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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 21 November 2019

At the annual general meeting (the “AGM”) of Kingsley Edugroup Limited (the “Company”) held on 21 November 2019, all the proposed resolutions as set out in the notice of the AGM dated 22 October 2019 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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 2019.	600,000,000 (100%)	0 (0%)
2(a)(i).	To re-elect Dato’ Danny Goh Meng Keong as an executive director of the Company.	600,000,000 (100%)	0 (0%)
2(a)(ii).	To re-elect Prof. Dr. Rozainun Binti Abdul Aziz as an independent non-executive director of the Company.	600,000,000 (100%)	0 (0%)
2(b).	To authorize the board of directors of the Company to fix the respective directors’ remuneration.	600,000,000 (100%)	0 (0%)
3.	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.	600,000,000 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	600,000,000 (100%)	0 (0%)
5.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	600,000,000 (100%)	0 (0%)
6.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	600,000,000 (100%)	0 (0%)

Notes:

- (a) As all of the votes were cast in favour of each of the resolutions numbered 1 to 6, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 800,000,000 shares.
- (c) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 800,000,000 shares.
- (d) There were no shares entitling a holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).
- (e) No shareholder of the Company was required under the GEM Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated 22 October 2019 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

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

Hong Kong, 21 November 2019

As at the date of this announcement, the directors of the Company (each, a “**Director**”) are:

Executive Directors:

Tan Sri Dato’ Sri Goh Ming Choon
Dato’ Danny Goh Meng Keong
Dr. Chua Ping Yong

Independent non-executive Directors:

Professor 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

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.