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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)

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 the existing amended and restated memorandum and articles of association (“**Memorandum and Articles of Association**”) of the Company by way of adoption of the amended and restated memorandum and articles of association of the Company (“**New Memorandum and Articles of Association**”) to (i) update and bring the Memorandum and Articles of Association in line with the latest regulatory requirements of the Listing Rules in respect of the expanded paperless listing regime and the mandatory electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect on 31 December 2023; and (ii) make other consequential and housekeeping amendments (“**Proposed Amendments**”). In view of the proposed changes, the Board proposes to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum and Articles of Association.

The Proposed Amendments and adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the forthcoming extraordinary general meeting of the Company (“**EGM**”), and will become effective upon the approval by the Shareholders by way of a special resolution at the EGM.

A circular of the EGM containing, among other matters, details of the EGM and particulars relating to the Proposed Amendments, together with a notice of the EGM will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.mapleleaf.cn and despatched (if so requested) to the Shareholders in due course.

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

Hong Kong, 15 July 2024

As at the date of this announcement, the Board comprises Mr. Shu Liang Sherman Jen, Mr. James William Beeke and Mr. King Pak Lau as executive Directors; Dr. Kem Hussain as a non-executive Director; and Mr. Peter Humphrey Owen, Ms. Wai Fong Wong and Mr. Ming Sang Chow as independent non-executive Directors.

* *For identification purposes only*