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## **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)**

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; CHANGE IN COMPOSITION OF BOARD COMMITTEE; AND CHANGE IN AUTHORISED REPRESENTATIVE**

The Board announces that the Board passed resolutions to approve and, as the case maybe, the following changes:

- (1) Mr. Ming Sang Chow will be appointed as an independent non-executive Director and the chairman of the Audit Committee with effect from 1 March 2024; and
- (2) Mr. King Pak Lau will be appointed as one of the authorised representatives of the Company under Rule 3.05 of the Listing Rules with effect from 1 March 2024 following the resignation of Ms. Jingxia Zhang.

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEE**

Reference is made to the announcement of China Maple Leaf Educational Systems Limited (“**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) dated 16 January 2024 in connection with the change in directors and important executive functions. As disclosed in such announcement, with effect from 1 March 2024, Mr. King Pak Lau would be redesignated from an independent non-executive Director to an executive Director.

The board (“**Board**”) of directors (“**Directors**”, and each a “**Director**”) of the Company is pleased to announce that on 29 February 2024, the Board has resolved to appoint Mr. Ming Sang Chow (“**Mr. Chow**”) as an independent non-executive Director and the chairman of the audit committee (“**Audit Committee**”) of the Board, with effect from 1 March 2024 to take up such roles as a result of the re-designation of Mr. Lau from an independent non-executive Director to an executive Director.

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

Mr. Chow, aged 50, obtained his bachelor degree of Business Administration in Accounting from The Hong Kong University of Science and Technology in 1995. Mr. Chow is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a Certified Internal Auditors.

Mr. Chow has over 27 years working experience in various industries in auditing, corporate governance and risk management advisory. He worked at Ernst & Young (China) Advisory Limited from January 2007 to September 2018 and he was the advisory partner of Ernst & Young (China) Advisory Limited since 2007 and was responsible for managing the Risk Advisory sub-service line’s strategic growth and development in various regions of Mainland China since 2011.

From 2014 to 2016, Mr. Chow became the Committee member of The Internal Controls General Standards Committee\* of The Ministry of Finance of the People’s Republic of China (中華人民共和國財政部企業內部控制標準委員會委員), the only Hong Kong resident and Big Four partner being appointed as a committee member.

Mr. Chow was the general manager of the Risk and Control Department of 泰禾集團 (Tahoe Group\*) (the shares of which are listed on the Shenzhen Stock Exchange with stock code 000732) from September 2018 to June 2019, overseeing the company’s risk management and corporate governance of all business sectors like residential, commercial, hotel, education, insurance, medical, estate management and ageing care. Since December 2023, Mr. Chow has been an independent director of 牧原食品股份有限公司 (Muyuan Foods Co., Ltd.\*, the shares of which are listed on the Shenzhen Stock Exchange with stock code 002714). Mr. Chow is currently the managing director of 北京信實安業管理諮詢有限公司 (Beijing Xinshi Anye Management Consulting Co., Ltd\*) where he provides capital market related advisory services to companies mostly in Mainland China.

Mr. Chow has been an independent non-executive director in a number of Hong Kong listed companies, namely Teamway International Group Holdings Limited (Stock code: 1239) since 21 June 2019, China Modern Dairy Holdings Ltd. (Stock code: 1117) since 1 July 2021, Redco Healthy Living Company Limited (Stock code: 2370, trading in shares of which have been suspended since 29 March 2023) since 14 March 2022, and China Rundong Auto Group Limited (previous stock code: 1365, the shares of which were delisted with effect from 31 October 2022) from 18 December 2020 to 31 August 2022, the shares of these companies are/were listed on the main board of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

Pursuant to the appointment letter entered into between the Company and Mr. Chow, Mr. Chow is appointed for a fixed term from 1 March 2024 to 28 February 2027 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. Chow 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. Chow 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. Chow (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. Chow.

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

## **CHANGE IN AUTHORISED REPRESENTATIVE**

Reference is made to the announcement of the Company dated 16 January 2024 in connection with the change in directors and important executive functions. As disclosed in such announcement, with effect from 1 March 2024, Ms. Jingxia Zhang will resign as an executive Director and co-chief financial officer of the Company and Mr. King Pak Lau would be redesignated from an independent non-executive Director to an executive Director.

Ms. Jingxia Zhang will also resign from the position of authorised representative of the Company under Rule 3.05 of the Listing Rules with effect from 1 March 2024. Following her resignation, Mr. Lau will be appointed as one of the authorised representatives of the Company under Rule 3.05 of the Listing Rules with effect from 1 March 2024.

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

Hong Kong, 29 February 2024

*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. King Pak Lau, Mr. Peter Humphrey Owen and Ms. Wai Fong Wong as independent non-executive Directors.*

\* *For identification purposes only*