

## APPENDIX III

## PROFIT FORECAST

*The forecast of the consolidated profit of the Group for the year ending August 31, 2014 attributable to equity holders of the Company is set out in the paragraph headed “Profit Forecast” under the section headed “Financial Information” in this [REDACTED].*

### BASES AND ASSUMPTIONS

The forecast of the consolidated profit of the Group for the year ending August 31, 2014 attributable to equity holders of the Company prepared by the Directors is based on the audited consolidated results of the Group for [the six months ended February 28, 2014, the unaudited consolidated results of the Group for the two months ended April 30, 2014 and a forecast of the consolidated results of the Group for the remaining four months ending August 31, 2014]. The forecast has been prepared on the basis of the accounting policies consistent in all material aspects with those currently adopted by the Group as summarized in the accountants’ report of historical financial information of the Group, the text of which is set out in Appendix I to this [REDACTED] and is based on the following principal assumptions:

- There will be no material changes in the existing political, legal, fiscal, market or economic conditions in the PRC, in which the Group currently operates or which are otherwise material to the Group’s business;
- there will be no changes in legislation, regulations or rules in the PRC in which the Group operates or with which the Group has arrangements or agreements, which may materially adversely affect the Group’s business or operations;
- there will be no material changes in inflation rates, interest rates or foreign exchange rates from those currently prevailing in the context of the Group’s operations;
- there will be no material changes in the bases or applicable rates of taxation, surcharges or other government levies in the PRC in which the Group operates; there will be no wars, military incidents, pandemic diseases or natural disasters that would have a material impact on the Group’s business and operating activities;
- the Group’s operations and financial performance will not be materially and adversely impacted by any of the risk factors set out in the section headed “Risk Factors” in this [REDACTED]; and
- [with respect to valuation of the Series A Preferred Shares, changes in the fair value of the Series A Preferred Shares are dependent on market conditions and other factors that are beyond our control at the relevant time. The profit forecast of [RMB40.0] million (approximately HK\$[50.7] million) for the year ended August 31, 2014 is after the fair value adjustment on Series A Preferred Shares and includes a loss on increase in the fair value estimated at [RMB79.5 million] (approximately [HK\$100.8] million) based on the following assumptions (1) as the Company approaches the Listing, liquidity of its shares increases and the discount for lack of marketability decreases to 5% and (2) other than the change in marketability, there would be no material change in the Company’s operations and operating environment from April to August 2014, that would significantly affect the Company’s value. The fair value of the Preferred Shares was determined by the allocation of equity interest among Preferred Shares and ordinary Shares on an as-if converted basis, as the Listing is imminent and the Preferred Shares would be automatically converted into ordinary Shares upon Listing. The fair value of the Series A Preferred Shares and/or any revaluation increase or decrease on the Series A Preferred Shares at August 31, 2014 may differ materially from our estimate.]

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### LETTER FROM THE REPORTING ACCOUNTANTS

*The following is the text of a letter, received from our reporting accountants, Deloitte Touche Thomatsu, Certified Public Accountants, Hong Kong, prepared for the purpose of the forecast of our consolidated profit attributable to the equity holders of the Company for the year ending August 31, 2014.*

**Deloitte.**  
**德勤**

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太古廣場一座35樓

Deloitte Touche Tohmatsu  
35/F One Pacific Place  
88 Queensway  
Hong Kong

[Date]

The Board of Directors

China Maple Leaf Education Systems Limited

[REDACTED]

Dear Sirs,

China Maple Leaf Education Systems Limited (the “Company”)

### Profit Forecast for The Year Ending August 31, 2014

We refer to the forecast of the consolidated profit attributable to equity holders of the Company for the year ended August 31, 2014 (the “Profit Forecast”) set forth in the section headed Financial Information in the [REDACTED] of the Company dated [date] (the “[REDACTED]”).

### Responsibilities

The Profit Forecast has been prepared by the directors of the Company based on the audited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the [six months ended February 28, 2014, the unaudited consolidated results based on the management accounts of the Group for the two months ended April 30, 2014 and a forecast of the consolidated results of the Group for the remaining four months ending August 31, 2014.]

