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## **US\$125,000,000 2.25 PER CENT. CONVERTIBLE BONDS DUE 2026**

**ISSUED BY**

**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)**

**(the “Company”)**

**(the “Bonds”)**

**(Stock Code: 40564)**

### **RELEVANT EVENT IN RELATION TO THE BONDS**

#### **1. DEFINITIONS AND INTRODUCTION**

Reference is made to the Bonds.

Capitalised terms used but not otherwise defined herein shall have the meanings ascribed to them in the terms and conditions of the Bonds (the “**Bond Conditions**”).

#### **2. OCCURRENCE OF RELEVANT EVENT**

Pursuant to Condition 8(E) (*Redemption for Relevant Event*) of the Bond Conditions, a “**Relevant Event**” shall occur when, among other things, the Shares of the Company are suspended from trading for a period equal to or exceeding 14 consecutive Trading Days on the Hong Kong Stock Exchange.

A Relevant Event under the Bond Conditions occurred on 23 May 2022 on the basis that trading in the Shares (stock code: 01317) on the Hong Kong Stock Exchange has been suspended since 9:00 a.m. on 3 May 2022 (<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0503/2022050300185.htm>).

Pursuant to the Bond Conditions, the holder of each Bond will have the right, at such holder's option (the "**Bondholder Put Option**"), to require the Company to redeem all or some only of such holder's Bonds on the Relevant Event Redemption Date at the Early Redemption Amount together with interest accrued but unpaid to (but excluding) such date in accordance with the Bond Conditions. Whether to exercise the Bondholder Put Option is at the discretion of Bondholders. Should Bondholders choose to exercise the Bondholder Put Option, Bondholders may refer to the procedures set out in Condition 8(E) (*Redemption for Relevant Event*) of the Bond Conditions.

As at the date of this announcement, the aggregate outstanding principal amount of the Bonds is US\$125,000,000.

### **3. CONTINUED SUSPENSION OF TRADING**

References are made to the announcements of the Company dated 27 April 2022, 16 May 2022, 23 May 2022 and 30 May 2022, in relation to, among other matters, further delay in publication of the unaudited interim results of the Group ("**Interim Results**") for the six months ended 28 February 2022.

Trading in the Shares (stock code: 01317) and debt securities (stock code: 40564) on the Hong Kong Stock Exchange has been suspended since 9:00 a.m. on 3 May 2022 due to the delay in publication of the Interim Results and will remain suspended until the Company fulfils the Resumption Guidance as described in the Company's announcement dated 30 May 2022.

### **4. TRUSTEE DISCLAIMER**

The Trustee takes no responsibility for the contents of this announcement.

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

Hong Kong, 1 June 2022

*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; and Mr. Peter Humphrey Owen, Mr. Alan Shaver and Mr. Lap Tat Arthur Wong as Independent Non-executive Directors.*

\* *For identification purposes only*

**THIS ANNOUNCEMENT IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF BONDHOLDERS. IF BONDHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL OR LEGAL ADVISOR.**

**THIS ANNOUNCEMENT IS PROVIDED BY THE COMPANY. THE TRUSTEE ACCEPTS NO RESPONSIBILITY FOR THE ACCURACY OR COMPLETENESS OF THIS ANNOUNCEMENT OR THE INFORMATION CONTAINED IN IT.**

**HOLDERS OF THE BONDS AND POTENTIAL INVESTORS IN THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING WITH THE COMPANY.**