

CORPORATE GOVERNANCE REPORT

The Board of Directors (the “**Board**”) and management of Overseas Education Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) place great importance in a high standard of corporate conduct to uphold good corporate governance. This commitment and continuous support of the Code of Corporate Governance 2018 (the “**Code**”) and accompanying Practice Guidance can be seen from the Board's and management's efforts to promote and maintain values which emphasise transparency, accountability, integrity and proper conduct at all times in the business operations and dealings of the Company so as to create value for its stakeholders and safeguard the Group's assets.

This report describes the practices the Company has undertaken with respect to each of the principles and guidelines and the extent of its compliance with the Code and should be read as a whole, instead of being read separately under the different principles of the Code. The Company has complied in all material aspects with the principles and guidelines set out in the Code and where there are deviations from the Code, the reasons for the deviations are explained accordingly in this report.

BOARD MATTERS

The Board's Conduct of its Affairs

Principle 1: The Company is headed by an effective Board which is collectively responsible and works with management for the long-term success of the Company.

Role of the Board

As of the date of this report, the Company is headed by an effective Board comprising six (6) directors of whom two (2) are executive directors and four (4) are non-executive and independent directors. Their combined wealth and diversity of skills, experience, gender and knowledge of the Group enables them to contribute effectively to the strategic growth and governance of the Group. The Board assumes responsibility for stewardship of the Group and is primarily responsible for the protection and enhancement of long-term value and returns for shareholders. The Board supervises the management of the business and affairs of the Group, provides corporate direction, monitors managerial performance and reviews financial results of the Group.

The principal functions of the Board, apart from its statutory responsibilities, include:

- Providing entrepreneurial leadership and setting the overall strategy and direction of the Group, taking into account environmental and social factors as part of its strategic formulation;
- Overseeing the management of the Group's business affairs, financial controls, performances and resource allocation;
- Monitoring and reviewing the performance of the management team;
- Approving the Group's strategic plans, key business initiatives, acquisition and disposal of assets, significant investments and funding decisions and major corporate policies;
- Establishing a framework of prudent and effective controls and overseeing the processes of risk management, financial reporting and compliance, evaluating the adequacy of internal controls and safeguarding the shareholders' interests and the Group's assets;
- Approving the release of the Group's half and full-year financial results, related party transactions of material nature and submission of the relevant checklists to the Singapore Exchange Securities Trading Limited (“**SGX-ST**”);
- Appointing directors and key management personnel, including the review of their performance and remuneration packages and succession planning as an on-going process;
- Reviewing and endorsing corporate policies in keeping with good corporate governance and business practices;

- Identifying the key stakeholder groups and recognising that their perceptions affect the Company's reputation; and
- Setting the Group's values and standards (including ethical standards), and ensuring that obligations to shareholders and other stakeholders are understood and met.

All directors objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company and hold management accountable for performance. The Board also sets the tone for the Group in respect of ethics, values and desired organisation culture, and ensures proper accountability within the Group. Directors must avoid situations in which their own personal or business interest directly or indirectly conflict or potentially conflict with the interest of the Group. Where a director has a conflict or potential conflict of interest in relation to any matter, he/she will immediately declare his/her interest to all directors and send a written notice to the Chairman and/or Company Secretary, setting out the details of his/her interest and the conflict; and will recuse himself/herself from any discussion on the matter and abstain from participating in any Board decision.

BOARD PROCESSES

To ensure that specific issues are subject to consideration and review before the Board makes its decisions, the Board has established three (3) Board committees, namely, the Audit Committee ("AC"), Nominating Committee ("NC") and Remuneration Committee ("RC") (collectively "Board Committees"), responsible for making recommendations to the Board. These Board Committees operate within clearly defined terms of reference and play an important role in ensuring good corporate governance in the Company and within the Group. The terms of reference of the Board Committees are reviewed by the Board Committees on a regular basis to ensure their continued relevance and to enhance the effectiveness of these Board Committees. The roles and responsibilities of these Board Committees are provided for in the latter sections of this report on Corporate Governance.

The Company has since its official listing on the SGX-ST on 7 February 2013, held its Board meetings on a quarterly basis. The Company announces the unaudited financial statements of the Company and of the Group on a half-yearly basis as required under the Listing Rules. For the reporting financial year ended 31 December 2023 ("FY2023"), the Board held a total of four (4) meetings. The minutes of all Board and Board Committees meetings, which provide a fair and accurate record of the discussion and key deliberations and decisions taken during the meetings, are circulated to the Board and Board Committees. The Board is free to seek clarification and information from the management on all matters within their purview. Ad-hoc meetings are convened at such other times as may be necessary to address any specific significant matters that may arise. The Board also approves important matters pertaining to the Group through written resolutions, which are circulated to the Board together with all relevant information relating to the proposed matters. The Company's Constitution (the "Constitution") provides for the meetings of the directors to be held by means of telephonic conference or other methods of simultaneous communication be it electronic or telegraphic means when necessary.

The agenda for meetings is prepared in consultation with the Chairman, the Executive Directors and/or the chairman of the Board committees. The agenda and documents are circulated in advance of the scheduled meetings.

The frequency of meetings and the attendance of each director at every Board and Board Committee meeting for FY2023 are disclosed in the table reflected below:

Attendance Report of Directors

Names of Directors	Board		Audit Committee		Nominating Committee		Remuneration Committee	
	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended
Tan Teng Muan	4	4	4	4	2	2	2	2
Wong Lok Hiong	4	4	4	4*	2	1*	2	1*
Ho Hie Wu	4	4	4	4*	2	2*	2	2*
Ho Yew Mun	4	4	4	4	2	2	2	2
Leow Wee Kia Clement	4	4	4	4	2	2	2	2
David Peter Walker	4	4	4	4	2	2	2	2

* By invitation

The directors were appointed based on their experience, stature and potential to contribute to the proper guidance of the Group and its businesses.

CORPORATE GOVERNANCE REPORT

DIRECTOR ORIENTATION AND TRAINING

The Company conducts briefing and orientation programs for new directors to familiarise themselves with the Group's structure and organisation, businesses and governance policies. Briefings or discussions will be conducted by the Chairman, Chief Executive Officer ("CEO") and/or senior management on the key aspects of the business activities of the Group and its strategic direction, as well as their duties and responsibilities as directors. The aim of the orientation program is to give directors a better understanding of the Group's business which allow them to assimilate into their new roles. New directors are also informed about matters such as the Code of Dealing in the Company's securities. There was no new director appointed during the financial year under review.

Directors and key management personnel are encouraged to attend relevant training programmes, courses, conferences and seminars on new laws, regulations and updates on commercial areas conducted by relevant professional organisations from time to time. Changes to regulations and accounting standards are monitored closely by the management. In order to keep pace with such regulatory changes, the Company provides opportunities for ongoing training on Board processes and best practices as well as any updates on changes in legislation and financial reporting standards, regulations and guidelines from the SGX-ST that affect the Company and/or the directors in discharging their duties effectively.

The Board as a whole is updated regularly on risk management, corporate governance, insider trading and key changes to the relevant regulatory requirements and financial standards, so as to enable them to properly discharge their duties as Board or Board Committee members.

New releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("ACRA"), which are relevant to the directors are circulated to the Board. The Company Secretary also informs the directors of upcoming conferences and seminars relevant to their roles as directors of the Company as well as key amendments and their impact on the Code and Listing Manual of the SGX-ST. The external auditors would update the AC and the Board on new and revised financial reporting standards that are applicable to the Company or the Group annually.

MATTERS REQUIRING BOARD APPROVAL

The authority for approval of, inter alia, the following transactions rest with the Board:

- Approval of half and full year results announcements for release to the SGX-ST;
- Approval of annual reports, audited financial statements and sustainability reports;
- Convening of shareholders' meetings;
- Approval of corporate strategies;
- Approval of material acquisitions and disposal of assets;
- Approval of major investment and funding decisions;
- Issuance of shares or declaration of dividends; and
- Approval of announcements or press releases concerning the Group for release to the SGX-ST.