The Company’s directors are solely responsible for the Profit Forecast. It is our responsibility to form an opinion on the accounting policies and calculations of the Profit Forecast based on our procedures.

### Basis of opinion

We carried out our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 500 “Reporting on Profit Forecasts, Statements of Sufficiency of Working Capital and Statements of Indebtedness” and with reference to Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” issued by the Hong Kong Institution of Certified Public Accountants (“HKICPA”). Those standards require that we plan and perform our work to obtain reasonable assurance as to whether, so far as the accounting policies and calculations are concerned, the Company’s directors have properly compiled the Profit Forecast in accordance with the assumptions made by the Company’s directors and as to whether the Profit Forecast is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

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**PROFIT FORECAST**

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**Opinion**

In our opinion, so far as the accounting policies and calculations are concerned, the Profit Forecast has been properly compiled in accordance with the bases and assumptions adopted by the directors as set out in Appendix [II] of the [REDACTED] and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in our accountants’ report on the historical financial information of the Group for the three years ended August 31, 2011, 2012 and 2013 and the six months ended February 28, 2014 dated [date], the text of which is set out in Appendix [I] of the [REDACTED].

**Other matter**

[We draw to your attention that the directors of the Company have disclosed in the section headed “Profit Forecast” in the Appendix III to the [REDACTED] that in preparing the Profit Forecast, the directors of the Company have assumed that there will be a charge to the consolidated statement of profit or loss and other comprehensive income in respect of loss on increase in the fair value of the redeemable convertible preferred shares amounting to approximately RMB[79.5] million (approximately HK\$[100.8] million), which are estimated based on the assumptions as set out in the section headed “BASES AND ASSUMPTIONS” of the Appendix III. Should any increase or decrease in the fair value of the redeemable convertible preferred shares differ from the amount estimated by the directors of the Company, such differences would have effect of increasing or decreasing the net profit of the Group for the year ending August 31, 2014 attributable to equity holders of the Company. Our opinion is not qualified in respect of this matter.]

Yours faithfully,

[Deloitte Touche Tohmatsu]  
Certified Public Accountants  
Hong Kong  
[Date]

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### LETTER FROM [REDACTED]

*[The following is the text of a letter, prepared for inclusion in this [REDACTED] by the Joint Sponsors in connection with the forecast of our consolidated profit attributable to the equity holders of the Company for the year ending August 31, 2014.]*

[REDACTED]

[Date] 2014

The Directors  
China Maple Leaf Educational Systems Limited

Dear Sirs,

[We refer to the forecast of the consolidated profit attributable to equity holders of China Maple Leaf Educational Systems Limited (the “Company”) for the year ending August 31, 2014 (the “Profit Forecast”), for which the directors of the Company (the “Directors”) are solely responsible, as set out in the section headed “Financial Information” in the [REDACTED] of the Company dated [Date] 2014 (the “[REDACTED]”).

The Profit Forecast has been prepared by the Directors based on the audited consolidated results of the Company, its subsidiaries and the consolidated affiliated entities (collectively referred to as the “Group”) for the six months ended February 28, 2014 as set out in the Accountants’ Report in Appendix I to the [REDACTED], the unaudited consolidated results based on the management accounts of the Group for the two months ended April 30, 2014 and a forecast of the consolidated results of the Group for the remaining four months ending August 31, 2014.

We have discussed with you the bases made by the Directors as set out in Appendix III to the [REDACTED] upon which the Profit Forecast has been made. We have also considered the letter dated [Date] 2014 addressed to yourselves and ourselves from Deloitte Touche Tohmatsu regarding the accounting policies and calculations upon which the Profit Forecast has been based.

On the basis of the information comprising the Profit Forecast and on the basis of the accounting policies and calculations adopted by you and reviewed by Deloitte Touche Tohmatsu, we are of the opinion that the Profit Forecast, for which you as the directors of the Company are solely responsible, has been made after due and careful enquiry.]

For and on behalf of

[REDACTED]