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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: 1317)**

### **ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES**

This announcement is issued pursuant to Rule 13.18 of the Listing Rules.

#### **TERM LOAN FACILITY**

The Board is pleased to announce that, on 22 December 2022, CIS Pte Ltd (as a borrower), among others, and the Original Lenders (as lenders) have entered into the Term Loan Facility Agreement pursuant to which the Original Lenders agreed to make available the Term Loan Facility in an aggregate amount up to USD143,000,000 with a final maturity date being the date falling 18 months after the utilisation date of the Term Loan Facility. The proceeds of the Term Loan Facility will be used for refinancing of existing indebtedness of the Group (including the amounts outstanding under or in connection with the Existing Facility Agreement), financing the payment of the 2022 Acquisition Cash Consideration, payment of expenses in connection with the Term Loan Facility and the general working capital requirements of the Group.

The Term Loan Facility Agreement imposes, among other things, specific performance obligations on the controlling shareholder of the Company. As at the date of this announcement, Mr. Jen and Sherman Investment Holdings Limited (indirectly wholly owned by a discretionary trust, of which Mr. Jen is the founder who can influence how the trustee exercises his discretion) are the controlling shareholders who were interested or deemed to be interested in 1,570,858,010 Shares and 1,483,639,818 Shares respectively (representing approximately 52.44% and 49.53% of the total issued share capital of the Company respectively).

## **SPECIFIC PERFORMANCE OBLIGATION OF THE CONTROLLING SHAREHOLDER**

Pursuant to the Term Loan Facility Agreement, a change of control event occurs (among other matters) if:

- (I) Mr. Jen and each of his immediate family members (taken together) do not or cease directly or indirectly to:
  - (a) have the power (whether by way of ownership of shares, contract, agency or otherwise) to cast, or control the casting of, more than 30% of the maximum number of votes that might be cast at a general meeting of the Company; or
  - (b) beneficially own and control more than 30% of the issued share capital of the Company; or
- (II) any person or persons acting in concert (other than Mr. Jen and each of his immediate family members) (whether directly or indirectly and whether individually or together) beneficially owns and controls more of the issued voting share capital of the Company than Mr. Jen and each of his immediate family members (taken together).

If a change of control event abovementioned occurs:

- (a) the Borrower shall promptly (and in any case no later than 1 Business Day of becoming aware of that event) notify the agent; and
- (b) irrespective of whether the Borrower has complied with paragraph (a):
  - (i) no Lender shall be obliged to participate in the making of the Loan; and
  - (ii) each Available Commitment of each Lender will be immediately cancelled and reduced to zero and the Loan, together with accrued interest, and all other amounts accrued or outstanding under the finance documents, shall become immediately due and payable.

The Company will make appropriate disclosure in its subsequent interim and annual reports for so long as such obligation continues to existing pursuant to Rule 13.21 of the Listing Rules.

## **CONTINUED SUSPENSION OF TRADING**

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.**

## **DEFINITIONS**

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings:

“2022 Acquisition Cash Consideration”	the aggregate cash consideration payable by Maple Leaf CIS for the acquisition of the remaining 10% of the issued share capital of Star Readers Pte. Ltd. in accordance with the sale and purchase agreement dated 19 June 2020, pursuant to which Maple Leaf CIS agreed to acquire 100% of the issued share capital of Star Readers Pte. Ltd. in two tranches. For details, please refer to the announcements of the Company dated 22 June 2020, 15 July 2020, 20 August 2020 and 27 August 2020 and the circular of the Company dated 30 September 2020
“Available Commitment”	a Lender’s Commitment minus the amount of its participation in the outstanding Loan
“Board”	the board of Directors of the Company
“CIS Pte Ltd” or “Borrower”	Canadian International School Pte. Ltd., a company incorporated under the laws of Singapore and an indirect subsidiary of the Company
“Commitment”	in relation to an Original Lender, the USD amount set opposite its name under the Term Loan Facility Agreement and the USD amount of any other Commitment transferred to it under the Term Loan Facility Agreement; and in relation to any other Lender, the USD amount of any Commitment transferred to it under the Term Loan Facility Agreement
“Company”	China Maple Leaf Educational Systems Limited, a company incorporated under the laws of the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

“Existing Facility Agreement”	the facility agreement dated 16 August 2020 originally between, among others, Maple Leaf CIS as original borrower, the Company as a guarantor and a subsidiary of the Company (as a guarantor) and certain lenders pursuant to which the lenders agreed to make available a term loan facility in an aggregate amount up to SGD225,000,000 with a final maturity date being the date which is three years after the utilisation date of the term loan. On 26 August 2020, a deed of novation was entered into between, among others, Maple Leaf CIS as original borrower, CIS Pte Ltd as new borrower, the Company as guarantor and certain lenders pursuant to which the said term loan facility was novated from Maple Leaf CIS as original borrower to CIS Pte Ltd as new borrower
“Group”	the Company, its subsidiaries and consolidated affiliated entities
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Lender”	any Original Lender and any bank, financial institution, trust, fund or other entity which has become a party as a lender in accordance with the Term Loan Facility Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the loan made or to be made under the Term Loan Facility or the principal amount outstanding for the time being of the loan (including, for the avoidance of doubt, the amount (if any) of such loan withheld by the agent or a Lender and applied on behalf of the Borrower in accordance with the Term Loan Facility Agreement)
“Maple Leaf CIS”	Maple Leaf CIS Holdings Pte. Limited, a limited company incorporated in Singapore and a wholly-owned indirect subsidiary of the Company
“Mr. Jen”	Mr. Shu Liang Sherman Jen, executive Director, the chairman of the Board and a controlling shareholder
“Original Lenders”	a group of financial institutions referred to as the original lenders in the Term Loan Facility Agreement
“S\$” or “SGD”	Singapore dollar, the lawful currency of Singapore
“Singapore”	the Republic of Singapore

“Share(s)”	the ordinary share(s) in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Term Loan Facility”	the US dollar term loan facility made available under the Term Loan Facility Agreement in an aggregate amount equal up to USD143,000,000
“Term Loan Facility Agreement”	the facility agreement dated 22 December 2022 and entered into, among others, CIS Pte Ltd (as a borrower) and the Original Lenders (as lenders), in relation to the Term Loan Facility
“US\$” or “USD”	the lawful currency of the United States of America
%	per cent.

*In this announcement, amounts in S\$ and US\$ are translated into HK\$ on the basis of S\$1 = HK\$5.7343 and US\$1 = HK\$7.7829 respectively. The conversion rates are for illustration purposes only and should not be taken as a representation that S\$ or US\$ could actually be converted into HK\$ at such rate or at all.*

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

Hong Kong, 22 December 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*