

Overseas Education Limited and Subsidiary Companies

Unaudited Condensed Interim Financial Statements
For the six months and full year ended 31 December 2022

Table of Contents	Pages
A. Condensed interim consolidated statement of comprehensive income	1
B. Condensed interim balance sheets	2
C. Condensed interim statements of changes in equity	3
D. Condensed interim consolidated statement of cash flows	6
E. Notes to the condensed interim consolidated financial statements	7
F. Other Information required by Listing Rule Appendix 7.2	24

Overseas Education Limited and Subsidiary Companies

A. Condensed interim consolidated statement of comprehensive income For the six-month and full year ended 31 December 2022

		6 months ended 31 December 2022	6 months ended 31 December 2021	Change %	12 months ended 31 December 2022	12 months ended 31 December 2021	Change %
	Note	S\$'000	S\$'000		S\$'000	S\$'000	
Revenue							
Tuition fees		37,491	35,115	6.8	73,908	72,526	1.9
Registration fees		531	501	6.0	1,033	1,013	2.0
School shop revenue		438	317	38.2	574	437	31.4
Enrichment programme revenue		368	186	97.9	703	538	30.7
Interest income		70	9	677.8	90	24	275.0
Other income		48	17	182.4	55	26	111.5
Total revenue	5	38,946	36,145	7.8	76,363	74,564	2.4
Operating expenses							
Personnel expenses		22,304	22,515	(0.9)	44,679	43,599	2.5
School shop costs		286	220	30.0	378	287	31.7
Enrichment programme costs		217	187	16.0	513	425	20.7
Utilities		661	843	(21.6)	1,584	1,258	25.9
Upkeep and maintenance		846	996	(15.1)	1,563	1,750	(10.7)
Finance costs	6	2,040	1,117	82.6	3,587	2,226	61.1
Other operating expenses		3,404	738	361.2	6,095	3,170	92.3
Operating expenses before depreciation and amortisation		29,758	26,616	11.8	58,399	52,715	10.8
Fair value gain on derivatives	6,10	1,020	—	n.m.	2,769	—	n.m.
Profit before depreciation and amortisation		10,208	9,529	7.1	20,733	21,849	(5.1)
Depreciation expenses		6,776	6,757	0.3	13,511	13,504	0.1
Amortisation of intangible assets		178	188	(5.3)	357	382	(6.5)
		6,954	6,945	0.1	13,868	13,886	(0.1)
Profit before taxation	6	3,254	2,584	25.9	6,865	7,963	(13.8)
Income tax expense – current tax	7	(1,142)	(871)	31.1	(2,334)	(2,339)	(0.2)
– deferred tax	7, 16	327	276	18.5	747	709	5.4
		(815)	(595)	37.0	(1,587)	(1,630)	(2.6)
Net profit for the period/year attributable to owners of the Company		2,439	1,989	22.6	5,278	6,333	(16.7)
Other comprehensive income for the period/year, net of tax							
Item that may be reclassified subsequently to profit or loss							
Foreign currency translation		(+)	+		(+)	+	
Total comprehensive income for the period/year attributable to owners of the Company		2,439	1,989	22.6	5,278	6,333	(16.7)
Earnings per share (cents)							
- Basic and diluted	8	0.6	0.5		1.3	1.5	
n.m.							
+/(+)							

n.m. – Not meaningful
+/(+) – Amount lower than S\$1,000

Overseas Education Limited and Subsidiary Companies

Condensed interim balance sheets As at 31 December 2022

		Group		Company	
	Note	31 December 2022 S\$'000	31 December 2021 S\$'000	31 December 2022 S\$'000	31 December 2021 S\$'000
ASSETS					
Non-current assets					
Property, plant and equipment					
- Leasehold land	9	25,352	26,588	—	—
- School buildings, plant and equipment	9	197,532	205,415	56	81
Right-of-use assets		3,770	4,752	18	62
Intangible assets		1,757	1,743	—	—
Investment in subsidiaries		—	—	101,219	101,219
Derivatives	10	2,589	—	—	—
Deposits		353	98	—	—
Staff housing deposits		176	342	—	—
Other long term asset		334	334	—	—
		231,863	239,272	101,293	101,362
Current assets					
Inventories		468	438	—	—
Derivatives	10	180	—	—	—
Trade receivables	11	637	742	—	—
Other receivables and deposits		500	2,254	13	13
Prepayments		1,103	1,022	15	15
Amount due from subsidiary	12	—	—	4,000	4,000
Cash and cash equivalents	13	50,353	38,424	3,608	3,693
		53,241	42,880	7,636	7,721
TOTAL ASSETS		285,104	282,152	108,929	109,083
EQUITY AND LIABILITIES					
Current liabilities					
Trade payables		377	223	—	—
Other payables and liabilities		819	1,306	96	95
Fees received in advance	14	35,763	26,192	—	—
Lease liabilities		3,069	3,305	19	43
Borrowings – Bank loan	15	7,024	6,136	—	—
Goods and Services Tax payable		2,728	2,310	57	61
Central Provident Fund payable		404	396	2	2
Income tax payable		2,376	2,359	247	202
		52,560	42,227	421	403
NET CURRENT ASSETS		681	653	7,215	7,318
Non-current liabilities					
Fees received in advance	14	813	519	—	—
Borrowings – Bank loan	15	89,412	95,454	—	—
Lease liabilities		720	1,484	—	19
Deferred tax liabilities	16	6,459	7,206	—	—
		97,404	104,663	—	19
NET ASSETS		135,140	135,262	108,508	108,661
Equity attributable to owners of the Company					
Share capital	17	99,253	99,253	99,253	99,253
Revenue reserve		62,057	62,179	9,255	9,408
Other reserves	18	(26,170)	(26,170)	—	—
TOTAL EQUITY		135,140	135,262	108,508	108,661

