

# **CHINA EDUCATION RESOURCES INC.**



**Management's Discussion and Analysis  
For the nine months ended September 30, 2011**

**FORM 51-102F1**

**September 30, 2011**

This Management Discussion and Analysis (“MD&A”) reviews the activities of China Education Resources Inc. (“CER”), its Chinese operating subsidiaries, Today’s Teachers Technology & Culture Ltd. (“TTTC”), CEN Smart (“CEN”) and Zhong Yu Cheng Yuan Education Technology Ltd. (previously known as Zhong Yu Cheng Yuan Curriculum Development Center Ltd.) (“ZYCY”) effective from July 1, 2009 (and/or collectively the “Group”) and compares the financial results for the nine months ended September 30, 2011 with the same period of 2010. The MD&A should be read in conjunction with the unaudited interim condensed consolidated financial statements and accompanying notes for the nine months ended September 30, 2011, copy of which is filed on the SEDAR website.

The Group prepares its unaudited interim condensed consolidated financial statements in accordance with IAS 34 *Interim Financial Reporting* and IFRS 1 - First-Time Adoption of International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances, and these statements are filed with the relevant regulatory authorities in Canada. All dollar amounts presented are expressed in United States dollars unless otherwise noted.

## **FORWARD LOOKING INFORMATION**

Except for statements of historical fact, the discussion and analysis of financial performance and position including, without limitation, statements regarding projections, future plans, and objectives of CER are forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements are based on management experience, historical results, current expectations and analyses, trends, government policies, and current business and economic conditions, including CER’s analysis of its product and distribution system and its expectations regarding the effects of anticipated product and distribution changes and the potential benefits of such efforts and activities on CER’s results of operations in future periods. There can be no assurance that such statements will prove to be accurate; actual results and future events could differ materially from those anticipated in such statements.

## **DATE OF REPORT - November 29, 2011**

## **DESCRIPTION AND OVERVIEW OF BUSINESS**

CER is a corporation organized under the predecessor to the *Business Corporations Act* of British Columbia. CER is public company traded on the TSX Venture Exchange with the trading symbol “CHN” and OTCQX with the trading symbol “CHNUF”. The Group, through its subsidiaries in China, is a leading provider of kindergarten to grade 12 (“K-12”) education resources and services through its national internet portal, China Education Resources and Services Platform (“CERSP”), [www.cersp.com](http://www.cersp.com), to China’s kindergarten to grade 12 education market.

The Group has worked in all areas of education resources development, marketing and sales. Working with the Curriculum Development Center (“CDC”) of China’s Ministry of Education (“MOE”) and Chinese Society of Education (“CSE”) the largest academic association in China, CER has developed a unique national education portal ([www.CERSP.com](http://www.CERSP.com)) to help the Central Government implement policy reform. This reform effort is designed to bring China’s education system into the twenty first century by changing teaching methods from rote memory learning to a more individualized and creative approach. Teachers completed the national or provincial online training programs on CERSP.com will receive teacher’s continuing education credit from either MOE or provincial education authorities. In collaboration with China’s various education authorities and experts, the CERSP portal is designed to support all stakeholders and participants in the K-12 education domain; teachers, students, administrators, subject matter experts, and parents.

The Group’s comprehensive Education Services Portal (“ESP”) is a natural extension of CERSP, and helps to organize the wealth of teaching, learning, and administrative resources available through CERSP at the individual school level.

CERSP is the equivalent of a mega-portal. It is designed to be accessible by everyone associated with K-12 education across China and is loaded with robust features and resources that enable the development, delivery, and support of resources and activities related to the national K-12 education reform initiative. CERSP is a primary venue for teacher training in schools, districts, cities, and provinces. It is also the aggregator for subject matter experts in all K-12 subject areas and a place where they can gather virtually to improve upon the work they have done in response to national mandates.

ESP, on the other hand, is a commercial service for the K-12 education marketplace that extends the reach and relevance of the CERSP portal at the school and individual level. Its primary function is to support the administrative, teaching, learning, testing, and assessment needs of an individual school, and it does so in a way that is standardized, allowing for combined results to the district, city, province, or national level. CERSP can be regarded as a large "back-end" resource that greatly enriches each instance of ESP. ESP can be considered as a way to monetize the momentum of CERSP by creating a direct, revenue producing relationship with every school, administrator, teacher, parent and student that subscribes.

