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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 4 FEBRUARY 2015

At the annual general meeting (the “AGM”) of China Maple Leaf Educational Systems Limited (the “Company”) held on 4 February 2015, all the proposed resolutions as set out in the notice of the AGM dated 31 December 2014 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors for the year ended 31 August 2014.	828,043,708 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Shu Liang Sherman Jen as an executive director of the Company.	821,990,708 (99.27%)	6,053,000 (0.73%)
	(b) To re-elect Mr. Zhenwan Liu as an executive director of the Company.	828,043,708 (100.00%)	0 (0.00%)
	(c) To re-elect Ms. Jingxia Zhang as an executive director of the Company.	826,293,708 (99.79%)	1,750,000 (0.21%)
	(d) To re-elect Mr. James William Beeke as an executive director of the Company.	826,293,708 (99.79%)	1,750,000 (0.21%)
	(e) To re-elect Mr. Howard Robert Balloch as a non-executive director of the Company.	823,437,708 (99.44%)	4,606,000 (0.56%)
	(f) To re-elect Mr. Peter Humphrey Owen as an independent non-executive director of the Company.	828,043,708 (100.00%)	0 (0.00%)
	(g) To re-elect Mr. Chak Kei Jack Wong as an independent non-executive director of the Company.	828,043,708 (100.00%)	0 (0.00%)
	(h) To re-elect Mr. Lap Tat Arthur Wong as an independent non-executive director of the Company.	828,043,708 (100.00%)	0 (0.00%)
	(i) To authorize the board of Directors (the “Board”) to fix the respective directors’ remuneration.	828,043,708 (100.00%)	0 (0.00%)
3.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the Board to fix their remuneration.	828,043,708 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of this resolution.	828,043,708 (100.00%)	0 (0.00%)
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of this resolution.	789,957,909 (95.40%)	38,085,799 (4.60%)
6.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal value of the shares repurchased by the Company.	789,957,909 (95.40%)	38,085,799 (4.60%)

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 6, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 1,334,000,000 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 1,334,000,000 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated 31 December 2014 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s Hong Kong share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By order of the Board
China Maple Leaf Educational Systems Limited
Shu Liang Sherman Jen
Chairman and Executive Director

Hong Kong, 4 February 2015

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

Executive Directors:

Shu Liang Sherman Jen (*Chairman and Co-Chief Executive Officer*)

Zhenwan Liu (*Vice Chairman, President and Co-Chief Executive Officer*)

Jingxia Zhang (*Senior Vice President and Co-Chief Financial Officer*)

James William Beeke (*Vice President and BC Program Superintendent*)

Non-executive Director:

Howard Robert Balloch

Independent Non-executive Directors:

Peter Humphrey Owen

Chak Kei Jack Wong

Lap Tat Arthur Wong

* *For identification purposes only.*