, none of which has been exercised as at 28 February 2026.

Save as disclosed above, as at 28 February 2026, none of the Directors and chief executive of the Company has any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

## SUBSTANTIAL SHAREHOLDERS'

## CHANGE IN DIRECTORS' INFORMATION

As at 28 February 2026, there were no changes in the information of the Directors which shall be disclosed under Rule 13.51B(1) of the Listing Rules.

## COMPETITION AND CONFLICT OF INTEREST

None of the Directors or the controlling shareholders (as defined in the Listing Rules) of the Company (the "**Controlling Shareholders**") or their respective close associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or has or may have any other conflict of interests with the Group during the six months ended 28 February 2026.

## EMPLOYEES AND REMUNERATION POLICIES

As at 28 February 2026, the Group employed 6,238 employees (as at 28 February 2025: 6,149).

The staff costs, including Directors' emoluments, net of government grant released and subsidies received, of the Group were approximately RMB359.3 million for the Reporting Period (for the six months ended 28 February 2025: approximately RMB320.2 million).

The Group promotes individuals based on their performance and development potential in the positions held. In order to attract and retain high-calibre staff, competitive remuneration package is offered to employees (with reference to market norms and individual employees' performance, qualification and experience). On top of basic salaries, bonuses may be paid with reference to the Group's performance as well as individual's performance.

The Group adheres to the talent cultivation concept of "Learning is an important way to improve one's personal cultivation". The Group developed the Training Management System of Basic Education Division of Tianli Education Group (《天立教育集團基礎教育事業部培訓管理制度》) and other internal policies and systems, providing equal development opportunities and channels for employees.

In accordance with the relevant PRC lawelopment pote3052B0E380BC50A4309C516D0ABA05ndivN()T[I5j/TT1 1 T3 8 Tt i

Eligible participants of the Share Option Scheme include, among others, any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of our Group, any proposed employee, any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of our Group, a direct or indirect shareholder of any member of our Group, a supplier of goods or services to any member of our Group, a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of our Group, a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of our Group; and an associate of any of the persons referred to the above.

Subject to the terms of this Share Option Scheme, the scheme shall be valid and effective for a period of 10 years from the date on which it becomes unconditional, after which no further options will be granted or offered but the provisions of the Share Option Scheme shall remain in force and effect in all other respects. All options granted prior to such expiry and not then exercised shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme.

On 10 March 2023, the Company granted an aggregate of 61,000,000 share options (where each share option shall entitle the relevant grantee to subscribe for one Share) to eligible participants pursuant to the Share Option Scheme. For further details, please refer to the announcement of the Company dated 10 March 2023 and the circular of the Company dated 6 April 2023.

On 24 October 2024, the Company granted an aggregate of 9,400,000 share options (where each share option shall entitle the relevant grantee to subscribe for one Share) to eligible participants pursuant to the Share Option Scheme. For further details, please refer to the announcement of the Company dated 24 October 2024.

On 2 December 2025, the Company granted an aggregate of 12,000,000 share options (where each share option shall entitle the relevant grantee to subscribe for one Share) to eligible participants pursuant to the Share Option Scheme. For further details, please refer to the announcement of the Company dated 2 December 2025.

From the adoption date to 28 February 2026, an aggregate of 82,400,000 share options had been granted to eligible participants. During the Reporting Period, a total of 75,000 share options granted under the Share Option Scheme had been exercised, no share options granted under the Share Option Scheme had been cancelled, and a total of 3,300,000 share options granted under the Share Option Scheme had lapsed. As at 28 February 2026, the number of outstanding share options was 67,825,000.

The number of share options available for grant under the Share Option Scheme mandate at the beginning and the end of the Reporting Period were 137,500,000 and 128,800,000, respectively.

The number of Shares that may be issued in respect of options and awards granted under all the share schemes of the Company (i.e. 12,000,000 Shares) (Shares may only be issued in respect of options granted under the Share Option Scheme) during the Reporting Period divided by the weighted average number of Shares in issue (excluding treasury shares) for the Reporting Period (i.e. 2,095,251,000 Shares) is 0.0057.

Details of the interests of the grantees under the Share Option Scheme are as follows:

| | | Number of Shares | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Date of Grant | Number of share options | Outstanding as at 1 September 2025 | Exercised during the Reporting Period | Cancelled during the Reporting Period | Lapsed during the Reporting Period | Outstanding as at 28 February 2026 | Closing price or weighted average closing price (as applicable) of the Shares immediately before the relevant exercise date(s) during the Reporting Period (HK$) |
| **Directors and their associate(s)** | | | | | | | | |
| Mr. Luo Shi | 10 March 2023 | 30,000,000 | 30,000,000 | 0 | 0 | 0 | 30,000,000 | N/A |
| Mr. Wang Rui | 10 March 2023 | 7,000,000 | 7,000,000 | 0 | 0 | 0 | 7,000,000 | N/A |
| Mr. Luo Yongqiang | 2 December 2025 | 1,000,000 | – | 0 | 0 | 0 | 1,000,000 | N/A |
| **Employee participants** | 10 March 2023 | 22,000,000 | 14,200,000 | 75,000 | 0 | 900,000 | 13,225,000 | 3.79 |
| | 24 October 2024 | 5,400,000 (Type A Options) | 3,400,000 | 0 | 0 | 1,400,000 | 2,000,000 | N/A |
| | 24 October 2024 | 4,000,000 (Type B Options) | 4,000,000 | 0 | 0 | 1,000,000 | 3,000,000 | N/A |
| | 2 December 2025 | 11,000,000 | – | 0 | 0 | 0 | 11,000,000 | N/A |
| **Service providers** | 10 March 2023 | 2,000,000 | 600,000 | 0 | 0 | 0 | 600,000 | N/A |
| **Total** | | 82,400,000 | 59,200,000 | 75,000 | 0 | 3,300,000 | 67,825,000 | |

1. Exercise Period of share options: the share options shall be valid for 10 years from the date of grant and lapse at the expiry of such period.