While matters relating in particular to the Company's objectives, strategies and policies require the Board's direction and approval, the management is responsible for the day-to-day operation and administration of the Company and of the Group in accordance with the objectives, strategies and policies set by the Board.

ACCESS TO INFORMATION

To assist the Board to fulfil its responsibilities, the management provides the directors with management reports which contain complete, adequate and timely information on Board affairs and issues that require the Board's decision as well as ongoing reports relating to the operational and financial performance of the Group. For matters that require the Board's decision, relevant members of the management staff are invited to attend and present at a specific allocated time during the Board and Board Committee meetings. Periodic financial reports, budgets, forecasts, material variance reports and disclosure documents are also provided to the directors, where appropriate, prior to

the Board and Board Committee meetings. In respect of budgets, any material variance between the projections and actual results are disclosed and explained during the meetings. Directors are also informed of any significant developments or events relating to the Group. In addition, the directors are entitled to request from the management such additional information as needed to make informed decisions. The management ensures that any additional information requested is provided to the directors in a timely manner.

The directors have separate and independent access to the key management personnel at all times and there is no restriction of access to the key management personnel in carrying out their duties. Where necessary, the Company will, upon the request of directors (whether as a group or individually), provide them with independent professional advice, to enable them to discharge their duties and responsibilities effectively. The costs of such professional advice will be borne by the Company.

The directors have separate and independent access to the Company Secretaries, who provide the directors with regular updates on the requirements of the Companies Act and all the rules and regulations of the SGX-ST. The Company Secretaries or their representatives attend all Board and Board Committee meetings, and assist the Chairman of the Board and Board Committees in ensuring that the relevant procedures are followed and reviewed such that the Board and Board Committees function effectively. The role of the Company Secretary has been formally established in a letter of engagement with the Company. The responsibilities include advising the Board on governance matters and assisting the Chairman to ensure information flow within the Board, Board Committees and between the management and directors. The decision to appoint or remove the Company Secretary is made by the Board as a whole.

Board Composition and Guidance

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company.

BOARD COMPOSITION

As of the date of this report, the Board consists of six (6) members comprising the Non-Executive Chairman and Independent Director, two (2) Executive Directors with one (1) of them also being the Chief Executive Officer and three (3) Independent Non-Executive Directors:

Executive Directors

Wong Lok Hiong (Chief Executive Officer and Executive Director)

Ho Hie Wu (Chief Financial Officer and Executive Director)

Independent Non-Executive Directors

Tan Teng Muan (Non-Executive Chairman and Independent Director)

Ho Yew Mun (Non-Executive and Lead Independent Director)

Leow Wee Kia Clement (Non-Executive and Independent Director)

David Peter Walker (Non-Executive and Independent Director)

BOARD INDEPENDENCE

The Board has adopted the Code's criteria of an independent director in its review that all independent directors have satisfied the criteria of independence. The current Board composition also complies with Provisions 2.2 and 2.3 of the Code where the independent and non-executive directors make up a majority of the Board.

The independence of each director is reviewed annually by the NC in accordance with the Code's definition of independence. Each independent director is required to complete a 'Confirmation of Independence' form to confirm his independence. The form, which was drawn up based on the definitions and guidelines set forth in Provision 2.1 of the Code and the Nominating Committee Guide issued by the Singapore Institute of Directors, requires each director to assess whether he/she considers himself/herself independent despite not having any of the relationships defined in the Code.

CORPORATE GOVERNANCE REPORT

The NC had conducted a review on the independence of all the independent directors. On 11 January 2023, the SGX-ST amended the Listing Rules to prescribe a nine-year tenure limit for independent directors. Rule 210(5)(d)(iv) of the Listing Rules states that a director will not be independent if he has been a director of the issuer for an aggregate period of more than nine (9) years (whether before or after listing). Such director may continue to be considered independent until the conclusion of the next annual general meeting of the issuer. Rule 210(5)(d)(iv) takes effect for an issuer's annual general meeting for the financial year ending on or after 31 December 2023. Tan Teng Muan, Ho Yew Mun and Leow Wee Kia Clement (who have sought approval from the shareholders in the Annual General Meeting of the Company held on 21 April 2021 of their continued appointment as independent directors pursuant to Rule 210(5)(d)(iii)) have, as at the date of this report, served on the Board beyond nine (9) years. Pursuant to 210(5)(d)(iv) of the Listing Rules, Tan Teng Muan, Ho Yew Mun and Leow Wee Kia Clement may continue to be considered independent until the conclusion of the forthcoming annual general meeting of the Company for FY2023. Notwithstanding that Tan Teng Muan, Ho Yew Mun and Leow Wee Kia Clement have served the Board beyond nine (9) years, the NC, with the concurrence of the Board, is satisfied that Tan Teng Muan, Ho Yew Mun and Leow Wee Kia Clement have been able to objectively guide and oversee the management of the Group, provide checks and balances and exercise an independent business judgement to the best interests of the Group.

As Tan Teng Muan, Ho Yew Mun and Leow Wee Kia Clement will not be eligible at the forth-coming AGM for re-election as independent directors pursuant to Rule 210(5)(d)(iv) of the Listing Rules, immediately after the conclusion of the forthcoming AGM: (i) Tan Teng Muan shall be redesignated as Non-Executive Chairman and Non-Executive Non-Independent Director and (ii) Ho Yew Mun and Leow Wee Kia Clement shall retire from the Board.

In view of the abovementioned retirements, the Board, having considered the recommendation of the NC, has recommended the appointment of Jong Voon Hoo and Leong Ching Ching as independent directors at the forthcoming AGM. Subject to shareholders' approval, Jong Voon Hoo and Leong Ching Ching would be appointed as independent directors of the Company. Further details of Jong Voon Hoo and Leong Ching Ching may be found on pages 51 to 56 of this Annual Report.

Each member of the NC had abstained from the discussions on the review of their independence and abstained from voting on any resolution in relation to their independence.

BOARD SIZE

The size and composition of the Board are reviewed from time to time by the NC with a view to determine the impact of its number upon effectiveness. The NC decides on what it considers an appropriate size, taking into account the scope and nature of the Group's operations, the requirements of the business and the need to avoid undue disruptions from changes to the composition of the Board and Board Committees. The composition of the Board is reviewed at least annually by the NC to ensure that there is an appropriate mix of expertise and experience, qualifications, gender and age to enable the management to benefit from a diverse perspective of issues that are brought before the Board. The Board in concurrence with the NC, was of the view that the current number of six (6) directors and the composition are appropriate and effective. No individual or small group of individuals dominate the Board's decision-making.

REGULAR MEETINGS FOR INDEPENDENT DIRECTORS

Although all the directors have an equal responsibility for the Group's operations, the independent directors play an important role (i) in ensuring that the strategies proposed by the management are constructively challenged and developed by taking into account the long-term interests of the shareholders and (ii) in reviewing the performance of management in meeting agreed goals and objectives, and monitoring the performance reporting. The independent directors meet at least once a year, or periodically as appropriate without the presence of management and Executive Directors in order to facilitate a more effective check on management and provide feedback to the Chairman of the Board.

BOARD DIVERSITY

With the introduction of Rule 710A of the Listing Rules effective from 1 January 2022, the Board has formulated and implemented a board diversity policy (the “**Board Diversity Policy**”) that addresses gender, skills and experience and other relevant aspects of diversity.

Under the Board Diversity Policy, the Board considers whether there is an appropriate mix of members taking into account factors including but not limited to appropriate balance and mix of gender, relevant skills, experience, and core competencies including accounting / finance, legal / corporate governance / sustainability, investment , risk management, business and management experience, and relevant industry knowledge to foster constructive debate. In reviewing the appointments of new directors, the Board together with the NC ensures that it sets relevant objectives to promote and achieve diversity on the Board, and that appointments are based on merit and after due consideration of the collective skills needed to strengthen the overall board governance role.

