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

ISSUED BY



枫叶教育

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)

CANCELLATION OF MEETING OF BONDHOLDERS

Bondholders may obtain the Notice of Cancellation (as defined below) from the Tabulation Agent, the contact details for which are set out below. In order to access a copy of the Notice of Cancellation, a Bondholder will be required to provide confirmation as to such person’s status as a Bondholder.

DEFINITIONS AND INTRODUCTION

This announcement is made by the Company, together with its subsidiaries and consolidated affiliated entities, the “**Group**”, pursuant to Rules 13.09(2) and 37.47E(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**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 announcements of the Company dated 27 April 2022, 16 May 2022, 30 May 2022, 1 June 2022, 1 August 2022, 16 August 2022, and 1 September 2022 (collectively, the “**Announcements**”).

Capitalised terms used but not otherwise defined herein shall have the meanings ascribed to them in the Notice of Cancellation (as defined below) and the Announcements (as applicable).

CANCELLATION OF MEETING

The Company has issued and disseminated to Bondholders a notice of cancellation of meeting (dated 15 September 2022) (the “**Notice of Cancellation**”) in accordance with Condition 17 of the Bond Conditions, to cancel the Meeting of the holders of the Bonds scheduled to be held at 10:00 a.m. (Hong Kong time) on 23 September 2022 at the office of Ashurst Hong Kong at 11/F, Jardine House, 1 Connaught Place, Central, Hong Kong (the “**23 September Meeting**”).

Such cancellation has arisen as a result of the need to amend the terms of the Extraordinary Resolution (such amended Extraordinary Resolution, the “**Amended Extraordinary Resolution**”) following further commercial negotiations between the Company and the Consenting Bondholders.

Such cancellation of the 23 September Meeting is made in accordance with the terms of the Trust Deed and the 23 September Meeting shall be deemed not to have been convened accordingly.

Notice of a further meeting of the holders of the Bonds for the purpose of considering and, if thought fit, passing the Amended Extraordinary Resolution shall be given by the Company in due course.

Bondholders who need assistance should contact the Tabulation Agent at the following contact details:

Kroll Issuer Services Limited

Email: mapleleaf@is.kroll.com

Telephone: +44 20 7704 0880 (in London)/+852 2281 0114 (in Hong Kong).

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

Hong Kong, 16 September 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.

Trading in the shares of the Company (Stock Code: 1317) and the debt securities of the Company (Debt Securities 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 announcement of the Company dated 30 May 2022. Shareholders of the Company and potential investors should exercise caution when dealing in the securities of the Company.

* For identification purposes only