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枫叶教育

China Maple Leaf Educational Systems Limited
中國楓葉教育集團有限公司*
*(Incorporated in the Cayman Islands
with limited liability)*
(Stock code: 1317)



Kingsley Edugroup Limited
皇壹國際教育企業集團有限公司
*(Incorporated in the Cayman Islands with
limited liability)*
(Stock code: 8105)

Maple Leaf Education Asia Pacific Limited
楓葉教育亞太有限公司
*(Incorporated in Hong Kong
with limited liability)*

**JOINT ANNOUNCEMENT
IN RELATION TO THE DESPATCH OF OFFER DOCUMENT
IN RELATION TO
VOLUNTARY CONDITIONAL GENERAL CASH OFFER
BY BALLAS CAPITAL LIMITED
ON BEHALF OF MAPLE LEAF EDUCATION ASIA PACIFIC LIMITED
TO ACQUIRE ALL THE ISSUED SHARES IN THE SHARE CAPITAL OF
KINGSLEY EDUGROUP LIMITED (OTHER THAN THOSE ALREADY
OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT)**

Reference is made to the joint announcement dated 29 January 2020 issued by Kingsley Edugroup Limited (“**Kingsley**” or “**Offeree**”), China Maple Leaf Educational Systems Limited and Maple Leaf Education Asia Pacific Limited (the “**Offeror**”) (the “**Joint Announcement**”) in relation to, among others, the Offer. Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in the Joint Announcement and the Offer Document.

* For identification purpose only

The Offer Document setting out, among others, details of the Offer, expected timetable of the Offer in respect of the Offer, together with the accompanying Acceptance Form, have been despatched to the Kingsley Shareholders and received by the Offeree on 19 February 2020.

Kingsley is preparing the Response Document which will include the advice of the Independent Financial Adviser and the recommendation of the Independent Board Committee of Kingsley in relation to the Offer. The Response Document is expected to be despatched on or before 4 March 2020.

The Kingsley Shareholders are advised to read the Offer Document and accompanying Acceptance Form, as well as the Response Document once it is available, before deciding whether to accept or reject the Offer. Kingsley Shareholders and/or potential investors of Kingsley are advised to exercise caution when dealing in the securities of Kingsley. The Offeror and the Offeree remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of Kingsley.

By Order of the Board
**China Maple Leaf Educational
Systems Limited**
Shu Liang Sherman Jen
Chairman and Chief Executive Officer

By Order of the Board
**Kingsley Edugroup
Limited**
Tan Sri Dato' Sri Goh Ming Choon
Chairman and Executive Director

By Order of the Board
Maple Leaf Education Asia Pacific Limited
Shu Liang Sherman Jen
Sole Director

Hong Kong, 19 February 2020

As at the date of this announcement, the sole director of the Offeror is Mr. Shu Liang Sherman Jen.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Kingsley Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Kingsley Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this announcement, the directors of China Maple Leaf Educational Systems Limited are:

Executive Directors:

Mr. Shu Liang Sherman Jen

Ms. Jingxia Zhang

Mr. James William Beeke

Non-executive director:

Mr. Howard Robert Balloch

Independent non-executive Directors:

Mr. Peter Humphrey Owen

Mr. Alan Shaver

Mr. Lap Tat Arthur Wong

The directors of Maple Leaf jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Kingsley Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Kingsley Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint misleading.

As at the date of this announcement, the directors of the Offeree are:

Executive Directors:

Tan Sri Dato' Sri Goh Ming Choon

Dato' Goh Meng Keong

Dr. Chua Ping Yong

Independent non-executive Directors:

Professor Emeritus Tan Sri Dato' Dr. Mohamed Salleh Bin Mohamed Yasin

Tan Sri Dato' Hj Abd Karim Bin Shaikh Munisar

Prof. Dr. Rozainun Binti Abdul Aziz

The directors of Kingsley jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by Offeror Directors and Maple Leaf Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on Kingsley's website at www.kingsley.edu.my.