# SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

# NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM

3
(Electronic Format)

#### **Explanatory Notes**

- 1. Please read the explanatory notes carefully before completing the notification form.
- 2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
  - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
  - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <a href="http://www.mas.gov.sg">http://www.mas.gov.sg</a> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General 1. Name of Listed Issuer: Overseas Education Limited 2. Type of Listed Issuer: ✓ Company/Corporation Registered/Recognised Business Trust □ Real Estate Investment Trust 3. Is more than one Substantial Shareholder/Unitholder giving notice in this form? ☐ No (Please proceed to complete Part II) ✓ Yes (Please proceed to complete Parts III & IV) 4. Date of notification to Listed Issuer: 17-Apr-2014

## Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]



Sub	ostantial Shareholder/Unitholder A 🕥
1.	Name of Substantial Shareholder/Unitholder:
	Prudential plc
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  ✓ Yes  No
3.	Notification in respect of:
	Becoming a Substantial Shareholder/Unitholder
	✓ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
	Ceasing to be a Substantial Shareholder/Unitholder
4.	Date of acquisition of or change in interest:
	15-Apr-2014
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	15-Apr-2014
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
7.	Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:
	Immediately before the transaction

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	28,910,000	28,910,000
As a percentage of total no. of voting shares/units:	0	6.9602	6.9602
Immediately after the transaction	Direct Interest	Deemed Interest	Total
Immediately after the transaction  No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	Direct Interest 0	Deemed Interest 29,148,000	Total 29,148,000

8.	Circumstances giving rise to deemed interests (if the interest is such): [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]
	Each of Prudential plc, Prudential Corporation Asia Limited, Prudential Holdings Limited and Prudential Corporation Holdings Limited is a substantial shareholder by virtue of its deemed interest in the units managed by its subsidiaries as fund manager.
9.	Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]
	Prudential Corporation Holdings Limited is a wholly owned subsidiary of Prudential Holdings Limited which is a wholly owned subsidiary of Prudential Corporation Asia Limited. Prudential Corporation Asia Limited is ultimately owned by Prudential plc.
10.	Attachments (if any): (1)  (The total file size for all attachment(s) should not exceed 1MB.)
11.	If this is a <b>replacement</b> of an earlier notification, please provide:
11.	(a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (the "Initial Announcement"):
	(b) Date of the Initial Announcement:
	(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
4.0	
12.	Remarks (if any):
	Percentages are based on total issued voting shares (excluding treasury shares) of 415,363,548.
Cul	etential Charahalder/I Inithalder D
Sub	stantial Shareholder/Unitholder B
1.	Name of Substantial Shareholder/Unitholder:  Prudential Corporation Asia Limited
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes  No

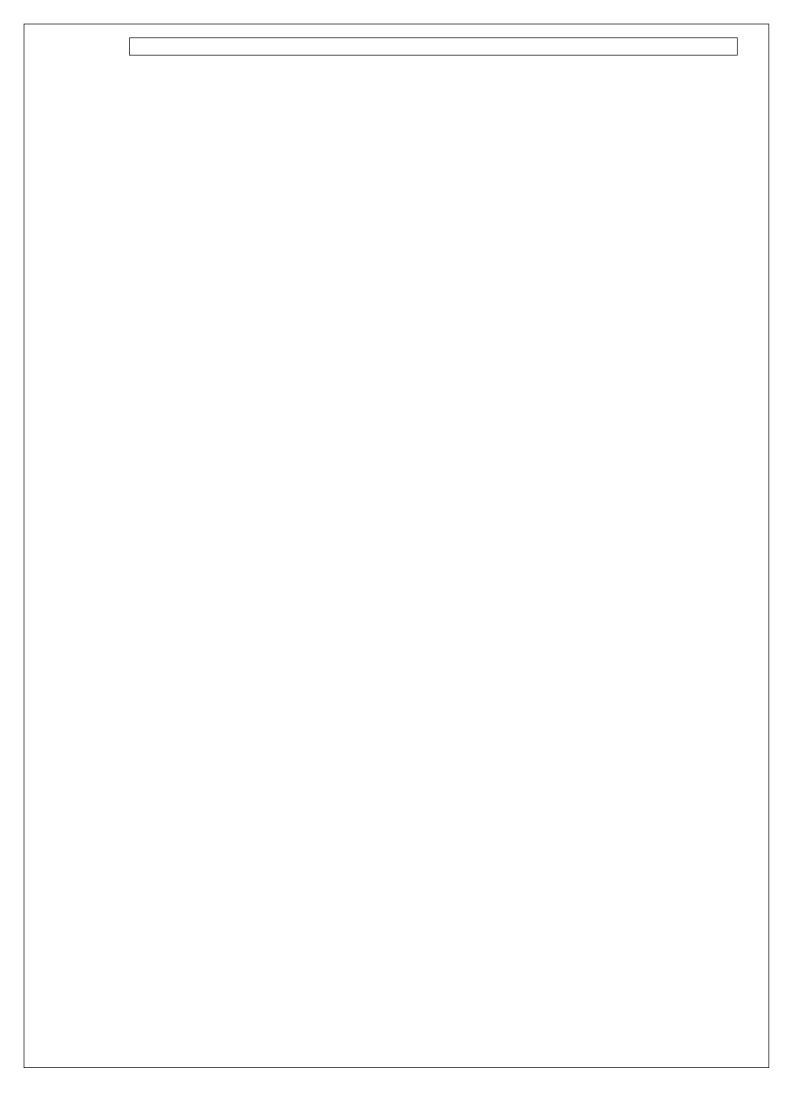
3.	Notification in respect of:  Becoming a Substantial Sharehold	der/Unitholder		
	✓ Change in the percentage level of		emaining a Substantia	al Shareholder/Unitholder
	Ceasing to be a Substantial Share		maning a Cabolania	
4.	Date of acquisition of or change in	interest:		
	15-Apr-2014			
5.	Date on which Substantial Shareh change in, interest (if different			
	15-Apr-2014			
6.	Explanation (if the date of becomi change in, interest):	ing aware is differe	ent from the date o	f acquisition of, or the
7.	Quantum of total voting shares/un warrants/convertible debentures { Unitholder before and after the tra	conversion price k		
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or lerlying the rights/options/warrants/ vertible debentures:	0	28,910,000	28,910,000
As a	a percentage of total no. of voting shares/	0	6.9602	6.9602
	Immediately after the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or lerlying the rights/options/warrants/ vertible debentures :	0	29,148,000	29,148,000
As a	a percentage of total no. of voting shares/	0	7.0175	7.0175
8.	Circumstances giving rise to deem [You may attach a chart in item 10 to interest arises]	•	•	r/Unitholder's deemed
	Each of Prudential plc, Prudential Corpor Corporation Holdings Limited is a substa managed by its subsidiaries as fund man	ntial shareholder by		
9.	Relationship between the Substan [You may attach a chart in item 10 to		<b>5 5</b>	

