

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)**

### **ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 AUGUST 2025**

The board (“**Board**”) of directors (“**Directors**”) of China Maple Leaf Educational Systems Limited (the “**Company**” or “**Maple Leaf**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) is pleased to announce the audited consolidated annual results of the Group for the year ended 31 August 2025.

#### **KEY FINANCIAL HIGHLIGHTS**

	<b>Year ended 31 August</b>		<b>Percentage Change</b>
	<b>2025</b>	<b>2024</b>	
	<b>RMB'000</b>	<b>RMB'000</b>	
Revenue	<b>1,180,049</b>	1,228,462	<b>-3.9%</b>
PRC	<b>446,626</b>	472,308	<b>-5.4%</b>
Overseas	<b>733,423</b>	756,154	<b>-3.0%</b>
Gross Profit	<b>583,848</b>	592,979	<b>-1.5%</b>
Profit for the year	<b>308,877</b>	15,513	<b>+1,891.1%</b>
Basic earnings per share ( <i>RMB cents</i> )	<b>10.54</b>	0.52	<b>+1,926.9%</b>
EBITDA ( <i>Non-IFRS measure</i> ) <sup>#</sup>	<b>690,094</b>	468,634	<b>+47.3%</b>
Adjusted EBITDA ( <i>Non-IFRS measure</i> ) <sup>#</sup>	<b>500,988</b>	497,527	<b>+0.7%</b>

*Note:*

<sup>#</sup> For definitions of EBITDA and adjusted EBITDA, please refer to the section headed “Calculation of EBITDA and Adjusted EBITDA – Non-IFRS measures”.

## Calculation of EBITDA and Adjusted EBITDA

The following table reconciles profit for the year to EBITDA and adjusted EBITDA for both years:

	Year ended 31 August	
	2025 (RMB'000)	2024 (RMB'000)
Profit for the year	308,877	15,513
Add:		
Finance costs	104,208	213,062
Taxation	118,378	65,099
Depreciation of property, plant and equipment	109,868	114,552
Amortisation of other intangible assets (included in cost of revenue)	35,781	48,464
Depreciation of right-of-use assets	6,864	7,171
Depreciation of investment properties	6,096	4,274
Amortisation of books for lease	22	499
	690,094	468,634
<b>EBITDA</b>	<b>690,094</b>	<b>468,634</b>
Change in fair value of the convertible bonds (Note 1)	–	28,174
Share-based payments (Note 2)	1,735	719
Gain on bargain purchase of a subsidiary (Note 3)	(190,841)	–
	500,988	497,527
<b>Adjusted EBITDA</b>	<b>500,988</b>	<b>497,527</b>

Notes:

1. Change in fair value of the convertible bonds is measured at fair value through profit or loss, which is non-cash in nature and non-indicative to the Group's operating performances.
2. Share-based payments recognised for share options granted to directors and employees are non-cash in nature and non-indicative to the Group's operating performance.
3. Gain on bargain purchase of a subsidiary is non-recurring in nature and non-indicative to the Group's operating performances.

### Non-IFRS measures

To supplement the Group's consolidated financial statements which are presented in accordance with the IFRS Accounting Standards ("IFRS"), the Company also uses earnings before interests, taxes, depreciation and amortisation ("EBITDA") and EBITDA adjusted by items which are non-recurring or non-cash in nature and non-indicative to the Group's operating performance ("Adjusted EBITDA") as additional financial measures, which are not required by, or presented in accordance with, IFRS. The Company believes that these non-IFRS measures facilitate comparisons of operating performance from period to period by eliminating potential impacts of items that the management does not consider to be indicative of the Group's operating performance. The Company believes that these measures provide useful information to the shareholders of the Company ("Shareholders") and potential investors in understanding and evaluating the Group's consolidated results of operations in the same manner as they help the Group's management.

However, the use of these non-IFRS measures has limitations as an analytical tool, and you should not consider it in isolation from, or as a substitute for the analysis of, the Group's results of operations or financial condition as reported under IFRS. In addition, the non-IFRS measures do not have a standardised meaning and may be defined differently from similar terms used by other issuers and therefore may not be comparable to similar measures presented by other issuers.

## MANAGEMENT DISCUSSION AND ANALYSIS

### The Group's Market Position

With over three decades of experience in operating international schools in China, the Group has established itself as a leading provider of quality bilingual education, effectively integrating Eastern and Western educational philosophies. Our operations extended beyond China to include international schools in Malaysia and Singapore, reinforcing our growing presence in Asia.

The Maple Leaf World School Program ("**World School Program**" or "**MLWSP**") represents a significant innovation as the first international program incorporating distinct oriental cultural characteristics. MLWSP's global standing is demonstrated through its collaboration with two of the world's largest educational institutions, ECCTIS and Cognia. Furthermore, ECCTIS has completed comprehensive benchmarking of the World School Program, confirming its status as a globally certified course alongside established programs such as A-Level and International Baccalaureate ("**IB**") program. This achievement marks an important milestone in addressing the gap in internationally recognised program originating from China.

The World School Program is strategically aligned with China's national education policy framework, particularly the Opinions of Eight Government Departments Including the Ministry of Education on Accelerating and Expanding the Opening-up of Education in the New Era\* (《教育部等八部門關於加快和擴大新時代教育對外開放的意見》) ("**Opinion**") issued by the Ministry of Education in June 2020. This Opinion explicitly calls for the establishment of an enhanced educational action plan supporting the Belt and Road Initiative. Specifically, the Opinion mandates the development of an international curriculum with Chinese characteristics at the national level. The World School Program directly supports this strategic objective through its innovative approach to international education that incorporates Chinese cultural elements and educational values.

Our high schools in China commenced delivery of the World School Program at the beginning of the 2020/2021 school year. This distinctive educational framework is specially designed to cultivate globally minded graduates who possess both international perspectives and deep-rooted understanding of Chinese cultural heritage. The program's unique value proposition lies in its integration of "Chinese academic subjects" within an international curriculum context. These courses are structured to serve both international students in China and global learners preparing for undergraduate studies in Chinese universities, providing comprehensive preparation from multiple academic dimensions.

The Group’s international school network includes Kingsley International School (“**KIS**”) in Malaysia, which delivers the A-Level program to students from preschool to Year 12 (“**K-12**”). KIS primarily serves both local Malaysian students and international students from across Asia. In Singapore, Canadian International School (“**CIS**”) offers the IB curriculum to K-12 students. CIS has established itself as one of Singapore’s largest for-profit premium international schools by both revenue and student enrolment. The school primarily caters to expatriate families based in Singapore, with significant representation from United States of America (the “**United States**” or “**US**”), India and other Asian countries. A distinguishing feature of CIS is its highly regarded bilingual English-Chinese program, which provides fully cultural immersion and is delivered by qualified native English-speaking teachers who hold IB certification.

## **University Placements**

The academic excellence of Maple Leaf Education is demonstrated through the outstanding achievements of our graduates. In the 2024/2025 school year, 662 high school graduates from our schools in China of the class of 2025 (“**Class 2025 Students**”) received a total of 2,474 offer letters from 151 universities across 17 countries and regions. Notably, 49 graduates secured offers from Quacquarelli Symonds (“**QS**”) Top 10 universities, including world-renowned universities such as University College London and Imperial College London in the United Kingdom (“**UK**”). Furthermore, 614 graduates, representing 92.7% of the Class 2025 Students, received at least one offer letter from universities ranked within the Maple Leaf Educational Systems Global Top 100 universities, reaffirming the strong international recognition and competitive edge of our educational programs.

The Group has established strategic 1+3 pathway programs in partnership with leading international universities to provide enhanced opportunities for Maple Leaf graduates. In April 2023, we entered into an agreement with Arizona State University (“**ASU**”) in the United States, enabling the delivery of first-year undergraduate experiences for Maple Leaf graduates in the People’s Republic of China (the “**PRC**” or “**China**”) (“**1+3 Program ASU**”). Building on this initiative, the Group expanded its partnership network in October 2024 through an agreement with University of Alberta (“**UA**”) in Canada, creating a similar pathway for Maple Leaf graduates in the PRC to undertake their first-year studies (the “**1+3 Program UA**”, together with the 1+3 Program ASU, collectively the “**1+3 Programs**”). These 1+3 Programs have received strong acceptance among our student community. For the 2025/2026 academic year, a total of 85 Maple Leaf graduates have enrolled across these partnership programs, demonstrating the value and appeal of these innovative educational pathways.

To broaden the range of higher education opportunities available to Maple Leaf graduates, the Group has established cooperation arrangements with more than 23 leading domestic universities in China. These partners include prestigious institutions such as Beijing Foreign Studies University, Central University of Finance and Economics, and Southwest University of Political Science & Law. These collaborative programs span multiple academic disciplines and incorporate international educational components delivered in partnership with overseas universities. This strategic initiative enables Maple Leaf to offer its high school graduates a “Dual Graduation Exit” pathway, providing the flexibility to pursue higher education through either domestic or international institutions.

