
NOTICE OF EXTRAORDINARY GENERAL MEETING

RafflesEducation

RAFFLES EDUCATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 199400712N)

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 23 January 2026 (Friday) at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as ascribed to them in the circular to shareholders dated 8 January 2026 issued by the Company (“**Circular**”).*

ORDINARY RESOLUTION 1: THE PROPOSED CONVERSIONS

THAT, subject to and contingent upon the passing of Ordinary Resolution 2 as set out in this Notice of EGM:

- (a) approval be and is hereby given for the Proposed Conversions and the transactions contemplated under the respective Binding Term Sheets;
- (b) pursuant to section 161 of the Companies Act and Rules 805 and 812 of the Listing Manual, approval be and is hereby given to the Directors to allot and issue up to 241,100,605 Conversion Shares to Mr. Chew at the Conversion Price of S\$0.0644 per Conversion Share, on and subject to the terms of the respective Binding Term Sheets; and
- (c) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this Ordinary Resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 2: THE PROPOSED CONVERSIONS WHITEWASH RESOLUTION

THAT subject to and contingent upon the passing of Ordinary Resolution 1 as set out in this Notice of EGM, the Independent Shareholders do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer for the Company’s Shares from Mr. Chew under Rule 14 of the Code in the event that Mr. Chew incurs an obligation to do so as a result of the allotment and issuance of the Conversion Shares to Mr. Chew.

ORDINARY RESOLUTION 3: THE CHSCP SCRIP DIVIDEND WHITEWASH RESOLUTION

THAT subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 as set out in this Notice of EGM, as well as the declaration of the Special Dividend by the Company (subject always to adherence with all applicable laws and the Company’s Constitution), the Independent Shareholders do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer for the Company’s Shares from Mr. Chew under Rule 14 of the Code in the event that Mr. Chew incurs an obligation to do so as a result of the allotment and issuance of the CHSCP Scrip Dividend to the CHS Concert Party Group (including Mr. Chew).

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ORDINARY RESOLUTION 4: THE PROPOSED ALLOTMENT AND ISSUANCE OF SCRIP DIVIDEND SHARES

THAT:

- (a) pursuant to section 161 of the Companies Act and Rule 805 of the Listing Manual, approval be and is hereby given to the Directors to allot and issue from time to time such number of Scrip Dividend Shares as may be required to be allotted and issued pursuant to the Scrip Dividend Scheme, in accordance with and subject to the terms of the Scrip Dividend Scheme;
- (b) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held, whichever is earlier;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions imposed by the SGX-ST from time to time and the provisions of the Listing Manual for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
- (d) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this Resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

By Order of the Board
RAFFLES EDUCATION LIMITED

Keloth Raj Kumar (Mr)
Company Secretary
8 January 2026

IMPORTANT: PLEASE READ NOTES OVERLEAF

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Notes:

Unless otherwise defined, all capitalised terms used herein shall have the same meanings as the Circular dated 8 January 2026.

- (1) The EGM will be held, in a wholly physical format, at 111 Somerset Road, #15-22 111 Somerset, Singapore 238164 on 23 January 2026 (Friday) at 10.00 a.m.. **There will be no option for Shareholders to participate virtually.**
- (2) The documents and information relating to the EGM (including the Circular, Notice of EGM, Proxy Form and Request Form) have been made available on SGXNet and the Company's website and may be accessed at the following URLs:
 - (a) <https://www.sgx.com/securities/company-announcements>
 - (b) <https://raffles.education/InvestorRelations.html>

Printed copies of the Circular will NOT be despatched to Shareholders. Nevertheless, printed copies of the Notice of EGM, the Proxy Form and the Request Form will be despatched to Shareholders. Shareholders may request physical copies of the Circular by filling out the form to request for a printed copy of the Circular ("**Request Form**") and returning it by post to the 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 if by electronic mail to main@zicoholdings.com enclosing a clear scanned completed and signed Request Form, to be received by the Company no later than 15 January 2026.