The Board composition reflects the Company’s commitment to Board diversity in terms of gender, skills and experience. The table below sets out the Company’s diversity targets, timelines for achieving the targets as well as its progress towards achieving the targets:

Target	Progress and plans towards achieving target										
<p>Gender Representation</p> <p>To enhance gender diversity by appointing at least one additional female director</p>	<p>At the forthcoming general meeting, Associate Professor Leong Ching Ching is being nominated as an independent director.</p>										
<p>Skills and Experience</p> <p>To ensure skillset of directors on the Board with relevant skills and experience, the Board has identified the following core competencies as important:</p> <p>(i) Accounting/finance (ii) Legal/corporate governance/sustainability (iii) Investment, risk management, business and management experience (iv) Relevant industry knowledge</p>	<p>Currently the proportion of the Board with the identified core competencies is as follows:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Core Competencies</th> <th>Number of Directors</th> </tr> </thead> <tbody> <tr> <td>Accounting/finance</td> <td style="text-align: center;">4</td> </tr> <tr> <td>Legal/corporate governance/ sustainability</td> <td style="text-align: center;">2</td> </tr> <tr> <td>Investment, risk management, business and management experience</td> <td style="text-align: center;">4</td> </tr> <tr> <td>Relevant industry knowledge</td> <td style="text-align: center;">3 (3 Directors have strong understanding of Singapore and international education as well as university acceptance requirements)</td> </tr> </tbody> </table> <p>In view of two (2) of the current independent directors retiring at the forthcoming AGM, the NC and the Board have identified and will be nominating the following persons as independent directors of the Company.</p> <ul style="list-style-type: none"> • Jong Voon Hoo has considerable experience in accounting, auditing, investment advisory and financial management. He is being nominated as a Board member as part of the Group’s succession planning in relation to the roles of Chairman of the Audit Committee (as a member of the Board with financial and accounting related expertise) and Chairman of the Nominating Committee. • Leong Ching Ching, is an economist and Vice Provost (Student Life) of the National University of Singapore. She is also an Associate Professor at the Lee Kuan Yew School of Public Policy and an expert on public governance, sustainability and environmental economics. She is being nominated as a Board member as part of the Group’s succession planning in relation to the role of Chairman of the Remuneration Committee to provide education related expertise. <p>When identifying new director(s) for appointment to the Board, the Company strives to ensure that candidates who have the relevant skills, expertise and/or experience in the above mentioned core competencies are included for consideration by the NC.</p>	Core Competencies	Number of Directors	Accounting/finance	4	Legal/corporate governance/ sustainability	2	Investment, risk management, business and management experience	4	Relevant industry knowledge	3 (3 Directors have strong understanding of Singapore and international education as well as university acceptance requirements)
Core Competencies	Number of Directors										
Accounting/finance	4										
Legal/corporate governance/ sustainability	2										
Investment, risk management, business and management experience	4										
Relevant industry knowledge	3 (3 Directors have strong understanding of Singapore and international education as well as university acceptance requirements)										
<p>Board Independence</p> <p>To have a board with majority independent director representation within the next 2 years</p>	<p>Currently the independent directors make up the majority of the Board, however immediately after the conclusion of the forthcoming AGM, the independent directors will not form the majority of the Board.</p> <p>The Board will be looking to appoint new director(s) to the Board who are considered independent under the Code.</p>										

CORPORATE GOVERNANCE REPORT

Each director and proposed director has been appointed and nominated respectively based on his/her relevant experience and competencies, and collectively the Board provides diversity of expertise and knowledge in areas such as accounting, finance, investment, risk management, legal and business management. This diversity facilitates constructive debate on the business activities of the Company and enables the management to benefit from a diverse and objective set of perspectives on issues that are brought before the Board. The Board, in concurrence of the NC, was of the view that the directors possess the necessary competencies to provide the management with a diverse and objective perspective on issues so as to lead, govern and contribute to the Company effectively.

The profiles of the Board are set out on pages 6 and 7 of the Annual Report.

To-date, none of the independent directors of the Company has been appointed as director of the Company's principal subsidiary, which is based in Singapore.

Chairman and Chief Executive Officer

Principle 3: There is a clear division of responsibilities between the leadership of the Board and management, and no one individual has unfettered powers of decision-making.

For FY2023, the role of CEO was assumed by Wong Lok Hiong, Executive Director of the Company, who is the co-founder and the Chief Executive of Overseas Family School Limited, a wholly owned subsidiary of the Company, and the role of the Chairman was assumed by Tan Teng Muan, as the Non-Executive Chairman and Independent Director of the Company. In line with Provision 3.1 of the Code, the CEO and the Chairman are separate persons to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making. There is a clear division of responsibilities between the Chairman and the CEO, who are also not related to each other.

As the CEO, Wong Lok Hiong is responsible for the day-to-day business operations of the Group. She plays an instrumental role in charting the direction and strategic development of the Group and formulates business strategies, policies, budget and business development of the Group and promoting high standards of corporate governance.

As Chairman, Tan Teng Muan leads the Board and is responsible for the effective working of the Board including:

- Scheduling of meetings (with the assistance of the Company Secretary) to enable the Board to perform its duties while not interfering with the flow of the Group's operations;
- Setting the meeting agenda of the Board;
- Ensuring that Board meetings are held when necessary;
- Facilitating contributions from the independent directors and encouraging constructive relationships between the directors;
- Exercising control over the quality, quantity and timeliness of information flow between the management and the Board;
- Ensuring and fostering constructive and effective communication with shareholders;
- Promoting a culture of openness and debate at the Board; and
- Promoting high standards of corporate governance with full support from the directors and management.

The Board is of the opinion that the process of decision making by the Board has a strong independent element and provides for collective decisions without any individual or small group of individuals dominating the Board's decision making.

LEAD INDEPENDENT DIRECTOR

In maintaining good corporate governance, Ho Yew Mun, the Lead Independent Director of the Company, leads and coordinates the activities of the independent directors and facilitates a two-way flow of information between shareholders, the Chairman and the Board. Hence, he contributes to a balance of viewpoints on the Board. He is the principal liaison on Board issues between the independent directors and the Chairman of the Board. The Lead Independent Director is available to shareholders where they have concerns and for which contact through the normal channels of the CEO, Executive Directors or Chief Financial Officer (“CFO”) has failed to resolve or for which such contact is inappropriate.

Where appropriate, the Lead Independent Director meets with the other independent directors without the presence of the Executive Directors and provides feedback to the Chairman.

Board Membership

Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

NOMINATING COMMITTEE COMPOSITION

As of the date of this report, the Board established the NC which consists of four (4) directors, all of whom are independent. The NC is chaired by an independent director, Leow Wee Kia Clement. The other NC members are Ho Yew Mun, the Lead Independent Director, Tan Teng Muan and David Peter Walker. The NC Chairman is also a director who has no relationship with the Company, its related corporations, its 5% shareholders or partners or its officers, and is not directly associated with 5% shareholders.

NOMINATING COMMITTEE ROLE

The NC is regulated by its terms of reference and its key functions include:

- Nomination and re-nomination of the directors of the Company having regard to their contribution, performance and ability to commit sufficient time and attention to the affairs of the Group, taking into account their respective commitments outside the Group;
- Determining annually whether a director is independent;
- Deciding whether a director is able to and has been adequately carrying out his/her duties as a director; notwithstanding that the director has multiple board representations;
- Reviewing of board succession plans for directors, in particular, the Chairman, the CEO and key management personnel;
- Development of a process and criteria for evaluation of the performance of the Board, Board Committees and directors;
- Reviewing of training and professional development programmes for the Board;
- Reviewing and approval of new employment of persons related to the directors, CEO and controlling shareholders and the proposed terms of their employment; and
- Appointment and re-appointment of directors (including alternate directors, if applicable).

The NC held two (2) meetings for the reporting financial year. Pursuant to the Constitution of the Company, one-third of the directors of the Company shall retire from office by rotation, with each director retiring at least once every three (3) years. Directors who retire are eligible to stand for re-election.

