

Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus of Kingsley Edugroup Limited (the “**Company**”) dated 30 April 2018 (the “**Prospectus**”).

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This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been, and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities law in the United States. The securities may not be offered, sold, pledged or transferred within the United States except pursuant to registration or an exemption from or in a transaction not subject to the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. There will be no public offer of securities of the Company in the United States.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares thereby being offered.

KINGSLEY EDUGROUP LIMITED

皇峯國際教育企業集團有限公司

(incorporated in the Cayman Islands with limited liability)

LISTING ON THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF GLOBAL OFFERING

Number of Offer Shares	: 200,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Hong Kong Public Offer Shares	: 20,000,000 Shares (subject to reallocation)
Number of International Placing Shares	: 180,000,000 Shares (subject to reallocation and Offer Size Adjustment Option)
Offer Price	: Not more than HK\$0.50 per Offer Share and expected to be not less than HK\$0.40 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full upon application in Hong Kong dollars, subject to refund on final pricing)
Nominal Value	: HK\$0.01 per Share
Stock Code	: 8105

Sole Sponsor



China Everbright Capital Limited

Joint Global Coordinators and Joint Bookrunners



**國金證券(香港)有限公司
SINOLINK SECURITIES (HK) CO. LTD.**



China Everbright Securities (HK) Limited

Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Global Offering and upon the exercise of Offer Size Adjustment Option as described in the Prospectus. Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Global Offering comprises (i) the Hong Kong Public Offer of 20,000,000 Hong Kong Public Offer Shares (subject to reallocation), representing 10% of the total number of the Offer Shares; and (ii) the International Placing of 180,000,000 International Placing Shares (subject to reallocation and Offer Size Adjustment Option), representing 90% of the total number of the Offer Shares.

The allocation of Offer Shares between the Hong Kong Public Offer and the International Placing is subject to adjustment as detailed in the section headed “Structure and conditions of the Global Offering — The Hong Kong Public Offer — Reallocation” in the Prospectus. In particular, the Joint Global Coordinators may reallocate Offer Shares from the International Placing to the Hong Kong Public Offer to satisfy valid applications under the Hong Kong Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 6 of the GEM Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offer following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offer (i.e. 40,000,000 shares).

In connection with the Global Offering, the Company intends to grant to the Joint Global Coordinators (for themselves and on behalf of the Underwriters) the Offer Size Adjustment Option to cover excess demand under the Global Offering (if any). Pursuant to the Offer Size Adjustment Option, the Company may be required to allot and issue, at the final Offer Price, up to an aggregate of 30,000,000 additional new Shares, representing 15% of the Offer Shares initially available under the Global Offering. The Offer Size Adjustment Option can only be exercised by the Joint Global Coordinators (for themselves and on behalf of the Underwriters) prior to the Listing Date; otherwise it will lapse. The Shares to be issued pursuant to the exercise of the Offer Size Adjustment Option will not be used for price stabilization purpose and are not subject to the Securities and Futures (Price Stabilizing) Rules of the SFO (Chapter 571W of the Laws of Hong Kong). If the Offer Size Adjustment Option is exercised in full, the additional Offer Shares will represent approximately 13.0% of the enlarged issued share capital of the Company in issue following completion of the Capitalization Issue, the Global Offering and the exercise of the Offer Size Adjustment Option.

The Offer Price per Offer Share will not be more than HK\$0.50 and is expected to be not less than HK\$0.40. The Offer Price is expected to be fixed by the Price Determination Agreement between the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is scheduled to be on or about Friday, 4 May 2018. If, for any reason, the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and the Company are unable to reach an agreement on the Offer Price by Monday, 14 May 2018, the Global Offering will not become unconditional and will lapse.

Applicants for the Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.50 per Share together with brokerage fee of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$0.50 per Offer Share.

The Hong Kong Public Offer is conditional upon the fulfillment of the conditions as set out in the sub-section headed “Structure and Conditions of the Global Offering — Conditions of the Hong Kong Public Offer” in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived) in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Global Offering will lapse and thereafter, all money received will be refunded to applicants without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Global Offering will be published by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.kingsley.edu.my on the next business day immediately following the date of such lapse.

Prospective investors should note that the Joint Global Coordinators (for themselves and on behalf of the Underwriters) are entitled to terminate their obligations under the Underwriting Agreements by giving notice in writing to the Company upon the occurrence of any of the events set out in the sub-section headed “Underwriting — Underwriting Arrangements and Expenses — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date which is expected to be Wednesday, 16 May 2018.

Applications for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.

Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the HK eIPO White Form Service Provider at www.hkeipo.hk under the HK eIPO White Form service. Applicants who would like to have the allotted Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, 30 April 2018, until 12:00 noon on Friday, 4 May 2018 from:

(1) the following offices of the Hong Kong Underwriters:

Underwriters	Address
China Everbright Securities (HK) Limited	24th Floor, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong
Sinolink Securities (Hong Kong) Company Limited	Units 2503, 2505–06, 25/F, Low Block, Grand Millennium Plaza, 181 Queen’s Road Central Hong Kong

(2) any of the following branches of DBS Bank (Hong Kong) Limited, the receiving bank:

District	Branch name	Address
Hong Kong Island	United Centre Branch	Shops 1015–1018 on 1/F & Shops 2032–2034 on 2/F, United Centre, 95 Queensway, Admiralty
Kowloon	Yaumatei Branch	G/F & 1/F, 131–137 Woosung Street, Yaumatei
	Amoy Plaza Branch	Shops G193–195, Amoy Plaza, 77 Ngau Tau Kok Road, Ngau Tau Kok
New Territories	Tuen Mun Town Plaza — SME Banking Centre	Shop 23, G/F, Tuen Mun Town Plaza (II), 3 Tuen Lung Street, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, 30 April 2018 until 12:00 noon on Friday, 4 May 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

Time for Lodging Application Forms

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Ting Hong Nominees Limited — Kingsley Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above at the following times:

Monday, 30 April 2018 — 9:00 a.m. to 5:00 p.m.
Wednesday, 2 May 2018 — 9:00 a.m. to 5:00 p.m.
Thursday, 3 May 2018 — 9:00 a.m. to 5:00 p.m.
Friday, 4 May 2018 — 9:00 a.m. to 12:00 noon

The latest time for lodging your application is 12:00 noon on Friday, 4 May 2018. The application lists will be open from 11:45 a.m. to 12:00 noon on the same date, the last application day or such later time as described in the paragraph headed "How to Apply for the Hong Kong Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Applications Lists" in the Prospectus.

Applicants applying by HK eIPO White Form service may submit applications through the HK eIPO White Form service at www.hkeipo.hk from 9:00 a.m. on Monday, 30 April 2018 until 11:30 a.m. on Friday, 4 May 2018 or such later time as described in the section headed "How to Apply for the Hong Kong Public Offer Shares — 5. Applying through HK eIPO White Form — Time for submitting applications under the HK eIPO White Form" in the Prospectus.

CCASS Participants can input electronic application instructions from 9:00 a.m. on Monday, 30 April 2018 until 12:00 noon on Friday, 4 May 2018 or such later time as described in the section headed “How to Apply for the Hong Kong Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for the Hong Kong Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offer.

The Company expects to announce the final Offer Price, the indication of the level of interest in the International Placing, the level of applications in the Hong Kong Public Offer and the basis of allocation of the Hong Kong Public Offer Shares on Tuesday, 15 May 2018 on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.kingsley.edu.my. The results of allocations, with the successful applicants’ identification document numbers if applicable, under the Hong Kong Public Offer will be made available through a variety of channels from Tuesday, 15 May 2018 in the manner described in the section headed “How to Apply for the Hong Kong Public Offer Shares — 11. Publication of Results” in the Prospectus.

Share certificates for the Offer Shares will only become valid documents of title when the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised prior to 8:00 a.m. (Hong Kong time) on the Listing Date which is expected to be 16 May 2018. No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies for the Offer Shares.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 16 May 2018. Shares will be traded in board lots of 5,000 Shares. The GEM stock code for the Shares is 8105.

By order of the Board of
Kingsley Edugroup Limited
Tan Sri Dato’ Sri Goh Ming Choon
Chairman

Hong Kong, 30 April 2018

As at the date of this announcement, the executive Directors are Tan Sri Dato’ Sri Goh Ming Choon, Dato’ Danny Goh Meng Keong and Dr. Chua Ping Yong; and the independent non-executive Directors are Prof. Emeritus Tan Sri Dato’ Dr. Mohamed Salleh Bin Mohamed Yasin, Tan Sri Dato’ Hj Abd Karim Bin Shaikh Munisar and Prof. Dr. Rozainun Binti Abdul Aziz.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the Stock Exchange’s website at www.hkexnews.hk and the GEM website at www.hkgem.com and in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.kingsley.edu.my.