

RAFFLES EDUCATION CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
 (Company Registration No. 199400712N)

**EXTRAORDINARY GENERAL MEETING
 PROXY FORM**

(Please see notes overleaf before completing this Proxy Form)

IMPORTANT

1. Due to the COVID-19 situation in Singapore, the EGM will be held via electronic means and members will not be able to attend the EGM in person. Alternative arrangements to attend and participate in the EGM via electronic means include arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast and a "live" audio-only feed, submission of questions in advance of the EGM, addressing of substantial and relevant questions before or at the EGM, and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Notice of EGM dated 8 September 2020 ("**Notice of EGM**"). Please refer to the Notice of EGM for further details on the alternative arrangements including on how to pre-register to participate at the EGM.
2. CPF Investors and SRS Investors, who wish to exercise their votes by appointing the Chairman of the EGM as proxy, should approach their respective relevant intermediaries (which would include, in the case of CPF Investors and SRS Investors, CPF Agent Banks and SRS Operators) through which they hold such shares in order to submit their voting instructions at least seven working days before the EGM.

I/We _____ (name), _____ (NRIC/ Passport/ Company Registration No.) of _____ (address) being a member/members* of **RAFFLES EDUCATION CORPORATION LIMITED** (the "**Company**", together with its subsidiaries, the "**Group**"), hereby appoint the chairman ("**Chairman**") of the Extraordinary General Meeting (the "**EGM**") of the Company as my/our* proxy to attend and to vote for me/us* on my/our* behalf at the EGM of the Company to be held by way of electronic means on 30 September 2020 at 10.00 a.m.

I/We* direct the Chairman of the EGM as my/our* proxy to vote for or against the resolution to be proposed at the EGM as indicated hereunder. In the absence of specific directions in respect of the resolution, the appointment of the Chairman of the EGM as proxy for the resolution will be treated as invalid.

No.	As Ordinary Resolution	For	Against
1	To approve the proposed acquisition of 35.9% shareholding interests in Langfang Hezhong Real Estate Development Co., Ltd., as a major transaction		

Please indicate your vote "For" or "Against" with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.

* Please delete as appropriate.

Dated this _____ day of _____ 2020.

Total number of Shares held in CDP Register

 Signature(s) of Shareholder(s) or
 Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

All capitalised terms used in this Proxy Form which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular issued by the Company to the Shareholders dated 8 September 2020 (the "**Circular**"), including supplements and modifications thereto.

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the SFA), you should insert that number of Shares. If you have Shares registered in your name in the register of members of the Company (the "**Register of Members**"), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member will not be able to attend the EGM in person or to vote online or through the Live EGM Webcast or the Live EGM Audio Feed on the Proposed Resolution to be tabled for approval at the EGM. Members (whether individual or corporate) who wish to exercise their votes at the EGM must submit a Proxy Form to appoint the Chairman of the EGM to attend the EGM and cast votes on their behalf. Members appointing the Chairman of the EGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid.
3. The Chairman of the EGM, being a proxy, need not be a member of the Company.
4. This instrument appointing the Chairman of the EGM as a proxy, duly executed, must be submitted (a) by post to the office of the Share Registrar of the Company (B.A.C.S. Private Limited) at 8 Robinson Road, #03-00, ASO Building Singapore 048544 or (b) by email to main@zicoholdings.com, not less than 48 hours before the time appointed for holding the EGM. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.
5. The instrument appointing the Chairman of the EGM as proxy must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
6. Where an instrument appointing the Chairman of the EGM as proxy is signed on behalf of the appointor or by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
7. Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including investors who have used their CPF monies and/or the Supplementary Retirement Scheme monies to buy shares ("**CPF Investors**" and "**SRS Investors**" respectively), who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (which would include, in the case of CPF Investors and SRS Investors, CPF Agent Banks and SRS Operators) through which they hold such shares in order to submit their voting instructions at least seven working days before the EGM (i.e. by 10.00 a.m. on Monday, 21 September 2020).
8. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting this instrument appointing the Chairman as a proxy, the member is deemed to have accepted and agreed to the personal data privacy terms set out in the Notice of EGM of the Company dated 8 September 2020.