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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)**

**VOLUNTARY ANNOUNCEMENT**  
**ACQUISITION OF 100% EQUITY INTEREST IN**  
**XIANGYANG JUNPENG EDUCATION CONSULTING**  
**COMPANY LIMITED\*(襄陽君鵬教育諮詢有限公司)**

This announcement is made by China Maple Leaf Educational Systems Limited (the “**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) on a voluntary basis to provide update on the latest business development of the Group to the shareholders (the “**Shareholders**”) and potential investors of the Company.

The board (the “**Board**”) of directors (“**Directors**”) of the Company is pleased to announce that, on 29 August 2018 (after trading hours), Dalian Maple Leaf Preschool Educational Enterprise Management Company Limited\* (大連楓葉學前教育企業管理有限公司) (the “**Purchaser**”), an indirect wholly-owned subsidiary of the Company, entered into the following two separate agreements: (i) an equity purchase agreement (the “**Agreement A**”) with Shanghai Pengxing Enterprise Management Consulting Service Partnership (Limited Partnership)\* (上海鵬星企業管理諮詢服務合夥企業(有限合夥)) (“**Vendor A**”) in relation to the acquisition (the “**Acquisition A**”) of 50% equity interest in Xiangyang Junpeng Education Consulting Company Limited\* (襄陽君鵬教育諮詢有限公司) (the “**Target Company**”) at a total consideration of RMB65,000,000 (equivalent to approximately HK\$74,951,500) (subject to any adjustment as set out in the Agreement A); and (ii) an equity purchase agreement (the “**Agreement B**”) with Shanghai Pengyue Enterprise Management Consulting Partnership (Limited Partnership)\* (上海鵬躍企業管理諮詢合夥企業(有限合夥)) (“**Vendor B**”) in relation to the acquisition (the “**Acquisition B**”) of the remaining 50% equity interest in the Target Company at a total consideration of RMB65,000,000 (equivalent to approximately HK\$74,951,500) (subject to any adjustment as set out in the Agreement B).

As at the date of the Agreement A and Agreement B (together, the “**Agreements**”), Vendor A and Vendor B each owns 50% of the equity interest in the Target Company respectively. Vendor A and Vendor B are both primarily engaged in the investment in and management of education business. The Target Company is a company established in the PRC with limited liability.

The Target Company wholly owns seven kindergartens (the “**Kindergartens**”) with student enrollment of approximately 1,380 and three owned campuses of 5,120 sqm, located in Xiangyang City, Hubei Province, the People’s Republic of China (the “**PRC**”).

To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, each of Vendor A and Vendor B and their respective ultimate beneficial owners are independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

## **INFORMATION OF THE GROUP**

The Group has over twenty three years of experience in providing quality preschool to grade 12 (“**K-12**”) educational services in China and Canada by combining the merits of both western and Chinese educational philosophies. The Group’s high schools (for students from grade 10 to 12) are certified by the Ministry of Education of British Columbia (“**BC**”), Canada and Chinese educational authorities respectively allowing our graduates to receive both a fully accredited BC diploma and a Chinese diploma. Furthermore, all our high schools have been accredited by AdvancED, the largest school accreditation agency in the United States of America. The Group targets students from middle-class families who aim to pursue higher education abroad and the tuition fees are affordable and competitive.

## **REASONS AND BENEFITS OF THE ACQUISITIONS**

Upon completion of the Acquisition A and Acquisition B (together, the “**Acquisitions**”), the Group will assume operation of the Kindergartens in Xiangyang City. With the Group’s elementary school in Xiangyang City (the “**Elementary School**”) expected to be opened in September 2019, which will be operated in cooperation with the local government, the Kindergartens would help the Group to secure a steady source of students for the Elementary School. The Acquisitions also provide an opportunity for the Group to build brand awareness in a developing city and to further expand its school network in Hubei Province. The Board is of the view that the addition of the Kindergartens to the Group’s school network will create synergies with the Elementary School and thereby enhance the profitability of the Group and strengthen its position in the education industry in China.

## **IMPLICATIONS UNDER THE LISTING RULES**

To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, each of Vendor A and Vendor B and their respective ultimate beneficial owners are independent of the Company and its connected persons (as defined in the Listing Rules).

Since all applicable percentage ratios in respect of the Acquisitions (when aggregated) are less than 5%, the Acquisitions do not constitute a notifiable transaction under Chapter 14 of the Listing Rules. This announcement is made by the Company on a voluntary basis for the information of the Shareholders and potential investors of the Company.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

*The translations between RMB and HK\$ in this announcement were made at the rate of RMB1.00 to HK\$1.1531. No representation is made and none should be construed as being made that the amounts denominated in one currency could actually be converted into the amounts denominated in another currency at the rates indicated or at all on the date hereof or any other date.*

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

Hong Kong, 29 August 2018

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

*\* Denotes English translation of a Chinese name (or vice versa) and is for identification purposes only*