

RAFFLES EDUCATION CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199400712N)

PROPOSED RENOUNCEABLE UNDERWRITTEN RIGHTS ISSUE OF CONVERTIBLE BONDS AND PLACEMENT OF CONVERTIBLE BONDS

– ENTRY INTO UNDERWRITING AGREEMENT AND SUBSCRIPTION AGREEMENT

1. Introduction

The board of directors (the “**Board**”) of Raffles Education Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”), refers to the announcements on the proposed renounceable underwritten rights issue of convertible bonds and placement of convertible bonds dated 7 June 2022, 8 June 2022, 28 July 2022, 6 August 2022, 22 August 2022 and 30 August 2022 (the “**Rights Issue and Placement Announcements**”).

Unless otherwise defined herein or the context otherwise requires, all capitalised terms used herein shall bear the meaning ascribed to them in the Rights Issue and Placement Announcements.

2. Underwriting Agreement

The Board is pleased to announce that the Company and UOB Kay Hian Private Limited (“**UOBKH**”) have entered into a definitive underwriting agreement dated 30 August 2022 (“**Underwriting Agreement**”), pursuant to which (i) UOBKH has agreed to underwrite up to S\$22,297,120.10, being the value of the entire principal amount of Rights Issue Bonds (“**Underwritten Rights Issue Bonds**”) based on the Rights Issue Bond Price of S\$0.85; and (ii) the Company has agreed to pay UOBKH an underwriting commission of 3.5% of the issue price of the Underwritten Rights Issue Bonds.

The Underwriting Agreement is conditional upon, amongst others:

- the lodgement of the Offer Information Statement with the Authority in accordance with the provisions of the Securities and Futures Act 2001 of Singapore;
- the issue of the Rights Issue Bonds, the conversion of the Rights Issue Bonds to Conversion Shares and the obligations of the underwriter to underwrite the Unsubscribed Rights Issue Bonds not being prohibited by any statute, order, rule, directive or regulation promulgated after the date of the underwriting agreement by any legislative, executive or regulatory body or authority of Singapore on last date for acceptance and/or excess application and payment and renunciation of and payment of the subscription monies for the Rights Issue Bonds (the “**Last Day**”) on the terms of the Offer Information Statement; and
- all necessary regulatory consents and approvals in-principle of the SGX-ST required for the admission of the Rights Issue Bonds and Conversion Shares to the Official List of the SGX-ST and the listing and quotation of the Rights Issue Bonds and Conversion Shares on the Official List of the SGX-ST having been obtained on terms and conditions which in the opinion of the Company, and the underwriter, are reasonably acceptable, and being received not later than five (5) Market Days prior to the ex-rights trading date or such other date as the Company, and the underwriter may agree and the same remaining valid and continuing to be in force and effect on the Last Day and any condition imposed by the SGX-ST in giving such approval in-principle which is required, to be fulfilled on or before the Last Day being fulfilled on or before the Last Day to the satisfaction of the SGX-ST or waived by it.

3. Subscription Agreement

The Board further wishes to announce that the Company and UOBKH have entered into a definitive subscription agreement dated 30 August 2022 (“**Subscription Agreement**”), pursuant to which UOBKH has agreed to subscribe for S\$17,900,000 in principal amount of Placement Bonds. The Company has agreed to pay UOBKH bought deal charges of 3.5% (based on the gross proceeds of the Placement).

The Subscription Agreement is conditional upon, amongst others:

- the approval-in-principle granted by the SGX-ST for the dealing in and listing and quotation of the Placement Bonds and the Shares to be issued on conversion of the Placement Bonds on the Official List of SGX-ST (the “**Listing Approval**”) being obtained from the SGX-ST and not having been withdrawn or revoked as of the date of completion of the Placement and, where the Listing Approval is subject to any conditions, such conditions being acceptable to the Company and UOBKH and, to the extent that any such conditions are required to be fulfilled on or before the date of completion of the Placement, they are so fulfilled, and in the event any amendment is made to the conditions in the Listing Approval, such amendments being acceptable to UOBKH;
- the lodgement of the Offer Information Statement together with all other accompanying documents (if applicable) with the Authority;
- the General Mandate not having been revoked as of the date of completion of the Placement, and the issuance of the Placement Bonds will not breach the terms of such General Mandate;
- all other necessary approvals, consents and/or waivers required from any person, financial institution or regulatory body or authority of Singapore or elsewhere under any and all agreements applicable to the Company and/or applicable laws for the subscription of the Placement Bonds by UOBKH and to give effect to the subscription of the Placement Bonds by UOBKH, being obtained and not having been withdrawn or revoked before the date of completion of the Placement;
- there has been no halt or suspension of trading in the Shares on the SGX-ST for a period exceeding three (3) consecutive Trading Days at any time during the three (3) months preceding the date of completion of the Placement, there has been no suspension of trading in the Shares on the SGX-ST for any period pursuant to Rule 1303 of the of the Listing Manual, and the Shares have not been de-listed from the Official List of the SGX-ST; and
- the subscription of the Placement Bonds by UOBKH not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Subscription Agreement by any legislative, executive or regulatory body or authority of Singapore or any other jurisdiction which is applicable to the Company or UOBKH.

4. Approval in-principle and Offer Information Statement

The SGX-ST has on 5 August 2022 granted its approval in-principle for the listing and quotation of the Convertible Bonds and the Conversion Shares on the Main Board of SGX-ST, subject to certain conditions as set out in the Company’s announcement dated 6 August 2022. The approval-in-principle of the SGX-ST is not to be taken as an indication of the merits of the Convertible Bonds, Conversion Shares, Placement, Rights Issue, Company and/or its subsidiaries.

Further details of the Underwriting Agreement and the Placement are set out in the Offer Information Statement.

As set out in the Company's announcement dated 30 August 2022, the Offer Information Statement was lodged with the Authority on 30 August 2022 and may be downloaded or printed from the following online locations

- (a) SGXNET at <https://www.sgx.com/securities/company-announcements>; and
- (b) the Company's corporate website at <https://raffles.education/>.

5. Documents available for inspection

A copy of the Underwriting Agreement and the Subscription Agreement will be made available for inspection during normal business hours at the registered office of the Company for a period of three (3) months commencing from the date of this announcement.

By Order of the Board

Raffles Education Corporation Limited
30 August 2022