CORPORATE GOVERNANCE REPORT

DIRECTOR APPOINTMENT AND RE-APPOINTMENT

The Board has delegated to the NC the functions of developing and maintaining a transparent and formal process for the appointment and re-appointment of directors, making recommendations for directors who are due for retirement by rotation and seeking re-election at a general meeting and determining the independent status of each director.

The Company has in place, policies and procedures for the appointment of new directors, including the description on the search and nomination procedures. Each member of the NC shall abstain from voting on any resolutions and making recommendations and/or participating in any deliberations of the NC in respect of his/her re-nomination as a director.

Despite some of the directors having multiple board representations, the NC has reviewed the directorships of the directors and is satisfied that these directors are able to, and have adequately carried out their duties as directors of the Company after taking into consideration the number of listed company board representations and other principal commitments of these directors. Currently, the Board does not determine the maximum number of listed board representations any director may hold. The NC and the Board will review the requirement to determine the maximum number of listed board representations as and when it deems fit. Currently, the Company does not have any alternate director.

As Tan Teng Muan, Ho Yew Mun and Leow Wee Kia Clement, having served on the Board beyond nine (9) years, will not be eligible for re-election at the forthcoming AGM as independent directors pursuant to Rule 210(5)(d)(iv) of the Listing Rules, immediately after the conclusion of the forthcoming AGM: (i) Tan Teng Muan shall be redesignated as Non-Executive Chairman and Non-Executive Non-Independent Director and (ii) Ho Yew Mun and Leow Wee Kia Clement shall retire from the Board.

Subject to shareholders' approval at the AGM, the Board, having considered the recommendation of the NC, has approved the nominations of Jong Voon Hoo and Leong Ching Ching as independent directors. Details of the proposed new directors seeking appointment are found in Table A set out on page 51 to page 56 of this Annual Report.

Where a vacancy arises, the NC will consider each candidate based on the selection criteria determined after consultation with the Board and after taking into consideration the qualification, experience, ability to contribute effectively to the Board and to add value to the Group's business, in line with its strategic objectives before recommending the suitable candidate to the Board for approval.

Candidates may be suggested by directors or the management or sourced from external sources. The NC will interview the candidates and assess them based on objective criteria approved by the Board such as integrity, independent mindedness, possession of the relevant skills required or skills needed to complement the existing Board members, ability to commit the time and effort to carry out his/her responsibilities, good decision making track record, relevant experience and financial literacy. The NC will make a recommendation to the Board on the appointment and the Board appoints the most suitable candidate who must stand for re-election at the next AGM of shareholders.

Particulars of interests of directors who held office at the end of the financial year in shares and share options in the Company and in related corporations (other than wholly-owned subsidiaries) are set out in the Directors' Statement.

Regulation 96 of the Company's Constitution requires one-third of the Board to retire and submit themselves for re-election by shareholders at each AGM. All directors submit themselves for re-nomination and re-election at regular intervals of at least once every three (3) years. A retiring director shall retain office until the close of the AGM at which he retires. In addition, Regulation 102 of the Constitution provides that every new director must retire and submit themselves for re-election at the next AGM of the Company following his/her appointment during the year.

The dates of initial appointment, last re-election, directorships and principal commitments of each director are set out below as at the date of this report:

Name of Director	Date of first appointment/ Date of last re-appointment	Designation	Directorships in other listed companies and other principal commitments	Past directorships in other listed companies and other major appointments over the preceding three (3) years
Tan Teng Muan	28 October 2011/ 27 April 2023	Non-Executive Chairman and Independent Director Member of Audit, Nominating and Remuneration Committees	Commissioner for Oaths and Director in UniLegal LLC	Independent Director of United Global Limited Commissioner for Oaths and Partner in Mallal & Namazie
Wong Lok Hiong	28 October 2011/ 28 April 2022	CEO and Executive Director	Chief Executive of Overseas Family School Limited Director of Overseas Family School Limited (Hong Kong) Director of Master Projects Pte Ltd Director of WLH Private Limited	Director of Centre for Advanced Medicine Limited and Feedback Research Limited
Ho Hie Wu	1 September 2018/ 28 April 2022	Chief Financial Officer and Executive Director	Director of Overseas Family School Limited	NIL
Ho Yew Mun	1 August 2012/ 21 April 2021	Lead Independent Director Chairman of Audit Committee, Member of Nominating and Remuneration Committees	Trustee, Age Concern Wellington Region Trust Vice Chair and Board Member of Age Concern Wellington Region Inc.	NIL
Leow Wee Kia Clement	26 December 2012/ 21 April 2021	Independent Director Chairman of Nominating and Remuneration Committees and Member of Audit Committee	Managing Director and Head of Corporate Finance of Gsum Titanland Capital Pte Ltd Independent Director of Ellipsiz Ltd, MSM International Limited and Lum Chang Holdings Limited Non-Executive Director of Grand Team Technologies Pte. Ltd.	Executive Director and Chief Executive Officer of Allied Technologies Limited
David Peter Walker	1 July 2015 / 27 April 2023	Independent Director Member of Audit, Nominating and Remuneration Committees	Managing Director of Kauri Capital Pte Ltd Chairman of Soil Scout Oy Managing Director of Rimu Investments Pte Ltd	Member of Global Board of Governors of International Baccalaureate

Please refer to the “Board of Directors” section of the Annual Report for detailed information relating to the directors.

CORPORATE GOVERNANCE REPORT

BOARD PERFORMANCE

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its Board Committees and individual directors.

In line with the principles of good corporate governance, the Board has implemented a structured process to be carried out by the NC to evaluate the effectiveness of the Board as a whole, its Board Committees and individual directors annually. The performance criteria for the Board evaluation includes an evaluation of the size and composition of the Board, the Board's access to information, accountability, Board processes, Board performance in relation to discharging its principal responsibilities, communication with the management and standards of conduct of the directors. This encourages constructive feedback from the Board and enhances its performance over time.

The NC had also implemented a process to be carried out by the NC to assess the effectiveness of the Board Committees annually. During the financial year under review, each director was required to complete the evaluation form adopted by the NC to assess the overall effectiveness of the Board and Board Committees. In addition, the NC has implemented an annual self-assessment exercise to be performed individually by each director to assess his/her contribution to the Board's effectiveness. The evaluation results of the Board, Board Committees and individual assessments are reviewed and discussed by the NC. Any recommendation and suggestion arising from the evaluation exercise are circulated to the Board for consideration of the appropriate measures to be taken. The criteria taken into consideration by the NC and the Chairman include contribution and performance based on factors such as attendance, preparedness, quality of interventions and participation. Such assessments by the directors are useful and constructive, and this collective process has provided opportunities to obtain insightful feedback from each director on suggestions to enhance the effectiveness of the Board. These assessments have helped directors to be more focused on their duties, responsibilities and contributions to the effectiveness of the Board. Following the review, the Board is of the view that the Board and its Board Committees operate effectively and each director is contributing to the overall effectiveness of the Board. No external facilitator was used during the evaluation process.

Selected performance criteria will not change from year to year unless they are deemed necessary and the Board is able to justify the changes.

The NC, in considering the re-nomination of any director, had considered factors including their performance in the Board as a whole, its Board Committees and individual performance including his/her attendance, preparedness, participation and contributions in the proceedings of the meetings.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

Remuneration Committee Composition

The RC comprises four (4) directors, all of whom are independent. The RC is chaired by an independent director, Leow Wee Kia Clement. The other RC members are Ho Yew Mun, Tan Teng Muan and David Peter Walker. In discharging their duties, the RC members have access to advice from the internal human resources personnel, and if required, advice from external experts.

Remuneration Committee Role

The Group's remuneration policy is to provide remuneration packages at market rates which reward successful performance and attract, retain and motivate directors and key management personnel. The RC recommends to the Board a framework for the remuneration for the Board and key management personnel and to determine specific remuneration packages for each director based on transparency and accountability.

