

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**APPENDIX 5**

**FORMS RELATING TO LISTING**

**FORM F**

**THE GROWTH ENTERPRISE MARKET (GEM)**

**COMPANY INFORMATION SHEET**

**Case Number:** 20180319-I17098-0001

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**Company name:** Kingsley Edugroup Limited (皇崑國際教育企業集團有限公司)

**Stock code (ordinary shares):** 8105

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 15 May 2018.

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 16 May 2018

Name of Sponsor(s): China Everbright Capital Limited

Names of directors: Executive Directors  
(*please distinguish the status of the directors*  
- *Executive, Non-Executive or Independent*  
- *Non-Executive*)  
Tan Sri Barry Goh Ming Choon  
Dato' Danny Goh Meng Keong  
Dr. Chua Ping Yong

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

Name(s) of substantial shareholder(s):  
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

<b>Name</b>	<b>Capacity / Nature of interest</b>	<b>Number of shares of HK\$0.01 each in the share capital of the Company ("Shares")</b>	<b>Approximate percentage of issued Shares</b>
Star Shine (Notes 3 and 5)	Beneficial owner and interests	552,000,000	69%

**THE STOCK EXCHANGE OF HONG KONG LIMITED**

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	held jointly with others		
Tan Sri Barry Goh (Notes 3 and 5)	Interest of controlled corporation and interests held jointly with other persons	552,000,000	69%
Puan Sri Toh Siew Choo (Note 6)	Interest of spouse	552,000,000	69%
DGMK Investment (Notes 4 and 5)	Beneficial owner and interests held jointly with others	552,000,000	69%
Dato' Danny Goh (Notes 4 and 5)	Interest of controlled corporation (Note 7) and interests held jointly with other persons	552,000,000	69%
Datin See Choon Keok (Note 7)	Interest of spouse	552,000,000	69%
Eduking Investment	Beneficial owner	48,000,000	6%
Dato' Law Boon Hee (Note 8)	Interest of controlled corporation	48,000,000	6%

Notes:

- (1) All interests stated are long positions.
- (2) The calculation is based on the total number of 800,000,000 Shares in issue immediately following the completion of the Capitalisation Issue and the Global Offering.
- (3) Tan Sri Barry Goh holds the entire issued share capital of Star Shine. Star Shine, in turn, will directly hold 496,000,000 Shares after the completion of the Global Offering and is deemed to be interested in the 56,000,000 Shares held by DGMK Investment as described in note 5 below. Accordingly, Tan Sri Barry Goh is deemed to be interested in the 552,000,000 Shares which Star Shine is deemed to be interested in by virtue of the disclosure requirements of the SFO.
- (4) Dato' Danny Goh holds the entire issued share capital of DGMK Investment. DGMK Investment, in turn, will directly hold 56,000,000 Shares after the completion of the Global Offering and is deemed to be interested in the 496,000,000 Shares held by Star Shine as described in note 5 below. Accordingly, Dato' Danny Goh is deemed to be interested in the 552,000,000 Shares which DGMK Investment is deemed to be interested in by virtue of the disclosure requirements of the SFO.
- (5) On 14 September 2017, Tan Sri Barry Goh and Dato' Danny Goh entered into the Confirmation Deed to

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acknowledge and confirm, among other things, that they have been and will be actively cooperating, communicating and acting in concert with each other with respect to their interests in or the business of the relevant members of our Group since they became shareholders of Kingsley International and will continue to act in concert after the signing of the Confirmation Deed.

- (6) Puan Sri Toh Siew Choo is the spouse of Tan Sri Barry Goh and is deemed to be interested in the shareholding interests of Tan Sri Barry Goh by virtue of the disclosure requirements of the SFO.
- (7) Datin See Choon Keok is the spouse of Dato' Danny Goh and is deemed to be interested in the shareholding interests of Dato' Danny Goh by virtue of the disclosure requirements of the SFO.
- (8) Dato' Law Boon Hee holds the entire issued share capital of Eduking Investment and accordingly, Dato' Law Boon Hee is deemed to be interested in 48,000,000 Shares held by Eduking Investment by virtue of the disclosure requirements of the SFO.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 30 June

Registered address: PO Box 31119 Grand Pavilion, Hibiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

Head office and principal place of business: LG5, Kingsley International School  
Persiaran Kingsley, Kingsley Hills, Putra Heights  
47650 Subang Jaya  
Selangor, Malaysia

Web-site address (if applicable): [www.kingsley.edu.my](http://www.kingsley.edu.my)

Share registrar: Estera Trust (Cayman) Limited as the Cayman Islands principal share registrar and transfer office  
Tricor Investor Services Limited as the Hong Kong branch share registrar

Auditors: BDO Limited

**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

The Company and its subsidiaries are a private education service provider based in Subang Jaya, Selangor, Malaysia.

**C. Ordinary shares**

Number of ordinary shares in issue: 800,000,000 ordinary shares

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 5,000

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Name of other stock exchange(s) on which ordinary shares are also listed: NA \_\_\_\_\_

**D. Warrants**

Stock code: NA \_\_\_\_\_

Board lot size: NA \_\_\_\_\_

Expiry date: NA \_\_\_\_\_

Exercise price: NA \_\_\_\_\_

Conversion ratio: NA  
*(Not applicable if the warrant is denominated in dollar value of conversion right)* \_\_\_\_\_

No. of warrants outstanding: NA \_\_\_\_\_

No. of shares falling to be issued upon the exercise of outstanding warrants: NA \_\_\_\_\_

**E. Other securities**

Details of any other securities in issue.  
*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

NA \_\_\_\_\_

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**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

\_\_\_\_\_  
Tan Sri Dato' Sri Goh Ming Choon

\_\_\_\_\_  
Dato' Danny Goh Meng Keong

\_\_\_\_\_  
Dr. Chua Ping Yong

\_\_\_\_\_  
Professor Emeritus Tan Sri Dato' Dr.  
Mohamed Salleh Bin Mohamed Yasin

\_\_\_\_\_  
Tan Sri Dato' Hj Abd Karim Munisar

\_\_\_\_\_  
Professor Dr. Rozainun Haji Abdul Aziz

**NOTES**

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*