Overseas Education Limited and Subsidiary Companies

**C. Condensed interim statements of changes in equity
For the financial year ended 31 December 2022**

Attributable to owners of the Company							
Group	Note	Share capital (Note 17) S\$'000	Revenue reserve S\$'000	Other reserves, total (Note 18) S\$'000	Foreign currency translation reserve (Note 18) S\$'000	Merger reserve (Note 18) S\$'000	Total equity S\$'000
2022							
Balance at 1 January 2022		99,253	62,179	(26,170)	1	(26,171)	135,262
Net profit after tax		–	5,278	–	–	–	5,278
Other comprehensive income for the year		–	–	(+)	(+)	–	(+)
Total comprehensive income for the year		–	5,278	(+)	(+)	–	5,278
Dividends	19	–	(5,400)	–	–	–	(5,400)
Contributions by and distributions to owners		–	(5,400)	–	–	–	(5,400)
Balance at 31 December 2022		99,253	62,057	(26,170)	1	(26,171)	135,140

+/(+) – Amount lower than S\$1,000

Overseas Education Limited and Subsidiary Companies

B. Condensed interim statements of changes in equity (cont'd)
For the financial year ended 31 December 2022

Attributable to owners of the Company							
	Note	Share capital (Note 17) S\$'000	Revenue reserve S\$'000	Other reserves, total (Note 18) S\$'000	Foreign currency translation reserve (Note 18) S\$'000	Merger reserve (Note 18) S\$'000	Total equity S\$'000
Group							
2021							
Balance at 1 January 2021		99,253	65,399	(26,170)	1	(26,171)	138,482
Net profit after tax		–	6,333	–	–	–	6,333
Other comprehensive income for the year		–	–	+	+	–	+
Total comprehensive income for the year		–	6,333	+	+	–	6,333
Dividends	19	–	(9,553)	–	–	–	(9,553)
Contributions by and distributions to owners		–	(9,553)	–	–	–	(9,553)
Balance at 31 December 2021		99,253	62,179	(26,170)	1	(26,171)	135,262

+/(+) – Amount lower than S\$1,000

Overseas Education Limited and Subsidiary Companies

C. Condensed interim statements of changes in equity (cont'd)
For the financial year ended 31 December 2022

		Attributable to owners of the Company		
	Note	Share capital (Note 17) S\$'000	Revenue reserve S\$'000	Total equity S\$'000
Company				
2022				
Balance at 1 January 2022		99,253	9,408	108,661
Net profit after tax		—	5,247	5,247
Total comprehensive income for the year		—	5,247	5,247
Dividends	19	—	(5,400)	(5,400)
Contributions by and distributions to owners		—	(5,400)	(5,400)
Balance at 31 December 2022		99,253	9,255	108,508
2021				
Balance at 1 January 2021		99,253	13,887	113,140
Net profit after tax		—	5,074	5,074
Total comprehensive income for the year		—	5,074	5,074
Dividends	19	—	(9,553)	(9,553)
Contributions by and distributions to owners		—	(9,553)	(9,553)
Balance at 31 December 2021		99,253	9,408	108,661

Overseas Education Limited and Subsidiary Companies

D. Condensed interim consolidated statement of cash flows
For the financial year ended 31 December 2022

	12 months ended 31 December 2022	12 months ended 31 December 2021
	S\$'000	S\$'000
Cash flows from operating activities		
Profit before taxation	6,865	7,963
Adjustments for:		
Depreciation expenses	13,511	13,504
Amortisation expenses	357	382
Loss on disposal of property, plant and equipment	9	10
Interest income	(90)	(24)
Finance costs	3,587	2,226
Fair value gain on derivatives	(2,769)	—
Operating profit before working capital changes	21,470	24,061
Increase in inventories	(30)	(25)
Decrease in trade receivables	105	78
Decrease/(increase) in other receivables, deposits and prepayments	1,812	(1,628)
Increase in non-current deposits	(89)	(163)
Increase/(decrease) in trade payables, other payables and liabilities, and fees received in advance	9,958	(1,409)
Cash generated from operations	33,226	20,914
Interest received	90	24
Income tax paid	(2,316)	(3,344)
Lease interest paid	(91)	(79)
Net cash generated from operating activities	30,909	17,515
Cash flows from investing activities		
Additions of intangible assets	(372)	(395)
Acquisition of property, plant and equipment	(459)	(720)
Proceeds from disposal of property, plant and equipment	9	40
Net cash used in investing activities	(822)	(1,075)
Cash flows from financing activities		
Payment of principal portion of lease liabilities	(3,948)	(3,862)
Bank loan interest paid	(2,650)	(2,031)
Bank loan repayment	(6,160)	(6,160)
Bank loan facility fee paid	—	(589)
Dividends paid	(5,400)	(9,553)
Net cash used in financing activities	(18,158)	(22,195)
Net increase/(decrease) in cash and cash equivalents	11,929	(5,755)
Cash and cash equivalents at beginning of the year	38,424	44,179
Cash and cash equivalents at end of the year	50,353	38,424

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements For the financial year ended 31 December 2022

1. Corporate information

Overseas Education Limited (the "Company") is a public limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (SGX-ST) on 7 February 2013. These condensed interim consolidated financial statements as at and for the full year ended 31 December 2022 comprise the Company and its subsidiaries (collectively, the Group). The registered office and principal place of business of the Company is at 81 Pasir Ris Heights, Singapore 519292.

The principal activity of the Company is an investment holding company. The principal activity of the subsidiary companies is operating a foreign system school.

2. Basis of preparation

The condensed interim financial statements for the full year ended 31 December 2022 have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last interim financial statements for the period ended 30 June 2022.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

The condensed interim financial statements are presented in Singapore dollar which is the Company's functional currency and all values are rounded to the nearest thousand (S\$'000) except when otherwise indicated.

2.1 ***New and amended standards adopted by the Group***

A number of amendments to Standards have become applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those standards.