Currently, our ESP provides the following services:

(a) School Platform

The school platform provides a link between a school with its teachers, students and parents. Through the platform, the school can send messages to the teachers, students and parents. The teachers can upload homework and tests to the platform and the students can go to the platform to complete and submit their homework and write the tests. The school can automatically collect the markings received by each student. Each teacher and student has his or her own account number registered with the platform. Currently, the Group is using the School Platform for teacher training programs in certain provinces.

(b) Online tutoring program

Online tutoring program is a platform developed for a teacher to provide online tutoring services through the internet to his or her students. Right now we have around 2,000 online tutoring courses provided from 5,000 teachers. Students have to prepay for the services to TTTC and TTTC pays the net amount to the teachers after deducting our share of revenue.

(c) Digital education products

Digital education products are the products containing tutorial materials, digital supplementary materials such as lesson plans, course modules and tests. CER has had more than 100,000 lesson plans, course modules and continues to develop the materials.

Currently, the Group's revenues are derived from our interests in TTTC which develops and maintains the CERSP and ESP. Our cash flow and financial condition is dependent on TTTC.

The Group, through TTTC, acquired a 60% interest in Zhong Yu Cheng Yuan Education Technology Ltd. (previously known as Zhong Yu Cheng Yuan Curriculum Development Center Ltd.) ("ZYCY"), a distributor of education products in China for RMB6,000,000 (\$878,460) payable in 2,860,000 shares of common stock of the CER at a deemed value of CND0.35 (\$0.30) per share. One-third of the purchase consideration has been paid up front with the balance paid on the first and second anniversary of the closing date, contingent upon ZYCY generating an annual net profit of RMB2,000,000 (\$292,820). No additional shares were released in the nine months ended September 30, 2011. On top of increasing its book selling business, the Group can also strengthen its sales and distribution of its national CERSP and ESP web portal services in China through the sales team of ZYCY.

Due to the size of the Group, the provision of education internal portal services and distribution of educational textbooks and materials were considered in one segment based on the organizational structure, strategies, decision making and the availability of financial information.

## **OVERALL PERFORMANCE**

### **Increase in equity ownership of CEN Smart Networks Ltd.**

The Company acquired the remaining 10% equity ownership of the China subsidiary, CEN Smart Networks Ltd. (“CEN Smart”) for a nominal value on September 26, 2011 resulting in a 100% equity ownership of CEN Smart. Through CEN Smart, the Company now has an effective ownership of 100% and 60% equity interests in our China subsidiaries, Today’s Teachers Technology & Culture Ltd. (“TTTC”) and Zhong Yu Cheng Yuan Education Technology Ltd. (“ZYCY”), respectively. TTTC is a provider of online teacher training and ZYCY is involved in book selling business. Both TTTC and ZYCY are our revenue generation engines in China.

### **Comparative Figures**

Certain comparative figures have been reclassified to conform to the presentation of the current year. These reclassifications do not have any impact on results of operations for the period.

### **Selected Annual Information**

	<b>2010</b>	<b>2009</b>	<b>2008</b>
	<b>(prepared</b>	<b>(prepared</b>	<b>(prepared</b>
	<b>under</b>	<b>under</b>	<b>under</b>
	<b>IFRS)</b>	<b>Canadian</b>	<b>Canadian</b>
		<b>GAAP)</b>	<b>GAAP)</b>
Total revenue	\$ 5,436,165	\$ 2,790,137	\$ 476,691
Net loss	(531,072)	(2,080,670)	(3,534,628)
Net loss per share	(0.01)	(0.05)	(0.08)
Total assets	7,109,590.00	4,891,929.00	5,980,981.00

The Group’s revenue increased significantly in 2010 as compared with 2009 upon the acquisition of the 60% interest in ZYCY in July 2009. Net loss was also decreased materially as revenue increased along with the control of the operating expenses in a reasonable level for 2010.

### **Results of Operations**

#### ***For the three months ended September 30, 2011:***

For the three months ended September 30, 2011, the Group reported aggregate sales of \$3,162,211 (2010: \$2,112,587). There was an increase in sales for the current quarter as compared to the sales of the same quarter of previous year. Sales revenue of \$1,755,040 (2010: \$847,983) was attributable to revenue derived from teacher training service through the internet portal, with related cost of sales of \$72,157 (2010: \$113,680) and \$1,407,171 (2010: \$1,264,604) was from the Company’s traditional business, book selling, with related cost of sales of \$513,186 (2010: \$459,071).

