RafflesEducation

RAFFLES EDUCATION LIMITED

(Company Registration No.: 199400712N)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of Raffles Education Limited ("**Company**") will be held at 111 Somerset Road, #15-22 111 Somerset, Singapore 238164 on 13 February 2024 at 9.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolution:

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meanings as ascribed to them in the circular dated 17 January 2024 issued by the Company ("**Circular**").

ORDINARY RESOLUTION: THE PROPOSED DISPOSAL

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.

By Order of the Board

Keloth Raj Kumar (Mr)
Company Secretary
17 January 2024

IMPORTANT: PLEASE READ NOTES OVERLEAF.

NOTES:

1. If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the share registrar of the Company, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 or electronically via email to main@zicoholdings.com, not later than forty-eight (48) hours before the time appointed for the holding of the EGM.

2. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

3. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes ("**Warranty**"), and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of Warranty.