

Raffles Education Corp

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 31 March 2014 at 2.30 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 -

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 option agreement (“**Option Agreement**”) and the shareholders’ agreement (“**Shareholders’ Agreement**”) (together, the “**Definitive Agreements**”), both dated 6 December 2013, between Langfang He Ying Property Development Co., Ltd. (“**He Ying**”) and Hebei Oriental Zhuyun Property Development Co., Ltd (“**Zhuyun**”), a summary of the terms of which is set out in the Circular to Shareholders dated 15 March 2014, including, without limitation, the exercise by Zhuyun of the put option (“**Put Option**”) granted by He Ying as set out in the Option Agreement; 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 Definitive Agreements, the exercise of the Put Option and this Ordinary Resolution.

By Order of the Board
Mr Keloth Raj Kumar
Company Secretary

15 March 2014

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.