Maple Leaf has cultivated enduring relationships with a substantial network of universities and colleges worldwide. Many of these institutions have established memoranda of understanding with us to streamline the admission process for our high school graduates. To support our students’ educational planning, the Group provides comprehensive consulting services that enable informed decision-making in university selection. Since November 2005, we have consistently organised annual university recruitment fairs on our campuses, primarily featuring international institutions. Our support extends to assisting students with the complete admission process, including visa applications and scholarship opportunities, ensuring they are thoroughly prepared for overseas study. We believe these comprehensive services facilitate a seamless transition for our graduates from secondary education to higher learning institutions globally.

In February 2024, the Group officially launched the Honorary Zhou Enlai class\* (榮譽周恩來班) (“**Honorary Class**”) in China, a premium secondary education initiative designed to enhance the competitiveness of Maple Leaf brand and nurture elite talents. This program offers a customised high school curriculum that provides graduates with a direct pathway to world-leading universities, including the University of Oxford and the University of Cambridge in the UK. The inaugural cohort of the Honorary Class is scheduled to graduate at the end of 2026/2027 school year. Building on this initiative, the Group introduced an “Ivy League Class” pilot program in August 2025, specifically designed to prepare Maple Leaf graduates for admission to Ivy League universities such as Harvard University and Yale University in the United States. To ensure the success of these specialised programs, the Group has established a comprehensive governance structure comprising an advisory committee, an admission committee, and an execution team. These bodies include experienced global educational experts and senior management personnel, including the chairman of the Board, the MLWSP superintendent, and school principals, providing strategic guidance and operational oversight.

## **Update on the Regulations for the Implementation of the Private Education Promotion Law of the People’s Republic of China**

On 14 May 2021, the PRC State Council announced the Regulations for the Implementation of the Private Education Promotion Law of the People’s Republic of China\* (《中華人民共和國民辦教育促進法實施條例》) (“**Implementation Regulations**”), which came into effect on 1 September 2021. The restrictions in the Implementation Regulations touch on the prohibition of foreign participation in private schools that provide compulsory education and not-for-profit preschools by means of mergers and acquisitions, contractual arrangements and related party transactions and prohibition of private schools providing compulsory education from conducting transactions with the related parties. The Implementation Regulations impose significant uncertainties and restrictions on the Group’s control over the affiliated entities operating private schools offering compulsory education and not-for-profit preschools in the PRC.

As local governments have not yet issued corresponding classifications management regulations and rules for the Implementation Regulations, there are uncertainties concerning the validity and enforceability of the contractual arrangements between the Group and the private schools that provide compulsory education consisting of six years of primary school education and three years of middle school education to PRC residents and not-for-profit schools that provide preschool education in the PRC (“**Affected Schools**”). Therefore it could not be concluded that they are legally binding and enforceable upon the Implementation Regulations becoming effective on 1 September 2021. Consequently, the Affected Schools were deconsolidated from the consolidated financial statements of the Company for the year ended 31 August 2021. Please refer to the 2021 annual report of the Company for further details of the deconsolidation of the Affected Schools.

The Group has determined to implement measures to optimise its operating structure and mitigate the impact of the Implementation Regulations. Such measures include, among others, transferring current students from high schools which are under the same operating licences with private schools providing compulsory education and/or not-for-profit preschools in the PRC (“**Mixed High Schools**”) to high schools that have their own operating licences in the PRC (“**Independent High Schools**”) and making registration and filings with the relevant local government departments in the PRC for individual operating licences for the eight Mixed High Schools. At the end of 2024/2025 school year, Shanghai Maple Leaf Bilingual School\* (上海楓葉雙語學校) (“**Shanghai School**”) obtained a private school operating license as an Independent High School and a registration certificate for private non-enterprise entities to operate as the Independent High School, the financial results and financial position of Shanghai School were consolidated, since and as the case may be, in August 2025.

We will continue to monitor the implementation of the Implementation Regulations in different regions and continue to assess its subsequent impact on the Company and will make further announcement(s) as and when appropriate.

## Change of Director and Change in Director's information

Dr. Kem Hussain resigned as a non-executive Director with effect from 31 August 2025.

Mr. Ming Sang Chow ceased to be an independent non-executive director and a member of each of the audit committee, remuneration committee and the nomination committee of Teamway International Group Holdings Limited (Stock code: 1239) with effect from 31 August 2025.

## BUSINESS REVIEW

The Group delivers premium bilingual education through its established brand portfolio: the Maple Leaf brand in mainland China, and the CIS and KIS brands across Asia-Pacific markets. Beyond our core academic programs, we are strategically expanding into complementary education industry chain businesses. These include the sale of ancillary educational products and the provision of professional catering services, creating additional value for our student community while diversifying the Group's revenue streams.

### Student Enrolment

	At the end of school year			
	2024/2025	% of Total	2023/2024	% of Total
<b>PRC</b>				
High schools	3,164*	37.8	3,195	34.0
Preschools	1,344	16.0	1,752	18.7
Foreign national schools	369	4.4	344	3.7
	<u>4,877</u>	<u>58.2</u>	<u>5,291</u>	<u>56.4</u>
<b>Overseas</b>				
High schools	711	8.5	732	7.8
Middle schools	1,320	15.7	1,322	14.0
Elementary schools	1,308	15.6	1,774	18.9
Preschools	169	2.0	271	2.9
	<u>3,508</u>	<u>41.8</u>	<u>4,099</u>	<u>43.6</u>
Total number of students enrolled	<u>8,385</u>	<u>100</u>	<u>9,390</u>	<u>100</u>

The total number of students enrolled decreased by 1,005 or 10.7%, from 9,390 at the end of the 2023/2024 school year to 8,385 at the end of the 2024/2025 school year. This decline primarily reflects reduced enrolment in elementary schools and preschools across both the PRC and overseas operations, largely attributable to broader demographic trends including declining birth rates and a shrinking school-age population.

To support continued growth in student enrolment, CIS will enhance its student recruitment strategies and strengthen the school's presence in the international education market. This will be achieved through intensified global marketing initiatives, increased participation in multinational education exhibitions, and the implementation of integrated online and offline promotional activities. The school will also emphasise the promotion of its high-quality educational offerings, including the IB curriculum, expanded bilingual education options, and specialised academic programs. These initiatives are designed to attract a diverse range of international families by highlighting CIS's commitment to academic excellence and program diversity.

In addition, the Group has made continuous efforts to apply for approval for registration and filings with the relevant local government departments in the PRC for individual operating licences for our eight Mixed High Schools to increase the number of our Independent High Schools and student enrolment of the Group. At the end of 2024/2025 school year, Shanghai School obtained a private school operating license as an Independent High School and a registration certificate for private non-enterprise entities to operate as the Independent High School, the financial results and financial position of Shanghai School were consolidated, since and as the case may be, in August 2025.

### The Group's Schools

The following table shows a summary of the Group's schools by category as at the end of the two financial years:

	<b>As at 31 August</b>	
	<b>2025</b>	2024
<b>PRC</b>		
High schools	7*	7
Preschools	9	12
Foreign national schools	3	3
	<u>19</u>	<u>22</u>
<b>Overseas</b>		
High schools	2	3
Middle schools	2	2
Elementary schools	2	2
Preschools	2	2
	<u>8</u>	<u>9</u>
<b>Total</b>	<u>27</u>	<u>31</u>

During the year ended 31 August 2025, three preschools closed in the PRC, which was largely attributable to broader demographic trends including declining birth rates and a shrinking school-age population.

\* For the purpose of management review and comparison, the total number of enrolled students and high schools in the PRC, as illustrated above, does not include Shanghai School, the financial results and financial position of which were reconsolidated into the Group's financial statements in August 2025.

## **The Group's Teachers**

Teachers represent the cornerstone of our educational quality and institutional reputation. The Group maintains a core team of globally certified educators who ensure the consistency and excellence of our academic programs throughout our expansion. To strengthen our international teaching capacity, we have established a global recruitment office dedicated to sourcing qualified high school and English as a second language (“**ESL**”) teachers worldwide. This initiative supports the sustained development of our bilingual programs and international curriculum delivery.

Furthermore, the Group has formed strategic partnerships with the UA in Canada and the University of South Australia to cultivate future educators. Each year, selected outstanding STEM (Science, Technology, Engineering and Mathematics) graduates from Maple Leaf schools pursue education degrees at these institutions, returning to teach students within our Group upon obtaining international teaching certification while receiving compensation and benefits comparable to foreign teachers. The program also provides internship and employment opportunities for education graduates from these partner universities. This comprehensive approach to teacher development, which combines global recruitment with systematic cultivation of homegrown talent, ensures a sustainable pipeline of qualified educators aligned with Maple Leaf's educational philosophy and quality standards.

