RAFFLES EDUCATION CORPORATION LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 199400712N)

RENOUNCEABLE UNDERWRITTEN RIGHTS ISSUE OF CONVERTIBLE BONDS AND PLACEMENT OF CONVERTIBLE BONDS

– RESULTS OF THE RIGHTS ISSUE AND THE PLACEMENT

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1. Introduction

1.1 The board of directors (the "**Board**") of Raffles Education Corporation Limited (the "**Company**", together with its subsidiaries, the "**Group**"), refers to the announcements dated 7 June 2022, 8 June 2022, 28 July 2022, 6 August 2022, 22 August 2022 and 30 August 2022 in relation to the:

(a) renounceable underwritten rights issue of S$26,194,476 in aggregate principal amount of 6% Convertible Bonds (the "**Rights Issue Bonds**") convertible into new ordinary shares in the capital of the Company (the "**Shares**") in the denomination of S$1.00 each and multiple integral thereof, on the basis of nineteen (19) Rights Issue Bonds for every 1,000 existing Shares held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded (the "**Rights Issue**"); and

(b) placement of S$17,900,000 in aggregate principal amount of 6% Convertible Bonds (the "**Placement Bonds**") convertible into Shares pursuant to a bought deal arrangement (the "**Placement**").

1.2 Unless otherwise defined herein or the context otherwise requires, all capitalised terms used in this announcement shall have the same meanings ascribed to them in the offer information statement dated 30 August 2022 issued by the Company in relation to the Rights Issue and the Placement (the "**Offer Information Statement**").

2. Results of the Rights Issue

2.1 Level of Subscription

(a) As at the close of the Rights Issue on 16 September 2022, valid acceptances and excess applications were received for an aggregate of S$31,602,702 in principal amount of Rights Issue Bonds, representing approximately 120.6% of the S$26,194,476 in aggregate principal amount of Rights Issue Bonds available under the Rights Issue.

(b) This includes an aggregate of S$9,054,689 in principal amount of Rights Issue Bonds (representing approximately 34.6% of the S$26,194,476 in aggregate principal amount of Rights Issue Bonds available under the Rights Issue) being the *pro rata* entitlement which Mr Chew Hua Seng had subscribed for pursuant to his Confirmation (the "**Undertaken Pro Rata Entitlement**"). In addition to the Undertaken Pro Rata Entitlement, Mr Chew Hua Seng has also purchased 3,565,345 Nil-Paid Rights (the "**Nil-Paid Rights Purchase**") and applied for Excess Rights Issue Bonds amounting to S$4,835,272 in principal amount.

(c) Accordingly, the Rights Issue was fully subscribed.

2.2 Details of Valid Acceptances and Excess Applications

(a) All excess applications for the Rights Issue Bonds will be satisfied in full.

(b) Details of the valid acceptances and excess applications, including the acceptances of Rights Issue Bonds by Mr Chew in accordance with his Undertaken Pro Rata Entitlement, Nil-Paid Rights Purchase and subscription for Excess Rights Issue Bonds are as follows:

	Principal Amount of Rights Issue Bonds (S$)	**As a Percentage of the Aggregate Principal Amount of Rights Issue Bonds Available under the Rights Issue (%)[(1)]**
Valid acceptances (including acceptances by Mr Chew in accordance with his Undertaken Pro Rata Entitlement and Nil-Paid Rights Purchase)	16,799,194	64.1
Excess applications (excluding excess applications by Mr Chew)	4,560,010	17.4
Sub-total	**21,359,204**	**81.5**
Excess subscription by Mr Chew	4,835,272	18.5
Total	**26,194,476**	**100.0**

Note:

(1) Rounded to the nearest decimal place. Any discrepancy between the listed percentages and the totals thereof is due to rounding. Accordingly, figures shown as totals in this Announcement may not be an arithmetic aggregation of the figures that precede them.

Excluding the acceptances of Rights Issue Bonds by Mr Chew in accordance with his Undertaken Pro Rata Entitlement, Nil-Paid Rights Purchase and subscription for Excess Rights Issue Bonds, valid acceptances and excess applications were received for an aggregate of S$8,739,170 in principal amount of Rights Issue Bonds, representing approximately 33.4% of the aggregate principal amount of Rights Issue Bonds available under the Rights Issue.