The Company recognized a net profit for the three months ended September 30, 2011 of \$670,842 as compared to \$333,200 for the comparable 2010 period. The net earnings per share was \$0.0142 for the three months ended September 30, 2011 as compared to \$0.0070 for comparable period ended September 30, 2010 which was primarily attributed by the increase of revenue from teacher training services.

The following is a discussion of certain expense categories:

*General and administrative expenses*

For the three months ended September 30, 2011, general and administrative expenses were \$377,611 compared to \$336,306 recorded in 2010. As revenue increase, some of the general and administrative expenses were increased accordingly.

Included as part of the general and administrative expenses:

Salaries, wages, commission and benefits increased to \$179,838 for the three months ended September 30, 2011 from \$142,129 for the comparable 2010 period.

Legal and professional fees increased to \$16,864 for the three months ended September 30, 2011 from \$2,960 for the comparable 2010 period.

*Amortization*

The amortization decreased to \$27,317 for the three months ended September 30, 2011 as compared to \$42,248 in the same period of 2010 as the website development cost and some of the capital assets were fully amortized.

*Selling expenses*

The selling expenses of \$1,325,732 for the three months ended September 30, 2011 increased as compared to \$822,901 in the same period of 2010 which was a result of the increase in revenue.

*Stock based compensation*

During the three months ended September 30, 2011, the Group recorded a non-cash stock based compensation expense of \$11,868 (2010: \$13,961) for options granted during the period.

***For the nine months ended September 30, 2011:***

For the nine months ended September 30, 2011, the Group reported aggregate sales of \$6,433,951 (2010: \$4,709,589). There was an increase in sales for the current period as compared to the sales of the same period of previous year. Sales revenue of \$2,484,588 (2010: \$1,180,038) was attributable to revenue derived from teacher training service through the internet portal, with related cost of sales of \$183,619 (2010: \$205,477) and \$3,949,363 (2010: \$3,529,551) was from the Company's traditional business, book selling, with related cost of sales of \$1,416,589 (2010: \$1,403,942).

The Company recognized a net profit for the nine months ended September 30, 2011 of \$716,402 as compared to a loss of \$312,522 for the comparable 2010 period. The net profit per share was \$0.0151 for the nine months ended September 30, 2011 as compared to a net loss per share of \$0.0067 for comparable period ended September 30, 2010

which was primarily attributed by the increase in revenue and decrease of stock based compensation expenses and amortization.

The following is a discussion of certain expense categories:

*General and administrative expenses*

For the nine months ended September 30, 2011, general and administrative expenses were \$1,421,520 compared to \$988,976 recorded in 2010. As revenue increase, some of the general and administrative expenses were increased accordingly.

Included as part of the general and administrative expenses:

Salaries, wages, commission and benefits increased to \$614,032 for the nine months ended September 30, 2011 from \$423,612 for the comparable 2010 period.

Consulting fees increased to \$124,192 for the nine months ended September 30, 2011 from \$nil for the comparable 2010 period, including the payment of \$74,941 to Chinese Society of Education.

There was a donation of \$76,955 (RMB 500,000) to Foundation of Tsinghua University during the nine months ended September 30, 2011 from ZYCY.

Office and administrative expenses increased to \$177,124 for the nine months ended September 30, 2011 from \$104,701 for the comparable 2010 period. The increase was mainly due to the increase in expenses incurred in ZYCY for marketing and staff recruitment.

*Amortization*

The amortization decreased to \$92,188 for the nine months ended September 30, 2011 as compared to \$214,879 in the same period of 2010 as the website development cost and some of the capital assets were fully amortized.

*Selling expenses*

The selling expenses of \$2,236,136 for the nine months ended September 30, 2011 increased as compared to \$1,459,639 in the same period of 2010 which was a result of the increase in revenue.

*Stock based compensation*

During the nine months ended September 30, 2011, the Group recorded a non-cash stock based compensation expense of \$31,372 (2010: \$503,709) for options granted during the period.

*Recovery of accounts receivable written off*

During the nine months ended September 30, 2011, the Company received repayment of \$69,852 from Anli for the debts previously written off.

**SUMMARY OF QUARTERLY AND ANNUAL RESULTS**

All amounts are expressed in United States dollars. In addition, all amounts are in thousands except for per share amounts.

