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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)

ANNOUNCEMENT

PLEDGE OF SHARES BY 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 (the “**Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The Company has been notified on 4 June 2015 that, Sherman Investment Holdings Ltd. (the “**Controlling Shareholder**”), a company wholly-owned by Mr. Shu Liang Sherman Jen, the Chairman, executive director, co-chief executive officer and a controlling shareholder of the Company, has pledged 705,869,909 shares in the issued share capital of the Company in favour of The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) as security for a loan facility provided to the Controlling Shareholder, which will be used to pay the purchase price for the 30,000,000 shares of the Company that the Controlling Shareholder acquired from certain substantial shareholders of the Company (reference is made to the announcement of the Company in relation to the disposal of shares by substantial shareholders and acquisition of shares by the Controlling Shareholder dated 4 June 2015). As at the date of this announcement, to the best knowledge of the Company, HSBC is not interested in any of the shares of the Company. The pledged shares represent in aggregate approximately 51.91% of the issued share capital of the Company as at the date of this announcement. The above pledge of shares does not fall within the scope of Rule 13.17 of the Listing Rules.

As at the date of this announcement, the Controlling Shareholder is deemed to be interested in 740,081,924 shares of the Company, representing approximately 54.43% of the issued share capital of the Company.

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

Hong Kong, 5 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*