

RAFFLES EDUCATION LIMITED
(Registration No.: 199400712N)

EXTRAORDINARY GENERAL MEETING (“EGM” or the “Meeting”)

Date and Time: Tuesday, 13 February 2024 at 9.00 a.m.

Venue: 111 Somerset Road, #15-22 111 Somerset, Singapore 238164

Shareholders’ Present: As per attendance sheet

In attendance:

Mr Chew Hua Seng	(Chairman and Chief Executive Officer)
Mdm Lim Siew Mun	(Lead Independent Non-Executive Director)
Mr Ng Kwan Meng	(Independent Non-Executive Director)
Mr Chua Chwee Koh	(Independent Non-Executive Director)
Mr Lim How Teck	(Independent, Non-Executive Director)
Mr Ho Yan Jun	(Non-Independent, Non-Executive Director)
Mr Kenneth Ho	(Chief Financial Officer)
Mr Yeo Siok Yong	(External Auditor from BDO LLP)

No.	Issue
1.0	WELCOME & ATTENDANCE
1.1	<p>The Chairman welcomed all members present to the Meeting. After obtaining confirmation from the Company Secretary’s office that there was a quorum present, the Chairman called the Meeting to order at 9.00 a.m.</p> <p>The Chairman then went on to introduce the Directors and Officers present at the Meeting, namely, Mdm Lim Siew Mun, Mr Lim How Teck, Mr Ng Kwan Meng, Mr Chua Chwee Koh, Mr Ho Yan Jun, Mr Kenneth Ho and Mr Yeo Siok Yong.</p>
1.2	<p>The Chairman informed the members that, in line with the requirements of the listing rules, the resolution at the Meeting would be put to vote by way of a poll. The Chairman informed the members that polling shall be conducted in a paperless manner using mobile phones. The Chairman informed the members that ConveneAGM has been appointed as the Electronic Polling Service provider, B.A.C.S. Private Limited has been appointed as the Polling Agent and Gong Corporate Services Pte. Ltd. has been appointed as the Scrutineer. He invited members to watch a video on the poll voting process.</p>
2.0	NOTICE OF MEETING
2.1	<p>The Chairman suggested that the notice convening the Meeting, having been circulated to all shareholders within the requisite period before the Meeting, be taken as read.</p> <p>The Chairman advised members that he would begin by introducing the agenda item and thereafter request for a proposer and a seconder. Following this, the Chairman would invite members to put forth their queries on the motion, which he and his fellow Board members would attempt to answer. A poll would be taken on the motion put before the Meeting once the queries raised by the members had been dealt with accordingly.</p>
ORDINARY RESOLUTION	
3.0	PROPOSED DISPOSAL OF 8,682,164 FULLY PAID-UP ORDINARY SHARES OF 4 VALLEES PTE. LTD. (“4 VALLEES”), REPRESENTING 75.39% OF THE ISSUED SHARE CAPITAL OF 4 VALLEES.
3.1	<p>The Chairman informed that the item on the agenda was to seek the approval for the proposed disposal of 8,682,164 fully paid-up ordinary shares of 4 Vallees, representing 75.39% of the issued share capital of 4 Vallees.</p>

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Extraordinary General Meeting held on 13 February 2024

	The Chairman then invited questions from the floor after the motion to review the proposed disposal of 8,682,164 fully paid-up ordinary shares of 4 Vallees, representing 75.39% of the issued share capital of 4 Vallees had been duly proposed and seconded.				
3.2	As there were no questions on the motion, the following ordinary resolution was put to shareholders by way of a poll:-				
	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
	693,956,451	693,912,921	99.99%	43,530	0.01%
	Based on the result, the Chairman declared that the resolution carried and it was RESOLVED:				
	“THAT:				
	(a) for the purposes of Chapter 10 of the Listing Manual, approval be and is hereby given to the Company, for the proposed disposal of 8,682,164 fully paid-up ordinary shares of 4 Vallees Pte. Ltd. (“4 Vallees”), representing 75.39% of the issued share capital of 4 Vallees, at a consideration of CHF11,479,000, subject to the terms and conditions of the sale and purchase agreement entered into between the Company and Oriental University City Holdings (H.K.) Limited on 4 July 2023 (“ Proposed Disposal ”), and the Proposed Disposal be and is hereby approved and ratified;				
	(b) the directors of the Company and any one of them be and is/are hereby authorised and empowered to approve, complete and do all such acts and things (including without limitation, to approve, modify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Proposed Disposal and this resolution, and the transactions contemplated by the Proposed Disposal and/or authorised by this resolution, or for all the foregoing purposes; and				
	(c) to the extent that any act in connection with the matters referred to in the above paragraphs of this ordinary resolution or the transactions contemplated by the Proposed Disposal has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approved, ratified, and confirmed.”				
4.0	TERMINATION OF MEETING				
4.1	There being no further business, the Meeting terminated with a vote of thanks to the Chair at 9.10 a.m.				

Confirmed by

CHEW HUA SENG
CHAIRMAN OF THE MEETING