## **FUTURE DEVELOPMENT**

In response to the promulgation of the Implementation Regulations, Maple Leaf has strategically repositioned its development framework from a pyramid structure to an inverted pyramid model. This transformation is complemented by the implementation of a dual-track development strategy for our high schools in China, focusing on three core pillars: i) high schools delivering the World School Program, alongside the moderated development of regular high schools preparing students for the National College Entrance Examination; ii) expansion through MLWSP authorised schools; and iii) the advancement of university pathway programs, including the 1+3 Programs.

Building upon our core academic operations, the Group is strategically expanding into selected education-related sectors. Leveraging internal service capabilities originally developed for our own campuses, we have begun extending our catering services to the public. Since June 2023, the Group has successfully launched public catering services in Shenzhen and Inner Mongolia, offering both dine-in and takeaway services to the public. These operations provide comprehensive meal solutions tailored for small group dining, with plans to develop this initiative into a scalable catering platform capable of serving tens of thousands of urban residents.

## **Strategic Transformation and Educational Innovation**

Our seventh five-year plan, which is to be implemented from 2025/2026 school year to 2029/2030 school year (“**Seventh Five-Year Plan**”), represents a historic turning point for Maple Leaf, marking our strategic evolution from a standard-leading institution to a standard-setting institution in international education.

Throughout the sixth five-year plan period, the Group demonstrated its continued commitment to entrepreneurship and innovation through several key achievements. The self-developed Maple Leaf World School Program achieved global recognition through ECCTIS benchmarking in April 2024, while also securing formal intellectual property registration with China’s National Copyright Administration. These accomplishments validate our transition toward standard-setting leadership in international education.

To further extend the reach of our proprietary educational systems, the Group established an authorisation office dedicated to developing and approving external schools for the implementation of either full or partial MLWSP offerings. These include the Maple Leaf English Academic Program (“**EAP**”), Maple Leaf Chinese Academic Program (“**CAP**”), Maple Leaf ESL Curriculum, and Maple Leaf Chinese as a second language (“**CSL**”) Curriculum. During the financial year ended 31 August 2025, we achieved initial progress in this strategic initiative, with (i) a school in Turkey successfully implementing the EAP; (ii) two schools in Taizhou, Jiangsu Province and Luoyang, Henan Province in China delivering the Maple Leaf ESL Curriculum; and (iii) a school in Mongolia implementing Maple Leaf CSL Curriculum.

Operational excellence was further enhanced through the implementation of the Maple Leaf Graduate Student Information Management System (“**MLES-SIS**”), which reduced credential issuance time by 45 days and significantly streamlined university admission processes. Additionally, the Group’s Chinese language textbook series was renamed as “K12 Standard Chinese” and officially adopted as China’s standard teaching material for international Chinese language education.

These developments collectively underscore our successful progression from adhering to established standards to creating and implementing our own educational frameworks. As we move forward, this strategic positioning as a standard-setting institution will continue to drive our sustainable growth and strengthen our competitive advantage in the global education landscape.

## **Overseas Expansion**

Global expansion represents a strategic priority for the Group’s long-term growth. Establishing Maple Leaf-branded schools internationally is expected to enhance our student recruitment efforts in China, as Chinese parents recognise the expanded educational opportunities available through our global network. The demand for high-quality bilingual English-Chinese education continues to grow not only within China but also across Belt and Road countries, particularly in Southeast Asia, Central Asia, as well as in established markets such as North America. The Group is uniquely positioned to meet this demand through our comprehensive educational offerings, including both English and Chinese curricula, complemented by ESL and CSL programs. This strategic advantage enables us to deliver international K-12 education that integrates Eastern and Western educational philosophies. Our expansion will also focus on developing school networks under the CIS and KIS brands across Southeast Asian markets.

In May 2024, Chinese Testing International Company Limited\* (“CTI”, 漢考國際教育科技(北京)有限公司) authorised Maple Leaf to establish global Chinese learning and testing centres. Our Chinese textbook series have been officially renamed as “K12 Standard Chinese” and published by Beijing Language and Culture University Press\* (北京語言大學出版社), becoming a cornerstone of this initiative. The Group’s collaboration with CTI further accelerates the global promotion of standardised Chinese language education. A significant milestone was achieved in August 2025 through an authorisation agreement with a Mongolian school, implementing the Maple Leaf CSL program for over 1,100 students since September 2025. This partnership provides valuable experience for our future international expansion and reinforces the Group’s leadership in global Chinese language education.

## **Conclusion**

Guided by the Group’s Seventh Five-Year Plan, we will pursue a multi-faceted growth strategy to achieve our expansion targets across domestic and international markets. Our approach will focus on strategic levers including optimised student enrolment resources, appropriate tuition fee adjustments, well-planned capacity expansion of existing campuses and increasing the number of authorised schools. Through these initiatives and our continued commitment to educational excellence, the Group is positioned to advance toward its vision of becoming a leading global operator in the international education sector.

## **FINANCIAL REVIEW**

### **Overview**

The revenue of the Group was RMB1,180.0 million and RMB1,228.5 million for the financial years ended 31 August 2025 (“**FY2025**”) and 31 August 2024 (“**FY2024**”) respectively. The profit for FY2025 and FY2024 was RMB308.9 million and RMB15.5 million respectively.

### **Revenue**

The Group derives revenue from tuition fees and boarding fees from the Group’s high schools, middle schools, elementary schools, preschools and foreign national schools, summer and winter camps, sales of textbooks, sales of goods and educational materials, catering services income, extracurricular activities and others.

The total revenue of the Group decreased by RMB48.5 million, or 3.9%, from RMB1,228.5 million for FY2024 to RMB1,180.0 million for FY2025. The decrease in revenue was primarily due to the decrease in tuition fee income which has remained as the principal source of revenue of the Group, in particular the decrease in the revenue contribution from the operations in CIS. Amongst the revenue of the Group for FY2025, RMB446.6 million (approximately 37.8%) was contributed by the operations in the PRC, and RMB733.4 million (approximately 62.2%) was contributed by the operations overseas.

### **Cost of Revenue**

The Group’s cost of revenue primarily consists of (i) staff costs; (ii) depreciation and amortisation; and (iii) other costs. Cost of revenue decreased by RMB39.3 million, or 6.2%, from RMB635.5 million for FY2024 to RMB596.2 million for FY2025. The decrease in cost of revenue was largely due to good cost control measures.

### **Gross Profit and Gross Profit Margin**

Gross profit decreased by RMB9.2 million, or 1.6% from RMB593.0 million for FY2024 to RMB583.8 million for FY2025. Gross profit margin increased from 48.3% for FY2024 to 49.5% for FY2025, primarily due to the decline in revenue outpaced the decline in cost of revenue due to the factors stated in the paragraph above.

## **Investment and Other Income**

Investment and other income consist mainly of (i) interest income from our bank deposits, (ii) rental income from investment properties, and (iii) government grants. Investment and other income increased by 12.6% from RMB26.1 million for FY2024 to RMB29.4 million for FY2025. Bank interest income decreased by 16.7% from RMB9.6 million for FY2024 to RMB8.0 million for FY2025. Rental income increased from RMB10.4 million for FY2024 to RMB14.7 million for FY2025 due to lease of additional properties. Government grant increased from RMB3.8 million for FY2024 to RMB5.5 million for FY2025.

## **Other Gains and Losses**

Other gains and losses consist primarily of (i) net foreign exchange (loss)/gain; (ii) gain arising from changes in fair value of financial assets measured at fair value through profit or loss; (iii) gain on bargain purchase of a subsidiary; and (iv) gain on derecognition of other payable to deregistered related parties. Other gains and losses changed from a loss of approximately RMB4.0 million for FY2024 to a gain of approximately RMB231.0 million for FY2025. Such a change was mainly attributable to (i) net foreign exchange changed from a gain of RMB14.6 million for FY2024 to a loss of RMB4.8 million for FY2025; (ii) an absence of the loss arising from fair value change of convertible bond for FY2025 as a result of the full repayment of convertible bonds during FY2024; (iii) gain on bargain purchase of a subsidiary of RMB190.8 million for FY2025 and there was no such gain for FY2024; and (iv) the gain on derecognition of other payable to deregistered related parties of RMB23.0 million for FY2025 and there was no such gain for FY2024.

## **Marketing Expenses**

Marketing expenses consist mainly of (i) media and commercial channels expenses and expenses for producing, printing and distributing advertising and promotional materials; and (ii) salaries and benefits for personnel engaged in selling and marketing activities. Marketing expenses decreased by 2.6% from RMB22.9 million for FY2024 to RMB22.3 million for FY2025. Marketing expenses as a percentage of revenue remained flat at about 1.9% for both FY2024 and FY2025.