3. Refund of Subscription Monies for Invalid/Unsuccessful Acceptances and Excess Applications

3.1 Where any acceptance of Rights Issue Bonds and/or application for Excess Rights Issue Bonds was invalid or unsuccessful, the amount paid on acceptance and/or application will be returned or refunded to such applicants without interest or any share of revenue or other benefit arising therefrom within fourteen (14) days after the Closing Date, by any one or a combination of the following:

(a) where the acceptance and/or application had been made through CDP, by means of a crossed cheque drawn on a bank in Singapore and sent by ordinary post at their own risk to their mailing addresses maintained with CDP or in such other manner as they may have agreed with CDP for the payment of any cash distributions or in the case where refunds are to be made to Depository Agents, by means of telegraphic transfer;

(b) where the acceptance and/or application had been made through Electronic Applications through an ATM of the Participating Bank, by crediting their bank accounts with the

Participating Bank at their own risk, the receipt by such bank being a good discharge of the Company's and CDP's obligations; and

(c) where the acceptance and/or application had been made through the Share Registrar, by means of a crossed cheque drawn on a bank in Singapore and sent by ordinary post at their own risk to their mailing addresses in Singapore as maintained with the Share Registrar.

4. Distribution of Net Sale Proceeds of Nil-Paid Rights to Foreign Shareholders

4.1 A total of 63,600 Nil-Paid Rights which would otherwise have been provisionally allotted to Foreign Shareholders have been sold on the SGX-ST. The net proceeds of such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares standing to the credit of their respective Securities Accounts as at the Record Date and sent to them by ordinary post at their own risk, provided that where the amount of net proceeds to be distributed to any single Foreign Shareholder or persons acting to the account or benefit of any such persons is less than S$10.00, the Company shall be entitled to retain or deal with such net proceeds as the Directors may, in their absolute discretion, deem fit in the interest of the Company and no Foreign Shareholder or persons acting to the account or benefit of any such persons shall have any claim whatsoever against the Company, CDP, the Share Registrar and/or their respective officers in connection therewith.

5. Results of the Placement

5.1 As at the close of the Placement on 16 September 2022, all S$17,900,000 in aggregate principal amount of Placement Bonds have been validly subscribed for on the terms of the Subscription Agreement between the Company and UOB Kay Hian Private Limited and the subscription monies received for these Placement Bonds amounted to S$17,900,000 (including the amounts to be set off against the subscription monies pursuant to the Advance Agreement).

6. Issue, Crediting and Listing of the Rights Issue Bonds and Placement Bonds

6.1 The Rights Issue Bonds and the Placement Bonds are expected to be issued on 23 September 2022 and listed and quoted on the Main Board of SGX-ST with effect from 9.00 a.m. on 27 September 2022.

6.2 Upon the crediting of the Rights Issue Bonds and the Placement Bonds to the Securities Accounts of successful subscribers on or around 26 September 2022, CDP will send a notification letter via ordinary post to successful subscribers at their own risk stating the number of Rights Issue Bonds and the Placement Bonds that have been credited to their respective Securities Accounts.

6.3 An announcement on the completion of the issue and listing and quotation of the Rights Issue Bonds and the Placement Bonds will be made via SGXNET in due course.

6.4 The Board wishes to take this opportunity to thank Shareholders and UOB Kay Hian Private Limited for their support towards the successful completion of the Rights Issue and the Placement.

By Order of the Board
RAFFLES EDUCATION CORPORATION LIMITED

21 September 2022

Important Notice

This announcement is for information only and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire or take up, any Nil-Paid Rights or Convertible Bonds in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any Nil-Paid Rights or Convertible Bonds except on the basis of the information contained in the Offer Information Statement.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America ("**United States**"), European Economic Area, the United Kingdom, Canada, Japan or Australia. This announcement is not an offer of securities for sale in the United States, European Economic Area, the United Kingdom, Canada, Japan, Australia or any other jurisdiction. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and in compliance with any applicable state securities laws. There will be no public offering of securities of the Company in the United States.

The information contained in this announcement is not for release, publication or distribution to persons in the United States, European Economic Area, the United Kingdom, Canada, Japan or Australia and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations. The issue, exercise or sale of Nil-Paid Rights and Convertible Bonds and the acquisition or purchase of Nil-Paid Rights and Convertible Bonds is subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The distribution of this announcement, the Offer Information Statement, Product Highlights Sheet, provisional allotment letters and/or application and acceptance forms for Nil-Paid Rights and Excess Rights Issue Bonds into jurisdictions other than Singapore may be restricted by law. Persons into whose possession this announcement and such other documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.

An investment in the Convertible Bonds is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the Company redeem or purchase the Convertible Bonds while the Convertible Bonds are listed. It is intended that holders of the Convertible Bonds may only deal in the Convertible Bonds through trading on SGX-ST.

Listing of the Convertible Bonds on SGX-ST does not guarantee a liquid market for the Convertible Bonds.

This announcement is not an offer for sale of securities into the United States or elsewhere. The Nil-Paid Rights and the Convertible Bonds have not been and will not be registered under the Securities Act, or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. The Company does not intend to register any portion of any offering in the United States or to conduct a public offering of securities in the United States.