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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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 28 FEBRUARY 2023;
(2) RETIREMENT OF DIRECTOR;
(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

At the annual general meeting (the “AGM”) of China Maple Leaf Educational Systems Limited (the “Company”) held on 28 February 2023, all the proposed resolutions as set out in the notice of the AGM dated 3 February 2023 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate %)	
		For	Against
1(a).	To re-elect Mr. Shu Liang Sherman Jen as an Executive Director.	1,284,751,156 (95.50%)	60,547,398 (4.50%)
1(b).	To re-elect Mr. Peter Humphrey Owen as an Independent Non-executive Director.	1,251,267,156 (93.01%)	94,031,398 (6.99%)
1(c).	To re-elect Dr. Kem Hussain as a Non-executive Director.	1,284,751,156 (95.50%)	60,547,398 (4.50%)
1(d).	To re-elect Ms. Wai Fong Wong as an Independent Non-executive Director.	1,284,751,156 (95.50%)	60,547,398 (4.50%)
1(e).	To authorise the board of directors (the “Board”) to fix the respective directors’ remuneration.	1,294,731,954 (96.24%)	50,566,600 (3.76%)

Ordinary Resolutions		Number of Votes (Approximate %)	
		For	Against
2.	To re-appoint ZHONGHUI ANDA CPA Limited as auditor and to authorise the Board to fix its remuneration.	1,289,596,926 (95.86%)	55,701,628 (4.14%)
3.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of total number of issued shares of the Company as at the date of passing of this resolution.	1,345,298,554 (100.00%)	0 (0.00%)
4.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,251,267,156 (93.01%)	94,031,398 (6.99%)
5.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	1,251,267,156 (93.01%)	94,031,398 (6.99%)
Special Resolution		Number of Votes (Approximate %)	
		For	Against
6.	To approve the adoption of the new memorandum and articles of association of the Company and to authorise any one director or company secretary of the Company to do all things necessary to implement the adoption of the new memorandum and articles of association of the Company.	1,252,805,156 (93.12%)	92,493,398 (6.88%)

Notes:

- (a) As more than 50% of the votes were cast in favour of the ordinary resolutions and not less than 75% of the votes were cast in favour of the special resolution, all resolutions proposed at the AGM were duly passed by way of poll as ordinary resolutions (or as special resolution, as the case may be) by the shareholders of the Company.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 2,995,320,920 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 2,995,320,920 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company's circular dated 3 February 2023 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (h) The Executive Directors, Mr. Shu Liang Sherman Jen, Ms. Jingxia Zhang and Mr. James William Beeke; the Non-executive Director, Dr. Kem Hussain; and the Independent Non-executive Directors, Mr. Peter Humphrey Owen, Mr. Alan Shaver, Mr. Lap Tak Arthur Wong and Ms. Wai Fong Wong attended the AGM.

RETIREMENT OF DIRECTOR

Reference is made to the circular of the Company dated 3 February 2023 that Mr. Lap Tat Arthur Wong ("**Mr. Wong**") had notified the Board of his intention to retire as an Independent Non-executive Director at the AGM and his decision of not to offer himself for re-election due to his intention to devote more time to his family and pursue other business opportunities. His retirement took effect at the conclusion of the AGM held on 28 February 2023. Mr. Wong also ceased to be (i) the chairman of the audit committee ("**Audit Committee**") of the Board; and (ii) the chairman of the independent board committee of the Board ("**IBC**") established for, among other matters, conducting the Independent Investigation (as defined in the announcement of the Company dated 23 May 2022).

Mr. Wong confirmed that he had no disagreement with the Board and there were no matters relating to his retirement that needed to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wong for his valuable contributions to the Company during his tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that Mr. King Pak Lau ("**Mr. Lau**") has been appointed as an independent non-executive Director and the chairman of each of the Audit Committee and the IBC, with effect from 28 February 2023 immediately after the conclusion of the AGM.

The biographical details of Mr. Lau are set out below:

Mr. Lau, aged 51, has more than 25 years' experience in the accounting and auditing industry. Mr. Lau obtained a bachelor degree of Business Administration in Accounting from the Hong Kong University of Science and Technology in 1995.

Mr. Lau worked at KPMG from August 1995 to January 1997, with his last position as accountant. Mr. Lau worked in Beijing office of Ernst & Young from September 2000 to April 2011, with his last position as a partner. Mr. Lau joined Deloitte and was a partner from April 2011 to January 2021. He was a managing director of MC CPA Ltd, a certified public accountant firm in Hong Kong from January 2022 to November 2022.

Mr. Lau is a practicing member of the Hong Kong Institute of Certified Public Accountants and holds a Certified Public Accountant (Practising) certificate issued by Accounting and Financial Reporting Council.

Since 17 June 2022, Mr. Lau has been appointed as a non-executive director of DreamEast Group Limited (Stock Code: 593), the shares of which are listed on the Stock Exchange.

Pursuant to the appointment letter entered into between the Company and Mr. Lau, Mr. Lau is appointed for a fixed term from 28 February 2023 to 28 February 2026 and his appointment is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the articles of association of the Company and the Listing Rules. Mr. Lau is entitled to a director's fee of HK\$360,000 per annum which is determined with reference to his background, roles and responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Mr. Lau has not held any other major appointments or professional qualifications, or any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the date of this announcement, Mr. Lau (i) does not hold any positions with the Company or other members of the Group; (ii) does not have any relationships with any Directors, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company; and (iii) does not have any interests or short positions in the shares or underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong). Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Lau.

The Board would like to take this opportunity to welcome Mr. Lau on his new appointment.

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 shares 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, 28 February 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, Ms. Wai Fong Wong and Mr. King Pak Lau as Independent Non-executive Directors.

* *For identification purposes only*