   Vesting Period of share options granted on 10 March 2023: 40% of the share options granted shall be vested after the first anniversary of the date of grant; another 30% of the share options granted shall be vested after the second anniversary of the date of grant; and the remaining 30% of the share options granted shall be vested after the third anniversary of the date of grant.

   Vesting Period of Type A Options granted on 24 October 2024: 40% of the Share Options granted shall be vested on 1 December 2025; and the remaining 60% of the Share Options granted shall be vested on 1 December 2026.

   Vesting Period of Type B Options granted on 24 October 2024: 40% of the Share Options granted shall be vested on 1 December 2025; another 30% of the Share Options granted shall be vested on 1 December 2026; and the remaining 30% of the Share Options granted shall be vested on 1 December 2027.

   Vesting Period of share options granted on 2 December 2025: 40% of the Share Options granted shall be vested on 2 December 2026; another 30% of the Share Options granted shall be vested on 2 December 2027; and the remaining 30% of the Share Options granted shall be vested on 2 December 2028.

2. The exercise price of the share options granted on 10 March 2023 shall be HK$2.48 per Share.

   The exercise price of the share options granted on 24 October 2024 shall be HK$4.72 per Share.

   The exercise price of the share options granted on 2 December 2025 shall be HK$2.38 per Share.

3. The Share Options granted on 10 March 2023, 24 October 2024 and 2 December 2025 shall not be subject to any performance target.

4. The closing price of the Shares on 1 December 2025 (i.e., the date immediately before 2 December 2025 on which the 12,000,000 share options were granted during the Reporting Period) was HK$2.29 per Share.

5. The fair value of 12,000,000 share options as at 2 December 2025, being the date of grant, was HK$1.3046 per Share. For details of the accounting standard and policy adopted, please refer to note 17 to the financial statements of this interim report.

6. During the Reporting Period, there were no participants with options and awards granted and to be granted in excess of the 1% individual limit, no related entity participants or service providers with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the relevant class of shares in issue (excluding treasury shares), and no other related entity participants under the Share Option Scheme save for Mr. Luo Yongqiang (an associate of Mr. Luo Shi, the chairman of the Company, as defined in the Listing Rules), who was granted 1,000,000 Share Options.

## CORPORATE GOVERNANCE

During the six months ended 28 February 2026, the Company has complied with all applicable code provisions set out in the CG Code contained in Part 2 of Appendix C1 to the Listing Rules, save and except for the following deviation.

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should not be performed by the same individual. Mr. Luo Shi was appointed as the chairman of the Board and the chief executive officer of the Company on 24 June 2018.

The Board believes that it is in the interest of the Company and its Shareholders for Mr. Luo Shi to assume the responsibilities of such positions, given that Mr. Luo Shi is the founder of the Company and has extensive experience in the operation and manage

## CONSTITUTIONAL DOCUMENTS

On 28 November 2025, for the purposes of, among other things, (i) bringing the existing third amended and restated memorandum and articles of association of the Company (the "**Existing M&A**"), in line with the latest regulatory requirements in relation to hybrid meetings and electronic voting, and the electronic dissemination of corporate communications by listed issuers; (ii) optimizing the articles regarding treasury shares; and (iii) making consequential and other housekeeping amendments, the Board proposed to make certain amendments to the Existing M&A (the "**Proposed Amendments**") and adopt the fourth amended and restated memorandum and articles of association of the Company (the "**New M&A**") incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing M&A. The Proposed Amendments and the proposed adoption of the New M&A were approved by Shareholders at the annual general meeting of the Company held on 28 January 2026. For details, please refer to the Company's announcements dated 28 November 2025 and 28 January 2026 and the Company's circular dated 31 December 2025.

## COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules as the Company's code for dealings in securities of the Company by the Directors. Having made specific enquiry to all the Directors, they have confirmed that they have complied with the Model Code during the six months ended 28 February 2026.

## PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

During the six months ended 28 February 2026, the Company repurchased a total of 18,055,000 Shares ("**Shares Repurchased**") on the Stock Exchange, at an aggregate consideration of HKD55,763,726 (inclusive Sha0eompvirm̈ed that hat ntheevdetradiof tradi222

## EVENTS AFTER THE REPORTING PERIOD

There were no significant events of the Group after the six months ended 28 February 2026 and up to the date of this report.

## REVIEW OF INTERIM RESULTS

The independent auditors of the Company, namely, Ernst & Young, have carried out a review of the interim condensed financial information in accordance with the Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

The audit committee of the Company (the "**Audit Committee**") has jointly reviewed with the management and the independent auditors of the Company, the accounting principles and policies adopted by the Company and discussed internal control and financial reporting matters (including the review of the unaudited interim results for the six months ended 28 February 2026) of the Group. The Audit Committee considered that the interim results are in compliance with the applicable accounting standards, laws and regulations, and the Company has made appropriate disclosures thereof.

By order of the Board
**Tianli International Holdings Limited**
**Luo Shi**
*Chairman, Executive Director and Chief Executive Officer*