2.2 ***Use of judgements and estimates***

In preparing the condensed interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2021.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included below:

E. Notes to the condensed interim consolidated financial statements
For the financial year ended 31 December 2022

2. Basis of preparation (cont'd)

2.2 Use of judgements and estimates (cont'd)

Ability to renew the land lease

The current land lease is 30 years, and the Group expects to seek the relevant authorities' approval for the extension of the lease for a further term of 30 years upon its expiration on 13 June 2043. The school site is zoned exclusively for use by an educational institution and the buildings have also been purpose-built for use as a school only. The school buildings have an estimated use for 50 years based on the assets' expected utility to the Group and the future economic benefits embodied in the assets. The judgement applied on the ability to renew the land lease at the end of 30 years is significant to the determination of the depreciation period of 50 years for the school buildings.

The carrying amount of the school buildings as at 31 December 2022 was S\$155,370,000 (31 December 2021: S\$159,026,000).

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial period are included below:

(a) *Provision for expected credit losses of trade receivables*

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on the groupings of customers by days past due.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 11.

The carrying amount of trade receivables as at 31 December 2022 was S\$637,000 (31 December 2021: S\$742,000).

(b) *Leases – Estimating the incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic movement. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

E. Notes to the condensed interim consolidated financial statements
For the financial year ended 31 December 2022

2. Basis of preparation (cont'd)

2.2 Use of judgements and estimates (cont'd)

(c) *Fair value of derivatives*

The Group uses derivative financial instrument such as interest rates swaps to hedge its risks associated with interest rates. The fair value of interest rate swap contracts are determined by reference to market values for similar instruments. Where the quoted market prices are not available, the fair values are based on management's best estimate and are arrived at by reference to the market prices of another contract that is substantially similar.

The valuation of derivatives is disclosed in Note 21.

3. Seasonal operations

The Group's business is not affected significantly by seasonal or cyclical factors during the financial period.

4. Segment and revenue information

The Group operates in Singapore in one business segment to provide education under a foreign education system. Substantially all revenue, expenses, assets and liabilities are derived from operations in Singapore.

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements
For the financial year ended 31 December 2022

5. Revenue

(a) Disaggregation of revenue

	Tuition fees		Registration fees		School shop, Enrichment programme, Interest income and Other income		Total revenue	
	6 months ended 31 Dec 2022 S\$'000	6 months ended 31 Dec 2021 S\$'000	6 months ended 31 Dec 2022 S\$'000	6 months ended 31 Dec 2021 S\$'000	6 months ended 31 Dec 2022 S\$'000	6 months ended 31 Dec 2021 S\$'000	6 months ended 31 Dec 2022 S\$'000	6 months ended 31 Dec 2021 S\$'000
Timing of transfer of goods or services								
At a point in time	—	—	—	—	854	520	854	520
Over time	37,491	35,115	531	501	70	9	38,092	35,625
	37,491	35,115	531	501	924	529	38,946	36,145

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements
For the financial year ended 31 December 2022

5. Revenue (cont'd)

(a) *Disaggregation of revenue (cont'd)*

	Tuition fees		Registration fees		School shop, Enrichment programme, Interest income and Other income		Total revenue	
	12 months ended 31 Dec 2022 S\$'000	12 months ended 31 Dec 2021 S\$'000	12 months ended 31 Dec 2022 S\$'000	12 months ended 31 Dec 2021 S\$'000	12 months ended 31 Dec 2022 S\$'000	12 months ended 31 Dec 2021 S\$'000	12 months ended 31 Dec 2022 S\$'000	12 months ended 31 Dec 2021 S\$'000
Timing of transfer of goods or services								
At a point in time	—	—	—	—	1,332	1,001	1,332	1,001
Over time	73,908	72,526	1,033	1,013	90	24	75,031	73,563
	73,908	72,526	1,033	1,013	1,422	1,025	76,363	74,564

(b) *Judgement and methods used in recognising revenue*

Tuition fees

Tuition fees are recognised over the duration of the course on a straight-line basis.

Estimating average student life for registration fees recognition over time

The Group charges non-refundable registration fees to new students who register with the school. The performance obligation is determined to be satisfied over the estimated student life in the school. Management estimates the average student life in the school by taking historical data of student enrolment over the past 5 years and compute the average number of years each student spends with the school. A reassessment of the average student life is conducted on an annual basis.

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements For the financial year ended 31 December 2022

6. Profit before taxation

6.1 Significant items

	6 months ended 31 Dec 2022 S\$'000	6 months ended 31 Dec 2021 S\$'000	12 months ended 31 Dec 2022 S\$'000	12 months ended 31 Dec 2021 S\$'000
Salaries and bonuses*	19,303	19,549	38,646	37,352
Central Provident Fund contributions	997	969	1,967	1,916
Staff medical insurance	341	327	677	621
Other short term benefits	1,663	1,670	3,389	3,710
Property tax	822	616	1,438	1,232
Rental Support Scheme cash grant	—	(2,053)	—	(2,053)
Loss on disposal of property, plant and equipment	10	7	9	10
(Write back)/impairment loss on trade receivables	(95)	56	(125)	6
Write-off of inventories	1	27	1	27
Directors' fees	245	220	487	440
Teaching materials	227	197	414	373
Holiday programme expenses	89	11	101	135
Transport services	390	308	751	461
Fair value gain on derivatives	1,020	—	2,769	—
Finance costs include:				
Loan interest expense	1,943	1,012	3,398	2,034
Interest expense on lease liabilities	47	47	91	79
Other finance costs	50	58	98	113
	2,040	1,117	3,587	2,226

* Included in 2021 salaries and bonuses was the Job Support Scheme ("JSS") grant income recognised during the six-month and twelve-month financial period/year in relation to the COVID-19 pandemic amounting to S\$1,480,000. The JSS was a temporary scheme introduced in the Singapore Budgets in 2021 and 2020 which provided wage support to employers to help them retain their local employees during the period of economic uncertainty. Under the JSS, employers received cash grants in relation to the gross monthly wages of eligible employees.