## **Administrative Expenses**

Administrative expenses consist primarily of (i) salaries and other benefits for general and administrative staff; (ii) depreciation of property, plant and equipment and right-of-use assets; (iii) amortisation of other intangible assets; (iv) employee share-based payments; and (v) professional expenses. Administrative expenses decreased by 2.1% from RMB289.0 million for FY2024 to RMB283.0 million for FY2025, mainly due to the decrease in professional fee after the resumption of trading of Shares of the Company.

## **Finance Costs**

Finance costs mainly represented (i) interest expenses for secured bank borrowings and other borrowings, and (ii) interest expenses for the convertible bonds for FY2024. Finance costs decreased from RMB213.1 million for FY2024 to RMB104.2 million for FY2025 primarily due to the decrease in interest expenses for secured bank borrowings and other borrowings and the absence of interest expense for convertible bonds for FY2025.

## **Profit before Taxation**

The Group recorded a profit before taxation of RMB427.3 million for FY2025, compared to profit before taxation of RMB80.6 million for FY2024. Profit before taxation as a percentage of revenue of the Group was 36.2% for FY2025 and 6.6% for FY2024. The increase in profit before taxation for the current year is mainly attributable to (i) the change of other gains and losses from a loss of RMB4.0 million for FY2024 to a gain of RMB231.0 million for FY2025 and (ii) decrease in finance costs from RMB213.1 million for FY2024 to RMB104.2 million for FY2025.

## **Taxation**

Income tax expense of the Group increased from RMB65.1 million for FY2024 to RMB118.4 million for FY2025, primarily due to the provision for withholding tax on undistributed earnings of PRC subsidiaries and consolidated affiliated entities which amounted to RMB49.0 million.

## **Profit for the Year**

As a result of the above factors, the Group recorded a profit of RMB308.9 million and RMB15.5 million for FY2025 and FY2024 respectively.

## **Capital Expenditures**

The Group incurred capital expenditures of RMB7.4 million for FY2025 which primarily related to the campus expansion of CIS (FY2024: RMB14.6 million).

## **Liquidity, Financial Resources and Capital Structure**

As at 31 August 2025, the Group's bank balances and cash amounted to RMB901.3 million, which were mainly denominated in RMB, United States dollars (“**USD**”), Singapore dollars (“**SGD**”) and Malaysian ringgit (“**MYR**”). Bank balances and cash was RMB564.8 million as at 31 August 2024. Net cash used in financing activities amounted to RMB127.4 million, which were primarily due to the repayment of certain bank and other borrowings and payments on repurchase of shares of the Company during the year ended 31 August 2025.

As at 31 August 2025, the Group's secured bank and other borrowings amounted to RMB1,638.6 million were mainly denominated in SGD and MYR with variable interest rates with reference to Singapore Interbank Offered Rate and with variable profit rate with reference to Malaysian bank's cost of fund. Of the Group's total borrowings as at 31 August 2025, RMB229.5 million or 14.0% (31 August 2024: RMB28.6 million or 1.8%) will mature within one year or on demand and the remaining will mature after one year. These bank and other borrowings were secured by certain properties and shares of certain offshore entities of the Group and carried certain financial covenants.

The Group expects that its future capital expenditures will primarily be financed by bank and other borrowings and its internal resources. The purpose of the Company's treasury policy is to manage liquidity risk and the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

## **Gearing Ratio**

The gearing ratio of the Group was calculated as total borrowings including secured bank and other borrowings and any outstanding balance of the Convertible Bonds divided by total equity as at the end of the relevant financial year. Gearing ratio decreased from 1.03 for the year ended 31 August 2024 to 0.88 for the year ended 31 August 2025 primarily due to the increase in total equity.

## **Foreign Exchange Exposure**

The functional currency of the Company is RMB. Certain expenditures and liabilities of the Group are denominated in foreign currencies such as Hong Kong dollars (“**HKD**”), USD, Canadian dollars (“**CAD**”), MYR and SGD. As at 31 August 2025, certain bank balances and cash and liabilities were denominated in HKD, USD, CAD and SGD. The Group did not enter into any financial arrangement for hedging purposes as it is expected that its foreign exchange exposure will not be significant. However, the management of the Company monitors foreign exchange exposure of the Group and will consider to hedge significant foreign currency exposure when the need arises.

## **Contingent liabilities**

As at 31 August 2025, the Group had no material contingent liabilities.

## **Pledge of Assets and Charges on Group Assets**

As at 31 August 2025, the Group pledged debt service reserve account, certain properties and shares of the offshore entities of the Group to certain licensed banks for certain banking facilities. As at 31 August 2025, a bank borrowing of the Group was secured by, among others, certain fixed and floating charge and joint control and monitoring rights over cash accounts of certain subsidiaries of the Group and fixed and floating charge over all assets of certain subsidiaries of the Group.

## **Future Plans for Material Investments and Capital Assets**

As at 31 August 2025, the Group did not have any plans for material investments and capital assets.

## **Material Acquisition and Disposal**

The Group had no material acquisition and disposal during the year ended 31 August 2025.

## **Significant Investment Held**

As at 31 August 2025, no significant investment was held by the Group.

## **Employee Benefits**

As at 31 August 2025, the Group had 1,683 (as at 31 August 2024: 1,917) full-time employees. The Group provides external and internal training programs to its employees. The Group participates in various employee benefit plans, including provident fund, housing pension, medical, basic pension and unemployment benefit plans, occupational injury and maternity leave insurance. The Company also has a post-IPO share option scheme set up for its employees and other eligible people. Salaries and other benefits of the Group's employees are generally reviewed on a regular basis in accordance with individual qualifications and performance, results and performance of the Group and relevant market conditions. Total employees' remuneration (including directors' remuneration) for the year ended 31 August 2025 amounted to RMB484.8 million (for the year ended 31 August 2024: RMB512.9 million).

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER  
COMPREHENSIVE INCOME**  
*FOR THE YEAR ENDED 31 AUGUST 2025*

	<i>Notes</i>	<b>2025</b> <i>RMB'000</i>	2024 <i>RMB'000</i>
Revenue	3	<b>1,180,049</b>	1,228,462
Cost of revenue		<b>(596,201)</b>	(635,483)
<b>Gross profit</b>		<b>583,848</b>	592,979
Investment and other income	5	<b>29,409</b>	26,145
Other gains and losses	6	<b>230,980</b>	(3,990)
Impairment losses under expected credit loss model, net of reversal		<b>(7,463)</b>	(9,588)
Marketing expenses		<b>(22,344)</b>	(22,884)
Administrative expenses		<b>(282,967)</b>	(288,988)
Finance costs		<b>(104,208)</b>	(213,062)
<b>PROFIT BEFORE TAXATION</b>		<b>427,255</b>	80,612
Taxation	7	<b>(118,378)</b>	(65,099)
<b>PROFIT FOR THE YEAR</b>	8	<b>308,877</b>	15,513
<b>Profit for the year attributable to owners of the Company</b>		<b>308,877</b>	15,513
<b>Other comprehensive income:</b> <i>Items that may be subsequently reclassified to profit or loss:</i>			
Exchange differences on translation of financial statements of foreign operations		<b>34,668</b>	41,209
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>343,545</b>	56,722
<b>Earnings per share</b>	10		
– basic ( <i>RMB cents</i> )		<b>10.54</b>	0.52
– diluted ( <i>RMB cents</i> )		<b>10.54</b>	0.52

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AT 31 AUGUST 2025**

	<i>Notes</i>	<b>2025</b> <b>RMB'000</b>	2024 <i>RMB'000</i>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment		<b>2,059,033</b>	2,146,794
Right-of-use assets		<b>94,659</b>	91,897
Investment properties		<b>255,098</b>	158,581
Goodwill	<i>11</i>	<b>2,188,803</b>	2,153,640
Other intangible assets	<i>12</i>	<b>732,403</b>	756,530
Prepayments for acquisition of property and equipment		<b>1,785</b>	3,995
Books for lease		–	22
Deferred tax assets		–	3,969
		<b>5,331,781</b>	5,315,428
<b>CURRENT ASSETS</b>			
Inventories		<b>8,719</b>	12,536
Deposits, prepayments, trade and other receivables	<i>13</i>	<b>58,115</b>	47,453
Financial assets at fair value through profit or loss		<b>12,106</b>	49,435
Amounts due from related parties	<i>18</i>	<b>116,981</b>	179,712
Pledged bank deposits	<i>14</i>	<b>33,052</b>	32,328
Bank balances and cash	<i>14</i>	<b>901,327</b>	564,788
		<b>1,130,300</b>	886,252
<b>CURRENT LIABILITIES</b>			
Contract liabilities	<i>15</i>	<b>454,360</b>	482,164
Other payables and accrued expenses	<i>16</i>	<b>238,614</b>	231,814
Lease liabilities		<b>4,600</b>	4,326
Income tax payable		<b>82,861</b>	85,698
Bank and other borrowings	<i>17</i>	<b>229,512</b>	28,624
Amounts due to related parties	<i>18</i>	<b>595,298</b>	625,289
		<b>1,605,245</b>	1,457,915
<b>NET CURRENT LIABILITIES</b>		<b>(474,945)</b>	(571,663)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>4,856,836</b>	4,743,765

