

**IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE COMPANY'S
ANNUAL GENERAL MEETING TO BE HELD ON 28 APRIL 2022**

- (1) **NO PHYSICAL ATTENDANCE AT ANNUAL GENERAL MEETING**
(2) **ALTERNATIVE ARRANGEMENTS TO PARTICIPATE AT ANNUAL GENERAL MEETING**

1. INTRODUCTION

The Board of Directors (the "**Board**") of Overseas Education Limited (the "**Company**") refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 (the "**Act**") passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**") which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- (c) The Joint Statement by the Singapore Exchange Securities Trading Limited, the Accounting and Corporate Regulatory Authority and the Monetary Authority of Singapore which was issued on 1 October 2020 and subsequently updated on 4 February 2022, providing a checklist (which provides further guidance on the Act and the Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

2. DATE OF ANNUAL GENERAL MEETING

The Board wishes to inform shareholders that the Company has issued the Notice of Annual General Meeting ("**AGM**") dated 12 April 2022. The AGM will be held by way of electronic means on 28 April 2022 at 3.00 p.m. (Singapore time).

3. NO PHYSICAL ATTENDANCE AT AGM

Due to the current COVID-19 situation in Singapore and the Company's efforts to minimise physical interactions and the transmission risk kept to a minimum, the AGM of the Company will be held by way of electronic means. Shareholders will not be able to attend the AGM in person. Alternative arrangements have been put in place to allow shareholders to participate at the AGM by:

- (i) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (ii) submitting questions in advance of the AGM; and/or
- (iii) appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM.

Details of the steps for pre-registration, pre-submission of questions and appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM are set out below in this Announcement.

4. REGISTRATION PROCESS FOR LIVE WEBCAST

Shareholders who wish to participate in the AGM proceedings through the Live Webcast must pre-register at the pre-registration website at <https://online.meetings.vision/oel-agm-registration> and following the online instructions, from 9.00 a.m. on 12 April 2022 till no later than **3.00 p.m. on 25 April 2022** (the “**Registration Deadline**”) to enable the Company to verify their status as shareholders.

Following the verification, authenticated Shareholders will receive an email by 11.00 a.m. on **27 April 2022**, and will be able to access the Live Webcast using the account created during the registration.

Shareholders who register by the Registration Deadline but do not receive an email response to access the Live Webcast may contact the Company’s Share Registrar, M & C Services Private Limited, at GPD@mncsingapore.com, or alternatively at +65 6228 0508 or +65 6228 0518 between 11.00 a.m. and 6.00 p.m. on 27 April 2022 or between 9.00 a.m. and 2.00 p.m. on 28 April 2022 for assistance, with the full name of the shareholder and his/her/its identification number.

5. SUBMISSION OF QUESTIONS IN ADVANCE OF AGM

Shareholders will not be able to ask questions during the Live Webcast. Shareholders may submit questions relating to the items on the agenda of the AGM in advance, no later than **19 April 2022 at 12.00 p.m.** by email to the Company’s Investor Relations team at ir@ofs.edu.sg and provide the particulars, full name as per CDP/CPF/SRS/Script-based account records, NRIC/Passport No./Company Registration No., contact number and email address for verification purpose.

The Company will address the substantial and relevant queries from shareholders by **22 April 2022** and the Company’s responses will be uploaded on the SGXNet and the Company’s website. The Company is unable to take on questions through the Live Webcast proceedings. The minutes of the AGM will be published within one (1) month after the conclusion of the AGM.

6. SUBMISSION OF PROXY FORMS

Shareholders who wish to vote on any or all of the resolutions at the AGM may submit the proxy form to appoint the Chairman of the AGM as proxy to cast votes on their behalf by completing the proxy form attached to the Notice of AGM.

The completed and signed proxy form must:

- (a) be deposited at the Share Registration office of the Company at M & C Services Private Limited, 112 Robinson Road, #05-01 Singapore 068902; or
- (b) email to GPD@mncsingapore.com

no later than **3.00 p.m. on 25 April 2022**, being **seventy-two (72) hours** before the time appointed for holding the AGM. Any incomplete proxy forms will be treated as invalid and rejected by the Company.

Investors who hold shares under the Central Provident Fund Investment Scheme (“**CPF Investors**”) and/or the Supplementary Retirement Scheme (“**SRS Investors**”) (as may be applicable) and wish to appoint the Chairman of the AGM as their proxy should approach their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes at least seven (7) working days before the AGM.

7. PERSONS WHO HOLD SHARES THROUGH RELEVANT INTERMEDIARIES

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF Investors and/or SRS Investors, and who wish to participate in the AGM by:

- (i) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (ii) submitting questions in advance of the AGM; and/or
- (iii) appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM.

should approach the relevant intermediary (which would include, in the case of CPF Investors and SRS investors, their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

8. DOCUMENTS FOR AGM

Annual Report FY2021, Notice of AGM and the proxy form are sent to members by mail. The same are also available on the Company's website at the URL <https://oel.listedcompany.com/download.html> and SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

9. RECORD DATE AND PAYMENT DATE FOR THE PROPOSED FINAL DIVIDEND

The Share Transfer Books and Register of Members of the Company will be closed on **12 May 2022** for the purpose of determining shareholders' entitlements to the proposed final one-tier tax exempt dividend of S\$0.013 per ordinary share for the financial year ended 31 December 2021 ("**Final Dividend FY2021**").

Duly completed and stamped registrable transfers in respect of shares not registered in the name of The Central Depository (Pte) Limited, together with all relevant documents of title thereto, received by the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01 Singapore 068902, up to 5.00 p.m. on **11 May 2022** will be registered to determine shareholders' entitlement to the Dividend.

The proposed Final Dividend FY2021, if approved by shareholders at the AGM, will be paid on **20 May 2022**.

IMPORTANT REMINDER: Due to the COVID-19 pandemic and regulated safe management measures ("**SMM**") in Singapore, the Company may be required to change its AGM arrangements at short notice to comply with the updated SMM. Shareholders should check the Company's website at the URL <https://oel.listedcompany.com/newsroom.html> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the AGM.

The Company would like to thank all shareholders for their patience and co-operation in enabling us to hold the AGM with the optimum safe distancing measures amidst the COVID-19 pandemic.

By Order of the Board of
OVERSEAS EDUCATION LIMITED

Siau Kuei Lian
Company Secretary

12 April 2022