*CER – Management Discussion and Analysis  
For the nine months ended September 30, 2011*

	<b>For the Quarters Ended</b>			
	<b>9/30/2011</b>	<b>6/30/2011</b>	<b>3/31/2011</b>	<b>12/31/2010</b>
	(\$'000)	(\$'000)	(\$'000)	(\$'000)
	<b>(prepared under IFRS)</b>	<b>(prepared under IFRS)</b>	<b>(prepared under IFRS)</b>	<b>(prepared under IFRS)</b>
Revenue	3,162.2	1,104.0	2,167.8	726.6
Income (Loss) before non-controlling interest	792.1	(496.1)	791.1	(413.4)
Net income (loss) for the period	670.8	(398.4)	444.0	(218.6)
Net income (loss) per share	0.0142	(0.0084)	0.0090	(0.0046)
Total assets	9,648.0	7,645.5	7,647.5	7,109.6
Total liabilities	7,693.5	6,751.8	6,289.8	6,503.5

	<b>For the Quarters Ended</b>			
	<b>9/30/2010</b>	<b>6/30/2010</b>	<b>3/31/2010</b>	<b>12/31/2009</b>
	(\$'000)	(\$'000)	(\$'000)	(\$'000)
	<b>(prepared under IFRS)</b>	<b>(prepared under IFRS)</b>	<b>(prepared under IFRS)</b>	<b>(prepared under Canadian GAAP)</b>
Revenue	2,112.6	894.2	1,702.8	703
Income (Loss) before non-controlling interest	329.3	(343.0)	(49.2)	(1,325)
Net income (loss) for the period	333.2	(357.0)	(288.8)	(1,148)
Net income (loss) per share	0.0070	(0.0075)	(0.0070)	(0.0253)
Total assets	7,894.3	7,056.3	6,525.9	4,987.4
Total liabilities	6,862.7	6,348.1	5,490.8	5,143.6

Revenue increased materially for Q3 of 2011 as revenue generated from teacher training services increased resulting to an increase in net profit for the current quarter. Total assets for the same quarter also increased as an increase in accounts receivable. During the past 2 years, the Q1 and Q3 results were comparatively higher than that of Q2 and Q4 due to the nature of the contracts signed. These contracts were mainly in relation to books delivered to schools and teacher training as part of their continuous education which were completed at the start of the winter (Q1) or summer (Q3) semesters of the schools. As the Company has increased the types of service provided by its education service portal, the seasonal nature of business will change upon completion of new types of services under the new contracts.

## **FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES**

Working capital improved by \$1,419,202 to a working capital deficiency of \$753,966 from a working capital deficiency of \$2,173,168 at the beginning of the period, primarily as a result of repayments from related party accounts and the increase in sale of book selling and teacher training for the current period.

On October 15, 2009, the Group issued 2,860,000 shares for completion of the acquisition of ZYCY. Two-third of the shares were released to the other party according to the agreement and the balance of the shares of common stock are held in escrow and will be released in 2012, contingent upon ZYCY generating an annual net profit of RMB2,000,000 (\$292,820).

Cash used in operating activities was \$2,957,553 for the nine months ended September 30, 2011, compared to \$87,978 used for operating activities for the same period in 2010. This significant change was primarily due to the increase of trade and other receivables by \$1,949,364 and the decrease in trade and other payables by \$1,461,197.

At September 30, 2011, trade receivable increased to \$5,346,121 from \$1,085,398 at December 31, 2010. The increase was mainly due to the increase in sales revenue and also a delay in receiving settlement of the trade receivable.

Cash used in investing activities was \$15,657 for the nine months ended September 30, 2011, compared to cash provided by investing activities of \$2,214 for the same period in 2010. The cash outflow and inflow for investing activities were related to the purchase and sales of equipment for the respective periods.

Cash provided by financing activities was \$1,774,738 for the nine months ended September 30, 2011, compared to \$151,190 for the same period in 2010. This is primarily due to the repayment of advance to related parties of \$1,138,867. The cash inflow for 2010 was provided by the net proceeds of \$745,617 from private placement of 1,500,000 common shares at CAD\$0.53 (\$0.50) per share.

The Company has increased its types of services provided through its education service portal. The revenue of the Company is expected to increase through providing additional services to the customers. The Company also plans to have equity or debt financing to maintain the Company's capacity, meet planned growth and fund development activities.