6.2 Related party transactions

Apart from recurring directors' fees, directors' remuneration and key management personnel and related party remuneration, there are no other material related party transactions.

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements For the financial year ended 31 December 2022

7. Income tax expense

The Group calculates the income tax expense using the tax rate that would be applicable to the expected total earnings for the period/year. The major components of income tax expense in the condensed interim consolidated statement of comprehensive income are:

	6 months ended 31 Dec 2022 S\$'000	6 months ended 31 Dec 2021 S\$'000	12 months ended 31 Dec 2022 S\$'000	12 months ended 31 Dec 2021 S\$'000
Statement of comprehensive income:				
Current income tax:				
- Current period/year income taxation	1,183	869	2,375	2,357
- (Over)/under provision in respect of previous period/year	(41)	2	(41)	(18)
	1,142	871	2,334	2,339
Deferred income tax (Note 16):				
- Origination and reversal of temporary differences	(327)	(276)	(747)	(709)
Income tax expense recognised in the statement of comprehensive income	815	595	1,587	1,630

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements For the financial year ended 31 December 2022

8. Earnings per share

The basic and diluted earnings per share are calculated by dividing net profit after taxation attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial period/year.

The Company did not issue any dilutive potential ordinary shares during the current and previous financial periods/years.

The following table reflects the profit and share data used in the computation of basic and diluted earnings per share for the period/year ended 31 December:

	6 months ended 31 Dec 2022 '000	6 months ended 31 Dec 2021 '000	12 months ended 31 Dec 2022 '000	12 months ended 31 Dec 2021 '000
Net profit for the period/year attributable to owners of the Company	S\$2,439	S\$1,989	S\$5,278	S\$6,333
Weighted average number of ordinary shares for basic and diluted earnings per share computation	415,364	415,364	415,364	415,364
Earnings per share (cents) - Basic and diluted	0.6	0.5	1.3	1.5

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements
For the financial year ended 31 December 2022

9. Property, plant and equipment

Group	Leasehold land S\$'000	School buildings, plant and equipment					Total for school buildings, plant and equipment S\$'000	Total S\$'000
		School buildings S\$'000	School plant and equipment S\$'000	Computers S\$'000	Motor vehicles S\$'000	Library books and media S\$'000		
Cost								
At 1 Jan 2021	37,100	182,788	70,611	4,922	617	2,995	261,933	299,033
Additions	–	–	349	43	227	101	720	720
Disposals/write-off	–	–	(85)	(71)	(127)	(57)	(340)	(340)
At 31 Dec 2021 and 1 Jan 2022	37,100	182,788	70,875	4,894	717	3,039	262,313	299,413
Additions	–	–	278	80	–	101	459	459
Disposals/write-off	–	–	(55)	(2)	–	(32)	(89)	(89)
At 31 Dec 2022	37,100	182,788	71,098	4,972	717	3,108	262,683	299,783
Accumulated depreciation								
At 1 Jan 2021	9,275	20,106	22,444	3,369	248	2,636	48,803	58,078
Charge for the year	1,237	3,656	4,012	466	130	122	8,386	9,623
Disposals/write-off	–	–	(77)	(70)	(87)	(57)	(291)	(291)
At 31 Dec 2021 and 1 Jan 2022	10,512	23,762	26,379	3,765	291	2,701	56,898	67,410
Charge for the year	1,236	3,656	4,038	385	133	112	8,324	9,560
Disposals/write-off	–	–	(37)	(1)	–	(33)	(71)	(71)
At 31 Dec 2022	11,748	27,418	30,380	4,149	424	2,780	65,151	76,899
Net carrying values								
At 31 Dec 2022	25,352	155,370	40,718	823	293	328	197,532	222,884
At 31 Dec 2021	26,588	159,026	44,496	1,129	426	338	205,415	232,003

Depreciation expense in the condensed consolidated statement of comprehensive income comprises S\$9,560,000 (31 Dec 2021: S\$9,623,000) of depreciation of property, plant and equipment and S\$3,951,000 (31 Dec 2021: S\$3,881,000) of depreciation of right-of-use assets.

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements For the financial year ended 31 December 2022

9. Property, plant and equipment (cont'd)

	Motor vehicles S\$'000	Computers S\$'000	Total S\$'000
Company			
Cost			
At 1 Jan 2021, 31 Dec 2021, 1 Jan 2022 and 31 Dec 2022	143	2	145
Accumulated depreciation			
At 1 Jan 2021	37	1	38
Charge for the year	25	1	26
At 31 Dec 2021 and 1 Jan 2022	62	2	64
Charge for the year	25	–	25
At 31 Dec 2022	87	2	89
Net carrying values			
At 31 Dec 2022	56	–	56
At 31 Dec 2021	81	–	81

10. Derivatives

	Group		Group	
	31 Dec 2022		31 Dec 2021	
	Notional amount S\$'000	Asset S\$'000	Notional amount S\$'000	Asset S\$'000
Interest rate swaps	60,000	2,769	–	–
- Current		180	–	–
- Non-current		2,589	–	–
		2,769		–

During the financial year, the Group entered into interest rate swaps to partially hedge its exposure to interest rate risk on S\$60 million (2021: S\$nil) notional principal amount of its borrowings. The interest rate swaps receive floating interest equal to prevailing SORA and pay a fixed rate of interest ranging from 1.74% to 1.86% per annum (2021: nil) every quarter. All interest rate swaps mature on 16 February 2027.

The derivatives represent the mark-to-market gain to record the interest rate swaps at their fair values at 31 December 2022 and 31 December 2021. The Group does not apply hedge accounting.