The RC is regulated by its terms of reference and its key functions include:

- Reviewing and recommending to the Board a framework of remuneration and specific remuneration packages, including termination terms, for all directors and executive officers of the Company;
- Reviewing the service agreements of the Executive Directors and key management personnel of the Group;
- Performing an annual review of the remuneration of employees related to directors to ensure that their remuneration packages are in line with the Group's staff remuneration guidelines and commensurate with their respective job scope and level of responsibility; and
- Reviewing and approving the bonuses, pay increases and/or promotions of employees related to directors.

The RC recommends, in consultation with the CEO, a framework of remuneration policies for key management personnel and directors serving on the Board and Board Committees, and determines specifically the remuneration package for each director of the Company. The RC's review of remuneration packages takes into consideration the long-term interest of the Group and ensures that the interest of the directors align with that of the shareholders. The review covers all aspects of remuneration including but not limited to directors' fees, salaries, allowances, bonuses and benefits-in-kind. In addition, the RC also reviews the remuneration of senior key management personnel. The RC's recommendations are submitted to the entire Board for endorsement. Each member of the RC shall abstain from voting on any resolutions and making any recommendations and/or participating in any deliberations of the RC in respect of his remuneration package.

In setting out the remuneration packages, the RC would take into consideration pay and employment conditions within the industry and in comparable companies. The remuneration packages should take into account the Group's relative performance and the performance of the individual directors and key management personnel.

Remuneration Experts

The RC, in considering the remuneration of all directors, has not sought external advice nor appointed remuneration consultants during the reporting financial year.

Termination Clauses

In reviewing the service agreements of the Executive Directors and key management personnel of the Group, the RC will review the Group's obligations arising in the event of termination of these service agreements, to ensure that such service agreements contain fair and reasonable termination clauses which are not overly generous. The RC aims to be fair and avoids rewarding poor performance. The RC has reviewed and recommended to the Board and the Board concurred that the termination clauses are fair and reasonable and not overly generous. There was no termination of any key management personnel during the reporting financial year.

Level and Mix of Remuneration

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.

Remuneration Framework

The remuneration packages of the Executive Directors are determined based on the framework recommended by the RC where the RC reviews the length of the fixed appointment period, the notice period for termination and the terms of the compensation package in the event of the termination of any Executive Directors' service agreements to ensure that the terms of such clauses are not onerous to the Company. In setting remuneration packages, the Company takes into consideration the remuneration packages and employment conditions within the industry, the long-term interest and risk policies of the Company, as well as the Group's relative performance and the performance of each director.

CORPORATE GOVERNANCE REPORT

Non-Executive Director Remuneration

The non-executive directors are paid directors' fees taking into account factors including but not limited to the effort, time spent and the scope of responsibilities of these directors. Independent directors should not be over-compensated to the extent that their independence may be compromised and no director is involved in deciding his/her own remuneration. The directors' fees are recommended by the RC and submitted to the Board for endorsement. Directors' fees are recommended by the Board for approval at the Company's AGM. To facilitate timely payment of directors' fees, directors' fees are paid in advance on a quarterly basis for the current financial year in which the fees are incurred.

CONTRACTUAL PROVISIONS TO RECLAIM INCENTIVES

The Executive Directors do not receive directors' fees. The remuneration packages of the Executive Directors and the key management personnel comprise primarily a basic salary component and a variable component comprising other benefits and bonuses. The remuneration packages of the Executive Directors and key management personnel do not contain any financial incentive component. Therefore, the use of contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results or misconduct resulting in financial loss to the Company would not be applicable in these circumstances.

On 26 January 2022, a new service agreement was drawn up for Wong Lok Hiong with her re-designation as the CEO and Executive Director of the Company. The new service agreement is for an initial period of three (3) years, and is subject to review by the RC and provides for automatic renewal for a further term of three (3) years unless either party gives to the other not less than six (6) months' prior notice of that party's intention not to renew.

The employment agreement with the Executive Director, Ho Hie Wu has no fixed term and is terminable by either party with three (3) months' prior notice.

LONG-TERM INCENTIVES

The Company currently has no employee share option schemes or other long-term incentive scheme in place, as the Company does not consider it appropriate for staff members of a school to be motivated by financial incentives, including share-based incentives.

Disclosure on Remuneration

Principle 8: The Company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

The level and mix of remuneration of each director and top five (5) key management personnel (who are not directors and those who were in service for FY2023) were as follows:

Directors					
Names	Salary (\$)	Bonus (\$)	Other Benefits (\$)	Directors' Fees (\$)	Total (\$)
Tan Teng Muan	-	-	-	150,000	150,000
Wong Lok Hiong	384,000	-	19,169	-	403,169
Ho Hie Wu	480,000	-	22,112	-	502,112
Ho Yew Mun	-	-	-	120,000	120,000
Leow Wee Kia Clement	-	-	-	120,000	120,000
David Peter Walker	-	-	-	100,000	100,000

Top 5 Key Management Personnel				
Names	Salary (%)	Bonus (%)	Other Benefits (%)	Total (%)
S\$200,000 to S\$400,000				
Jason Lee Chwee Soon	93.6	–	6.4	100.0
Wong Hok Hoe	94.8	–	5.2	100.0
Joyce Chee Jingying	95.5	–	4.5	100.0
Vanessa McConville	73.6	–	26.4	100.0
Adam Ashton	98.1	–	1.9	100.0

The aggregate total remuneration paid to top five (5) key management personnel (who are not directors or the CEO) for FY2023 was S\$1,485,640.

Remuneration of Employee Related to Director, CEO or Substantial Shareholder				
Remuneration of an employee who is an immediate family member of a director or the CEO or substantial shareholder, and whose remuneration exceeds S\$100,000 for FY2023, is as follows:				
Name	Salary (%)	Bonus (%)	Other Benefits (%)	Total (%)
S\$200,000 to S\$300,000				
Joyce Chee Jingying (Daughter of CEO and Executive Director, Wong Lok Hiong)	95.5	–	4.5	100.0

Save as disclosed above, no other employee whose remuneration exceeded S\$100,000 during the year is an immediate family member of any of the members of the Board, the CEO or a substantial shareholder of the Company.

The basis of determining the remuneration of this related employee is the same as the basis of determining the remuneration of other unrelated employees.

Shareholders' approval will be sought at the forthcoming AGM of the Company on 25 April 2024 for the payment of directors' fees proposed to be paid quarterly in advance for the financial year ending 31 December 2024 amounting to an aggregate of S\$490,000.

No termination, retirement and post-employment or other long-term incentives have been granted to the directors or key management personnel during FY2023.

The RC and the Board have considered and are of the view that the Group's remuneration packages are appropriate and fair.

CORPORATE GOVERNANCE REPORT

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

Principle 9: The Board is responsible for the governance of risk and ensures that management maintains a sound system of risk management and internal controls, to safeguard the interests of the Company and its shareholders.

RISK GOVERNANCE

The Board recognises the importance of sound internal controls and risk management practices to good corporate governance. The Board affirms its overall responsibility for the Group's systems of internal controls and risk management, and for reviewing the adequacy and effectiveness of those systems on an annual basis. The internal control and risk management functions are performed by the Group's key management personnel and reported to the AC for review.

It should be noted, in the opinion of the Board, that such system is designed to manage rather than to eliminate the risk of failure to achieve business objectives, and that it can provide only reasonable, and not absolute, assurance against material misstatement of loss, and include the safeguarding of assets, the maintenance of proper accounting records, the reliability of financial information, compliance with appropriate legislation, regulation and best practice, and the identification and containment of business risk. The Board notes all internal control systems contain inherent limitations and no system of internal controls could provide absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error losses, fraud or other irregularities.