#### **Equipment and website development costs**

At September 30, 2011, the Group's net equipment and website development costs were \$155,078 as compared to \$225,592 as at December 31, 2010. This decrease was mainly attributed to the amortization and depreciation of \$92,188 for the current period. Website development costs and some of the capital assets were fully amortized by the end of current period.

#### **Liabilities**

The Group's total liabilities were \$7,693,491 as at September 30, 2011, which is comparable with \$6,503,513 at December 31, 2010.

#### **Shareholders' Equity**

There was a shareholders' equity of \$1,954,549 at September 30, 2011 as compared to \$606,077 at December 31, 2010, which included the net profit of \$716,402 for the nine months ended September 30, 2011.

#### **Outstanding share data**

The Group's common shares outstanding as at November 29, 2011 were 47,364,983.

At November 29, 2011, the Group has outstanding stock options of 3,524,000. Details are as follows:



Exercise Prices (CND)	Number	Expiry Date
\$ 0.45	100,000	October 5, 2013
0.60	300,000	August 20, 2012
0.60	650,000	February 21, 2013
0.60	400,000	July 28, 2013
0.60	100,000	October 5, 2013
0.60	200,000	February 3, 2015
0.70	100,000	October 26, 2012
1.00	450,000	July 28, 2013
1.00	300,000	February 3, 2015
1.05	924,000	February 3, 2015
	<u>3,524,000</u>	

At November 29, 2011, there were no outstanding stock purchase warrants.

### **Dividend**

The payment of dividends to shareholders will depend on a number of factors such as earnings, CER's financial requirements and other factors that the Board of Directors considers relevant in the circumstances. The Group currently does not have intention to pay dividends on the common shares. The Board of Directors will review this policy, from time to time, as circumstances change. To date, CER has not declared or paid any dividends on any of its shares.

### **OFF-BALANCE SHEET ARRANGEMENTS**

The Group does not have any off-balance sheet arrangements.

### **TRANSACTIONS WITH RELATED PARTIES**

All related party transactions were recorded at the exchange amounts as agreed upon by the related parties.

	September 30, 2011	December 31, 2010	January 1, 2010
Amount due from Beijing Anli Information and Consulting Company ("Anli"), net of bad debt provision of \$94,960 [i]	\$ -	\$ 48,434	\$ 80,778
Amount due from a company related to the non-controlling shareholders of ZYCY [ii]	704,844	1,731,911	14,647
	<u>\$ 704,844</u>	<u>\$ 1,780,345</u>	<u>\$ 95,425</u>

[i] Anli and its major shareholder are shareholders of the Group. In 2003, the Group advanced funds of RMB 1,200,000 (\$175,896) to Anli. A loan agreement was signed on October 28, 2003 for a one-year term, non-interest bearing. The loan was extended to October 31, 2008. At December 31, 2009, the loan was not yet been repaid and collateralized by the shares of the Group owned by Anli. The Group made a bad debt provision of RMB648,500

(\$95,057) in total based on the market value of the shares of the Group that held by the Group as the guarantee at December 31, 2008. No additional provision was recorded as of December 31, 2009 and 2010. The remaining balance was repaid in full during the period ended March 31, 2011.

[ii] It represents an advance to a company related to the non-controlling shareholders of ZYCY as non-secured and non-interest bearing short-term loan.

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

Director/ officer	Transaction	Transaction value three months ended September 30,		Transaction value nine months ended September 30,	
		2011	2010	2011	2010
C F Zhou	Salary and benefits	\$ 32,879	\$ 44,033	\$ 127,899	\$ 132,100
Danny Hon (i)	Accounting fees	18,404	19,313	55,211	57,196
		<u>\$ 51,283</u>	<u>\$ 63,346</u>	<u>\$ 183,110</u>	<u>\$ 189,296</u>

Director/ officer	Transaction	Balance outstanding		
		September 30, 2011	December 31, 2010	January 1, 2010
C F Zhou	Salary and benefits	\$ 336,540	\$ 221,899	\$ 116,516
Danny Hon (i)	Accounting fees	115,933	33,624	10,269
		<u>\$ 452,473</u>	<u>\$ 255,523</u>	<u>\$ 126,785</u>

(i) The Company engaged a company, which is controlled by Danny Hon, to provide accounting services.