The PRC, 10 April 2026

# Independent Review Report



# Statement of Profit or Loss and Other Comprehensive Income

*For the Six Months Ended 28 February 2026*

| | Notes | For the six months ended 28 February 2026 RMB'000 (Unaudited) | 2025 RMB'000 (Unaudited) |
|---|---|---|---|
| REVENUE | 3 | **2,142,844** | 1,876,050 |
| Cost of sales | 5 | **(1,389,580)** | (1,170,981) |
| Gross profit | | **753,264** | 705,069 |
| Other income and gains | 3 | **16,116** | 8,681 |
| Selling and distribution expenses | | **(43,811)** | (32,047) |
| Administrative expenses | | **(127,470)** | (117,259) |
| Other expenses | | **(9,449)** | (8,338) |
| Finance costs | 4 | **(57,495)** | (60,296) |
| Reversal of impairment losses on property, plant and equipment | | **81,870** | – |
| Impairment losses on financial assets | | **(2,396)** | – |
| Share of profits/(losses) of associates | | **(594)** | 715 |
| PROFIT BEFORE TAX | 5 | **610,035** | 496,525 |
| Income tax expense | 6 | **(138,679)** | (107,022) |
| PROFIT FOR THE PERIOD | | **471,356** | 389,503 |
| OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD | | | |
| Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods: | | | |
| Exchange differences on translation of foreign operations | | **1,013** | (65) |
| TOTAL COMPREHENSIVE INCOME FOR THE PERIOD | | **472,369** | 389,438 |
| Profit attributable to: | | | |
| Owners of the Company | | **470,894** | 397,656 |
| Non-controlling interests | | **462** | (8,153) |
| | | **471,356** | 389,503 |
| Total comprehensive income attributable to: | | | |
| Owners of the Company | | **471,907** | 397,591 |
| Non-controlling interests | | **462** | (8,153) |
| | | **472,369** | 389,438 |
| EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY | | | |
| Basic | 7 | **RMB22.84 cents** | RMB19.28 cents |
| Diluted | 7 | **RMB22.80 cents** | RMB19.04 cents |

# Statement of Financial Position

*28 February 2026*

| | Notes | 28 February 2026 RMB'000 (Unaudited) | 31 August 2025 RMB'000 |
|---|---|---|---|
| NON-CURRENT ASSETS | | | |
| Property, plant, and equipment | 8 | **5,046,416** | 4,988,083 |
| Right-of-use assets | 9 | **2,379,477** | 2,261,382 |
| Goodwill | 10 | **97,624** | 97,624 |
| Other intangible assets | | **32,257** | 35,598 |
| Investments in associates | | **13,131** | 13,725 |
| Prepayments, deposits and other receivables | 12 | **528,966** | 249,497 |
| Deferred tax assets | | **276,098** | 301,479 |
| Total non-current assets | | **8,373,969** | 7,947,388 |
| CURRENT ASSETS | | | |
| Inventories | | **21,195** | 20,383 |
| Trade receivables | 11 | **94,776** | 41,568 |
| Prepayments, deposits and other receivables | 12 | **197,828** | 203,799 |
| Amounts due from related parties | 20(b) | **873,335** | 778,273 |
| Restricted deposits | | **212** | 1,594 |
| Time deposits | | **9,482** | 9,782 |
| Cash and cash equivalents | | **449,264** | 965,240 |
| Total current assets | | **1,646,092** | 2,020,639 |
| CURRENT LIABILITIES | | | |
| Trade payables | 13 | **99,401** | 80,778 |
| Other payables and accruals | | **349,003** | 365,377 |
| Contract liabilities | 14 | **952,708** | 1,299,544 |
| Interest-bearing bank loans | 15 | **878,138** | 755,365 |
| Amounts due to related parties | 20(b) | **896,328** | 1,030,044 |
| Tax payable | | **273,841** | 213,684 |
| Lease liabilities | 9 | **46,453** | 53,135 |
| Deferred income | | **463,506** | 348,910 |
| Total current liabilities | | **3,959,378** | 4,146,837 |
| NET CURRENT LIABILITIES | 1 | **(2,313,286)** | (2,126,198) |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | **6,060,683** | 5,821,190 |

# Statement of Changes in Equity

*For The Six Months Ended 28 February 2026*

| | Attributable to owners of the Company | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Issued capital RMB'000 (note 16) | Treasury shares RMB'000 (note 16) | Share premium RMB'000 (note 17) | Shares repurchased for the share award scheme RMB'000 (note 17) | Share award scheme reserve RMB'000 (note 17) | Share option scheme reserve RMB'000 (note 17) | Capital reserve RMB'000 | Difference arising from acquisition of non-controlling interests RMB'000 | Statutory surplus reserves RMB'000 | Exchange fluctuation reserve RMB'000 | Retained profits RMB'000 | Total RMB'000 | Non-controlling interests RMB'000 | Total equity RMB'000 |
| As at 31 August 2025 (audited) | 179,233 | (8,974) | 789,382 | (51,359) | 12,586 | 79,585.52Augu54 0 Td54(8,91s)Tj7.548 0 Td(,1224))Tj9685 0 Td(58,0662)Tj7558 0 Td(8))Tj4631 0 Td(,271,494) | | | | | | | | |

# Statement of Changes in Equity (continued)

*For The Six Months Ended 28 February 2026*

| | Attributable to owners of the Company | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Issued capital RMB'000 | Treasury shares RMB'000 | Share premium RMB'000 | Shares repurchased for the share award scheme RMB'000 | Share award scheme reserve RMB'000 (note 17) | Share option scheme reserve RMB'000 (note 17) | Capital reserve RMB'000 | Difference arising from acquisition of non-controlling interests RMB'000 | Statutory surplus reserves RMB'000 | Exchange fluctuation reserve RMB'000 | Retained profits RMB'000 | Total RMB'000 | Non-controlling interests RMB'000 | Total equity RMB'000 |
| As at 31 August 2024 (audited) | 179,763 | (1,330) | 989,166 | (82,153) | 13,188 | 61,252 | 548,971 | (1,122) | 126,416 | (263) | 638,886 | 2,472,774 | 262 | 2,473,036 |
| Profit for the period | – | – | – | – | – | – | – | – | – | – | 397,656 | 397,656 | (8,153) | 389,503 |
| Other comprehensive income for the period: | | | | | | | | | | | | | | |
| Exchange differences on translation of foreign operations | – | – | – | – | – | – | – | – | – | (65) | – | (65) | – | (65) |
| Total comprehensive income for the period | – | – | – | – | – | – | – | – | – | (65) | 397,656 | 397,591 | (8,153) | 389,438 |
| Capital contribution from non-controlling shareholders | – | – | – | – | – | – | – | – | – | – | – | – | 610 | 610 |
| Vested shares under the share award scheme | – | – | 2,968 | 2,466 | (3,182) | – | – | – | – | – | – | 2,252 | – | 2,252 |
| Equity-settled share award scheme expenses | – | – | – | – | 1,290 | – | – | – | – | – | – | 1,290 | – | 1,290 |
| Equity-settled share option expenses | – | – | – | – | – | 10,200 | – | – | – | – | – | 10,200 | – | 10,200 |
| Offsetting with dividends | – | – | – | 2,156 | – | – | – | – | – | – | – | 2,156 | – | 2,156 |
| Shares repurchased | – | (29,812) | – | – | – | – | – | – | – | – | – | (29,812) | – | (29,812) |
| Cancellation of issued capital | (831) | 31,142 | (30,311) | – | – | – | – | – | – | – | – | – | – | – |
| Final 2024 dividend declared | – | – | (85,920) | – | – | – | – | – | – | – | – | (85,920) | – | (85,920) |
| As at 28 February 2025 (unaudited) | 178,932 | – | 875,903* | (77,531)* | 11,296* | 71,452* | 548,971* | (1,122)* | 126,416* | (328)* | 1,036,542* | 2,770,531 | (7,281) | 2,763,250 |