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements For the financial year ended 31 December 2022

11. Trade receivables

	Group	
	31 Dec 2022	31 Dec 2021
	S\$'000	S\$'000
Trade receivables	714	944
Less: Allowance for expected credit losses	(77)	(202)
Total financial assets carried at amortised cost	637	742

Trade receivables are non-interest bearing. Trade receivables relating to tuition fees are due one month before semester commences while other trade receivables are generally due immediately. They are recognised at their original invoice amounts which represent their fair values on initial recognition. All trade receivables are denominated in Singapore Dollars.

	Group	
	31 Dec 2022	31 Dec 2021
	S\$'000	S\$'000
<u>Expected credit losses</u>		
Movements in allowance for impairment:		
At beginning of the year	202	262
Charge for the year	9	6
Write-off during the year	—	(66)
Write-back during the year	(134)	—
At end of the year	77	202

Trade receivables that are individually determined to be impaired at the end of the reporting year relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

12. Amount due from subsidiary

As at 31 December 2022, the amount due from subsidiary of S\$4,000,000 (31 December 2021: S\$4,000,000) was for the financial year 2022 interim dividend received in 2023 (2021: financial year 2021 interim dividend received in 2022).

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements For the financial year ended 31 December 2022

13. Cash and cash equivalents

Cash and cash equivalents included in the statement of cash flows comprise the following balance sheet amounts:

	Group		Company	
	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
	S\$'000	S\$'000	S\$'000	S\$'000
Cash at bank	47,687	38,758	608	3,693
Fixed deposit	3,000	—	3,000	—
Less: Other long term asset	(334)	(334)	—	—
Cash and cash equivalents	50,353	38,424	3,608	3,693

Included in cash at bank is an amount of S\$334,000 (31 December 2021: S\$334,000) that was placed with a bank in prior years to secure a banker's guarantee issued to a government authority for a proposed road widening project beside the school campus. The project is currently on-hold. This amount is expected to be placed with the bank for a duration of more than one year. Cash and cash equivalents earn interest at floating rates based on daily bank deposit rates and fixed deposit earns an interest of 3.3% per annum (2021: nil) and matures in 3 months (2021: nil).

14. Fees received in advance

Fees received in advance (current) refer to both registration fees and tuition fees billed and received for the new semester. Fees received in advance (non-current) refer to the registration fees received and to be recognised over the average student life in the school.

Information about fees received in advance is disclosed as follows:

	Group	
	31 Dec 2022	31 Dec 2021
	S\$'000	S\$'000
Current – Tuition fee and registration fee	35,763	26,192
Non-current (1 to 3 years) – Registration fee	813	519
	36,576	26,711

Fees received in advance are recognised as revenue as the Group fulfils its performance obligation under the contract.

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements For the financial year ended 31 December 2022

15. Borrowings

	Group		Company	
	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
	S\$'000	S\$'000	S\$'000	S\$'000
Current liabilities:				
Borrowings				
- Bank loan	6,160	6,160	—	—
- Interest payable	982	94	—	—
Less: Facility fee	(118)	(118)	—	—
	7,024	6,136	—	—
Non-current liabilities:				
Borrowings				
- Bank loan	90,030	96,190	—	—
Less: Facility fee	(618)	(736)	—	—
	89,412	95,454	—	—
Total borrowings	96,436	101,590	—	—
	6 months ended 31 Dec 2022	6 months ended 31 Dec 2021	12 months ended 31 Dec 2022	12 months ended 31 Dec 2021
	S\$'000	S\$'000	S\$'000	S\$'000
Finance costs				
Loan interest expense	1,943	1,012	3,398	2,034

On 16 April 2019, the Group entered into a 10-year bank term loan agreement of S\$117,750,000 with maturity on 15 April 2029 to fully redeem the outstanding Company's bonds. The loan is unsecured, payable in quarterly instalments of S\$1,540,000, with a final payment of outstanding loan balance upon maturity. The loan bears interest at average rates ranging from 2.1% to 4.9% (31 December 2021: 1.9 to 2.1%) per annum during the year. Any amount of the loan outstanding at the end of the 10-year term is subject to further refinancing. Loan interest expense is computed based on the effective interest method.

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements For the financial year ended 31 December 2022

16. Deferred tax liabilities

Deferred tax as at closing balance relates to the following:

	Group			
	Condensed consolidated Balance sheet		Condensed consolidated statement of comprehensive income	
	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
	S\$'000	S\$'000	S\$'000	S\$'000
Deferred tax assets				
Provisions, unabsorbed capital allowances, and unearned registration fees	(347)	(278)	(69)	2
Deferred tax liabilities				
Differences in depreciation and amortisation for tax purposes	6,806	7,484	(678)	(711)
Deferred tax liabilities (net)	6,459	7,206	(747)	(709)

17. Share capital

	Group and Company			
	Number of shares '000	31 Dec 2022 S\$'000	Number of shares '000	31 Dec 2021 S\$'000
At 1 Jan and closing balance	415,364	99,253	415,364	99,253

The Company did not hold any treasury shares and outstanding convertibles as at 31 December 2022 and 31 December 2021. The Company's subsidiaries do not hold any shares in the Company as at 31 December 2022 and 31 December 2021.

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction. The ordinary shares have no par value.

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements For the financial year ended 31 December 2022

18. Other reserves

	Group	
	31 Dec 2022 S\$'000	31 Dec 2021 S\$'000
Merger reserve	(26,171)	(26,171)
Foreign currency translation reserve	1	1
At closing balance	(26,170)	(26,170)

Merger reserve represents the difference between the consideration paid by the Company and the share capital of the subsidiaries acquired under common control during the year ended 31 December 2011, following the application of the pooling of interest method. This reserve will remain until the subsidiaries are disposed.