### **Unsecured loan payable**

The Group had the following loan payables to the key management personnel of the Group with the terms and conditions summarized as follows:

<b>September 30, 2011</b>					
		Canadian	U.S.	Annual	Due
Unsecured loans payable	RMB	dollars	dollars	interest	date
		dollars	equivalent	rate	
Qi Li	1,000,000	-	156,700	15%	12/22/2011
Weiguo Mu	500,000	-	78,350	15%	02/11/2012
Weiguo Mu	400,000	-	62,680	15%	11/26/2011
	1,900,000	-	297,730		

At December 31, 2010, there was no outstanding loans payable.

At September 30, 2011, interest payable of \$11,353 was accrued and grouped under due to related parties.

#### **BOARD AND MANAGEMENT CHANGES**

The Group has appointed Danny Hon to be a member of the Board of Directors. Ron Shon resigned from all the positions of the Group effective from September 8, 2011. There is no change in the management.

#### **RISK AND UNCERTAINTY FACTORS**

##### **History of losses and anticipate that we may continue for the foreseeable future**

The Group has incurred a net profit of \$716,402 (2010: net loss of \$312,522) for the nine months ended September 30, 2011 and has incurred a cumulative loss of \$31,184,438 since inception. The Group's future business plan includes the further development and operation of CER's education service portal and sino-foreign co-operation to develop English as a second language training program in China and Chinese Mandarin training program in U.S. The Group's ability to continue as a going concern is depending upon achieving acceptance by the users and profitable level of operations of the education service portal and on the ability to obtain necessary financing to fund our operations. The outcome of these matters cannot be predicted at this time.

##### **Seasonality**

Historically in its traditional distribution business, the operations of the business are highly seasonal. The Group is attempting to lessen the seasonality of the business by expanding its business into other related areas in the education sector through its internet education service portals.

##### **Reliance on Government Relationships**

The Group is relying upon continued good working relationships and acceptance from both the national and regional governments it works with. Additionally, continued collaboration with the CDC is important to the Group being able to sell and deliver the teacher training programs. If the CERSP portal was no longer acceptable or it failed to meet acceptable government standards for the K-12 sector, it would seriously impact the continued successful deployment of the CERSP portal and education service portal.

##### **Tax and Legal Systems in China**

The Group, through its subsidiaries, conducts a significant amount of its business in China. China currently has a number of laws related to various taxes imposed by both federal and regional governmental authorities. Applicable taxes include value added tax, corporate income tax (profits tax), and payroll (social) taxes, together with others. Laws related to these taxes have not been in force for a significant period, in contrast to more developed market economies; therefore, implementing regulations are often unclear or nonexistent. Often, differing opinions regarding legal interpretation exist both among and within government ministries and organizations; thus, creating uncertainties and areas of conflict. Tax declarations, together with other legal compliance areas (as examples, customs and currency control matters) are subject to review and investigation by a number of authorities, which are enabled by law to impose extremely severe fines, penalties and interest charges. These facts create tax risks in China substantially more significant than typically found in countries with more developed tax systems.

Management believes that the Group is in substantial compliance with the tax laws affecting its operations; however, the risk remains that the relevant authorities could take different positions with regard to interpretive issues and the effect could be significant. The fact that a year has been reviewed does not close that year, or any tax declaration applicable to that year, from further review.

### **Competition**

Foreign direct investment in China has increased rapidly and the investment environment has further improved to encourage foreign and local investors to invest in fields, such as education, high-tech, modern agriculture and infrastructure construction. A number of large companies are involved in the publishing and distribution of educational products in the mainstream areas of math, science and language arts. There is no guarantee that other competitors will not become involved in business similar to that of the Group.

### **Management**

The Group currently has a small executive management group, which is sufficient for its present stage of development. Although the Group's development to date has largely depended and in the future will continue to depend upon the efforts of certain current executive management, the loss of a member of this group could have a material adverse effect on the Group.

### **Funds Remittance**

Provided that conversion of Renminbi into foreign exchange and the remittance of foreign exchange are duly arranged in accordance with the relevant laws and regulations on foreign exchange, a Foreign Investment Enterprise ("FIE") is able to remit dividends and other payments from China.