	<i>Notes</i>	<b>2025</b> <i>RMB'000</i>	2024 <i>RMB'000</i>
<b>NON-CURRENT LIABILITIES</b>			
Deferred tax liabilities		<b>277,984</b>	234,282
Bank and other borrowings	<i>17</i>	<b>1,409,059</b>	1,573,755
Lease liabilities		<b>18,417</b>	20,998
Amounts due to related parties	<i>18</i>	<b>1,281,097</b>	1,363,376
		<u><b>2,986,557</b></u>	<u>3,192,411</u>
<b>NET ASSETS</b>		<u><b>1,870,279</b></u>	<u>1,551,354</u>
<b>EQUITY</b>			
Share capital		<b>9,111</b>	9,309
Reserves		<b>1,861,168</b>	1,542,045
<b>TOTAL EQUITY</b>		<u><b>1,870,279</b></u>	<u>1,551,354</u>

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

### *FOR THE YEAR ENDED 31 AUGUST 2025*

#### **1. GENERAL INFORMATION**

China Maple Leaf Educational Systems Limited (the “**Company**” together with its subsidiaries collectively referred to as the “**Group**”) was incorporated in the Cayman Islands as an exempted company with limited liability under Companies Law Chapter 22 of the Cayman Islands on 5 June 2007. Its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Its parent is Sherman Investment Holdings Limited incorporated in the British Virgin Islands (“**BVI**”), and its ultimate controlling party is Mr. Shu Liang Sherman Jen, who is also the Chairman of the board and chief executive officer of the Company. The address of the registered office of the Company is Maples Corporate Services Limited, PO Box 309, Uglan House, the Grand Cayman, KY1-1104, Cayman Islands and the address of principal place of business of the Company is No. 13, Baolong First Road, Baolong Street, Longgang District, Shenzhen, Guangdong Province 518116, the People’s Republic of China (“**PRC**”).

The Group operates a network of bilingual private schools and preschools in the PRC under the “Maple Leaf” brand and in other Asia Pacific countries under the brand “Canadian International School” and “Kingsley International School”, focusing on high schools that offer World School Program and bilingual education mainly within the PRC and other Asia Pacific countries.

The consolidated financial statements are presented in thousands of Renminbi (“**RMB’000**”), unless otherwise stated.

#### **2. APPLICATION OF NEW AND AMENDMENTS TO IFRS ACCOUNTING STANDARDS**

In the current year, the Group has applied all the amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (the “**IASB**”) that are relevant to its operations and effective for its accounting year beginning on 1 September 2024. IFRS Accounting Standards; International Accounting Standards (“**IAS**”); and Interpretations. Except for IFRS 18 “Presentation and Disclosure in Financial Statements”, which sets out requirements on presentation and disclosures in financial statements, will replace IAS 1 “Presentation of Financial Statements”, the application of these amended IFRS Accounting Standards in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

The Group has not early applied the amendments to IFRS Accounting Standards that have been issued but are not yet effective. The application of these amendments to IFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

#### **3. REVENUE**

Revenue represents (i) service income from tuition fees and boarding fees, (ii) fees from summer and winter camps provided to students, (iii) fees from selling textbooks and educational materials to students, (iv) fees from sales of goods and materials to students, (v) catering services income, (vi) fees from extracurricular activities, and (vii) other fees and income.

The revenues attributable to the Group's service lines are as follows:

**Disaggregation of revenue from contracts with customers**

	<b>2025</b>	2024
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
<b>Types of goods or services</b>		
Tuition and boarding fees	<b>907,311</b>	948,634
Summer and winter camps	<b>33,130</b>	40,187
Sales of textbooks	<b>25,898</b>	24,416
Sales of goods and materials	<b>40,008</b>	41,605
Catering services income	<b>54,433</b>	69,262
Extracurricular activities	<b>35,233</b>	29,251
Others ( <i>Note</i> )	<b>84,036</b>	75,107
	<b><u>1,180,049</u></b>	<u>1,228,462</u>
<b>Timing of revenue recognition</b>		
Over time	<b>1,000,050</b>	1,064,337
At a point in time	<b>179,999</b>	164,125
	<b><u>1,180,049</u></b>	<u>1,228,462</u>

*Note:*

The amount mainly represents non-refundable fee received for application and reservation for school admission, service fee for arranging public or overseas examinations, consultation fee for overseas studies, management fee received from courses provided by third parties and other miscellaneous income.

**4. OPERATING SEGMENTS**

Information reported to the Group's Chief Executive Officer, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on locations of goods and services provided.

The Group's reportable segments under IFRS 8 are as follows:

- (i) PRC Segment
- (ii) Overseas Segment, including Singapore, Malaysia and other Asia Pacific countries

The Group is mainly engaged in international school education in the PRC and other Asia Pacific countries. The CODM reviews revenue analysis by service lines when making decisions about allocating resources and assessing performance of the Group.

## Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segments:

### For the year ended 31 August 2025

	<b>PRC Segment RMB'000</b>	<b>Overseas Segment RMB'000</b>	<b>Total RMB'000</b>
Revenue from external customers	<u>446,626</u>	<u>733,423</u>	<u>1,180,049</u>
Segment profit	<u>143,934</u>	<u>182,321</u>	326,255
Unallocated items:			
Other gains and losses			230,980
Finance costs			(104,208)
Directors' and chief executive's emoluments			(9,245)
Corporate administrative expense			<u>(16,527)</u>
Group's profit before taxation			<u>427,255</u>

### For the year ended 31 August 2024

	<b>PRC Segment RMB'000</b>	<b>Overseas Segment RMB'000</b>	<b>Total RMB'000</b>
Revenue from external customers	<u>472,308</u>	<u>756,154</u>	<u>1,228,462</u>
Segment profit	<u>140,846</u>	<u>183,628</u>	324,474
Unallocated items:			
Other gains and losses			(3,990)
Finance costs			(213,062)
Directors' and chief executive's emoluments			(9,263)
Corporate administrative expense			<u>(17,547)</u>
Group's profit before taxation			<u>80,612</u>

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit represents the profit earned by each segment without allocation of corporate administrative expense and directors' and chief executive's emoluments. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

## Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

	<b>2025</b>	2024
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
<b>Segment assets</b>		
PRC Segment	<b>2,073,498</b>	1,846,631
Overseas Segment	<b>4,388,583</b>	4,355,049
	<hr/>	<hr/>
Consolidated assets	<b>6,462,081</b>	6,201,680
	<hr/>	<hr/>
<b>Segment liabilities</b>		
PRC Segment	<b>2,398,132</b>	2,429,888
Overseas Segment	<b>2,193,670</b>	2,220,438
	<hr/>	<hr/>
Consolidated liabilities	<b>4,591,802</b>	4,650,326
	<hr/>	<hr/>

For the purposes of monitoring segment performance and allocating resources between segments, all assets and liabilities are allocated to operating segments. Assets and liabilities used jointly by operating segments are allocated to the PRC segment for consistency of presentation.

## Major customers

No single customer contributed 10% or more of total revenue of the Group for the years ended 31 August 2025 and 2024.

## Geographical information

The Group primarily operates in the PRC and other Asia Pacific countries. Information about the Group's revenue from external customers and non-current assets other than deferred tax assets are presented based on the location of the assets.

	<b>Revenue from external customers</b>		<b>Non-current assets</b>	
	<b>2025</b>	2024	<b>2025</b>	2024
	<b><i>RMB'000</i></b>	<i>RMB'000</i>	<b><i>RMB'000</i></b>	<i>RMB'000</i>
PRC	<b>446,626</b>	472,308	<b>1,167,379</b>	1,100,945
Singapore	<b>640,947</b>	679,593	<b>3,666,827</b>	3,711,604
Malaysia	<b>92,395</b>	71,633	<b>436,110</b>	434,364
Others	<b>81</b>	4,928	<b>61,465</b>	64,546
	<hr/>	<hr/>	<hr/>	<hr/>
	<b>1,180,049</b>	1,228,462	<b>5,331,781</b>	5,311,459
	<hr/>	<hr/>	<hr/>	<hr/>

## 5. INVESTMENT AND OTHER INCOME

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Bank interest income	8,003	9,566
Government grant ( <i>Note</i> )	5,543	3,791
Rental income	14,687	10,440
Dividend income from financial assets at fair value through profit or loss (“FVTPL”)	633	636
Others	543	1,712
	<u>29,409</u>	<u>26,145</u>

*Note:*

The Group obtained government grants and subsidies from (i) the government of Singapore in relation to salary support scheme; and (ii) the local government of the PRC in relation to their business development in several PRC regions. In the opinion of the Directors, the Group has fulfilled all conditions pertained to the government grants and subsidies for the years ended 31 August 2025 and 2024.