19. Dividends

	31 Dec 2022 S\$'000	31 Dec 2021 S\$'000
Paid during the financial year		
- Final exempt (one-tier) dividend for 2021: S\$0.013 (2020: S\$0.023) per share	5,400	9,553

20. Commitments

Capital commitments

Capital expenditure contracted for as at the end of the reporting year but not recognised in the financial statements is as follows:

	Group		Company	
	31 Dec 2022 S\$'000	31 Dec 2021 S\$'000	31 Dec 2022 S\$'000	31 Dec 2021 S\$'000
Capital commitments in respect of construction of property, plant and equipment	135	135	—	—

E. Notes to the condensed interim consolidated financial statements
For the financial year ended 31 December 2022

21. Fair value of financial instruments

Fair values

The fair value of a financial instrument is the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in a forced or liquidation sale.

Management has determined that the carrying amounts of cash and cash equivalents, trade and other receivables, trade and other payables, and bank borrowings reasonably approximate their fair values because these are mostly short term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting year.

The fair values of the non-current deposits, staff housing deposits and other long term asset approximate their carrying value and are estimated using the discounted estimated cash flow analysis. Where repayment terms are not fixed, future cash flows are projected based on management's best estimates. The discount rates used are the current market incremental lending rates for similar types of lending and borrowing arrangements.

A. Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Overseas Education Limited and Subsidiary Companies

E. Notes to the condensed interim consolidated financial statements For the financial year ended 31 December 2022

21. Fair value of financial instruments (cont'd)

B. Assets measured at fair value

Group	Note	Significant observable inputs other than quoted prices (Level 2) S\$'000	Total S\$'000
31 Dec 2022			
Financial asset:			
Derivatives			
- Interest rate swaps	10	2,769	2,769

Methods and assumptions used to determine fair values

Interest rate swaps are valued using a valuation technique with market observable inputs. The most frequently applied valuation technique include swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties and interest rate curves.

Interest rate swaps are valued based on valuation obtained from a reputable financial institution.

22. Subsequent events

The Company proposed a final exempt (one-tier) dividend of \$0.0105 per share for the financial year ended 31 December 2022, subject to shareholders' approval at the Annual General Meeting. These interim financial statements do not reflect this dividend, which will be accounted for in the next financial period ended 30 June 2023.

Overseas Education Limited and Subsidiary Companies

F. Other information required by Listing Rule Appendix 7.2

1. Whether the figures have been audited or reviewed and in accordance with which audited or reviewed and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by the Company's auditors.

2. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter).

Not applicable.

3. Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion: (a) updates on the efforts taken to resolve each outstanding audit issue; (b) confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

The Group has applied the same accounting policies and computation methods used in the preparation of the financial statements for the current reporting period compared with the audited financial statements as at 31 December 2021, except for the adoption of the new and revised Singapore Financial Reporting Standards (International) (SFRS(I)) which became effective for the financial year beginning on or after 1 January 2022.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

The adoption of the new and revised accounting standards referred to in preceding paragraph 4 did not give rise to any significant changes to the financial performance or position of the Group.

6. Net asset value (for the issuer and Group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the (a) current financial year reported on; and (b) immediately preceding financial year.

	Group		Company	
	As at 31 Dec 2022 cents	As at 31 Dec 2021 cents	As at 31 Dec 2022 cents	As at 31 Dec 2021 cents
Net asset value per ordinary share based on issued share capital at the end of the year reported on	32.5	32.6	26.1	26.2

F. Other information required by Listing Rule Appendix 7.2

7. A review of the performance of the Group, to the extent necessary for a reasonable understanding of the Group's business. The review must discuss any significant factors that affected the turnover, costs and earnings of the Group for the current financial period/year reported on, including (where applicable) seasonal or cyclical factors. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the Group during the current financial period/year reported on.

Review of performance

Review of Income statement

The Group recorded a revenue of \$38.95 million for the second half year ended 31 December 2022 (H2 2022) compared to \$36.15 million for the corresponding period ended 31 December 2021 (H2 2021). For the full year ended 31 December 2022 (FY 2022), total revenue moderated higher to \$76.36 million compared to \$74.56 million for the last financial year (FY 2021). The increase in revenue was due to an uptick in student enrolment in H2 2022 with expatriate families returning to Singapore as most international borders are now fully reopened post-COVID.

Details of revenue lines are as follows:

Revenue from tuition fees was higher at \$37.49 million in H2 2022 compared to \$35.12 million in H2 2021. Tuition fees was also higher at \$73.91 million in FY 2022 compared to \$72.53 million in FY 2021.

Revenue from registration fees was \$0.53 million in H2 2022 compared to \$0.50 million in H2 2021. Registration fees was \$1.03 million in FY 2022 compared to \$1.01 million in FY 2021.

School shop revenue was \$0.44 million in H2 2022 compared to \$0.32 million in H2 2021. School shop revenue was \$0.57 million in FY 2022 compared to \$0.44 million in FY 2021.

Enrichment programme revenue was higher at \$0.37 million in H2 2022 compared to \$0.19 million in H2 2021. Enrichment programme revenue was also higher at \$0.70 million in FY 2022 compared to \$0.54 million in FY 2021.

Interest income was \$0.07 million in H2 2022 compared to \$0.01 million in H2 2021. Interest income was \$0.09 million in FY 2022 compared to \$0.02 million in FY 2021 due to higher prevailing interest rate environment in FY 2022.

Other income was \$0.05 million in H2 2022 compared to \$0.02 million in H2 2021. Other income was \$0.06 million in FY 2022 compared to \$0.03 million in FY 2021.

Total expenses before depreciation and amortisation was higher at \$29.76 million in H2 2022 compared to \$26.62 million in H2 2021. For FY 2022, total expenses before depreciation and amortisation was higher at \$58.40 million compared to \$52.72 million in FY 2021.