# Statement of Cash Flows

*For The Six Months Ended 28 February 2026*

| | Notes | For the six months ended 28 February 2026 RMB'000 (Unaudited) | 2025 RMB'000 (Unaudited) |
|---|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Profit before tax | | **610,035** | 496,525 |
| Adjustments for: | | | |
| Depreciation of property, plant and equipment | 8 | **88,281** | 94,919 |
| Depreciation of right-of-use assets | 9 | **49,769** | 47,429 |
| Amortisation of other intangible assets | | **4,626** | 3,373 |
| Share of losses/(profits) of associates | | **594** | (715) |
| Unrealised foreign exchange losses, net | | **1,656** | 242 |
| Equity-settled share award scheme expenses | 5 | **1,628** | 1,290 |
| Equity-settled share option scheme expenses | 5 | **9,027** | 10,200 |
| Bank interest income | 3 | **(448)** | (2,454) |
| Deferred income released to profit or loss | | **(118,070)** | (83,085) |
| Finance costs | 4 | **57,495** | 60,296 |
| Loss on disposal of items of property, plant and equipment, net | 5 | **321** | 913 |
| Gain on modification of leases | 3 | **(3,167)** | – |
| Gain on termination of leases | 3 | **(2,222)** | – |
| Reversal of impairment losses on property, plant and equipment | 5 | **(81,870)** | – |
| Impairment losses on financial assets | | **2,396** | – |
| | | **620,051** | 628,933 |
| (Increase)/decrease in inventories | | **(812)** | 8,121 |
| Increase in trade receivables | | **(54,652)** | (21,222) |
| Increase in prepayments, deposits and other receivables | | **(28,615)** | (23,535) |
| Increase in amounts due from related parties | | **(1)** | (192) |
| Placement of restricted deposits | | **1,382** | – |
| Increase in trade payables | | **164,437** | 43,289 |
| Decrease in contract liabilities | | **(346,836)** | (497,099) |
| Receipt of deferred income | | **220,589** | 98,857 |
| Decrease in other payables and accruals | | **(4,089)** | (118,276) |
| Cash generated from operations | | **571,454** | 118,876 |
| Income tax paid | | **(51,185)** | (66,030) |
| Net cash flows from operating activities | | **520,269** | 52,846 |

# Statement of Cash Flows (continued)

*For The Six Months Ended 28 February 2026*

| | For the six months ended 28 February | |
|---|---|---|
| | **2026** | 2025 |
| | **RMB'000** | RMB'000 |
| | **(Unaudited)** | (Unaudited) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchases of items of property, plant and equipment | **(86,516)** | (126,655) |
| Purchases of other intangible assets | **(1,285)** | (3,084) |
| Purchase of land use rights | **(452,425)** | (88,366) |
| Proceeds from disposal of items of property, plant and equipment | **7,555** | 196 |
| Prepayments for acquisition of subsidiaries | **(20,000)** | – |
| Deregistration of a subsidiary | **(200)** | – |
| Advances for partial disposal of a subsidiary | **900** | – |
| Acquisition of subsidiaries | **–** | (35,577) |
| Repayment of advances given to related parties | **88,868** | 45,037 |
| Advances given to related parties | **(183,929)** | (71,312) |
| Withdrawal of time deposits with original maturities over three months | **9,782** | 9,372 |
| Placement of time deposits with original maturities over three months | **(9,482)** | (9,708) |
| Bank interest received | **448** | 2,454 |
| Net cash flows used in investing activities | **(646,284)** | (277,643) |

# Statement of Cash Flows (continued)

*For The Six Months Ended 28 February 2026*

| | For the six months ended 28 February | |
|---|---|---|
| | **2026** | 2025 |
| | **RMB'000** | RMB'000 |
| | **(Unaudited)** | (Unaudited) |

# Notes To Interim Condensed Financial Information

*28 February 2026*

## 1 BASIS OF PREPARATION

The interim condensed financial information for the six months ended 28 February 2026 (the "Period") has been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting*. The interim condensed financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 August 2025.

## 2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of this interim condensed financial information are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the year ended 31 August 2025, except for the adoption of the following amended IFRS Accounting standards for the first time for the current period's financial information.

Amendments to IAS 21 *Lack of Exchangeability*

The Group has assessed the impact of the adoption of the amendments and concluded that the amendments did not have any impact on the interim condensed consolidated financial information.