According to the 1999 Circular on Relevant Questions Concerning the Remittance of Profits, Dividends and Bonuses out of China Through Designated Foreign Exchange Banks, effective from October 1, 1999, an FIE is permitted to remit profits, dividends and bonuses out of China in proportion to the amount of registered capital that has been paid up, notwithstanding that its registered capital has not been paid up pursuant to its constitutional documents.

### **Financial Instruments**

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's financial instruments consist of cash, trade and other receivables, due from related parties, long term other receivable, and trade and other payables.

The Group's financial instruments are exposed to the risks described below:

(a) Credit risk

Credit risk is the risk of an unexpected loss if a party to a financial instrument fails to meet its contractual obligations. The Group's credit risk is primarily attributable to cash and cash equivalents and accounts receivables. The Group has no significant concentration of credit risk arising from operations. Other receivables mainly consist of an advance to a third party for project development, as well as goods and services tax due from the Federal Government of Canada, interest receivable and amounts advanced to employees and others. Management assesses the credit risk concentration with respect to accounts receivable and other receivables annually and adjusts them accordingly.

(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. At September 30, 2011, the Group had a working capital deficiency of \$753,966 (December 31, 2010: \$2,173,168). The Group is focused on generating sales revenue and is actively pursuing additional sources of financing to ensure that it can meet its ongoing operating requirements and planned capital expenditures.

(c) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and equity prices.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. From time to time, the Group is exposed to short term interest rates through the interest earned on cash and cash equivalents. The Group has no interest-bearing debt. The Group's current policy is to invest excess cash in short-term deposits with its banking institutions. The Group periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(ii) Foreign currency exchange rate risk

Foreign currency exchange rate risk is the risk that the fair value of financial instruments or future cash flows will fluctuate as a result of changes in foreign exchange rates.

The majority of the Group's assets, liabilities, revenues and expenses are denominated in Chinese Renminbi ("RMB"), which was tied to the U.S. dollar and is now tied to a basket of currencies of China's largest trading partners, is not a freely convertible currency. The appreciation of the RMB against the U.S. dollar would result in an increase in the assets, liabilities, revenues and expenses of the Group and a foreign currency gain included in comprehensive income. Conversely, the devaluation of the RMB against the US dollar would result in a decrease in the assets, liabilities, revenues and expenses of the Group and a foreign currency loss included in comprehensive income.

The functional currency of CER is Canadian dollar and the functional currency of its China subsidiaries is RMB. Major transactions are transacted in Canadian dollars and RMB. The Group maintains Chinese RMB bank accounts in China to support monthly forecasted cash outflows. Management believes the foreign exchange risk derived from currency conversions is minimal and therefore does not hedge its foreign exchange risk.

(ii) Foreign currency exchange rate risk

Fluctuation in the value of Canadian dollar relative to US dollar has some impact on the Group's head office financial results. However, such exchange rate fluctuations have not materially affected the overall financial earnings and results on a consolidated basis.

## **SIGNIFICANT ACCOUNTING POLICIES**

The Company's financial statements for the year ending December 31, 2011 will be the Company's first set of annual financial statements that comply with IFRS, including the application of IFRS 1. IFRS 1 requires an entity to adopt IFRS in its first annual financial statements prepared under IFRS by making an explicit and unreserved statement in those financial statements of compliance with IFRS. The Company will make this statement when it issues its December 31, 2011 annual financial statements. For the current interim period, the Company has only complied with the requirements of IAS 34.

The accounting policies set out in note 3 of the notes to the financial statements have been applied in preparing the financial statements for the nine months ended September 30, 2011, the comparative information presented in these financial statements for the nine months ended September 30, 2010 and in the preparation of an opening IFRS statement of financial position at January 1, 2010 (the Company's date of transition).

### *Recent Accounting Pronouncements*

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Company:

#### *IFRS 9 "Financial Instruments – Classification and Measurement"*

IFRS 9 "Financial Instruments", which replaces the current standard, IAS 39 "Financial Instruments: Recognition and Measurement". The new standard replaces the current classification and measurements criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value, and is effective for annual periods beginning on or after January 1, 2013, with early application permitted. The Group will be required to adopt this standard. The Group has not yet assessed the impact of the standard or determined whether it will adopt it early.