ANNUAL REVIEW

The Group appointed Messrs Deloitte and Touche Enterprise Risk Services Pte Ltd ("**Deloitte and Touche**") as the independent internal auditors of the Group to review the effectiveness of the Group's internal controls taking into consideration the size and complexity of the Group's operations. Relying on the reports from the independent internal auditors, management letter issued by the external auditors (to the extent as required by them to form an audit opinion on the statutory financial statements) and the representation letters from the management, the AC will carry out assessments of the effectiveness of key internal controls during the year. Any material non-compliance or weaknesses in internal controls or recommendations from the independent internal auditors and external auditors to further improve the internal controls will be reported to the AC. The AC will follow up on the actions taken by the management and on the recommendations made by both the independent internal auditors and external auditors.

- (a) For FY2023, the Board has received assurances on a half yearly basis from the CEO and the CFO of the Company that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances. The Board has taken steps to ensure compliance with legislative and regulatory requirements. In line with the Listing Rules, the Board provides a negative assurance statement to the shareholders in respect of the interim financial statements.
- (b) The CEO and the key management personnel have given assurance to the Board that the Group's risk management and internal control systems in addressing financial, operational, compliance and information technology controls and risk management systems are adequate and operating effectively.

All the directors and executive officers of the Company have signed undertaking letters pursuant to Rule 720(1) of the Listing Manual of SGX-ST.

BOARD'S CONCLUSION

Based on the various management controls put in place, work performed by the internal and external auditors, representation letter from the management and periodic reviews by the management, the Board with the concurrence of the AC is of the opinion that the Group's system of internal controls and risk management procedures in addressing financial, operational, compliance and information technology controls, and risk management systems maintained by the Group during the year are adequate and effective as at 31 December 2023.

Audit Committee

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

AUDIT COMMITTEE COMPOSITION

The AC currently comprises of four (4) directors, all of whom are independent. Ho Yew Mun is the AC Chairman and Lead Independent Director. The other AC members are Leow Wee Kia Clement, Tan Teng Muan and David Peter Walker. The Board is of the view that the members of the AC are appropriately qualified in that they have sufficient accounting or related financial management expertise and experience to discharge the AC's function. None of the AC members were previous partners or directors of the existing auditing firm within the previous two (2) years and/or hold any financial interest in the auditing firm.

AUDIT COMMITTEE ROLE

The role of the AC is to assist the Board with discharging its responsibility to safeguard the Group's assets, maintain adequate accounting records and develop and maintain effective systems of internal control. To achieve this, the AC ensures that its members have the appropriate qualifications to provide independent, objective and effective oversight.

The AC shall meet periodically on the following matters:

- Review with the external auditors the audit plan, their management letter with the management's response, and their independence, adequacy, effectiveness and objectivity of producing the results within the scope;
- Review with the external auditors the Company's year-end financial statements, raise any significant issues which have a material impact on the interim financial statements or financial updates previously announced by the Company and bring to the Board immediately, if applicable and advise the Board if changes are needed to improve the quality of future interim financial statements or financial updates;
- Review with the internal auditors the internal audit plan and their evaluation of the adequacy of the Group's internal controls and accounting system before submission of the results of such review to the Board for approval prior to the incorporation of such results in the annual report, if applicable;
- Monitor and review the implementation of the external auditors' management letters and internal auditors' recommendations with the concurrence of management in relation to the adequacy of internal controls, risk management and accounting systems addressing financial, operational, compliance and information technology controls;
- Review the assurance from the CEO and CFO on the financial statements before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements;
- Review the adequacy and effectiveness of internal controls/procedures and risk management systems, and ensure co-ordination between the external auditors and management, review the assistance given by management to the external auditors, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters with the auditors;
- Review together with external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and management's response;
- Consider the appointment or re-appointment of the external and internal auditors, matters relating to resignation, dismissal, remuneration and terms of engagement of the auditors;
- Review transactions falling within the scope of Chapters 9 and 10 of the SGX-ST Listing Manual;
- Undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;
- Undertake such other functions and duties as may be required by statute or the SGX-ST Listing Manual, and by such amendments made thereto from time to time; and
- Review the Company's procedures for whistle-blowing policy endorsed by the AC by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control, or any other matters.

CORPORATE GOVERNANCE REPORT

The AC has the explicit authority to investigate any matter within its terms of reference and full access to and cooperation by the management. It has the discretion to invite any director or member of the Group's management to its meetings. The AC has, within its terms of reference, the authority to obtain independent professional advice and reasonable resources at the Company's expense to enable it to discharge its functions properly.

Where, by virtue of any vacancy in the membership of the AC for any reason, the number of members is reduced to less than three (3), the Board shall, within two (2) months thereafter, appoint such number of new members to the AC.

Apart from the duties listed above, the AC shall commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position.

The AC has reviewed all Interested Person Transactions for FY2023 and is of the opinion that Chapter 9 of the Listing Manual of the SGX-ST has been complied with.

Each member of the AC shall abstain from voting on any resolutions and making any recommendations and/or participating in any deliberations of the AC in respect of matters in which he is interested.

Annually, the AC meets with the internal and external auditors separately without the presence of the management.

EXTERNAL AUDITORS

For the financial year under review, the AC reviewed the non-audit services provided by the external auditors and was satisfied that the extent of such service will not prejudice the independence and objectivity of the external auditors.

In July 2010, the SGX-ST and ACRA launched the "Guidance to Audit Committees on Evaluation of Quality of Work performed by External Auditors" which aims to facilitate the AC in evaluating the external auditors. Accordingly, the AC had evaluated the performance of the external auditors based on the key indicators of audit quality set out in the Guidance such as performance, adequacy of resources and experience of their audit engagement partner and auditing team assigned to the Group's audit, the size and complexity of the Group.

In addition, in October 2015, with the support from SGX and the Singapore Institute of Directors, ACRA had introduced the Audit Quality Indicators ("AQIs") Disclosure Framework to assist the ACs in evaluating the re-appointment of external auditors. In January 2020, ACRA introduced some revisions to the Framework following a post-implementation review. The revised framework comprises seven (7) AQIs to be disclosed at the engagement and firm level. Accordingly, the AC had evaluated the external auditors based on the seven (7) AQIs at engagement and/or firm-level.

Changes to accounting standards and accounting issues which have a direct impact on the financial statements were reported to the AC, and highlighted by the external auditors in their meetings with the AC.

The Company has approved the following aggregate amount of fees paid/payable to the external auditors for the financial year ended 31 December 2023:

Services	Amount
	S\$'000
Audit service	195
Non-audit service	19
Total	214

Non-audit services relate to tax compliance services.

Save for the above, the Company did not pay any other non-audit fee to the external auditors during FY2023.

The AC has undertaken a review of the services, scope, independence and objectivity of the external auditors. Messrs Ernst & Young LLP, the external auditors of the Company, has confirmed that they are a Public Accounting Firm registered with ACRA and provided a confirmation of their independence to the AC. The AC received a report from management on their evaluation of the performance and effectiveness of the work of the external auditors.

Having assessed the external auditors based on its own interactions with the external auditors, management's evaluation and on factors such as performance and quality of their audit partners and auditing team, their overall qualification and their independence status, the AC is satisfied that Rule 712(2)(a) of the Listing Manual of the SGX-ST has been complied with. In this regard, the AC recommends to the Board the nomination of Messrs Ernst & Young LLP for re-appointment as the external auditor at the forthcoming AGM.

The Company has complied with Rules 712 and 715 of the Listing Manual of the SGX-ST as all subsidiaries of the Company are audited by Messrs Ernst & Young LLP for the purposes of the consolidated financial statements of the Company and its subsidiaries.

INTERNAL AUDIT FUNCTION

The Company has engaged Deloitte and Touche for the internal audit function who has a direct and primary reporting line to the AC and assist the AC in overseeing and monitoring the implementation of improvements required on internal control and risk management system weaknesses. The Board recognises the importance of maintaining an internal audit function to provide an independent assurance over the soundness of the system of internal controls and risk management procedures within the Group to safeguard shareholders' investments and the Group's assets. The AC has the responsibility to review the adequacy and effectiveness of the internal audit function annually, review the internal audit programmes and ensure co-ordination between internal auditors, external auditors and management, and ensure that the internal auditors meet or exceed the standards set by nationally or internationally recognised professional bodies. The AC also reviews and approves the hiring, removal and evaluation of its outsourced internal auditors.

