

RAFFLES EDUCATION CORPORATION LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199400712N)

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE

– RESULTS OF RIGHTS ISSUE

1. INTRODUCTION

The board of directors (the “**Board**” or the “**Directors**”) of Raffles Education Corporation Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) refers to the Company’s announcements dated 18 December 2017, 22 March 2018 and 3 April 2018 (the “**Previous Announcements**”) in relation to the Rights Issue, as well as the offer information statement dated 3 April 2018 in relation to the Rights Issue (the “**Offer Information Statement**”).

Unless otherwise defined, all capitalized terms used in this announcement (the “**Announcement**”) shall bear the same meanings and construction as ascribed to them in the Offer Information Statement.

This Announcement is qualified in its entirety by, and should be read in conjunction with, the full text of the Offer Information Statement lodged with the Monetary Authority of Singapore.

Based on the total number of issued Shares of the Company of 1,060,505,133 Shares (excluding treasury shares) as at the Books Closure Date, 318,151,539 Rights Shares were available for subscription under the Rights Issue.

2. RESULTS OF THE RIGHTS ISSUE

2.1. Level of Subscription

Further to the Previous Announcements, the Board is pleased to announce that the Rights Issue was over-subscribed as at the close of the Rights Issue on 19 April 2018, being the Closing Date. Valid acceptances and excess applications were received for a total of 465,270,840 Rights Shares, representing approximately 146.24% of the total number of 318,151,539 Rights Shares available under the Rights Issue.

Details of the valid acceptances and excess applications received are as follows:

	Number of Rights Shares	As a percentage of the total number of Rights Shares
Valid Acceptances	292,940,774	92.07%
Excess Applications	172,330,066	54.17%
Total	465,270,840	146.24%

2.2. Applications for excess Rights Shares

A total of 25,210,765 Rights Shares which were not validly accepted or subscribed for will be used to satisfy applications for excess Rights. In the allotment of excess Rights Shares, preference will be given to the rounding of odd lots, and the Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board, will rank last in priority for the rounding of odd lots and allotment of excess Rights Shares. The Company will not make any allotment and issue of

excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

2.3. Allotment of Rights Shares

In the case of Entitled Depositors, Purchasers, Entitled Scripholders and their renounees (who have furnished valid Securities Account numbers in the relevant form(s) comprised in the PAL) with valid acceptances and successful applications for Rights Shares, Share certificate(s) representing such number of Rights Shares will be sent to CDP within 10 Market Days after the Closing Date and CDP will thereafter credit such number of Rights Shares to their relevant Securities Accounts. CDP will then send to the relevant subscribers, at their own risk, within 14 days, a notification letter stating the number of Rights Shares credited to their Securities Accounts.

In the case of Entitled Scripholders and their renounees with valid acceptances and successful applications of Rights Shares and who have, *inter alia*, failed to furnish or furnished incorrect or invalid Securities Account numbers in the relevant form comprised in the PAL, Share certificate(s) representing such number of Rights Shares will be sent to such subscribers by ordinary post, at their own risk, to their mailing addresses in Singapore as maintained with the Share Registrar within 10 Market Days after the Closing Date.

2.4. Distribution of net sale proceeds of “nil-paid” rights to Foreign Shareholders

A total of 726,800 “nil-paid” Rights which would otherwise have been provisionally allotted to Foreign Shareholders have been sold on the SGX-ST during the “nil-paid” Rights trading period. The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed among Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares standing to the credit of their respective Securities Accounts as at the Books Closure Date and sent to them by means of a crossed cheque at their own risk by ordinary post, or in such other manner as they may have agreed with CDP for payment of any cash distributions. If the amount of net proceeds distributable to any single Foreign Shareholder is less than S\$10.00, such net proceeds will be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Issue Manager or CDP in connection therewith.

3. UNDERTAKINGS

Based on the final results of the Rights Issue:

- (i) 67,364,961 Rights Shares will be issued to Mr. Chew Hua Seng;
- (ii) 7,856,113 Rights Shares will be issued to Ms. Doris Chung Gim Lian; and
- (iii) 31,603,791 Rights Shares will be issued to Mr. Chew Hua Seng and Ms. Doris Chung Gim Lian jointly.

4. INVALID OR UNSUCCESSFUL ACCEPTANCES AND EXCESS APPLICATIONS

Where any acceptance for the Rights Shares and/or application for excess Rights Shares is invalid or unsuccessful, the amount paid on acceptance or application, or the surplus application monies, as the case may be, will be refunded to the relevant Shareholder without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date by any one or a combination of the following:

- (a) where the acceptance and/or application had been made through Electronic Applications through an ATM, by crediting the relevant Shareholder’s bank account with the relevant Participating Bank at the Shareholder’s own risk, the receipt by such bank being a good discharge to the Company and CDP of their obligations, if any, thereunder;

- (b) where the acceptance and/or application had been made through the Share Registrar, by means of a crossed cheque drawn in Singapore currency on a bank in Singapore and sent by ordinary post at the Shareholder's risk to the Shareholder's mailing address as recorded with the Share Registrar; and/or
- (c) where the acceptance and/or application had been made through CDP, by means of a crossed cheque drawn on a bank in Singapore and sent by ordinary post at the relevant Shareholder's own risk to the Shareholder's mailing address as maintained with CDP or in such other manner as they may have agreed with CDP for the payment of any cash distributions, as the case may be.

5. ISSUE AND LISTING OF RIGHTS SHARES

The 318,151,539 Rights Shares are expected to be allotted and issued on 25 April 2018. The Rights Shares are expected to be listed and quoted on the Mainboard of the SGX-ST with effect from 9.00 a.m. on 27 April 2018.

The Rights Shares, when issued, will rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of issue of the Rights Shares.

The Company will in due course make further announcement on the date for the listing of, and quotation for, the Rights Shares on the Mainboard of the SGX-ST.

6. TRADING OF ODD LOTS OF THE RIGHTS SHARES

The Shares are currently traded in board lots of 100 Shares in the ready market. Following the Rights Issue, Shareholders who hold odd lots (i.e. less than 100 Shares) and who wish to trade in odd lots may do so on the unit share market of the SGX-ST which allows trading of odd lots with a minimum of one Share. Shareholders should note that the market for trading of such odd lots of Shares may be illiquid.

7. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Rights Issue, the Rights Shares, the Shares, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in the announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

By Order of the Board

RAFFLES EDUCATION CORPORATION LIMITED

Chew Hua Seng
Chairman & Chief Executive Officer

23 April 2018