Details of expenses are as follows:

F. Other information required by Listing Rule Appendix 7.2

Review of performance (cont'd)

Review of Income statement (cont'd)

Personnel expenses were \$22.30 million in H2 2022 and \$44.68 million in FY 2022, compared to \$22.52 million in H2 2021 and \$43.60 million in FY 2021. The lower personnel expenses in FY 2021 was due to the last tranche of Jobs Support Scheme government grant of \$1.48 million received in FY 2021.

School shop costs were \$0.29 million in H2 2022 compared to \$0.22 million in H2 2021. School shop costs were \$0.38 million in FY 2022 compared to \$0.29 million in FY 2021.

Enrichment programme costs were \$0.22 million in H2 2022 compared to \$0.19 million in H2 2021. Enrichment programme costs were \$0.51 million in FY 2022 compared to \$0.43 million in FY 2021.

Utilities expenses were lower at \$0.66 million in H2 2022 compared to \$0.84 million in H2 2021. Utilities expenses were higher at \$1.58 million in FY 2022 compared to \$1.26 million in FY 2021 due to the abnormally high increases in electricity tariffs experienced during the last quarter of FY 2021 and first quarter of FY 2022. The group managed to secure an electricity contract at a favourable rate for one year from 1 April 2022 to 31 March 2023.

Upkeep and maintenance expenses were lower at \$0.85 million in H2 2022 compared to \$1.00 million in H2 2021. Upkeep and maintenance expenses were also lower at \$1.56 million in FY 2022 compared to \$1.75 million in FY 2021.

Finance costs were higher at \$2.04 million in H2 2022 compared to \$1.12 million in H2 2021. Finance costs were also higher at \$3.59 million in FY 2022 compared to \$2.23 million in FY 2021 due mainly to the higher prevailing interest rate in FY 2022 compared to FY 2021.

Other operating expenses were \$3.40 million in H2 2022 and \$6.10 million in FY 2022, compared to \$0.74 million in H2 2021 and \$3.17 million in FY 2021. The lower other operating expenses in H2 2021 and FY 2021 was mainly due to the Singapore government rental support scheme grant recognised in FY 2021.

The Group recorded a \$1.02 million and \$2.77 million fair value gain in H2 2022 and FY 2022 respectively. The fair value gain arose from fair value changes of the interest-rate-swap contracts that the Group has entered into during the year to hedge against rising interest rates. More information is provided in Note 10 of the Condensed Interim Consolidated Financial Statements.

Depreciation and amortisation expenses of \$6.95 million in H2 2022 and \$13.87 million in FY 2022 were comparable to the comparative periods in FY 2021.

Profit before taxation ended at \$3.25 million in H2 2022 compared to \$2.58 million in H2 2021. Profit before taxation for FY 2022 ended at \$6.87 million compared to \$7.96 million in FY 2021.

Income tax expense for H2 2022 and FY 2022 were \$0.82 million and \$1.59 million respectively. The H2 2022 and FY 2022 income tax expense comprised mainly the provision for current tax of \$1.14 million and \$2.33 million respectively. The reversal of net deferred tax for H2 2022 and FY 2022 were \$0.33 million and \$0.75 million respectively. The income tax expense in H2 2021 and FY 2021 were \$0.60 million and \$1.63 million respectively.

Net profit after taxation for H2 2022 ended at \$2.44 million compared to \$1.99 million for H2 2021. Net profit after taxation for FY 2022 ended at \$5.28 million compared to \$6.33 million for FY 2021.

F. Other information required by Listing Rule Appendix 7.2

Review of Balance Sheet as at 31 December 2022

Total property, plant and equipment and right-of-use assets at 31 December 2022 amounted to \$226.65 million compared to \$236.76 million at 31 December 2021. The decrease of \$10.11 million was due mainly to the depreciation charge for the financial year, offset by the additional right-of-use assets and other plant and equipment of \$3.26 million and \$0.46 million respectively during the financial year.

Derivatives (current and non-current) at 31 December 2022 of \$2.77 million (2021: \$nil) relates to the fair value changes of interest-rate-swap contracts entered into by the Group to hedge against rising interest rates on bank borrowings. More information is provided in Note 10 of the Condensed Interim Consolidated Financial Statements.

Inventories for school uniforms, books and stationery supplies for sale at the school shop were \$0.47 million at 31 December 2022 compared to \$0.44 million at 31 December 2021.

Trade receivables comprised amounts attributable to tuition fees, registration fees, school shop revenue and other revenue. Trade receivables of \$0.64 million at 31 December 2022 were lower compared to \$0.74 million at 31 December 2021 due mainly to the timing of collection of the receivables for the reporting year.

Other receivables and deposits at 31 December 2022 were lower at \$0.50 million compared to \$2.25 million at 31 December 2021 due mainly to the Singapore government rental support scheme grant receivable accrued last year FY 2021.

Prepayments at 31 December 2022 were at \$1.10 million compared to \$1.02 million at 31 December 2021.

The Group's cash and cash equivalents amounted to \$50.35 million at 31 December 2022 and \$38.42 million at 31 December 2021. The increase was due to cash movements (cash generated or cash used) in operating, investing and financing activities as explained in the Review of Group cash flow below.

Trade and other payables and liabilities were lower at \$1.20 million at 31 December 2022 compared to \$1.53 million at 31 December 2021 due mainly to timing of payments of operating expenses.

Total fees received in advance (current and non-current) was \$36.58 million at 31 December 2022 and \$26.71 million at 31 December 2021. The total fees received in advance at 31 December 2022 and 31 December 2021 comprised tuition fees collected before the commencement of the next semester in January, and registration fees collected upon enrolment.

Lease liabilities (current and non-current) were \$3.79 million at 31 December 2022 compared to \$4.79 million at 31 December 2021. The variation in the lease liabilities was due to the expiration and renewal of the lease contracts for teachers' apartments.

Borrowings - Bank Loan (current and non-current) was \$96.44 million at 31 December 2022 compared to \$101.59 million at 31 December 2021. The Group paid the quarterly instalment of \$1.54 million each in January, April, July and October 2022. More information on the bank loan facility is disclosed in Note 15 in the Condensed Interim Consolidated Financial Statements.

