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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)

EXEMPTED CONNECTED TRANSACTION – FINANCIAL ASSISTANCE FROM DIRECTOR

The board (“**Board**”) of directors (“**Directors**”) of Kingsley Edugroup Limited (the “**Company**”) wishes to announce that on 18 January 2019, Tan Sri Dato’ Sri Goh Ming Choon (“Tan Sri Barry Goh”) (the “**Lender**”), a controlling shareholder and an executive Director of the Company, entered into a loan agreement (the “**Loan Agreement**”) with the Company, pursuant to which the Lender agreed to grant a 5 years loan facility (the “**Loan**”) to the Company in the principal amount of up to RM14,630,000 at no interest (with lender’s right to demand earlier repayment) for the purpose of repaying debts when they fall due.

To the best knowledge of the Directors having made all reasonable enquiries, the Lender, who is a Director and a controlling shareholder of the Company who is deemed, pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), to be interested in 496,000,000 shares of the Company (“**Shares**”) held by Star Shine Finance Limited, representing 62% of the total issued share capital of the Company.

The Lender is a connected person of the Company as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). Accordingly, the Loan constitutes financial assistance received by the Company from a connected person. The Board (including all independent non-executive Directors but excluding Tan Sri Barry Goh who is deemed interest in the transaction) is of the view that the Loan is conducted on normal commercial terms or better to the Company. Since the Loan is not secured by the assets of the Company or its subsidiaries, it is fully exempt

under Rule 20.88 from all disclosure, annual review, circular and shareholders' approval requirements of the GEM Listing Rules.

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

Subang Jaya, Malaysia, 18 January 2019

As at the date of this announcement, the executive Directors are Tan Sri Dato' Sri Goh Ming Choon, Dato' Danny Goh Meng Keong, Dr. Chua Ping Yong, 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, the information contained in this announcement 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 announcement misleading.

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