	Prudential Corporation Holdings Limited is a wholly owned subsidiary of Prudential Holdings Limited which is a wholly owned subsidiary of Prudential Corporation Asia Limited. Prudential Corporation Asia Limited is ultimately owned by Prudential plc.
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	(The total file size for all attachment(s) should not exceed 1MB.)
11.	If this is a replacement of an earlier notification, please provide:
	(a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (the "Initial Announcement"):
	On SOANet (the Initial Announcement ).
	(b) Date of the Initial Announcement:
	(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Remarks (if any):
	Percentages are based on total issued voting shares (excluding treasury shares) of 415,363,548.
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Sub	stantial Shareholder/Unitholder C
1.	Name of Substantial Shareholder/Unitholder:
	Prudential Holdings Limited
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  ✓ Yes  □ No
3.	Notification in respect of:
	☐ Becoming a Substantial Shareholder/Unitholder
	✓ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
	Ceasing to be a Substantial Shareholder/Unitholder
4.	Date of acquisition of or change in interest:
	15-Apr-2014
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	15-Apr-2014

		nsaction:		
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
un	of voting shares/units held and/or derlying the rights/options/warrants/overtible debentures:	0	28,910,000	28,910,000
As uni	a percentage of total no. of voting shares/	0	6.9602	6.9602
	Immediately after the transaction	Direct Interest	Deemed Interest	Total
un	of voting shares/units held and/or derlying the rights/options/warrants/nvertible debentures :	0	29,148,000	29,148,000
As uni	a percentage of total no. of voting shares/	0	7.0175	7.0175
8.	Circumstances giving rise to deem [You may attach a chart in item 10 to interest arises]			r/Unitholder's deem
	Each of Prudential plc, Prudential Corpor Corporation Holdings Limited is a substa	antial shareholder by		
9.	Each of Prudential plc, Prudential Corporation Holdings Limited is a substamanaged by its subsidiaries as fund marked Relationship between the Substar [You may attach a chart in item 10 to	antial shareholder by nager. utial Shareholders/	virtue of its deemed in	terest in the units
9.	Each of Prudential plc, Prudential Corporation Holdings Limited is a substamanaged by its subsidiaries as fund mark	antial shareholder by hager.  Itial Shareholders/ show the relationsh	Unitholders giving rip between the Substa	notice in this form: antial Shareholders

