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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of China Maple Leaf Educational Systems Limited (“**Company**”) will be held at 10:00 a.m. on Wednesday, 13 July 2022 at Conference Room, 4/F, Main Building, Maple Leaf Educational Park, 6 Central Street, Jinshitan National Tourist Area, Dalian, Liaoning Province, China to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement dated 3 March 2022 (as amended and supplemented by the supplemental agreement dated 13 May 2022) (collectively, referred to as the “**Disposal Agreement**”) entered into by Maple Leaf Education Hillside Pte. Ltd. (formerly known as Lucrum Development (Singapore) Pte. Ltd.), an indirect wholly-owned subsidiary of the Company as vendor and NPS International School Pte. Ltd. as purchaser, in respect of the disposal of the Property, the details of which are set out in the circular of the Company dated 24 June 2022 (“**Circular**”) (a copy of which is marked “A” and signed by the chairman of the EGM for identification purpose and has been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* For identification purposes only

- (b) any one of the directors of the Company (“**Directors**”) be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Disposal Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided for in the Disposal Agreement) as are, in the opinion of such Director, in the interest of the Company and its shareholders as a whole.”

Yours faithfully
For and on behalf of the Board
China Maple Leaf Educational Systems Limited
Shu Liang Sherman Jen
Chairman and Chief Executive Officer

Hong Kong, 24 June 2022

Registered office:
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Head office:
No. 76, Baohe Avenue
Baolong Community
Baolong Street, Longgang District
Shenzhen, Guangdong Province 518000
China

Principal place of business in Hong Kong:
Room 1302, 13/F., Tai Tung Building
8 Fleming Road, Wan Chai
Hong Kong

Notes:

1. The resolution(s) at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) (“**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 10:00 a.m. (Hong Kong time) on Monday, 11 July 2022 and in any event not less than 48 hours before the time appointed for the meeting or the adjourned meeting thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Trading in the shares (stock code: 01317) and debt securities of the Company (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 Company, its subsidiaries and consolidated affiliated entities 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.

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; and Mr. Peter Humphrey Owen, Mr. Alan Shaver and Mr. Lap Tat Arthur Wong as Independent Non-executive Directors.