Goods and Services Tax payable of \$2.73 million and \$2.31 million at 31 December 2022 and 31 December 2021 respectively arose mainly from the billing of next semester's tuition fees.

F. Other information required by Listing Rule Appendix 7.2

Deferred tax liabilities amounted to \$6.46 million at 31 December 2022 compared to \$7.21 million at 31 December 2021. The net deferred tax liabilities arose from the tax effect on temporary differences between the net book value and the tax-written-down-value of qualifying assets.

Review of Group cash flow for the full year ended 31 December 2022

The net cash generated from operating activities in FY 2022 was \$30.91 million, which consisted of cash inflow from operating activities before working capital changes of \$21.47 million, net working capital inflow of \$11.76 million and interest received of \$0.09 million, income tax paid of \$2.32 million and lease interest paid of \$0.09 million.

The above-mentioned net working capital inflow of \$11.76 million arose mainly from the cash inflow relating to the increase in trade payables, other payables and liabilities and fees received in advance (current and non-current) of \$9.96 million and the cash inflow from the decrease in other receivables, deposits and prepayments of \$1.81 million. There was also the cash inflow from the decrease in trade receivables of \$0.11 million.

The net cash used in investing activities of \$0.82 million was for the capital expenditure in the normal course of business.

The net cash used in financing activities of \$18.16 million comprised lease payments of \$3.95 million, payment of bank loan interest of \$2.65 million, bank loan repayment of \$6.16 million and dividends payment of \$5.40 million during the reporting period.

8. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

Not applicable.

9. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next reporting period and the next 12 months.

With most international borders fully reopened, Singapore is seeing a step-up in expatriate families relocating to Singapore. Barring any set back by a further wave of pandemic, the Group is cautiously optimistic that the student enrolment will also increase in tandem with the inflow of expatriate families entering and living in Singapore.

However, the Group expects the foreign system schools' space and operating environment to remain competitive and challenging amid rising costs and a high inflationary environment.

Overseas Education Limited and Subsidiary Companies

F. Other information required by Listing Rule Appendix 7.2

10. Dividend

(a) Current financial period reported on

There is no FY 2022 interim dividend paid in the current financial year.

The Group continues to ensure that the Company's dividend policy remains sustainable whilst maintaining an equitable balance between return to shareholders and prudent capital management to support its operations.

The final dividend declared for the current financial year FY 2022 is as follows:

Name of dividend	FY 2022 Final Dividend (proposed)
Dividend type	Cash
Dividend rate	S\$0.011 per share
Tax rate	Tax-exempt (one-tier)

Date Payable

The proposed FY 2022 Final Dividend shall be payable on 19 May 2023.

Record date

Registrable transfers received by the Company's Registrar, M&C Services Private Limited, of 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 4 May 2023 will be registered before entitlements to the FY 2022 Final Dividend are determined.

Notice is hereby given that the share registers will be closed on 5 May 2023 for the preparation of dividend warrants.

(b) Corresponding period of the immediately preceding financial year

Name of dividend	FY 2021 Final Dividend
Dividend type	Cash
Dividend rate	S\$0.013 per share
Tax rate	Tax-exempt (one-tier)
Date paid	20 May 2022

The total annual dividends paid in the financial year ended 31 December 2022 and 31 December 2021 were as follows:

	31 Dec 2022 S\$'000	31 Dec 2021 S\$'000
Final exempt (one-tier) dividend for previous financial year: S\$0.013 per share (2021: S\$0.023 per share)	5,400	9,553

11. If the Group has obtained a general mandate from the shareholders for Interested Person Transactions (IPT), the aggregate value of such transactions as required under Rule 920(1) (a) (ii). If no IPT mandate has been obtained, a statement to that effect.

The Group has not obtained a general mandate from shareholders for IPTs.

Overseas Education Limited and Subsidiary Companies

F. Other information required by Listing Rule Appendix 7.2

12. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704 (13).

Name	Age	Family relationship with any director and/or chief executive officer and/or substantial shareholder	Current position and duties, and the year the position was first held	Details of changes in duties and position held, if any, during the year
Ms. Chee Jingying, Joyce	38	Daughter of Chief Executive Officer and Executive Director, Ms. Wong Lok Hiong	Admissions Director since 1 August 2022 in Overseas Family School Limited. Overall responsibility and leadership for the Admissions Department.	Student Recruitment Manager from 2014 to July 2022 Responsible for active recruitment of new students and overseeing the Student Recruitment Department.

13. Disclosure of the status on the use of proceeds raised from IPO.

The Company raised net proceeds of S\$68,033,985 (after deducting IPO expenses of S\$3,966,015) from its IPO on 7 February 2013. The amount utilised as at the date of this report is as follows:

	S\$
Total amount utilised for the building of a new school campus	65,635,545
Balance proceeds	2,398,440

It is intended that the balance S\$2,398,440 of the IPO Proceeds also be used wholly towards the future capital expenditure for the school campus at 81 Pasir Ris Heights.

14. Disclosure of confirmation of undertakings from Directors and Executive Officers pursuant to Rule 720(1) of the Listing Manual.

The Company has procured undertakings on 16 February 2016 in the format set out in Appendix 7.7 from all its directors and executive officers under Rule 720(1) of the Listing Manual.

Overseas Education Limited and Subsidiary Companies

F. Other information required by Listing Rule Appendix 7.2

15. Disclosures on acquisition and realisation of shares pursuant to Rule 706A of the Listing Manual.

There were no acquisitions or realisation of shares in any of the Group's subsidiary nor incorporation of any new subsidiary or associated company by the Company or any of the Group's entities during FY 2022.

BY ORDER OF THE BOARD

Tan Swee Gek
Company Secretary

22 February 2023