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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)

### PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

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 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) (“**Listing Rules**”).

The board (“**Board**”) of directors (“**Director(s)**”) of the Company proposes to amend (“**Proposed Amendments**”) the existing amended and restated memorandum and articles of association (“**Memorandum and Articles of Association**”) of the Company to be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022. In view of the proposed changes, the Board proposes to adopt an amended and restated memorandum and articles of association (“**New Memorandum and Articles of Association**”) of the Company in substitution for, and to the exclusion of, the Memorandum and Articles of Association.

The major areas of the Proposed Amendments are set out below:

1. to allow all general meetings (including, *inter alia*, an annual general meeting, an extraordinary general meeting, any adjourned meeting or postponed meeting) to be held as a physical meeting, or as a virtual meeting or a combination of both;
2. to include relevant definitions to align the relevant provisions in the New Memorandum and Articles of Association with the applicable laws of the Cayman Islands and the Listing Rules, and making corresponding changes to the relevant articles;

3. to update the definition of “Companies Law” to bring it in line with the Companies Act (as revised), Cap. 22 of the Cayman Islands (“**Companies Act**”);
4. to delete the provision in relation to the Company’s purchases of redeemable shares not made through the market or by tender;
5. to clarify that the respective period of (i) the closure of the register(s) of members for inspection and (ii) the suspension for the registration of transfers of shares in any year may be extended with the approval of the shareholders of the Company (“**Shareholder(s)**”) by ordinary resolution in that year provided that such period shall not be extended beyond sixty days (or such other period as may be prescribed under applicable law) in any year;
6. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year (or such other period as may be permitted by the Listing Rules, the applicable law or the Stock Exchange);
7. to clarify that an annual general meeting of the Company must be called by notice of not less than twenty-one days, while any extraordinary general meeting may be called by notice of not less than fourteen days;
8. to include additional details to be specified in a notice of general meeting in light of the allowing of general meetings to be held as a physical meeting, or as a virtual meeting;
9. to provide that the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal number 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting;
10. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
11. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
12. to provide that the appointment of the auditor of the Company shall be by way of an ordinary resolution;

13. to provide that the remuneration of the auditor of the Company shall be fixed by ordinary resolution;
14. to provide that subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily; and
15. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (“AGM”), and will become effective upon the approval by the Shareholders by way of a special resolution at the AGM.

A circular of the AGM containing, among other matters, details of the AGM and particulars relating to the Proposed Amendments and the New Memorandum and Articles of Association, together with a notice of the AGM will be despatched to the Shareholders in due course.

### **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 are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 31 January 2023

*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; Dr. Kem Hussain as a non-executive Director; and Mr. Peter Humphrey Owen, Mr. Alan Shaver, Mr. Lap Tat Arthur Wong and Ms. Wai Fong Wong as independent non-executive Directors.*

\* *For identification purposes only*