The internal auditors are provided with unfettered access to the Group's properties, information, records and personnel, including the AC for performing their internal audit review, and have appropriate standing within the Company.

In FY2023, the AC evaluated and recommended the re-appointment of Deloitte and Touche for the internal audit function for the balance of two (2) years of their three (3) year term based on Deloitte and Touche's objectivity, independence, experience and competency. The Board concurred with AC for the re-appointment of Deloitte and Touche as the independent internal auditors of the Group for the balance of two (2) years of their three (3) year term.

The internal auditors are guided by the Standards for Professional Practice of Internal Auditing set by The Institute of Internal Auditors. The AC reviews and evaluates the scope of work deliverables by the independent internal auditors annually and ensures that the internal audit function is adequately resourced and has appropriate standing within the Group. The AC is satisfied that (i) the internal audit function has adequate resources to perform its function effectively; (ii) the internal audit function is staffed by suitable, qualified and experienced professionals with the relevant experience; and (iii) independent internal auditors have unfettered access to all of the Group's documents, records, properties and personnel, including the AC.

WHISTLE-BLOWING POLICY

The AC in consultation with the Board initiated the implementation of a whistle-blowing policy for all employees of the Group. This policy aims to provide an avenue for employees to raise concerns and provide reassurance that they will be protected from reprisals or victimisation for raising any concerns about fraud and for whistle-blowing in good faith. The Group has designated an independent function to investigate whistle-blowing reports made in good faith and ensures that the identity of the whistleblower is kept confidential and the Group is committed to ensure protection of the whistleblower against detrimental or unfair treatment.

The Board noted that no incidents in relation to whistle-blowing matters have been raised during the year by any staff to indicate possible improprieties in matters of financial reporting, financial control, or any other matters.

AUDIT COMMITTEE'S COMMENTARY ON SIGNIFICANT FINANCIAL REPORTING MATTERS

With the introduction of the new and revised Auditor Reporting Standards applicable to the audit of financial statements for periods ending on or after 15 December 2016, the external auditors are required to include the Key Audit Matters ("KAM") in the Company's Annual Report. KAM typically include significant risk areas of the financial statements most susceptible to misstatements, involving key judgements and estimates, as well as major transactions that require extensive auditing efforts.

CORPORATE GOVERNANCE REPORT

In line with the recommendations by ACRA, Monetary Authority of Singapore and SGX, the AC can help to improve transparency and enhance the quality of corporate reporting by providing a commentary on key financial reporting matters as follows:

KAM – Ability to renew the land lease

The AC reviewed the KAM presented by the external auditors together with management, challenged the factors and conditions relating to the successful renewal of the land lease, and considered the disclosures in this respect. The AC concurred and agreed with the external auditors and management on their assessment and judgement on the significant matter reported by the external auditors.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

Principle 11: The Company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the Company. The Company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

The Company firmly believes in high standards of transparent corporate disclosure, in line with the continuous obligations of the Company under the Listing Manual of SGX-ST and the Companies Act. The Board's policy is that all shareholders should equally and on a timely basis be informed of all major developments that impact the Group. Half yearly and full year results are published through the SGXNet, news releases and the Company's website. All information of the Company's new initiatives are first disseminated via SGXNet followed by a news release, which are also available on the Company's website.

Where there is inadvertent disclosure made to a selected group, the Company will make the same disclosure publicly to all others as soon as practicable.

Shareholders are encouraged to attend the general meetings of shareholders to ensure a high level of accountability and to be updated on the Company's strategies and goals. Notices of general meetings are dispatched to shareholders, together with explanatory notes or a circular on items of special business (if necessary), at least fourteen (14) clear calendar days before the meeting for ordinary resolutions and/or twenty-one (21) clear calendar days before the meeting for special resolutions. The Board welcomes the views of shareholders who wish to raise issues concerning the Company, either informally or formally before or during these general meetings. The Board and the Chairmen of the AC, NC and RC are normally present and available to address questions relating to the work of their respective committees at general meetings. Furthermore, the external auditors are present to assist the Board in addressing any relevant queries by the shareholders.

In usual circumstances, if any shareholder is unable to attend, he/she is allowed to appoint up to two (2) proxies to vote on his/her behalf at the meeting through proxy forms sent in advance. The Constitution does not allow corporations and members of the Company to appoint more than two proxies to attend and vote at general meetings and for other absentia voting methods such as by mail, electronic mails, fax and/or other methods due to the concern of verification and authenticating of the shareholders' identity. A Relevant Intermediary¹ may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held

¹A Relevant Intermediary is:

- a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

by him/her (which number and class of shares shall be specified). An investor who holds shares under the Central Provident Fund Investment Scheme (“**CPF Investor**”) and/or the Supplementary Retirement Scheme (“**SRS Investor**”) (as may be applicable) may attend and cast his/her vote(s) at the meeting in person. CPF and SRS Investors who are unable to attend the meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the meeting.

The Board also notes that there should be separate resolutions on each substantially separate issue that may be tabled at the general meeting. Detailed information on each resolution in the AGM agenda is in the explanatory notes to the Notice of AGM in the Annual Report.

To promote greater transparency and effective participation, the Company has conducted the voting of all its resolutions by electronic polling at all its AGMs since 2015. An independent external consultant is also appointed as scrutineer for the electronic poll voting process. The outcome of the AGM, including the total numbers and percentage of votes cast for, or against, or to abstain from voting each resolution tabled, are announced immediately at the AGMs and via SGXNet on the same day after the AGMs.

The Company prepares minutes of general meetings incorporating the substantial and relevant comments or queries from shareholders that are relevant to the agenda of the meeting and responses from the Board and the management. Such minutes will be published on SGXNet and the Company’s website as soon as practicable.

The Company’s policy is to pay dividends of at least 50.0% of its net profit after tax to shareholders for each financial year. The dividend policy may be subject to modification in the sole and absolute discretion of the Board. In compliance with Rule 704(24) of the Listing Rules of SGX-ST, in the event that the Board decides not to declare or recommend a dividend, the Company is mindful to disclose the reason(s) for the decision together with the announcement of the financial statements.

Engagement with Shareholders

Principle 12: The Company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the Company.

The Company recognises the importance of actively engaging with stakeholders to promote effective and fair communication.

Although the Company has not adopted a formal investor relations policy to regularly convey pertinent information to the shareholders, the Board acknowledges its obligation to furnish timely information to shareholders and ensures that full disclosure of material information is made in its Annual Report to comply with statutory requirements and the Listing Manual of the SGX-ST. The Company does not practice selective disclosure. Price sensitive information is first publicly released through SGXNet, before the Company meets with any investors or analysts. The AGM is held within four (4) months after the end of the financial year. All shareholders of the Company will receive the Annual Report with the Notice of AGM by post. The Notice of AGM will also be published in a newspaper. Shareholders of the Company may also download the Annual Report with the Notice of AGM from the Company’s website at <https://oel.listedcompany.com>. Together with the Annual Report, the Company also attaches a copy of the proxy form to shareholders in order that shareholders can appoint proxy(ies) to cast votes on their behalf by completing the proxy form attached to the Notice of AGM.

The Company announces the unaudited financial statements of the Company and of the Group on a half-yearly basis as required under the Listing Rules, and will continue to keep shareholders updated as and when appropriate, should there be any material developments (financial or otherwise) relating to the Company and the Group, to provide a better understanding of the Company’s performance in the context of the current business environment.

To keep all shareholders of the Company updated on the latest announcements, press releases, and share details of the Company, shareholders have 24-hour access to the Company’s website (<https://oel.listedcompany.com>). In addition, automated email alert services on the latest announcements and press releases broadcasted to SGXNet by the Company can be subscribed to by shareholders through the Company’s website. Shareholders can also post their enquiries to the Company via email at ir@ofs.edu.sg.

CORPORATE GOVERNANCE REPORT

MANAGING STAKEHOLDER RELATIONSHIPS

Engagement with Stakeholders

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the Company are served.