## 3. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

| | For the six months ended 28 February | |
|---|---|---|
| | **2026** | 2025 |
| | **RMB'000** | RMB'000 |
| | **(Unaudited)** | (Unaudited) |
| *Revenue from contracts with customers* | | |
| Comprehensive educational services | **1,046,603** | 1,012,491 |
| Sale of products | **691,305** | 474,941 |
| Comprehensive logistical services | **326,781** | 332,267 |
| Management and franchise fees | **78,155** | 56,351 |
| Total | **2,142,844** | 1,876,050 |

Revenue from contracts with customers

(i) Disaggregated revenue information

| | For the six months ended 28 February | |
|---|---|---|
| | **2026** | 2025 |
| | **RMB'000** | RMB'000 |
| | **(Unaudited)** | (Unaudited) |
| **Timing of revenue recognition** | | |
| Services transferred over time | **1,395,680** | 1,347,662 |
| Goods transferred at a point in time | **747,164** | 528,388 |
| Total | **2,142,844** | 1,876,050 |

## 3. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers (continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

*Goods transferred at a point in time*

The performance obligation is satisfied upon acceptance by the customers and payment in advance is normally required, except for customers with credit terms, where payment is generally due within 30 to 60 days from the acceptance by the customers.

*Services transferred over time*

Other than the services for students with option to choose their meals from the canteen menus and make payments using their prepaid on-school identity cards, where goods are transferred at a point in time, the performance obligations for services are satisfied over time. This is because a customer simultaneously receives and consumes the benefits provided by the Group.

The amounts of transaction prices allocated to the remaining performance obligations are part of the contracts that has an original expected duration of one year or less. Thus, management applied the practical expedient under IFRS 15 and did not disclose the aggregate amount of the transaction prices allocated to the performance obligations that are unsatisfied or partially satisfied.

An analysis of other income and gains is as follows:

| | For the six months ended 28 February | |
|---|---|---|
| | **2026** | 2025 |
| | **RMB'000** | RMB'000 |
| | **(Unaudited)** | (Unaudited) |
| Other income | | |
| Government grants | **5,981** | 4,406 |
| Rental income | **1,734** | 31 |
| Bank interest income | **448** | 2,454 |
| Others | **2,564** | 1,790 |
| Total other income | **10,727** | 8,681 |
| Gains | | |
| Gain on modification of leases | **3,167** | – |
| Gain on termination of leases | **2,222** | – |
| Total gains | **5,389** | – |
| Total | **16,116** | 8,681 |

## 4. FINANCE COSTS

An analysis of the Group's finance costs is as follows:

| | For the six months ended 28 February | |
|---|---|---|
| | **2026** | 2025 |
| | **RMB'000** | RMB'000 |
| | **(Unaudited)** | (Unaudited) |
| Interest on bank and other borrowings | **50,222** | 47,192 |
| Interest on lease liabilities (note 9) | **7,968** | 12,765 |
| Total interest expenses on financial liabilities not at fair value through profit or loss | **58,190** | 59,957 |
| Less: Interest capitalised | **(1,050)** | – |
| Subtotal | **57,140** | 59,957 |
| Other finance costs: | | |
| Increase in discounted amounts of purchase obligations of non-controlling interests | **355** | 339 |
| Total | **57,495** | 60,296 |
| Interest rates of borrowings costs capitalised (%) | **3.50** | N/A |

## 5. PROFIT BEFORE TAX

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

| | | For the six months ended 28 February | |
|---|---|---|---|
| | | **2026** | 2025 |
| | Notes | **RMB'000** | RMB'000 |
| | | **(Unaudited)** | (Unaudited) |
| Cost of inventories consumed | | **855,923** | 682,891 |
| Cost of services provided | | **533,657** | 488,090 |
| Total | | **1,389,580** | 1,170,981 |
| Reversal of impairment losses on property, plant and equipment | | **(81,870)** | – |
| Loss on disposal of property, plant and equipment, net | | **321** | 913 |
| Equity-settled share award scheme expenses | 17(a) | **1,628** | 1,290 |
| Equity-settled share option scheme expenses | 17(b) | **9,027** | 10,200 |
| Foreign exchange losses, net | | **1,301** | 424 |

## 6. INCOME TAX

Corporate income tax of the Group has been provided at the applicable tax rates on the estimated taxable profits arising in the Chinese mainland during the Period:

| | **For the six months ended 28 February 2026 RMB'000 (Unaudited)** | For the six months ended 28 February 2025 RMB'000 (Unaudited) |
|---|---|---|
| Current – Chinese mainland | | |
| Charge for the Period | **112,137** | 100,039 |
| Overprovision in prior years | **(795)** | – |
| Deferred | **27,337** | 6,983 |
| Total | **138,679** | 107,022 |

Notes:

(a) Pursuant to the rules and regulations of the Cayman Islands and British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and British Virgin Islands.

(b) The applicable profits tax rate for a Hong Kong-incorporated subsidiary was 16.5%. No provision for Hong Kong profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong during the Period.

(c) Pursuant to the People's Republic of China (the "PRC") Income Tax Law and the respective regulations, all the Group's subsidiaries established in the Chinese Mainland were subject to the PRC corporate income tax ("CIT") at a rate of 25% during the Period, except for the subsidiaries list below:

Under the "Western Development Policy", the income tax for subsidiaries, including Sichuan Lixing Yanxue Travel Co., Ltd., Chengdu Daren Sports Culture Development Co., Ltd., and Tibet Yongsi Technology Co., Ltd., ("Tibet Yongsi") are calculated at a preferential tax rate of 15%. Among them, as Tibet Yongsi employed more than 70% of the total working population of permanent residents in Tibet, it can have the local part of CIT (40% of the tax rate of 15%) exempted and thus was entitled to an effective preferential PRC CIT rate of 9%.

Under the preferential income tax policy for small and micro enterprises, eligible entities include kindergartens as well as certain tutoring schools, high schools and school sponsors. Their taxable income is subject to PRC CIT at an effective rate of 5%.

Sichuan Qiming Daren Technology Co., Ltd. ("Sichuan Qiming") is qualified as a "Double-soft Enterprise" and is entitled to enjoy a full exemption from PRC CIT for two years from the first profit-making year and a 50% reduction on CIT for the subsequent three years. During the Period, Sichuan Qiming enjoyed a full exemption from PRC CIT from 1 September 2025 to 31 December 2025, and a 50% reduction in PRC CIT from 1 January 2026 to 28 February 2026.

