

RafflesEducationCorp

RAFFLES EDUCATION CORPORATION 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 (the "**EGM**") of Raffles Education Corporation Limited (the "**Company**") will be held at Phoenix 1, Level 6, Novotel Singapore Clarke Quay, 177A River Valley Road, Singapore 179031 on 4 October 2013 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as an ordinary resolution.

ORDINARY RESOLUTION - PROPOSED ACQUISITION

THAT pursuant to Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited, approval be and is hereby given for:

- (a) the proposed acquisition of such number of ordinary shares in the capital of Oriental University City Limited representing ten per cent. (10%) of the shareholding interest in Oriental University City Limited on the terms and subject to the conditions of the put option granted by the Company to Rawa Investments (Cayman Islands) Ltd ("**Rawa**") as set out in the sale & purchase agreement dated 9 February 2010 between the Company and Rawa (as amended by the side letter dated 1 September 2013 between the Company and Rawa), the principal terms of which are set out in the Circular dated 19 September 2013 (the "**Proposed Acquisition**"); and
- (b) the Directors or any one of them to complete and do all such acts and things (including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents) as the Directors or any of them may consider necessary, desirable or expedient to give effect to the Proposed Acquisition and this Ordinary Resolution.

By Order of the Board

Mr Keloth Raj Kumar

Company Secretary

19 September 2013

Notes:

1. A Shareholder entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead.
2. A Shareholder that is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. A proxy need not be a Shareholder.
4. The instrument appointing a proxy or proxies must be deposited at Raffles Education Square, 51 Merchant Road, Singapore 058283 not less than 48 hours before the time of the EGM.