## 6. OTHER GAINS AND LOSSES

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Loss arising from fair value changes of convertible bonds	–	(28,174)
Gain arising from changes in fair value of financial assets measured at FVTPL	3,001	2,027
Gain on disposal of property, plant and equipment	964	770
Net foreign exchange (loss)/gain	(4,768)	14,623
Gain on bargain purchase of a subsidiary ( <i>Note 19</i> )	190,841	–
Gain on derecognition of other payable to deregistered related parties	23,023	–
Gain on disposal of a subsidiary*	3,300	–
Sponsorship income	6,986	–
Others	7,633	6,764
	<u>230,980</u>	<u>(3,990)</u>

*Notes:*

As regard to the gain on bargain purchase of a subsidiary, please refer to note 19 below.

\* The amount represents a gain on disposal of a subsidiary whose net assets amounted to nil, for a cash consideration of RMB3,300,000.

## 7. TAXATION

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
<b>Current tax</b>		
Enterprise income tax (“EIT”)		
Provision for the year	24,845	23,922
Underprovision in prior years	553	1,207
Singapore enterprise income tax		
Provision for the year	41,640	44,639
(Overprovision)/underprovision in prior years	(113)	1,770
Malaysia enterprise income tax		
Provision for the year	401	264
Underprovision in prior years	5	–
	<u>67,331</u>	<u>71,802</u>
Withholding tax*	<u>7,360</u>	–
Deferred tax	<u>43,687</u>	<u>(6,703)</u>
	<u><b>118,378</b></u>	<u><b>65,099</b></u>

\* Withholding tax mainly represents the tax on income from software licensing fees, student registration fees, and 5% on dividend income from the PRC.

The income tax expense for the year can be reconciled to the profit before taxation as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Profit before taxation	<u>427,255</u>	<u>80,612</u>
Tax at PRC EIT rate of 25%	106,814	20,153
Tax effect of preferential tax rate granted	(5,081)	(7,672)
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	(6,548)	1,641
Tax effect of tax loss not recognised	3,883	15,472
Utilisation of tax loss previously not recognised	(3,989)	(2,100)
Tax effect of income not taxable for tax purposes	(90,244)	(41,278)
Tax effect of expenses not deductible for tax purposes	56,738	75,906
Tax effect of underprovision in prior years	445	2,977
Withholding tax	7,360	–
Withholding tax on undistributed earnings of PRC subsidiaries and consolidated affiliated entities	<u>49,000</u>	–
Tax charge for the year	<u><b>118,378</b></u>	<u><b>65,099</b></u>

The Company was incorporated in the Cayman Islands and Maple Leaf Educational Systems Limited was incorporated in the BVI, both are tax exempted as no business is carried out in the Cayman Islands or the BVI under the tax laws of the Cayman Islands or the BVI, respectively.

No provision for Hong Kong Profits Tax has been made as the Group's operation in Hong Kong had no assessable profit for the years ended 31 August 2025 and 2024. Under the two-tiered profits tax rates regime, the first HKD2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HKD2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The Inland Revenue Board, an agency of the Ministry of Finance in Malaysia, is responsible for the administration of direct taxes enacted under the Income Tax Act. The standard corporate tax rate in Malaysia is 24%.

The standard corporate tax rate in Singapore is 17% and Singapore follows a single-tier corporate tax system.

Dalian Beipeng Educational Software Development Inc. ("**Dalian Beipeng Software**") is entitled to High and New Technology Enterprise ("**HNTE**") status starting from the calendar year of 2017. Dalian Beipeng Software is eligible for a preferential enterprise income tax rate of 15% starting from the calendar year of 2017. The HNTE status is valid for three years, and was renewed on 14 December 2022.

According to the Implementation Regulations for the Law for Promoting Private Education, private schools for which the sponsors do not require reasonable returns are eligible to enjoy the same preferential tax treatment as public schools, subject to review by relevant tax bureaus each year.

Taxation arising in other jurisdictions is calculated as the rates prevailing in the relevant jurisdictions.

During the year ended 31 August 2025, non-taxable tuition income was RMB144,948,000 (2024: RMB155,264,000), and the expense of RMB108,647,000 incurred by the relevant schools (2024: RMB88,895,000) was not deductible.

## 8. PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging/(crediting):

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Staff costs, including directors' remuneration		
– salaries and other allowances	460,031	487,227
– retirement benefit scheme contributions	23,075	24,939
– share-based payments	1,735	719
	<u>484,841</u>	<u>512,885</u>
Total staff costs	484,841	512,885
Less: Staff costs included in cost of revenue	(357,377)	(388,283)
	<u>127,464</u>	<u>124,602</u>
Staff costs included in administrative and marketing expenses	127,464	124,602
Gross rental income from investment properties	(14,687)	(10,440)
Less: Direct operating expenses incurred for investment properties (included in administrative expenses)	2,297	890
	<u>(12,390)</u>	<u>(9,550)</u>
Net rental income	(12,390)	(9,550)
Depreciation of property, plant and equipment	109,868	114,552
Amortisation of other intangible assets (included in cost of revenue)	35,781	48,464
Depreciation of right-of-use assets	6,864	7,171
Depreciation of investment properties	6,096	4,274
Auditors' remuneration	2,662	2,658
Amortisation of books for lease	22	499
Cost of inventories recognised as an expense (included in cost of revenue)	62,581	69,902

## 9. DIVIDENDS

No dividend in respect of the year ended 31 August 2025 has been proposed by the Directors (2024: Nil).

## 10. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

Earnings figures are calculated as follows:

	Year ended 31 August	
	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Earnings for the purpose of basic and dilutive earnings per share	<u>308,877</u>	<u>15,513</u>

**Number of shares:**

	At 31 August	
	2025	2024
	'000	'000
Weighted average number of ordinary shares for the purpose of basic and dilutive earnings per share	<b>2,931,841</b>	<b>2,971,011</b>

The weighted average number of ordinary shares adopted in the calculation of the basic earnings per share for the years ended 31 August 2025 and 2024 have been arrived at after eliminating the ungranted or unvested shares of the Company held under the Share Award Scheme and deducted shares repurchased by the Group.

The number of shares adopted in the computation of diluted earnings per share for the years ended 31 August 2025 and 2024 does not assume the exercise of the Company's share options because the exercise price of those options was higher than the average market price of shares for the years ended 31 August 2025 and 2024.

The computation of diluted earnings per share for the year ended 31 August 2024 does not assume the conversion of the Company's outstanding convertible bonds since the assumed exercise would result in an increase in earnings per share.

**11. GOODWILL**

	2025	2024
	RMB'000	RMB'000
<b>Cost and carrying values</b>		
At 1 September 2024 or 2023	<b>2,153,640</b>	2,122,393
Arising on acquisition of a subsidiary ( <i>Note</i> )	<b>1,037</b>	–
Exchange adjustment	<b>34,126</b>	31,247
At 31 August 2025 or 2024	<b>2,188,803</b>	2,153,640

*Note:* On 15 May 2025, the Group completed an acquisition of 100% equity interest in the Shenzhen Jinhang International Travel Agency Company Limited (“**Jinhang**”) for a consideration of approximately RMB1,037,000. Jinhang is principally engaged in the travel agency business in the PRC.