#### *IFRS 10 "Consolidated Financial Statements"*

IFRS 10 "Consolidated Financial Statements" was issued in May 2011 and will supersede the consolidation requirements in SIC-12 "Consolidation - Special Purpose Entities" and IAS 27 "Consolidated and Separate Financial Statements" effective for annual periods beginning on or after January 1, 2013, with early application permitted. IFRS 10 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard also provides additional guidance to assist in the determination of control where this is difficult to assess. The Group is currently assessing the impact of this standard.

#### *IFRS 11 "Joint Arrangements"*

IFRS 11 "Joint Arrangements" was issued in May 2011 and will supersede existing IAS 31, "Joint Ventures" effective for annual period beginning on or after January 1, 2013, with early application permitted. IFRS 11 provides for the accounting of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard also eliminates the option to account for jointly controlled entities using the proportionate consolidation method. The Group is currently assessing the impact of this standard.

#### *IFRS 12 "Disclosure of Interests in Other Entities"*

IFRS 12 “Disclosure of Interests in Other Entities” was issued in May 2011 and is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. The Group is currently assessing the impact of this standard.

*IFRS 13 “Fair Value Measurement”*

IFRS 13 “Fair Value Measurement” was issued in May 2011 and sets out in a single IFRS a framework for measuring fair value. IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This definition of fair value emphasizes that fair value is a market-based measurement, not an entity-specific measurement. In addition, IFRS 13 also requires specific disclosures about fair value measurement. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. The Group is currently assessing the impact of this standard.

*IAS 1 “Presentation of Financial Statements”*

As of January 1, 2013, the Group will be required to adopt the amendments to IAS 1 “*Presentation of Financial Statements*” as it relates to the presentation of other comprehensive income (OCI). The amendments to this standard do not change the nature of the items that are currently recognized in OCI, but requires presentational changes. The adoption of this standard is not expected to have a material impact on the Group’s financial statements.

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2011, and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Company, except for IFRS 9 *Financial Instruments*, which becomes mandatory for the Company’s 2013 consolidated financial statements and is expected to impact the classification and measurement of financial assets. The extent of the impact has not been determined.

## **OUTLOOK**

The Group’s objective is to become one of the leading educational service providers in China. The Group has implemented a four step growth and revenue strategy which is now being commercialized and expanded nationwide.

The first step of the strategy involves working with various levels of government to deliver government-funded online teacher training programs. The Group developed 25 online teacher training courses for the continuous education of the teachers and the teachers can obtain government certificates upon successful completion any of these courses. In addition to the 25 teacher training courses, the Group recently developed another 56 new teacher training courses. The Group also obtained the rights to use 97 teacher training courses developed by others for provincial teacher training programs and has to pay a royalty to the course developers for the use of these courses. The Group also developed 100,000 K-12 online lesson plans and is continuing to develop new educational content and upgrade the technology and functions of its portal. More than 300,000 teachers were trained in the Group’s teacher training programs. The CER is the only public company endorsed by China’s Ministry of Education (“MOE”) for the national level online teacher training programs. The Group has made agreements with fourteen provinces and Chongqing, to deliver province-wide teacher training.

The second step of the strategy involves integrating the Company’s products and services into teachers’ daily routine. This will allow teachers to interact and communicate with each other. These products include online teacher training,

professional development and sharing of lesson plans. The CERSP portal has built up one of the largest and most popular K-12 teacher blog system in China with more than one million K-12 teachers registered. The CERSP portal has developed into a national brand and has a reputation for offering leading edge in-class and online learning products and services. The first two steps are well underway and expanding into more provinces.

The third step involves the promotion of ESP primarily to teachers. Each school pays a subscription fee for this product and provinces such as Liaoning have endorsed this as a way to provide teacher training and services programs through CER's School Platform. These programs require teachers achieve continuing training credits during their careers and are a milestone achievement for the Company. The provinces of Shaanxi and Guangxi have commenced similar programs based on the Company's School Platform.

The fourth step is the ESP that targets at the student area offering a number of products and services including our collection of online tutoring courses which is one of the largest in China, customized education resources, formative assessment tools and education games. Students and parents have to pay a subscription fee for this platform. A few provinces have started the discussion with CER for the program.

Working with various levels governments and based on CER's contacts with over 200 education authorities in various provinces of China, the successful commercialization of the company's products and services is occurring. The Company's four-step growth plan is currently being extended in fourteen provinces throughout China and represents a unique opportunity for investors to participate in the rapid growth of China's education sector. With the successful first nine months of 2011 result, we expect the sales will continue to grow in the rest of 2011.