The Company recognises the vitalness of stakeholders' engagement for the Company's long-term sustainability. The Company engages with key stakeholders such as students, students' parents, teachers and staff, business partners, educational institutions as well as government agencies and regulators, to align the Company's sustainable approach with their expectations. Please refer to the section "Sustainability Highlights" on page 24 and the full Sustainability Report released on SGXNet together with the Report for more information on how the Company manages its stakeholder relationships.

This Corporate Governance ("CG") Report together with the Annual Report aim to provide comprehensive and transparent reporting of the Group's overall objectives and performance to the Company's stakeholders. The Company welcomes feedback on the CG Report and its sustainability performance. Please address all feedback to investor relations that can be found at the Company's corporate website at ir@ofs.edu.sg that is maintained to communicate and engage with stakeholders.

More information on the Company's material stakeholders, sustainability efforts (including its strategy and key areas of focus), and performance can be found in the Sustainability Report which is also uploaded at the Company's corporate website.

RISK MANAGEMENT

The Company is continually reviewing and improving the business and operational activities to take into account the risk management perspective. This includes reviewing management and manpower resources, and updating workflows, processes and procedures to meet the current and future market conditions. Currently the AC is overseeing the function of risk management and the Company will consider the need to establish a risk management committee to assist the Board in carrying out its responsibility of overseeing the Company's risk management framework and policies should circumstances change.

MATERIAL CONTRACTS

Save for the service and employment agreements between the Executive Directors and the Company, there were no material contracts of the Company or its subsidiaries involving the interest of any other directors or controlling shareholders subsisting as at FY2023 or have been entered into since the end of the previous financial year.

INTERESTED PERSON TRANSACTIONS

There were no interested party transactions equal to or exceeding S\$100,000 in aggregate between the Company and any of its interested persons (namely, directors, executive officers or controlling shareholders of the Group or the associates of such directors, executive officers or controlling shareholders) subsisting for FY2023.

In accordance with the recommendations by the Audit Committee Guidance Committee, the Company has adopted an interested person transaction policy, which specifies that all interested transactions with an interested person, as defined in the policy, will be at arm's length and on terms generally available to an unaffiliated third party under the same or similar circumstances. Details of the review procedures for future interested person transactions were disclosed in the Company's Prospectus dated 31 January 2013.

Except for the limited exceptions set in the policy, transactions with interested persons that will exceed S\$100,000 in any calendar year must receive the approval of the Board prior to the Company entering into the interested transaction.

DEALINGS IN SECURITIES

The Company has adopted its own internal Code of Conduct to provide guidance to all officers and employees of the Company and its subsidiaries with regard to dealings in the Company's securities in compliance with Rule 1207(19) of the Listing Manual of the SGX-ST. The Group's officers and employees are prohibited from dealing in the Company's securities while in possession of unpublished price-sensitive information of the Group, as well as during the periods commencing one (1) month before the announcement of the Company's half year and full year results, and ending on the date of the announcement of the relevant results.

Directors and executives are also expected to observe insider-trading laws at all times even when dealing with securities within the permitted trading period. They are also encouraged not to deal in the Company's securities on short-term considerations.

UPDATE ON USE OF IPO PROCEEDS

As at the date of the financial statements 25 March 2024, the Company announced updates on the use of proceeds raised from the initial public offering ("**IPO Proceeds**") amounting to S\$68,033,985 (after deducting IPO expenses of S\$3,966,015) as follows:

	S\$
Net IPO Proceeds	68,033,985
Amount of proceeds 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.

TABLE A

The persons named below have been recommended by the Board for appointment as directors at the upcoming AGM:

Name of Director	Leong Ching Ching	Jong Voon Hoo
Date of appointment	25 April 2024 (subject to shareholders' approval, with effect immediately after the AGM)	25 April 2024 (subject to shareholders' approval, with effect immediately after the AGM)
Date of last election	N.A.	N.A.
Age	55	51
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	<p>The Board of Directors, having considered the recommendation of the Nominating Committee as well as the qualifications and experience of Associate Professor Leong Ching Ching ("AP Leong"), is satisfied that the appointment of AP Leong as an independent director of the Company will be beneficial to the Board and to the Group.</p> <p>The Board considers AP Leong to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.</p>	<p>The Board of Directors, having considered the recommendation of the Nominating Committee as well as the qualifications and experience of Mr Jong Voon Hoo ("Mr Jong"), is satisfied that the appointment of Mr Jong as an independent director of the Company will be beneficial to the Board and to the Group.</p> <p>The Board considers Mr Jong to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.</p>
Whether appointment is executive, and if so, the area of responsibility	Non-Executive.	Non-Executive.
Job Title	Subject to appointment, Independent Director and Chairman of the Remuneration Committee and member of the Audit Committee and the Nominating Committee	Subject to appointment, Independent Director and Chairman of the Audit Committee and Nominating Committee and member of the Remuneration Committee

CORPORATE GOVERNANCE REPORT

Name of Director	Leong Ching Ching	Jong Voon Hoo
Professional qualifications	<p>PhD, Public Policy (Wang Gungwu Medal and Prize) from the National University of Singapore, Singapore</p> <p>MA, Journalism from University of London, United Kingdom</p> <p>MA, Philosophy from the National University of Singapore, Singapore</p>	<p>Bachelor of Accountancy degree from Nanyang Technological University, Singapore</p> <p>Chartered Accountant of Singapore</p>
Working experience and occupation(s) during the past 10 years	<p>2021 to present – Vice Provost (Student Life), Office of the Senior Deputy President and Provost</p> <p>2020 to 2021 – Dean, Office of Student Affairs, National University of Singapore</p> <p>2019 to present – Associate Professor, National University of Singapore, Lee Kuan Yew School of Public Policy</p> <p>2017 to 2019 – Co-Director, Institute of Water Policy, National University of Singapore</p> <p>2015 to 2019 – Assistant Professor, National University of Singapore, Lee Kuan Yew School of Public Policy</p> <p>2014 – Senior Research Fellow, National University of Singapore, Lee Kuan Yew School of Public Policy</p> <p>2012 to 2013 – Lecturer, College of Alice and Peter Tan, National University of Singapore</p>	<p>2015 to present – Chief Executive Officer and Executive Director, Global Invest & Advisory Pte Ltd</p> <p>2004 to 2015 – Chief Financial Officer, Green Build Technology Limited</p>
Shareholding interest in the listed issuer and its subsidiaries	None	None
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	None	None

Name of Director	Leong Ching Ching	Jong Voon Hoo
Conflict of interest (including any competing business)	None	None
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other principal commitments including directorships	<u>Past (for the last 5 years)</u> None <u>Present</u> Associate Editor, Policy Sciences Journal Associate Editor, Water Journal Associate Editor, International Journal of Water Resources Development Director of Talkmed Group Limited	<u>Past (for the last 5 years)</u> Director of Sheng Siong Group Ltd Director of SingAsia Holdings Limited <u>Present</u> Director of Global Invest & Advisory Pte Ltd Director of Snack Empire Holdings Limited Director of Nam Lee Pressed Metal Industries Limited Director of Reclaims Global Limited
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No

CORPORATE GOVERNANCE REPORT

Name of Director	Leong Ching Ching	Jong Voon Hoo
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No

Name of Director	Leong Ching Ching	Jong Voon Hoo
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—</p> <p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p> <p>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p>

CORPORATE GOVERNANCE REPORT

Name of Director	Leong Ching Ching	Jong Voon Hoo
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Disclosure applicable to the appointment of Director only. Any prior experience as a director of an issuer listed on the Exchange?	Yes	Yes
If yes, please provide details of prior experience.	AP Leong is a non-independent, non-executive director of Talkmed Group Limited	Mr Jong is an independent director of Reclaims Global Limited and Nam Lee Pressed Metal Industries Limited and has acted as an independent director of Sheng Siong Group Ltd
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	N.A.	N.A.
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	N.A.	N.A.