

RafflesEducation

(Incorporated in the Republic of Singapore)

Company Registration No. 199400712N

RESPONSE TO QUERIES BY SGX-ST ON ANNUAL REPORT FOR FINANCIAL YEAR ENDED 30 JUNE 2019

1. SGX-ST Query:

With reference to Page 44 of the Annual Report 2019, please provide details of the rigorous review undertaken by the Board in assessing the independence of Teo Cheng Lok John.

To explain how and why the Board considers that Teo Cheng Lok John continues to be independent despite serving on the Board for a term of more than 10 years.

Company's Response:

The Nomination Committee (NC) assesses on a continual basis the contribution and the ability of each director to exercise independent judgment on issues or matters before the Board. The NC is satisfied that Mr. John Teo is a person of integrity, capable of acting objectively and constructively, who has discharged his responsibilities in a bona fide manner in the interest of the company without fear or favour. Mr. John Teo has not hesitated to express his viewpoints, has always stood by his opinions and has always upheld good corporate governance.

2. SGX-ST Query:

On page 146 of the Annual Report 2019, the Company omitted to state whether the use of the proceeds was in accordance with the stated use of proceeds previously.

Pursuant to Listing Rule 1207(20), please include the statement to confirm whether the proceeds had been utilized in accordance with their stated use. Where there is material deviation from the stated use of proceeds, please provide the reasons for such deviations.

To also disclose a breakdown of the specific details on the proceeds that had been utilized for "working capital purpose".

Company's Response:

Page 146 of the Annual Report refers to the issuance of first, 95,000,000 ordinary shares, pursuant to a share placement, and second, 318,151,539 ordinary shares, pursuant to a rights issue, by the Company in the previous financial year.

The section also refers to the utilization of proceeds from the said issuance of shares in the previous financial year.

Please refer to the Company's Announcements dated 17 Oct 2017, 20 Oct 2017, 30 Oct 2017, 30 Nov 2017 and 4 Jan 2018, for disclosure of the specific details on the proceeds from the placement shares which had been utilized for "working capital purposes".

Please refer to the Company's Announcements dated 3 May 2018, 17 May 2018 and 2 Jan 2018, for disclosure of the specific details on the proceeds from the rights shares that had been utilized for "working capital purposes".

The Company confirms and reiterates that the proceeds had been utilized in accordance with their stated use.

3. SGX-ST Query:

Pursuant to Listing Rule 716(1), please provide the Board and the Audit Committee's respective confirmation(s) that they are satisfied that the appointment of different accounting firms would not compromise the standard and effectiveness of the audit of the issuer.

Company's Response:

Pursuant to Listing Rule 716(1), the Board and the Audit Committee hereby confirm that they are satisfied that the appointment of different accounting firms would not compromise the standard and effectiveness of the audit of the issuer. Please refer to page 125 of the Annual Report.

4. SGX-ST Query:

Pursuant to Listing Rule 1207(9)(e), please disclose the percentage of shareholding held in the hands of public and confirmation that Rule 723 is complied with.

Company's Response:

Based on information available to the Company as at 24 September 2019, approximately 53.49% of the issued ordinary shares (excluding treasury shares) of the Company is held by the public and, therefore, Rule 723 of the Listing Manual issued by the Singapore Exchange Securities Trading Limited is complied with.

5. SGX-ST Query:

Pursuant to Listing Rule 720(6), please disclose the mandatory information in Appendix 7.4.1. for each of the director(s) proposed to be re-elected at the upcoming Annual General Meeting.

Company's Response:

The brief biodata of the directors to be re-elected at the 2019 AGM is set out on page 15 of the Annual Report, and the full details of which was disclosed at the time the directors were appointed.

The Company confirms that there are no changes to the information disclosed in Appendix 7.4.1 in the Appointment Announcements of the directors and that none of the declaration items (a) to (k) in Appendix 7.4.1 previously announced was a "Yes".

On behalf of the Board

Chew Hua Seng
Chairman
1 November 2019