## 12. OTHER INTANGIBLE ASSETS

	Student base <i>RMB'000</i>	Licence <i>RMB'000</i>	Trademark <i>RMB'000</i>	Total <i>RMB'000</i>
<b>Cost</b>				
At 1 September 2023	346,145	71,784	621,797	1,039,726
Exchange adjustment	<u>5,318</u>	<u>2,552</u>	<u>10,757</u>	<u>18,627</u>
At 31 August 2024 and 1 September 2024	351,463	74,336	632,554	1,058,353
Exchange adjustment	<u>5,559</u>	<u>1,449</u>	<u>10,313</u>	<u>17,321</u>
<b>At 31 August 2025</b>	<u>357,022</u>	<u>75,785</u>	<u>642,867</u>	<u>1,075,674</u>
<b>Amortisation and impairment</b>				
At 1 September 2023	176,012	68,896	2,385	247,293
Provided for the year	45,556	2,908	–	48,464
Exchange adjustment	<u>3,389</u>	<u>2,532</u>	<u>145</u>	<u>6,066</u>
At 31 August 2024 and 1 September 2024	224,957	74,336	2,530	301,823
Provided for the year	35,781	–	–	35,781
Exchange adjustment	<u>4,160</u>	<u>1,449</u>	<u>58</u>	<u>5,667</u>
<b>At 31 August 2025</b>	<u>264,898</u>	<u>75,785</u>	<u>2,588</u>	<u>343,271</u>
<b>Carrying values</b>				
<b>At 31 August 2025</b>	<u>92,124</u>	<u>–</u>	<u>640,279</u>	<u>732,403</u>
At 31 August 2024	<u>126,506</u>	<u>–</u>	<u>630,024</u>	<u>756,530</u>

The trademark of Kingsley International School and Canadian International School has a legal life of 10 years and is renewable every 10 years at minimal cost. The Directors are of the opinion that the Group would renew the trademark continuously and has the ability to do so. Various studies including product life cycle studies, market, competitive and environmental trends, and brand extension opportunities have been performed by the management of the Group, which supports that the trademark has no foreseeable limit to the period over which the trademarked products are expected to generate net cash inflows for the Group.

As a result, the trademark is considered by the Directors as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The trademark will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

All of the Group's student base, trademark and licence were acquired through business combination. Trademark has an infinite estimated useful life. Student base has a finite estimated useful life of 14-15 years and are amortised on expected usage of the intangible assets. Licence has a finite estimated useful life of 1.75-4 years and it is amortised on the straight-line basis over the estimated useful life.

### 13. DEPOSITS, PREPAYMENTS, TRADE AND OTHER RECEIVABLES

	2025 RMB'000	2024 RMB'000
Prepaid rent and other prepaid expenses	16,355	7,936
Trade receivables net of allowance for credit losses ( <i>Note a</i> )	7,973	11,787
Deposits	23,934	9,319
Staff advances	573	211
Management fees receivables	1,742	3,317
Rental receivables	1,708	–
Receivable from a third party ( <i>Note b</i> )	–	6,433
Others	5,830	8,450
	<u>58,115</u>	<u>47,453</u>

As at 1 September 2023, the carrying amount of trade receivables amounted to RMB12,643,000.

*Notes:*

- (a) Loss allowance for trade receivables has been measured at an amount equal to lifetime expected credit loss (“ECL”). The ECL on trade receivables are estimated by reference to past default experience of the debtor and an analysis of the debtor’s current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast directions of conditions at the reporting date. The Group has recognised a loss allowance of 100% against all receivables over 365 days past due because historical experience has indicated that these receivables are generally not recoverable.

The following table details the risk profile of trade receivables from contracts with customers based on the Group’s provision matrix. As the Group’s historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group’s different customer bases. The following is an analysis of trade receivables by age, presented based on the dates the students were informed for payment.

	2025 RMB'000	2024 RMB'000
Not past due	2,347	10,462
0–30 days	3,667	655
31–60 days	2	11
61–90 days	174	–
Over 90 days	1,783	659
	<u>7,973</u>	<u>11,787</u>

- (b) The original receivable amount represented a short-term loan of RMB12,000,000 to an independent third party in 2018. The loan had an interest rate of 4.35% per annum, which was the base rate published by the People’s Bank of China at that time, and it was due in one year. After the counterparty failed to repay at maturity, the loan was extended but remained unrecovered. The Group’s management has assessed the recoverability of the loan and related accrued interest and recognised an ECL provision of RMB6,433,000 and RMB7,900,000 in the profit or loss for the year ended 31 August 2025 and 2024 respectively.

#### 14. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Pledged bank deposits	<u>33,052</u>	<u>32,328</u>
Cash and cash equivalents	851,529	497,673
Time deposits with original terms of over three months	<u>49,798</u>	<u>67,115</u>
Bank balances and cash	<u>901,327</u>	<u>564,788</u>
Pledged bank deposits and bank balances and cash	<u><b>934,379</b></u>	<u><b>597,116</b></u>

The pledged bank deposits were held as security for certain banking facilities granted to the Group. Details are disclosed in note 17.

Cash and cash equivalents include demand deposits and short term deposits with maturity of three months or less for the purpose of meeting the Group's short term cash commitments, which carry interest at market rates range from 0.01% to 3.91% (2024: 0.01% to 4.25%).

The Group's time deposits with original terms of over three months carry an interest rate of 6.0% (2024: 1.65% to 4.88%).

#### 15. CONTRACT LIABILITIES

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Tuition and boarding fees	413,782	446,454
Others	<u>40,578</u>	<u>35,710</u>
	<u><b>454,360</b></u>	<u><b>482,164</b></u>

Significant changes in contract liabilities are analysed as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Balance at 1 September 2024 or 2023	482,164	513,559
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	(482,164)	(513,559)
Deemed acquisition of a subsidiary ( <i>Note 19</i> )	10,504	–
Increase due to cash received, excluding amounts recognised as revenue during the year	<u>443,856</u>	<u>482,164</u>
Balance at 31 August 2025 or 2024	<u><b>454,360</b></u>	<u><b>482,164</b></u>

## 16. OTHER PAYABLES AND ACCRUED EXPENSES

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Payables for purchase of property, plant and equipment	47,052	64,563
Miscellaneous expenses received from students ( <i>Note</i> )	42,811	45,200
Accrued payroll	17,672	24,788
Deposits received from students upon school admission	23,747	29,616
Acquisition consideration payable	9,269	9,269
Payables for purchase of goods	3,837	4,342
Accrued operating expenses	42,304	24,489
Prepayment from lessee	598	6,055
Other tax payables	1,246	1,376
Others	50,078	22,116
	<u>238,614</u>	<u>231,814</u>

*Note:* The amount represents expenses such as fees for courses, public examination fee, purchase of hardware, meal fee and other miscellaneous items from students which will be paid out on behalf of students.

## 17. BANK AND OTHER BORROWINGS

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Bank and other borrowings	<u>1,638,571</u>	<u>1,602,379</u>
The carrying amounts of the above borrowings are repayable:		
On demand or within one year	229,512	28,624
Within a period of more than one year but not exceeding two years	183,770	214,558
Within a period of more than two years but not exceeding five years	<u>1,225,289</u>	<u>1,359,197</u>
	1,638,571	1,602,379
Less: Amounts due within one year shown under current liabilities	<u>(229,512)</u>	<u>(28,624)</u>
Amounts shown under non-current liabilities	<u>1,409,059</u>	<u>1,573,755</u>

*Notes:*

- (a) On 22 July 2024, Canadian International School (“CIS”) entered into a term loan facility agreement (the “2024 Term Loan Facilities”) which was arranged by certain financial institutions, with an aggregate amount up to SGD280,000,000 (approximately RMB1,528,464,000), CIS has fully utilised the 2024 Term Loan Facilities and as at 31 August 2025 the outstanding carrying amount of the borrowing amounted to approximately SGD277,874,000 (equivalent to approximately RMB1,540,895,000) (2024: approximately SGD273,109,000 (equivalent to approximately RMB1,490,849,000)). The 2024 Term Loan Facilities were secured by pledged bank deposits of approximately SGD4,827,000 (equivalent to approximately RMB26,769,000) (2024: approximately SGD4,827,000 (equivalent to approximately RMB26,351,000)) held by CIS and guaranteed by two subsidiaries of the Group and are repayable after 18 months, and up to 5 years, from the utilisation date of the 2024 Term Loan Facilities, specifically from January 2026 to July 2029, with the final repayment date on 24 July 2029. The proceeds of the 2024 Term Loan Facilities were used to fully refinance the then existing indebtedness of the Group.

The 2024 Term Loan Facilities carries variable interest rate based on the aggregate of (i) SORA Reference Rate for the interest period; and (ii) an interest margin of 3.30% per annum for the first twelve months of borrowing and interest margin range of 2.50% to 3.30% after twelve months of borrowing. As at 31 August 2025, the effective borrowing rate was at the rate of 4.9% (2024: 6.9%) per annum.

- (b) As of 31 August 2025, the outstanding of the bank borrowing amounting to approximately MYR29,194,000 (equivalent to approximately RMB49,315,000) (2024: approximately MYR39,240,000 (equivalent to approximately RMB64,750,000)) was secured by (1) pledge of debt service reserve account held by Kingsley International Sendirian Berhad (a subsidiary owned by Kingsley Edugroup Berhad (“**Kingsley**”), an indirectly wholly-owned subsidiary of the Company); (2) pledged bank deposits of approximately MYR3,720,000 (equivalent to approximately RMB6,283,000) (2024: approximately MYR3,622,000 (equivalent to approximately RMB5,977,000)); and (3) debenture incorporating fixed and floating charge over all assets and undertakings of Kingsley.

