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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: 1317)**

**(the “Company”)**

**(the “Bonds”)**

**(Stock Code: 40564)**

**RESULT OF MEETING OF BONDHOLDERS, OCCURRENCE OF  
FEE PAY EFFECTIVE DATE AND IMPLEMENTATION DATE**

Reference is made to the announcement dated 18 August 2023 in relation to the Company's notice of meeting to Bondholders dated 18 August 2023 (the "**Notice of Meeting**") convening a meeting of Bondholders in connection with the Extraordinary Resolution (the "**Announcement**"). Unless the contrary is stated, or the context otherwise requires, terms and expressions defined in the Announcement shall have the same meanings when used in this announcement. **Bondholders should refer to the Notice of Meeting for the full terms of the Extraordinary Resolution.**

## **RESULTS OF THE MEETING**

The Meeting was convened and held at 10:00 a.m. (Hong Kong time) on 11 September 2023.

The Extraordinary Resolution as set out in the Notice of Meeting was duly passed at the Meeting by the requisite majority of Bondholders in accordance with the terms of the Trust Deed.

## **OCCURRENCE OF FEE PAY EFFECTIVE DATE**

Pursuant to the Notice of Meeting, the Company had given notice that it paid the AHG Fees and the Trustee Fees respectively in accordance with the terms of the AHG Fee Pay Letters and the Trustee Fees Agreement.

In light of the above, the Fee Pay Effective Date has occurred on 12 September 2023.

## **PROPOSED WAIVERS**

The Proposed Waivers in relation to the Bonds became effective upon the passing of the Extraordinary Resolution and the occurrence of the Fee Pay Effective Date.

## **PROPOSED AMENDMENTS**

The Second Amended and Restated Trust Deed giving effect to the Proposed Amendments have been duly executed by each of the parties thereto on 12 September 2023.

The Proposed Amendments have therefore become effective upon the passing of the Extraordinary Resolution, occurrence of the Fee Pay Effective Date, and the execution and delivery of the Second Amended and Restated Trust Deed, and the Implementation Date has occurred on 12 September 2023.

As a result, each present and future holder of the Bonds is bound by the terms of the Second Amended and Restated Trust Deed (which amends and restates the Trust Deed).

## 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, 12 September 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, Ms. Wai Fong Wong and Mr. King Pak Lau as independent non-executive directors.*

\* *For identification purposes only*