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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)

UPDATES REGARDING (1) RELEVANT EVENT IN RELATION TO THE BONDS AND (2) COMPLIANCE WITH CERTAIN CONDITIONS OF THE BONDS

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 37.47A, 37.47B, 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 amended and restated trust deed in relation to the Bonds dated 27 October 2022 between the Company as Issuer and Citicorp International Limited as Trustee (the “**Trust Deed**”) and Condition 8(E) (*Redemption for Relevant Event*) and Condition 8(F)(ii) (*Mandatory redemption*) of the Bonds.

Reference is also made to the announcements of the Company dated 14 April 2023 (the “**14 April Announcement**”) and 18 April 2023 (the “**18 April Announcement**”) (collectively, the “**Announcements**”).

Capitalised terms used, but not otherwise defined herein, shall have the meanings ascribed to them in the Trust Deed, the Conditions and the Announcements (as applicable).

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 on 17 April 2023 (as further described in the 18 April Announcement), each holder of the Bonds 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 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 Conditions (the “**Exercise Period**”);
- (ii) the Exercise Period expired on 17 June 2023; and
- (iii) the Relevant Event Redemption Date is 1 July 2023, which is a non-Business Day, meaning that the payment obligation in respect of the Relevant Event Redemption Date falls on the next Business Day, 3 July 2023 (the “**Relevant Event Put Option Payment**”).

As at the date of this announcement, the aggregate outstanding principal amount of the Bonds is U.S.\$75,000,000 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\$20,200,000.

As disclosed in the 14 April Announcement, due to prevailing controls of the State Administration of Foreign Exchange of the PRC and other related PRC policies, the Company and its applicable Subsidiaries are currently unable to remit funds out of the PRC. Regrettably, the Company will not, therefore, be in a position to make the Relevant Event Put Option Payment (or make the Second Mandatory Redemption on 27 June 2023, as also disclosed in the 14 April Announcement).

RESOLUTION OF THE ABOVE MATTERS

The Company remains firmly committed to reaching a consensual resolution in relation to the matters described in this announcement, including ensuring that the holders of the Bonds are repaid in full, over time.

In this regard, the Company has entered into discussions with a group of holders of the Bonds who collectively hold or are economically entitled to approximately 80 per cent. of the principal amount of the Bonds with a view to agreeing certain amendments and corresponding waivers in relation to the Bonds (the “**Consensual Restructuring**”).

The Company will make further announcement(s) in relation to the Consensual Restructuring as and when appropriate.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company (stock code: 1317) and the Bonds (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 Interim Results and will remain suspended until the Company fulfils the Resumption Guidance. The Company will publish further announcement(s) to inform the Shareholders and potential investors of its progress in complying with the Resumption Guidance as and when appropriate, as well as quarterly updates on its development pursuant to Rule 13.24A of the Listing Rules.

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

Hong Kong, 19 June 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*