This bank borrowing carried variable interest rate ranging from 6.19% to 6.30% (2024: 5.91% to 6.19%) per annum, and is repayable from 30 September 2025 to 31 May 2028.

- (c) As of 31 August 2025, the Group’s other borrowings consist of two loans from an independent third party, totalling approximately RMB48,361,000 (2024: RMB46,780,000). Both loans are unsecured and carry a fixed interest rate of 3.65% (2024: 3.65%) per annum. The loans are repayable on the third anniversary from the first date of loan drawdown on 11 December 2025 and 9 April 2026, respectively.
- (d) In respect of bank borrowings with carrying amount of SGD277,874,000 (equivalent to approximately RMB1,540,895,000) as at 31 August 2025 (2024: approximately SGD273,109,000 (equivalent to approximately RMB1,490,849,000)), the Group is required to comply with certain financial covenants which are tested on a quarterly basis and annual basis. The Group has complied with the relevant covenants at each test date on or before the end of the reporting period.

## 18. RELATED PARTY TRANSACTIONS AND BALANCES

Other than as disclosed elsewhere in these consolidated financial statements, the Group has following transactions and balances with related parties:

- (i) **During the year, the Group entered into the following balances and transactions with related parties:**

Relationships	Nature of balances/transactions	2025	2024
		RMB’000	RMB’000
The Affected Schools	Amounts due from (current)	116,981	179,712
The Affected Schools	Amounts due to (non-current)	1,281,097	1,363,376
The Affected Schools	Amounts due to (current)	595,298	625,289
The Affected Schools	Sale of educational software*	2,978	–
The Affected Schools	Provision of technical consultancy services*	1,198	–
		<u>1,198</u>	<u>–</u>

\* These transactions were conducted at arm’s length with certain preschools of the Affected Schools.

The above amounts due from/to the Affected Schools represents balances between the Group and the Affected Schools. Prior to 31 August 2021, these balances were eliminated upon consolidation of the Affected Schools by the Group. The Group deconsolidates the Affected Schools on 31 August 2021, and these balances were no longer eliminated and shown as amounts due to or amounts due from the Affected Schools. As of 31 August 2021, the Affected Schools are legally owned by the affiliated entities of the Group, consequently the Affected Schools are related parties of the Group.

The current portion of the amounts due from/to the Affected Schools represents balances which are due within one year or on demand. The non-current portion of the amounts due to Affected Schools represent long-term borrowings from Affected Schools, which Company has obtained consents from the respective Affected Schools that they would not demand for repayment of such amounts due by the Group within one year from 31 August 2025. The amounts due from/to the Affected Schools are non-trade nature.

**(ii) Compensation of key management personnel**

The remuneration of Directors and other members of key management of the Group during the financial year are as follows:

	<b>2025</b>	2024
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
Short-term benefits	<b><u>15,262</u></b>	<u>15,387</u>

## 19. DEEMED ACQUISITION OF A SUBSIDIARY

During the year ended 31 August 2025, Shanghai Maple Leaf Bilingual School (“**Shanghai School**”) (a previous “Affected School”) obtained an operating licence as an Independent High School. The Group is able to exercise control through the contractual arrangements. Therefore, the Group has regained control over Shanghai School as at 31 August 2025, and the financial position of Shanghai School was consolidated with that of the Group as of 31 August 2025.

The fair values of identifiable assets acquired and liabilities recognised at the date of deemed acquisition:

	<i>RMB'000</i>
Property, plant and equipment	89,166
Right-of-use assets	16,730
Deposits, prepayments and other receivables	41
Amount due from a related party	39,738
Cash and cash equivalents	81,836
Amount due to a related party	(10,572)
Contract liabilities	(10,504)
Other payables and accrued expenses	(15,594)
	<hr/>
Net assets recognised at the date of deemed acquisition	<u>190,841</u>

Gain on bargain purchase arising from the deemed acquisition of Shanghai School:

	<i>RMB'000</i>
Net assets acquired	190,841
Less: cash consideration paid	<hr/> –
	<hr/>
Gain on bargain purchase on deemed acquisition of Shanghai School	<u>190,841</u>

The fair values of the identifiable assets and liabilities were assessed by the management of the Group with the assistance of Norton Appraisals Holdings Limited, an independent qualified professional valuation specialist not connected with the Group. Since the fair value of the net identifiable assets and liabilities acquired exceeded the purchase consideration, this resulted in a gain on bargain purchase of approximately RMB190,841,000, which is recognised in Other gains and losses.

## 20. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in the notes to the consolidated financial statements, there were no material events after the reporting period to be disclosed.

## **CORPORATE GOVERNANCE AND OTHER INFORMATION**

The Board is committed to achieving high corporate governance standards. The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of the Shareholders and to enhance corporate value and accountability.

### **Compliance with the Corporate Governance Code**

During the year ended 31 August 2025 and up to the date of this announcement, the Company has applied the principles as set out in the Corporate Governance Code (“**CG Code**”) contained in Appendix C1 to the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and has complied with all the applicable code provisions, save and except for code provision C.2.1.

Code provision C.2.1 of Part 2 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Shu Liang Sherman Jen (“**Mr. Jen**”) performs the dual roles of both chairman and chief executive officer of the Company (“**CEO**”). The Board believes that by vesting the roles of both chairman and CEO in the same person, the Company derives the benefit of ensuring consistent leadership within the Group, which in turn enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively.

The Board will continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices within the Company.

### **Compliance with the Model Code for Securities Transactions by Directors**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“**Model Code**”) as set out in Appendix C3 to the Listing Rules as its own securities dealing code to regulate all dealings by Directors and relevant employees of securities in the Company and other matters covered by the Model Code.

Specific enquiry has been made to all the Directors and the relevant employees and they have confirmed that they had complied with the Model Code during the year ended 31 August 2025.

The Company has maintained an effective system in monitoring the dealings by Directors (including a notification mechanism) to ensure compliance with the Model Code. In particular, the Company has notified all Directors of the prohibition period before the commencement of such prohibition period. The Board is of the view that the guidelines and procedures for the directors’ dealings of shares in the Company are adequate and effective.

## Purchase, Sale or Redemption of the Company's Listed Securities

During the year ended 31 August 2025, the Company has repurchased a total of 92,152,000 shares (“**Repurchased Shares**”) on the Stock Exchange at an aggregate consideration of HK\$28,823,546.90 (inclusive of the payment of trading fees, levies and commission in the aggregate amount of HK\$105,373.39). Up to 31 August 2025, 63,216,000 Repurchased Shares were cancelled.

Month	No. of Repurchased Shares	Price paid per Repurchased of Shares		Aggregate Consideration (HK\$)
		Highest (HK\$)	Lowest (HK\$)	
December 2024	5,770,000	0.290	0.248	1,532,844.22
January 2025	22,496,000	0.300	0.255	6,365,509.55
February 2025	19,804,000	0.305	0.295	5,966,182.09
March 2025	17,904,000	0.315	0.300	5,483,172.73
June 2025	8,732,000	0.315	0.315	2,759,315.97
July 2025	4,028,000	0.370	0.335	1,428,581.78
August 2025	13,418,000	0.400	0.365	5,287,940.56
<b>Total</b>	<b>92,152,000</b>			<b>28,823,546.90</b>

Save as disclosed above, during the year ended 31 August 2025, neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company (including sale of treasury share). As at 31 August 2025, the Company held 28,936,000 Repurchased Shares pending cancellation and the Company did not hold any treasury shares (for the purpose of the Listing Rules).

Such repurchases were out of the confidence of the Company's prospects and the recognition of the Company's value, with an aim at aligning the interests of investors, stabilising and enhancing the value of each share of the Company.

## Final Dividend

The Board has resolved not to recommend a final dividend for the year ended 31 August 2025 (2024: Nil).

## Audit Committee

The audit committee of the Board (“**Audit Committee**”) has reviewed the audited consolidated financial statements of the Group for the year ended 31 August 2025 and has met with the independent auditors, Moore CPA Limited (“**Moore**”). The Audit Committee has also discussed matters with respect to the accounting policies and practices adopted by the Company and internal control with senior management members of the Company.

## **Subsequent Events after the Reporting Period**

The Group has no subsequent events after the reporting period and up to the date of this announcement which required disclosure.

## **SCOPE OF WORK OF MOORE CPA LIMITED**

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 August 2025 as set out in the preliminary announcement have been agreed by the Group's auditors, Moore, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Moore in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Moore on the preliminary announcement.

## **PUBLICATION OF ANNUAL REPORT**

This annual results announcement is published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.mapleleaf.cn](http://www.mapleleaf.cn). The annual report of the Group for the year ended 31 August 2025 will be made available for Shareholders' review on the aforesaid websites 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, 28 November 2025

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

\* *For identification purposes only*