- (3) Submission of questions in advance of the EGM
 - (a) All Shareholders may submit substantial and relevant questions relating to the business of the EGM up till 15 January 2026 at 5.00 p.m. either:
 - (i) by post to the 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
 - (ii) by email to the Share Registrar of the Company (B.A.C.S. Private Limited), at main@zicoholdings.com.

Shareholders who submit questions in advance of the EGM should provide their full name, identification/registration number, address, contact number, email and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with The Central Depository (Pte) Limited ("**CDP**"); otherwise, please state if you hold your Shares through the Central Provident Fund ("**CPF**"), Supplementary Retirement Scheme ("**SRS**") or other Relevant Intermediary) for verification purposes, failing which the submission will be treated as invalid.

- (b) The Company will endeavour to address all substantial and relevant questions:
 - (i) (if received by the deadline set out in section 3(a) above) before the EGM, at least 48 hours before the closing date and time for the lodgement of the Proxy Forms via an announcement on SGXNet and the Company's website; or
 - (ii) (if received after the deadline set out in section 3(a) above) during the EGM.
- (c) Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- (d) The Company will also, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company's website, and the minutes will include the responses to the questions received from Shareholders which were addressed during the EGM.

- (4) Voting

Shareholders who wish to exercise their voting rights at the EGM may:

- (a) (where the Shareholder is an individual) attend and vote at the EGM; or
- (b) (where the Shareholder is an individual or a corporation) appoint a proxy to vote on their behalf.

Each of the resolutions to be put to the vote of members at the EGM (and at any adjournment thereof) will be voted on by way of poll.

Shareholders (including Relevant Intermediaries) who wish to vote on any or all of the resolutions at the EGM via proxy must submit a form of proxy to appoint the proxy ("**Proxy Form**"). The Proxy Form must be submitted to the Company in the following manner:

- (a) by post to the Share Registrar of the Company (B.A.C.S. Private Limited) at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- (b) by email to the Share Registrar of the Company (B.A.C.S. Private Limited), at main@zicoholdings.com,

in either case, so as to be received no later than **10.00 a.m. on 20 January 2026, being seventy-two (72) hours before the time fixed for the EGM**, failing which the Proxy Form will be treated as invalid. Members are strongly encouraged to submit completed Proxy Forms electronically via email.

Unless otherwise permitted under the Companies Act 1967 of Singapore (the "**Companies Act**"), a member of the Company entitled to attend, speak and vote at the EGM may appoint not more than two proxies to attend, speak and vote in his stead.

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A member can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory. A proxy need not be a member of the Company.

A member who is a relevant intermediary (as defined in Section 181 of the Companies Act) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.

Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the Proxy Form.

In the case of submission of the Proxy Form appointing the Chairman of the EGM as proxy, it must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney duly authorised in writing or by an authorised officer of the corporation. Where the instrument appointing the Chairman of the EGM as proxy is executed by an attorney on behalf of the appointor, the power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.

A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

An investor who holds shares through CPF or SRS and wishes to vote, should approach their respective CPF Agent Banks (i.e. the agent banks approved by CPF) or SRS Operators (i.e. the agent banks included in the SRS) to submit their votes to appoint the Chairman of the EGM as their proxy, at least 7 working days before the EGM (i.e. 14 January 2026).

The name of a Depositor (as defined under Section 81SF of the Securities and Futures Act 2001 of Singapore) must appear on the Depository Register maintained by CDP as at seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote at the EGM.

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

(5) Voting Results

An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast at the EGM. The voting results will be announced during the EGM and the Company will also issue an announcement on SGXNet on the results of the resolutions put to vote at the EGM.

“Relevant Intermediary” has the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

PERSONAL DATA PRIVACY

Where a member of the Company submits 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) for the purpose of the processing and administration by the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, **“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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, 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.