

Mr Mirzan bin Mahathir ("Mr Mirzan") was not re-elected as a director of the Company at the annual general meeting of the Company held on 29 June 2020. Mr Mirzan was required to step down as a director of the Company immediately and his service agreement with the Company as the Executive Chairman did not contain a notice period.

The management of the Company ("Management") had raised concerns to the Nominating Committee ("NC") on the abrupt cessation of the Executive Chairman. Given that Mr Mirzan has been overall in charge of the Company's reverse takeover of the Berlitz group of companies ("RTO"), the Management believes Mr Mirzan is instrumental in ensuring that the Company is able to complete the outstanding matters relating to the RTO as well as to fulfill the Company's legal obligations pursuant to the sale and purchase agreement in relation to the RTO. Furthermore, upon the cessation of Mr Mirzan as the Executive Chairman, the total employees of the Company only consists of 4 persons and hence the Company will be adversely understaffed. As such, the Management had recommended to the NC to re-engage Mr Mirzan for 2 months up to the end of August 2020, and proposed a revised remuneration of S\$12,000 per month, to commensurate his continued contribution mainly to the RTO matters.

The NC had considered the concerns raised by the Management and proposal to resolve the concerns. The NC notes the importance of the RTO to the Company and its shareholders. Furthermore, adequate staffing with proper experience is important to ensure proper running of a listed company and meeting compliance requirements. Lastly, it is unlikely that the Company will be able to find a replacement CEO in a short time with similar experiences and up-to-date knowledge of the on-going RTO, and further willing to be engaged on a very short term basis. The NC has supported the Management recommendations, as a result.

In view of the above considerations, the Board is of the view that it is beneficial for the Company and agreed with the Management's recommendation to approach and to re-engage Mr Mirzan to continue to be part of the management of the Company, as the Interim Chief Executive Officer of the Company from 3 July 2020 to 31 August 2020 (or such date to be agreed upon, depending on the progress of the RTO).