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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: 01317)

(the “Company”)

(the “Bonds”)

(Stock Code: 40564)

UPDATE REGARDING RELEVANT EVENT IN RELATION TO THE BONDS

1. DEFINITIONS AND INTRODUCTION

This announcement is made by China Maple Leaf Educational Systems Limited (“**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) (“**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the Bonds and to the announcement of the Company dated 1 June 2022 (the “**Announcement**”).

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**”) and the Announcement, as applicable.

* *For identification purposes only*

2. REDEMPTION FOR RELEVANT EVENT

In accordance with Condition 8(E) (*Redemption for Relevant Event*) of the Bond Conditions:

- (i) following the occurrence of the Relevant Event described in the Announcement, a holder of each Bond had the right, at such holder's 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 by submitting to the specified office of the Paying Agent a Relevant Event Redemption Notice within the applicable time period specified in Condition 8(E) (*Redemption for Relevant Event*) of the Bond Conditions (the "**Exercise Period**");
- (ii) the Exercise Period expired on 31 July 2022; and
- (iii) the Relevant Event Redemption Date is 14 August 2022.

As at the date of this announcement, the aggregate outstanding principal amount of the Bonds is US\$125,000,000 and the aggregate principal face value of the Bonds in respect of which the Paying Agent has received a Relevant Event Redemption Notice on or prior to the expiry of the Exercise Period is US\$125,000,000. The Company is actively monitoring the development and liaising with relevant Bondholders and the Trustee in relation to the Relevant Event Redemption Notices. The Company will make further announcement(s) in relation to this matter as and when appropriate.

3. CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company (stock code: 1317) and the debt securities of the Company (stock code: 40564) on the Stock Exchange has been suspended since 9:00 a.m. on 3 May 2022 due to the delay in publication of the unaudited interim results of the Group for the six months ended 28 February 2022 and will remain suspended until the Company fulfils the Resumption Guidance imposed by the Stock Exchange on the Company 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 August 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.

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.

SHAREHOLDERS OF THE COMPANY, HOLDERS OF THE BONDS AND POTENTIAL INVESTORS IN THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY.