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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Kingsley Edugroup Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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KINGSLEY EDUGROUP LIMITED

皇崑國際教育企業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8105)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
PROPOSED APPOINTMENT OF NEW AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting ("AGM") of Kingsley Edugroup Limited to be held at 10/F, UCC, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 21 November 2018 at 10:00 a.m. is set out on pages 20 to 24 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of GEM (www.hkgem.com) and the Company (www.kingsley.edu.my).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:00 a.m. on Monday, 19 November 2018 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish.

* *References to time and dates in this circular are to Hong Kong time and dates.*

Hong Kong, 19 October 2018

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This circular, 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from its date of publication and the Company's website at www.kingsley.edu.my.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Proposed Re-election of Retiring Directors	4
3. Proposed Granting of General Mandate to Buy Back Shares	4
4. Proposed Granting of General Mandate to Issue Shares	4
5. Proposed Appointment of New Auditors	5
6. AGM and Proxy Arrangement	5
7. Recommendation	6
Appendix I – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	7
Appendix II – Explanatory Statement on the Share Buy-back Mandate	17
Notice of Annual General Meeting	20

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 10/F, UCC, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 21 November 2018 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 20 to 24 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Kingsley Edugroup Limited (皇崑國際教育企業集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the AGM as set out on pages 20 to 24 of this circular
“Latest Practicable Date”	15 October 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM as set out on pages 20 to 24 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time



KINGSLEY EDUGROUP LIMITED

皇立國際教育企業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8105)

Executive Directors:

Tan Sri Dato' Sri Goh Ming Choon (*Chairman*)

Dato' Danny Goh Meng Keong

Dr. Chua Ping Yong (*President*)

Independent Non-executive Directors:

Prof. Emeritus Tan Sri Dato' Dr. Mohamed Salleh

Bin Mohamed Yasin

Tan Sri Dato' Hj Abd Karim Bin Shaikh Munisar

Prof. Dr. Rozainun Binti Abdul Aziz

Head Office:

LG5, Kingsley International School

Persiaran Kingsley

Kingsley Hills, Putra Heights

47650 Subang Jaya

Selangor, Malaysia

Principal Place of Business in

Hong Kong:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

Registered Office:

P.O. Box 31119

Grand Pavilion, Hibiscus Way

802 West Bay Road

Grand Cayman KY1-1205

Cayman Islands

Hong Kong, 19 October 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
PROPOSED APPOINTMENT OF NEW AUDITORS
AND
NOTICE OF AGM**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the forthcoming AGM to be held on 21 November 2018.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 112 of the Articles of Association, Dr. Chua Ping Yong (appointed by the Board on 13 September 2017) shall hold office until the forthcoming AGM. In addition, Tan Sri Dato' Sri Goh Ming Choon, Dato' Danny Goh Meng Keong, 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 shall retire at the AGM pursuant to Article 108(a) of the Company's Articles of Association. All of the above Directors, being eligible, will offer themselves for re-election at the AGM.

Each of 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, the independent non-executive directors, has given to the Company an annual confirmation of his/her independence in accordance with Rule 5.09 of the GEM Listing Rules. The Board, therefore, considers them to be independent in accordance with the independence guidelines as set out in the GEM Listing Rules and believes that they should be re-elected.

Pursuant to Rule 17.46A of the GEM Listing Rules, the biographical details of the retiring Directors standing for re-election at the AGM are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

Pursuant to the written resolutions passed by all the shareholders on 19 April 2018, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM as set out on pages 20 to 24 of this circular (i.e. a total of 80,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Pursuant to the written resolutions passed by all the shareholders on 19 April 2018, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares

LETTER FROM THE BOARD

of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the AGM as set out on pages 20 to 24 of this circular (i.e. a total of 160,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM). An ordinary resolution to extend the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

5. PROPOSED APPOINTMENT OF NEW AUDITORS

Reference is made to the announcement of the Company dated 18 October 2018. BDO Limited (“BDO”) will retire as the auditors of the Company with effect from the conclusion of the AGM and will not be offering themselves for re-appointment as the Company and BDO could not reach an agreement on the audit fee for the financial year ending 30 June 2019.

ZhongHui Anda CPA Limited, Certified Public Accountants, was selected to be proposed for filling the vacancy concerned. Accordingly, the Board has resolved, with the recommendation from the audit committee of the Company, to propose the appointment of ZhongHui Anda CPA Limited as the auditors of the Company, subject to the approval of the Shareholders at the AGM.

BDO has confirmed in writing that up to 16 October 2018, being the date of the said letter, there are no matters need to be brought to the attention of the Shareholders. The Board has confirmed that nothing needs to be brought to the attention of the Shareholders in connection with the proposed appointment of auditors. The Board and the Audit Committee have confirmed that there is no disagreement between BDO and the Company and that the Board has no unresolved issue regarding the appointment of new auditors.

6. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 20 to 24 of this circular.

Pursuant to the GEM Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the GEM Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of GEM (www.hkgem.com) and the Company (www.kingsley.edu.my). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company’s branch share registrar in Hong Kong,

LETTER FROM THE BOARD

Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:00 a.m. on Monday, 19 November 2018 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Share Buy-back Mandate and the Issuance Mandate and the proposed appointment of new auditors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Kingsley Edugroup Limited
Tan Sri Dato' Sri Goh Ming Choon
Chairman and Executive Director

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

(1) Tan Sri Dato' Sri Goh Ming Choon

Position and Experience

Tan Sri Dato' Sri Goh Ming Choon ("Tan Sri Barry Goh") (丹斯里拿督吳明璋), aged 54, has been the Chairman of the Board and an Executive Director of the Company since 19 April 2018 and 16 May 2018 respectively. He is primarily responsible for formulating the overall development strategies and business plans and overseeing the management and strategic development of our Group.

Tan Sri Barry Goh has over 20 years of experience as an entrepreneur in various businesses including education, property development and construction. Tan Sri Barry Goh established our Group by setting up our principal operating subsidiary, Kingsley International in 2010, together with, among others, Dato' Danny Goh Meng Keong, our executive Director. Tan Sri Barry Goh subsequently expanded our Group through establishing Kingsley International School (through Kingsley International), Kingsley College (through Kingsley Graduate School Malaysia), Kingsley Professional Centre (through Kingsley Professional) and Kingsley Skills College (through Kingsley Skills).

Tan Sri Barry Goh has been the executive advisor to the TARcian Alumni Association of Tunku Abdul Rahman University College (now known as Tunku Abdul Rahman University College, "TAR University College") since May 2016. From September 2013 to September 2017, he has been a member of the Board of Governors of TAR University College, where he was responsible for the governing and policy making of the university. He, as a member of the Board of Governors, has also undertaken key roles in providing strategic planning-oversight of the educational character and mission of the university, promoting efficient management of the university, fostering global linkages and internationalization in relation to higher education and research, as well as developing links with the community, corporate sector and industry. He has also assisted with the implementation of the university's constitution, laws and policies.

Tan Sri Barry Goh has been a director of MCT Berhad since April 2015, and Odenza Corp., a mining company quoted on the over-the-counter markets in the United States with the symbol ODZA since February 2013. He has also been and an executive director of BGMC International Limited (stock code: 1693), a construction services company listed on the Main Board of the Stock Exchange, since November 2016.

Tan Sri Barry Goh graduated from TAR University College with a Diploma in Technology (Electronic Engineering) in July 1990. He furthered his studies to pursue a master's degree in business administration at Tsinghua University's PBC School of Finance in September 2017, a part time course which is due to be completed in July 2019.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Save as disclosed, Tan Sri Barry Goh did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Tan Sri Barry Goh has entered into a service contract with the Company for a term of 3 years commencing from 16 May 2018 and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions herein and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “Companies Law”), his period of office shall be shortened accordingly.

Tan Sri Barry Goh is also subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

Tan Sri Barry Goh is entitled to director’s emolument of RM20,000 per annum.

Relationships

Tan Sri Barry Goh is the brother of Dato’ Danny Goh Meng Keong. In addition, he is the member of Remuneration Committee and Nomination Committee. Other than the above-mentioned, he does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Tan Sri Barry Goh was interested in 552,000,000 Shares, representing 69% of the Company’s total issued Shares under Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Tan Sri Barry Goh involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Tan Sri Barry Goh that need to be brought to the attention of the Shareholders.

(2) Dato' Danny Goh Meng Keong

Position and Experience

Dato' Danny Goh Meng Keong ("Dato' Danny Goh") (拿督吳明權), aged 50, has been an Executive Director of the Company since 16 May 2018. He is primarily responsible for overseeing the corporate development and strategic planning of our Group.

Dato' Danny Goh has over seven years of experience in the education industry strategic planning. In December 2010, Dato' Danny Goh was appointed as the director of Kingsley International and was involved in the establishment of Kingsley International School. In October 2013, Dato' Danny Goh was appointed as directors of Kingsley Skills and Kingsley Professional Centre and was involved in the establishment of Kingsley Skills College and Kingsley Professional Centre.

Dato' Danny Goh is also a strong advocate for Chinese education. He was involved in the fund raising for the construction of the new SJK(C) Union in Cyberjaya, Malaysia, a union that caters to the Chinese education needs of students from different racial backgrounds, in May 2016.

Save as disclosed, Dato' Danny Goh did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Dato' Danny Goh has entered into a service contract with the Company for a term of 3 years commencing from 16 May 2018 and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions herein and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law, his period of office shall be shortened accordingly.

Dato' Danny Goh is also subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

Dato' Danny Goh is entitled to director's emolument of RM20,000 per annum.

Relationships

Dato' Danny Goh is the brother of Tan Sri Barry Goh. Other than that, he does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Interests in Shares

As at the Latest Practicable Date, Dato' Danny Goh was interested in 552,000,000 Shares, representing 69% of the Company's total issued Shares under Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Dato' Danny Goh involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Dato' Danny Goh that need to be brought to the attention of the Shareholders.

(3) Dr. Chua Ping Yong

Position and Experience

Dr. Chua Ping Yong (蔡冰勇博士), aged 53, has been an Executive Director and President of the Company since 16 May 2018. He is primarily responsible for the overall growth and development of our Group.

Dr. Chua Ping Yong has more than 27 years of experience in the education field. Prior to joining our Group as senior vice president in May 2015, Dr. Chua Ping Yong had been employed at TAR University College from July 1990 to September 2013, where he has undertaken positions of instructor, lecturer, senior lecturer, head of division and head of school. Since October 2013, Dr. Chua Ping Yong had been the dean of the Faculty of Engineering and Built Environment at the TAR University College, where he was responsible for the management of staff and resources. Dr. Chua Ping Yong was also responsible for overseeing administration and providing academic leadership, such as strategic planning, developing policy and providing overall leadership, vision and direction for the faculty. These include strategic issues related to the challenges and opportunities of new academic structures, students' expectations and performance, widening participation and recruitment. He has also undertaken key roles in academic planning and decision-making. He was also responsible for strategic management where he took the lead in driving the faculty's strategic response to internal and external challenges, staff management, where he evaluated and determined the training needs of the staff, management of resources and research initiatives.

Dr. Chua Ping Yong's educational background expands across the fields of science and engineering. Dr. Chua Ping Yong was awarded the Diploma in Technology (Electronic Engineering) from TAR University College in May 1990. He later obtained a Master of Science degree in Industrial Control Systems from the University of Salford in the United Kingdom in July 1993, prior to completing the Engineering Council Examination organised by the Engineering Council in March

1996. He then continued his education in the University of Salford, United Kingdom, obtaining the degree of Doctor of Philosophy in April 2007.

Save as disclosed, Dr. Chua Ping Yong did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Dr. Chua Ping Yong has entered into a service contract with the Company for a term of 3 years commencing from 16 May 2018 and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions herein and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law, his period of office shall be shortened accordingly.

Dr. Chua Ping Yong is also subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

Dr. Chua Ping Yong is entitled to director's emolument of RM20,000 per annum.

Relationships

Other than the relationship arising from his being the Company's Executive Director and member of Remuneration Committee and Nomination Committee and saved as disclosed above, Dr. Chua Ping Yong does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Dr. Chua Ping Yong did not have any interest in Shares under Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Dr. Chua Ping Yong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Dr. Chua Ping Yong that need to be brought to the attention of the Shareholders.

(4) Prof. Emeritus Tan Sri Dato' Dr. Mohamed Salleh Bin Mohamed Yasin

Position and Experience

Prof. Emeritus Tan Sri Dato' Dr. Mohamed Salleh Bin Mohamed Yasin ("Tan Sri Salleh") (榮譽教授丹斯里拿督Mohamed Salleh Bin Mohamed Yasin博士), aged 68, has been an Independent Non-executive Director of the Company since 16 May 2018. He is primarily responsible for providing independent advice to our Board.

Tan Sri Salleh has over 38 years of experience in the education industry. In 1980, he was appointed as a lecturer in the Department of Medical Microbiology and Immunology, Faculty of Medicine, National University of Malaysia ("UKM"), where he was promoted as head of department and served as deputy Dean until 1992. In 1992, he became the founding Dean of Faculty of Allied Health Sciences at UKM and was also appointed as the professor in medical mycology. From 1995 to 2002, Tan Sri Salleh served as the deputy vice chancellor for development affairs and student affairs. From 2003, he served as UKM's vice chancellor until he retired in 2006. In 2006, Tan Sri Salleh was appointed as the Founding Director of United Nations University's International Institute for Global Health until his retirement in 2013. Tan Sri Salleh was also appointed as a board member of SIRIM Berhad since 2004. In March 2014, Tan Sri Salleh was appointed as the vice chancellor of Manipal International University.

Tan Sri Salleh was awarded a Doctorate in Science (Honoris Causa) from the University of Bath, United Kingdom in July 2012. In October 2015, he was awarded an Honorary Doctorate in Health Sciences from Univesiti Sultan Zainal Abidin in Malaysia.

Save as disclosed, Tan Sri Salleh did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Tan Sri Salleh has entered into a service contract with the Company for a term of 3 years commencing from 16 May 2018 and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions herein and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law, his period of office shall be shortened accordingly.

Tan Sri Salleh is also subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

Tan Sri Salleh is entitled to director's emolument of RM60,000 per annum.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Relationships

Other than the relationship arising from his being the Company's Independent Non-executive Director and Chairman of Remuneration Committee and member of Audit Committee and Nomination Committee and saved as disclosed above, Tan Sri Salleh does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Tan Sri Salleh did not have any interest in Shares under Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Tan Sri Salleh involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Tan Sri Salleh that need to be brought to the attention of the Shareholders.

(5) Tan Sri Dato' Hj Abd Karim Bin Shaikh Munisar

Position and Experience

Tan Sri Dato' Hj Abd Karim Bin Shaikh Munisar ("Tan Sri Karim") (丹斯里拿督 Hj Abd Karim Bin Shaikh Munisar), aged 68, has been an Independent Non-executive Director of the Company since 16 May 2018. He is primarily responsible for providing independent advice to our Board.

Tan Sri Karim has over 44 years of experiences in both the government and the corporate sectors. From 1974 to 1986, he had held positions in various governmental departments. In 1987, Tan Sri Karim had been the Chief Assistant State Secretary of Selangor (Local Authority Division). From 1992 to 1998, he was the president of Ampang Jaya Municipal Council. He had served as the District Officer and the Acting President of Sepang District Council from 1998 to 2003. In 2003 and 2004, he had been the President of Petaling Jaya Municipal Council.

Tan Sri Karim has also made various contributions in the corporate sector. He has previously been the group president of Kumpulan Darul Ehsan Berhad (KDEB), a Government Link Company (GLC) that is an investment arm of the Selangor State Government. He had also been the chairman of two companies listed on the Main Market of Bursa Malaysia Securities Berhad, namely Kumpulan Perangsang Selangor Berhad (stock code: 5843), and Taliworks Corporation Berhad (stock code: 8524), between 2004 to 2011.

Tan Sri Karim obtained a Bachelor in Economics from University Malaya in Malaysia in June 1974 and a Master in Business Administration from University of Edinburgh in the United Kingdom in May 1989. In July 1980, he obtained an advance diploma in Economic Development in the Victoria University of Manchester (with distinction) in the United Kingdom. Tan Sri Karim also completed a course in urban development organised by Japan International Cooperation Agency in Tokyo, Japan in March 1986.

Save as disclosed, Tan Sri Karim did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Tan Sri Karim has entered into a service contract with the Company for a term of 3 years commencing from 16 May 2018 and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions herein and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law, his period of office shall be shortened accordingly.

Tan Sri Karim is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Tan Sri Karim is entitled to director's emolument of RM60,000 per annum.

Relationships

Other than the relationship arising from his being the Company's Independent Non-executive Director and Chairman of Nomination Committee and member of Audit Committee and Remuneration Committee and saved as disclosed above, Tan Sri Karim does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Tan Sri Karim did not have any interest in Shares under Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Tan Sri Karim involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Tan Sri Karim that need to be brought to the attention of the Shareholders.

(6) Prof. Dr. Rozainun Binti Abdul Aziz

Position and Experience

Prof. Dr. Rozainun Binti Abdul Aziz (“Prof. Dr. Rozainun”) (教授Rozainun Binti Abdul Aziz博士), aged 58, has been an Independent Non-executive Director of the Company since 16 May 2018. She is primarily responsible for providing independent advice to our Board.

Prof. Dr. Rozainun has over 31 years of experiences in the education industry. Since 1986, Prof. Dr. Rozainun has held various positions at the Universiti Teknologi MARA in Malaysia where she was mainly involved in the teaching of risk management for the Masters in Forensic Accounting and Financial Criminology, Master of Accountancy, Cost and Management Accounting, Master in Business Administration and Master of Sport Science. She is currently the dean of the Faculty of Accountancy in Universiti Teknologi MARA, where she is responsible for managing and promoting accounting education towards the development of the accounting profession and human capital through various academic programs, such as CIMA and ACCA, as well as postgraduate programs, Master of Accountancy, Master in Forensic Accounting and Financial Criminology. Prof. Dr. Rozainun has also received various external appointments. She participated in the ASEAN Accounting Educator Forum organised by the ASEAN Accounting Educators Workgroup in 2015 and has been the chairperson of the examination body for the Malaysia Institute of Accountants Qualifying Examination since 2012. In 2015, Prof. Dr. Rozainun was awarded the royalty award Paduka Mahkota Kelantan by the Sultan of Kelantan.

Prof. Dr. Rozainun obtained a diploma in accountancy from the Institute Teknologi MARA in September 1981. She became a fellow of the Chartered Institute of Management Accountants qualifications in June 2013. In September 1996, she obtained a Master of Economic and Social Studies in Accounting and Finance from the University of Wales, Aberystwyth in the United Kingdom. In January 2005, she obtained a Doctor of Philosophy from the University of Salford in the United Kingdom. She was also qualified as a chartered accountant of the Malaysian Institute of Accountants in March 2013.

Save as disclosed, Prof. Dr. Rozainun did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Prof. Dr. Rozainun has entered into a service contract with the Company for a term of 3 years commencing from 16 May 2018 and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions herein and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law, her period of office shall be shortened accordingly.

Prof. Dr. Rozainun is also subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

Prof. Dr. Rozainun is entitled to director's emolument of RM60,000 per annum.

Relationships

Other than the relationship arising from her being the Company's Independent Non-executive Director and Chairman of Audit Committee and member of Remuneration Committee and Nomination Committee and saved as disclosed above, Prof. Dr. Rozainun does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Prof. Dr. Rozainun did not have any interest in Shares under Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Prof. Dr. Rozainun involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Prof. Dr. Rozainun that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 800,000,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 80,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 30 June 2018) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on GEM during the period from 16 May 2018 (the date of listing of the Shares on GEM) up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
May (<i>from the listing date 16 May 2018</i>)	0.52	0.37
June	0.59	0.40
July	0.55	0.33
August	0.43	0.32
September	0.365	0.265
October (<i>up to the Latest Practicable Date</i>)	0.30	0.242

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Tan Sri Dato' Sri Goh Ming Choon and Dato' Goh Meng Keong ("Controlled Shareholders"), being parties acting in concert, controlled the exercise of voting rights in respect of a total of 552,000,000 Shares, representing 69% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of the Controlled Shareholders would be increased to approximately 76.67% of the issued share capital of the Company.

The Directors consider that such increase in shareholding would not give rise to an obligation to make a mandatory offer under the Takeovers Code as a result of any buy-back to be made under the Share Buy-back Mandate. However, the GEM Listing Rules prohibit a company from making buy-back of its shares on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors therefore will not propose to buy back Shares if it would result in less than 25% of the issued Shares in public hands.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the period from 16 May 2018 (the date of listing of the Shares on GEM) to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on GEM or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



KINGSLEY EDUGROUP LIMITED

皇立國際教育企業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8105)

Notice is hereby given that the AGM of Kingsley Edugroup Limited (the “Company”) will be held at 10/F, UCC, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 21 November 2018 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 30 June 2018.
2. To re-elect, each as a separate resolution, the following directors:
 - (a) Tan Sri Dato’ Sri Goh Ming Choon as an executive director of the Company;
 - (b) Dato’ Goh Meng Keong as an executive director of the Company;
 - (c) Dr. Chua Ping Yong as an executive director of the Company;
 - (d) Professor Emeritus Tan Sri Dato’ Dr. Mohamed Salleh Bin Mohamed Yasin as an independent non-executive director of the Company;
 - (e) Tan Sri Dato’ Hj Abd Karim Bin Shaikh Munisar as an independent non-executive director of the Company; and
 - (f) Prof. Dr. Rozainun Binti Abdul Aziz as an independent non-executive director of the Company.
3. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. To appoint ZhongHui Anda CPA Limited as auditors of the Company until the conclusion of the next annual general meeting and to authorize the board of directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to

NOTICE OF ANNUAL GENERAL MEETING

exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;

- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
Kingsley Edugroup Limited
Tan Sri Dato’ Sri Goh Ming Choon
Chairman and Executive Director

Hong Kong, 19 October 2018

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). The results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Monday, 19 November 2018 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Thursday, 15 November 2018 to Wednesday, 21 November 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 14 November 2018.

NOTICE OF ANNUAL GENERAL MEETING

5. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 8:00 a.m. on 21 November 2018, the AGM will not be held on 21 November 2018 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of GEM (www.hkgem.com) and the Company (www.kingsley.edu.my).
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Tan Sri Dato' Sri Goh Ming Choon, Dato' Goh Meng Keong, Dr. Chua Ping Yong, the Independent Non-executive Directors are Professor 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.