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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)

DISPOSAL OF SHARES BY SUBSTANTIAL SHAREHOLDERS AND ACQUISITION OF SHARES BY THE CONTROLLING SHAREHOLDER

This announcement is made by China Maple Leaf Educational Systems Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board of directors (the “**Board**”) of the Company hereby announces that the Company has been notified by Sequoia Capital China Growth Fund Management I, L.P. (“**SCC Management**”), the general partner of Sequoia Capital China Growth Fund I, L.P., Sequoia Capital China Growth Partners Fund I, L.P. and Sequoia Capital China GF Principals Fund I, L.P. (the “**Sequoia Entities**”) that, upon the expiry of the six-month lock-up period in the pre-IPO investment agreement between the Company and the Sequoia Entities, on 3 June 2015, the Sequoia Entities have entered into arrangements to dispose of an aggregate of 83,000,000 shares (the “**Sale Shares**”) of the Company (representing approximately 6.10% of the issued share capital of the Company as at the date of this announcement). Upon completion of the disposal, the Sequoia Entities will collectively hold 146,116,542 shares of the Company (representing approximately 10.75% of the issued share capital of the Company as at the date of this announcement).

The Board has also been informed that 30,000,000 of the Sale Shares were acquired by Sherman Investment Holdings Ltd. (“**Sherman Investment**”), a company wholly-owned by Mr. Shu Liang Sherman Jen (“**Mr. Jen**”), the Chairman, executive director, co-chief executive officer and a controlling shareholder of the Company. Upon completion of the acquisition by Sherman Investment, the number of shares of the Company held by Sherman Investment will increase from 705,869,909 shares (representing approximately 51.91% of the issued share capital of the Company as at the date of this announcement) to 735,869,909 shares (representing approximately 54.12% of the issued share capital of the Company as at the date of this announcement) and the

number of shares of the Company in which Mr. Jen is deemed to be interested in will increase from 710,081,924 shares (representing approximately 52.22% of the issued share capital of the Company as at the date of this announcement) to 740,081,924 shares (representing approximately 54.43% of the issued share capital of the Company as at the date of this announcement).

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

Hong Kong, 4 June 2015

As at the date of this announcement, the Board comprises Mr. Shu Liang Sherman Jen, Mr. Zhenwan Liu, Ms. Jingxia Zhang and Mr. James William Beeke as executive Directors; Mr. Howard Robert Balloch as non-executive Director; and Mr. Peter Humphrey Owen, Mr. Chak Kei Jack Wong and Mr. Lap Tat Arthur Wong as independent non-executive Directors.

* *For identification purposes only*