(d) No share of tax attributable to associates (six months ended 28 February 2025: RMB11,000) is included in "Share of losses/(profits) of associates" in profit or loss.

## 8. PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the Period are as follows:

| | RMB'000 (Unaudited) |
|---|---|
| Carrying amount as at 1 September 2025 | **4,988,083** |
| Additions | **79,686** |
| Impairment losses reversed to profit or loss | **81,870** |
| Disposals | **(14,942)** |
| Depreciation charged for the Period | **(88,281)** |
| Carrying amount as at 28 February 2026 | **5,046,416** |

Notes:

(a) As at 28 February 2026, the Group was in the customary process of obtaining the relevant property ownership certificates for certain buildings with a net carrying amount of approximately RMB651,593,000 (31 August 2025: RMB695,769,000). The Group's buildings can only be sold, transferred or mortgaged when the relevant certificates have been obtained.

(b) Interest expense capitalised as part of property, plant and equipment by the Group during the Period amounted to RMB1,050,000 (six months ended 28 February 2025: nil).

(c) Reversal of impairment losses

As at 1 September 2025, the net carrying amount of impairment losses on property, plant and equipment originally recognised in 2021 by the Group (net of reversals made in prior year) amounted to RMB985,240,000, due to the 2021 Implementation Regulations and deconsolidation of the Affected Business. In accordance with the Group's accounting policies, each asset or CGU is evaluated annually at the end of the reporting period to determine whether there are any indicators of impairment or that previously recognised impairment losses no longer exist or have decreased. During the Period, the Group has obtained operating licenses on art training for certain tuition schools, which favourably improved the estimated service potential of the respective property, plant and equipment and right-of-use assets occupied by the Affected Business, management identified indicators that previously recognised impairment losses have decreased as at 28 February 2026.

In assessing whether there is an impairment or reversal of impairment, the carrying value of each of the CGUs is compared with its recoverable amount. The recoverable amount is the higher of the CGU's fair value less costs of disposal and value-in-use ("VIU"). For the purpose of the impairment assessment, property, plant and equipment and right-of-use assets occupied by the Affected Business and showing indications of reversal of impairment are treated as separate CGUs which represented three separate CGUs. The Group performed impairment assessments with reference to valuation performed by an independent qualified professional valuer engaged by the Group on such assets based on VIU calculations using cash flow projections based on financial budgets approved by senior management. The pre-tax discount rates applied in the cash flow projections for CGU 1 and CGU2 were 17.0% and 17.4%, respectively.

## 8. PROPERTY, PLANT AND EQUIPMENT (continued)

Notes: (continued)

Based on the above-mentioned impairment assessments, the recoverable amounts, carrying amounts as at 28 February 2026 and the reversal of impairment losses allocated to each CGU are as follows:

| | Recoverable amount RMB'000 | Carrying amount as if no impairment losses recognised in prior years RMB'000 | Carrying amount RMB'000 | Reversal of impairment losses RMB'000 |
|---|---|---|---|---|
| CGU 1 | 97,842 | 123,915 | 57,375 | 40,467 |

## 10. GOODWILL

Reconciliation of the carrying amount of the Group's goodwill at the beginning and end of the Period is presented below:

| | RMB'000 |
|---|---|
| At 1 September 2025 and 28 February 2026 | **97,624** |

IAS 36 requires an entity to perform impairment tests on goodwill on an annual basis. Management did not identify any significant adverse changes in the operating results and macro environment during the Period. Accordingly, the Company's management did not perform impairment tests on goodwill as at 28 February 2026.

## 11. TRADE RECEIVABLES

| | **28 February 2026 RMB'000 (Unaudited)** | 31 August 2025 RMB'000 |
|---|---|---|
| Trade receivables | **98,083** | 43,431 |
| Impairment | **(3,307)** | (1,863) |
| Net carrying amount | **94,776** | 41,568 |

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

| | **28 February 2026 RMB'000 (Unaudited)** | 31 August 2025 RMB'000 |
|---|---|---|
| Within 3 months | **55,577** | 18,938 |
| 3 to 6 months | **11,886** | 7,091 |
| 6 to 9 months | **6,952** | 6,465 |
| 9 to 12 months | **5,495** | 4,712 |
| Over 12 months | **14,866** | 4,362 |
| Total | **94,776** | 41,568 |

## 12. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

| | 28 February 2026 RMB'000 (Unaudited) | 31 August 2025 RMB'000 |
|---|---|---|
| Current portion: | | |
| Prepayments | **81,811** | 55,183 |
| Advances to staff | **30,153** | 28,641 |
| Advances to local government | **26,394** | 26,394 |
| Security deposits | **21,749** | 21,699 |
| Deductible input value-added tax and prepaid income tax | **10,967** | 14,828 |
| Receivables from disposal of property, plant and equipment | **7,066** | – |
| Receivables from disposal of shares held under the share award scheme | **–** | 46,978 |
| Other receivables | **21,453** | 10,889 |
| Impairment allowance | **(1,765)** | (813) |
| Subtotal | **197,828** | 203,799 |
| Non-current portion: | | |
| Prepayments for the acquisition of land use rights | **463,496** | 200,023 |
| Deductible input value-added tax and prepaid income tax | **43,741** | 48,624 |
| Prepayments for acquisition of subsidiaries | **20,000** | – |
| Prepayments for property, plant and equipment | **1,729** | 850 |
| Subtotal | **528,966** | 249,497 |
| Total | **726,794** | 453,296 |

## 13. TRADE PAYABLES

An ageing analysis of trade payables as at the end of the Period, based on the invoice date, is as follows:

| | 28 February 2026 RMB'000 (Unaudited) | 31 August 2025 RMB'000 |
|---|---|---|
| Within 3 months | **53,572** | 64,999 |
| 3 to 6 months | **29,759** | 4,728 |
| Over 6 months | **16,070** | 11,051 |
| Total | **99,401** | 80,778 |

