

The Procedures for Shareholders to Propose a Person for Election as a Director of Kingsley Edugroup Limited is available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese versions of the Procedures for Shareholders to Propose a Person for Election as a Director of Kingsley Edugroup Limited, the English version shall prevail over the traditional Chinese version.

Kingsley Edugroup Limited
皇壹國際教育企業集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(the “Company”)
(Stock Code: 8105)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

1 PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 113 of the articles of association of the Company (the “**Articles of Association**”).

1.2 Article 113 is set out below:

“No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgement of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.”

2 REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “GEM LISTING RULES”)

2.1 Pursuant to Rules 17.46A and 17.46B of the GEM Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;

- include in the announcement or supplementary circular the particulars required under Rule 17.50(2) of the GEM Listing Rules of such person proposed to be elected as a director;
- publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3 PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

- 3.1 After the publication of the notice of a general meeting by the Company, according to Article 113 of the Company's Articles of Association, if a shareholder of the Company wishes to propose a person (the "**Candidate**") for election as a director of the Company at the general meeting, he/she shall deposit a written notice (the "**Notice**") at the Company's head office or registration office.
- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
- 3.3 The period for lodgement of the Notice shall commence no earlier than the day after the despatch of the notice of general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during the Notice to the Company may be given will be at least 7 days.
- 3.4 In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

4 REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

- 4.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company.
- 4.2 Other than election of a director of the Company at the general meetings, pursuant to Article 64 of the Company's Articles of Association, extraordinary general meetings shall also be convened by the board of directors of the Company on the requisition of one or more members of the Company holding as at the date of deposit of the requisition not less than one tenth of the paid up capital of the Company which carries the right of voting at

general meetings of the Company. Such requisition shall be made in writing to the board of directors or the secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the board of directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. In the event the board of directors of the Company fail to proceed to convene a meeting within twenty-one (21) days of deposit of the requisition, such shareholder(s) who made the requisition may do so in the same manner.

19 April 2018