	(b) Date of the Initial Announcement:
	(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Remarks (if any):
	Percentages are based on total issued voting shares (excluding treasury shares) of 415,363,548.
	refreshing the sased of testal issued vesting shares (excluding theastary shares) of the jobs of the
Sub	tantial Shareholder/Unitholder D
1.	Name of Substantial Shareholder/Unitholder:
	Prudential Corporation Holdings Limited
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes  No
3.	Notification in respect of:
	Becoming a Substantial Shareholder/Unitholder
	Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
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	15-Apr-2014
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
7.	Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:
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No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	28,910,000	28,910,000
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Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	29,148,000	29,148,000
As a percentage of total no. of voting shares/units:	0	7.0175	7.0175
[You may attach a chart in item 10 to interest arises]  Each of Prudential plc, Prudential Corporation Holdings Limited is a subsimanaged by its subsidiaries as fund materials.  Relationship between the Substa	oration Asia Limited, I tantial shareholder by anager.	Prudential Holdings Lim virtue of its deemed in	ited and Prudential terest in the units
[You may attach a chart in item 10 to Unitholders]			
[You may attach a chart in item 10 to	o show the relations	hip between the Subst	antial Shareholders/ Holdings Limited which
[You may attach a chart in item 10 to Unitholders]  Prudential Corporation Holdings Limite is a wholly owned subsidiary of Pruden ultimately owned by Prudential plc.	ed is a wholly owned stial Corporation Asia	hip between the Subst subsidiary of Prudential Limited. Prudential Corp	antial Shareholders/ Holdings Limited which
[You may attach a chart in item 10 to Unitholders]  Prudential Corporation Holdings Limite is a wholly owned subsidiary of Pruden ultimately owned by Prudential plc.  O. Attachments (if any):	ed is a wholly owned stial Corporation Asia	hip between the Substance Subsidiary of Prudential Limited. Prudential Corp	antial Shareholders/ Holdings Limited which
[You may attach a chart in item 10 to Unitholders]  Prudential Corporation Holdings Limite is a wholly owned subsidiary of Pruden ultimately owned by Prudential plc.  O. Attachments (if any): (The total file size for all attachments is a replacement of an early on SGXNet announcement reson SGXNet (the "Initial Anity Initial Anity Initia	ed is a wholly owned stial Corporation Asia ent(s) should not excertier notification, pleaserence of the firmouncement"):	hip between the Substance Subsidiary of Prudential Limited. Prudential Corporated 1MB.)	Holdings Limited which poration Asia Limited is
[You may attach a chart in item 10 to Unitholders]  Prudential Corporation Holdings Limite is a wholly owned subsidiary of Pruden ultimately owned by Prudential plc.  O. Attachments (if any): (The total file size for all attachments is a replacement of an early (a) SGXNet announcement research.	ed is a wholly owned stial Corporation Asia ent(s) should not excertier notification, pleaserence of the firmouncement"):	hip between the Substance Subsidiary of Prudential Limited. Prudential Corporated 1MB.)	Holdings Limited which poration Asia Limited is
[You may attach a chart in item 10 to Unitholders]  Prudential Corporation Holdings Limite is a wholly owned subsidiary of Pruden ultimately owned by Prudential plc.  O. Attachments (if any): (The total file size for all attachments is a replacement of an early on SGXNet announcement reson SGXNet (the "Initial Anity Initial Anity Initia	ed is a wholly owned stial Corporation Asia stial Corporation Asia stial Corporation Asia stial Corporation, please and the state of th	cubsidiary of Prudential Limited. Prudential Corp  ed 1MB.)  ease provide:  st notification which	Holdings Limited which poration Asia Limited is
[You may attach a chart in item 10 to Unitholders]  Prudential Corporation Holdings Limite is a wholly owned subsidiary of Prudential plc.  O. Attachments (if any): (The total file size for all attachments (a) SGXNet announcement reson SGXNet (the "Initial Anitholders")  (b) Date of the Initial Announcement (c) 15-digit transaction referencements)	ed is a wholly owned stial Corporation Asia stial Corporation Asia stial Corporation Asia stial Corporation, please and the state of th	cubsidiary of Prudential Limited. Prudential Corp  ed 1MB.)  ease provide:  st notification which	Holdings Limited which poration Asia Limited is
[You may attach a chart in item 10 to Unitholders]  Prudential Corporation Holdings Limite is a wholly owned subsidiary of Prudential plc.  O. Attachments (if any): (The total file size for all attachments is a replacement of an early on SGXNet announcement reson SGXNet (the "Initial Announcement is on SGXNet (the "Initial A	ed is a wholly owned stial Corporation Asia stial Corporation Asia stial Corporation Asia stial Corporation Asia stial Corporation, please and the state of the first councement.  The nouncement of the state of the	cubsidiary of Prudential Limited. Prudential Corporate 1MB.)  ease provide:  st notification which e relevant transactions:	Holdings Limited which poration Asia Limited is was announced on in the Form 3



### Part IV - Transaction details

1.	Type of securities which are the subject of the transaction (more than one option may be chosen):
	✓ Voting shares/units
	Rights/Options/Warrants over voting shares/units
	Convertible debentures over voting shares/units (conversion price known)
	Others (please specify):
2.	Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:
	238,000 shares
3.	Amount of consideration paid or received by Substantial Shareholders/Unitholders (excluding brokerage and stamp duties):
	S\$0.8445 each share
4.	Circumstance giving rise to the interest or change in interest:
	Acquisition of:
	✓ Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Securities via physical settlement of derivatives or other securities
	Securities pursuant to rights issue
	Securities via a placement
	Securities following conversion/exercise of rights, options, warrants or other convertibles
	Disposal of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Other circumstances:
	Acceptance of take-over offer for the Listed Issuer
	Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (please specify):
	Others (please specify):

	raiti	iculars of Individual submitting this notification form to the Listed Issuer:	
	(a)	Name of Individual:	
		Simon Ramage	
	(b)	Designation (if applicable):	
		Director of Group Legal	
	(c)	Name of entity (if applicable):	
		Prudential plc	
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