## 15. INTEREST-BEARING BANK LOANS (continued)

Notes:

## 16. SHARE CAPITAL/TREASURY SHARES (continued)

**Treasury Shares**

A summary of movements in the Company's treasury shares is as follows:

| | Number of Treasury shares | Treasury shares equivalent to approximately | |
|---|---|---|---|
| | | HK$'000 | RMB'000 |
| At 1 September 2025 | **2,672,000** | **9,850** | **8,974** |
| Shares repurchased during the Period | **18,055,000** | **55,764** | **50,417** |
| At 28 February 2026 | **20,727,000** | **65,615** | **59,391** |

## 17. SHARE-BASED PAYMENT

(a) Restricted Share Award Scheme

On 16 September 2025 (the date of grant), 3,000,000 shares (the "2025 Awarded Shares") of the Company of HK$0.10 each were granted at an exercise price of RMB1.60 (equivalent to approximately HK$1.75) per share to a counsel of the Group and the earliest vesting date of the 2025 Awarded Shares was 16 September 2025.

There are no cash settlement alternatives attached to the awarded shares issued under the 2025 Awarded Shares. Accordingly, the Group accounted for the 2025 Awarded Shares as an equity-settled share-based payment plan.

There is no other performance target required except that the eligible participant remains as a counsel of the Group.

The fair value of services received in return for shares granted is measured by reference to the fair value of the shares granted. The fair value of the shares granted is based on the difference between the market price of the shares and the subscription price paid by the selected participants at the grant date.

The following awarded shares were outstanding under the Restricted Share Award Scheme during the Period:

| | For the six months ended 28 February 2026 | | | | | |
|---|---|---|---|---|---|---|
| | 2019 Awarded Shares | | 2021 Awarded Shares | | 2025 Awarded Shares | |
| | exercise price RMB per share | Number of shares | exercise price RMB per share | Number of shares | exercise price RMB per share | Number of shares |
| At 1 September 2025 | **1.6** | **2,943,500** | **2.4** | **3,276,000** | **–** | **–** |
| Granted during the Period | **–** | **–** | **–** | **–** | **1.6** | **3,000,000** |
| Vested during the Period | **1.6** | **(2,943,500)** | **2.4** | **(546,000)** | **1.6** | **(900,000)** |
| Forfeited during the Period | **–** | **–** | **2.4** | **(315,000)** | **–** | **–** |
| At 28 February 2026 | **–** | **–** | **2.4** | **2,415,000** | **1.6** | **2,100,000** |

During the Period, the total share award scheme expenses of RMB1,628,000 were charged to profit or loss (six months ended 28 February 2025: RMB1,290,000).

## 17. SHARE-BASED PAYMENT (continued)

(a) Restricted Share Award Scheme (continued)

The following shares were repurchased and held for the Restricted Share Award Scheme during the Period:

| | **Number of shares repurchased for the Restricted Share Award Scheme** |
|---|---|
| At 1 September 2025 | **38,100,600** |
| Vested during the Period | **(4,389,500 )** |
| At 28 February 2026 | **33,711,100** |

(b) Share Option Scheme

On 2 December 2025 (the date of grant), a total of 12,000,000 share options were granted to certain of directors of the Company in respect of their services to the Group in the forthcoming years. 40% of share options granted shall be vested on 2 December 2026, 30% of share options granted shall be vested on 2 December 2027 and the remaining 30% shall be vested on 2 December 2028. These share options have an exercise price of HK$2.38 per share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Share Option Scheme during the Period:

| | **For the six months ended 28 February** | | | |
|---|---|---|---|---|
| | **2026** | | 2025 | |
| | **Exercise price HK$ per share** | **Number of options** | Exercise price HK$ per share | Number of options |
| At beginning of the Period | **2.48-4.72** | **59,200,000** | 2.48 | 59,500,000 |
| Granted during the Period | **2.38** | **12,000,000** | 4.72 | 9,400,000 |
| Exercised during the Period | **2.48** | **(75,000)** | – | – |
| Lapsed during the Period | **2.48-4.72** | **(3,300,000)** | 2.48 | (4,100,000) |
| At end of the Period | **2.48-4.72** | **67,825,000** | 2.48-4.72 | 64,800,000 |

The weighted average share price at the date of exercise for share options exercised during the Period was HK$3.90 per share (six months ended 28 February 2025: no share options were exercised).

## 17. SHARE-BASED PAYMENT (continued)

(b) Share Option Scheme (continued)

## 19. COMMITMENTS

The Group had the following contractual commitments as at the end of the Period:

| | 28 February 2026 RMB'000 (Unaudited) | 31 August 2025 RMB'000 |
|---|---|---|
| Property, plant and equipment | **37,841** | 48,016 |

## 20. RELATED PARTY TRANSACTIONS AND BALANCES

The directors are of the view that the following individuals/companies are related parties that had material transactions or balances with the Group during the Period.

(a) Name and relationships of related parties

| Name | Relationships |
|---|---|
| Mr. Luo Shi | Ultimate controlling shareholder of the Company |

## 20. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(b) Outstanding balances with related parties (continued)

| | 28 February 2026 | 31 August 2025 |
|---|---|---|

## 20. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(c) Transactions with related parties (continued)

***(2) Provision of management services and sale of products***

| | For the six months ended 28 February | |
|---|---|---|
| | **2026** | 2025 |
| | **RMB'000** | RMB'000 |
| | **(Unaudited)** | (Unaudited) |
| Shanghai Yaqiao | **199** | 252 |
| Luzhou TianZhan | **196** | 179 |
| Total | **395** | 431 |

The considerations for the management services and sale of products to related parties were determined based on prices similarly available to the Group's third-party customers.

***(3) Advances given and repayment of advances given***

| | For the six months ended 28 February | |
|---|---|---|
| | **2026** | 2025 |
| | **RMB'000** | RMB'000 |
| | **(Unaudited)** | (Unaudited) |
| ***Advances given to:*** | | |
| Affected Business | **183,929** | 80,182 |
| ***Repayment of advances given:*** | | |
| Affected Business | **88,868** | 46,765 |

***(4) Advances received and repayment of advances received***

| | For the six months ended 28 February | |
|---|---|---|
| | **2026** | 2025 |
| | **RMB'000** | RMB'000 |
| | **(Unaudited)** | (Unaudited) |
| ***Advances received from:*** | | |
| Shanghai Yaqiao | **–** | 5,000 |
| Affected Business | **623,628** | 417,106 |
| Total | **623,628** | 422,106 |
| ***Repayment of advances received:*** | | |
| Shanghai Yaqiao | **–** | 5,000 |
| Affected Business | **859,129** | 1,006,514 |
| Total | **859,129** | 1,011,514 |

## 20. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(c) Transactions with related parties (continued)

***(5) Other transactions with related parties***

The Group provides financial guarantees for the Affected Business. The principal terms of the guarantees are set out as follows:

| | | | Guaranteed amount | |
|---|---|---|---|---|
| **Borrower** | **Lender and beneficiary of the guarantee** | **Guarantor** | **28 February 2026 RMB'000 (Unaudited)** | 31 August 2025 RMB'000 |
| Chengdu Pidu Tianli School | Bank of Dalian Co., Ltd. Chengdu Branch | Shenzhou Tianli Education, Tibet Yongsi and Chengdu Tianli Jiaozi Education Technology Co., Ltd. | **140,000** | 150,000 |
| Deyang Tianli School | Bank of Dalian Co., Ltd. Chengdu Branch | Shenzhou Tianli Education, Tibet Yongsi and Chengdu Tianli Jiaozi Education Technology Co., Ltd. | **80,000** | 120,000 |
| Chengdu Longquanyi Tianli School | Bank of China Co., Ltd. Chengdu Pilot Free Trade Zone Branch | Shenzhou Tianli Education | **–** | 52,000 |
| Ya'an Tianli School | Xingye Bank Co., Ltd., Chengdu Branch | Shenzhou Tianli Education | **–** | 39,990 |
| Guangyuan Tianli School | Xingye Bank Co., Ltd., Chengdu Branch | Shenzhou Tianli Education | **11,990** | 12,000 |
| Ya'an Tianli School | Xingye Bank Co., Ltd., Chengdu Branch | Shenzhou Tianli Education | **21,980** | – |
| Total | | | **253,970** | 373,990 |

The Group has no consideration received from the guarantees.

## 20. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(d) Compensation of key management personnel of the Group

| | For the six months ended 28 February | |
|---|---|---|
| | **2026** | 2025 |
| | **RMB'000** | RMB'000 |
| | **(Unaudited)** | (Unaudited) |
| Salaries, allowances and benefits in kind | **1,572** | 1,440 |
| Equity-settled share option scheme expenses | **2,498** | 6,312 |
| Pension scheme contributions | **35** | 35 |

## 21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

**Fair value hierarchy**

# Definitions

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

| | |
|---|---|
| "Audit Committee" | a committee of the Board established by the Board for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company |
| "Board" | the board of Directors of the Company |
| "CG Code" | Corporate Governance Code as set out in part 2 of Appendix C1 to the Listing Rules |
| "Company" | Tianli International Holdings Limited (天立國際控股有限公司), a company incorporated in the Cayman Islands with limited liability on 24 January 2017, the Shares of which are listed on the Main Board of the Stock Exchange |
| "Director(s)" | the director(s) of the Company |
| "Gaokao" | |

# Definitions (continued)

| | |
|---|---|
| "Reporting Period" | the period for the six months ended 28 February 2026 |
| "Restricted Share Award Scheme" | the restricted share award scheme for the award of Shares to eligible participants, adopted by the Company on 17 December 2018, pursuant to the announcement made by the Company on 17 December 2018 |
| "RMB" | Renminbi yuan, the lawful currency of the PRC |
| "Selected Participants" | eligible persons selected by the Board or authorized administrators to be granted the share awards under the Restricted Share Award Scheme at its sole discretion |
| "Share(s)" | ordinary share(s) in the capital of the Company with nominal value of HKD0.1 each |
| "Share Option Scheme" | the share option scheme of our Company, adopted pursuant to a resolution of our Shareholders on 24 June 2018, the principal terms of which are summarized in the section headed "Statutory and General Information – E. Share Option Scheme" in Appendix V to the Prospectus |
| "Shareholder(s)" | holder(s) of the Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Structured Contracts" | collectively, the Exclusive Business Cooperation Agreement, the Exclusive Call Option Agreement, the School Sponsors' and Directors' Rights Entrustment Agreement, the School Sponsors' Powers of Attorney, the Directors' Powers of Attorney, the Shareholders' Rights Entrustment Agreement, the Shareholders' Powers of Attorney, the Spouse Undertakings, the Equity Pledge Agreements, and the Loan Agreement, and any subsequent amendments and supplements to such agreements, further details of which are set out in "Structured Contracts" in the Prospectus |
| "Tianli Education" | Shenzhou Tianli Education Technology Group Co., Ltd. (神州天立教育科技集團有限公司) a limited liability company established in the PRC on 19 April 2013 and our principal operating subsidiary, it was formerly known as Sichuan Shenzhou Tianli Education Investment Co., Ltd. (四川神州天立教育投資有限公司) and Shenzhou Tianli Education Investment Co., Ltd. (神州天立教育投資有限責任公司) |
| "Trustee" | THE CORE TRUST COMPANY LIMITED (匯聚信託有限公司) (which is independent of and not connected with the Company), being appointed by the Company for the administration of the Restricted Share Award Scheme, or any additional or replacement trustee(s) |