

**IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE COMPANY'S  
ANNUAL GENERAL MEETING TO BE HELD ON 18 JUNE 2020**

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- (1) NO PHYSICAL ATTENDANCE AT ANNUAL GENERAL MEETING**  
**(2) ALTERNATIVE ARRANGEMENTS TO PARTICIPATE AT ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The Board of Directors (the "**Board**") of Overseas Education Limited (the "**Company**") refers to:-

- (a) the COVID-19 (Temporary Measures) Act 2020 (the "**Act**") passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**") which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- (c) The Joint Statement by the Singapore Exchange Securities Trading Limited, the Accounting and Corporate Regulatory Authority and the Monetary Authority of Singapore which was issued on 13 April 2020, providing a checklist (which provides further guidance on the Act and the Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

**2. DATE OF ANNUAL GENERAL MEETING**

The Board wishes to inform shareholders that the Company has issued the Notice of Annual General Meeting ("**AGM**") dated 27 May 2020. The AGM will be held by way of electronic means on 18 June 2020 at 1.00 p.m..

**3. NO PHYSICAL ATTENDANCE AT AGM**

Due to current Covid-19 restriction orders in Singapore, the Company has made arrangements to facilitate a live webcast of the AGM ("**Live Webcast**") in place of the originally scheduled physical meeting. Shareholders will be able to participate at the AGM by:-

- (i) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (ii) submitting questions in advance of the AGM; and/or
- (iii) voting by proxy at the AGM.

Shareholders will not be allowed to attend the AGM physically. Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out below in this Announcement.

#### 4. REGISTRATION PROCESS FOR LIVE WEBCAST

Shareholders who wish to participate in the AGM proceedings through the Live Webcast must pre-register at the pre-registration website at <https://www.meetings.vision/oel-agm-registration> and following the online instructions, from 9.00 a.m. on 27 May 2020 till no later than **10.00 a.m. on 15 June 2020** (the “Registration Deadline”) to enable the Company to verify their status as shareholders.

Following the verification, authenticated Shareholders will receive an email by 11.00 a.m. on 17 June 2020, and will be able to access the Live Webcast using the account created during the registration.

Shareholders who register by the Registration Deadline but do not receive an email response to access the Live Webcast may contact the Company’s Share Registrar, M & C Services Private Limited, at [GPD@mncsingapore.com](mailto:GPD@mncsingapore.com), or alternatively at +65 6228 0508 or +65 6228 0518 between 11.00 a.m. and 6.00 p.m. on 17 June 2020 or between 9.00 a.m. and 11.00 a.m. on 18 June 2020 for assistance, with the full name of the shareholder and his/her/its identification number.

#### 5. SUBMISSION OF QUESTIONS IN ADVANCE OF AGM

Shareholders will not be able to ask questions during the Live Webcast. Shareholders may submit questions relating to the items on the agenda of the AGM in advance, no later than **8 June 2020 at 10.00 a.m.** by email to the Company’s Investor Relations team at [ir@ofs.edu.sg](mailto:ir@ofs.edu.sg) and provide the particulars, full name as per CDP/CPF/SRS/Script-based account records, NRIC/Passport No./Company Registration No., contact number and email address for verification purpose.

The Company will address the substantial and relevant queries from shareholders prior to, or at the AGM and upload the Company’s responses on the SGXNet and the Company’s website, if applicable before the deadline of depositing the proxy form. The Company is unable to take on questions through the Live Webcast proceedings. The minutes of the AGM, including the responses from the Board and management during the AGM will be published within one (1) month after the conclusion of the AGM.

#### 6. SUBMISSION OF PROXY FORMS

Shareholders who wish to vote on any or all of the resolutions at the AGM must submit the proxy form to appoint the Chairman of the AGM as proxy to cast votes on their behalf by completing the proxy form attached to the Notice of AGM.

The completed and signed proxy form must:-

- (a) be deposited at the Share Registration office of the Company at M & C Services Private Limited, 112 Robinson Road #05-01 Singapore 068902; or
- (b) email to [GPD@mncsingapore.com](mailto:GPD@mncsingapore.com)

no later than **1 p.m. on 15 June 2020, being seventy-two (72) hours** before the time appointed for holding the AGM. Any incomplete proxy forms will be treated as invalid and rejected by the Company.

Investors who hold shares under the Central Provident Fund Investment Scheme (“**CPF Investors**”) and/or the Supplementary Retirement Scheme (“**SRS Investors**”) (as may be applicable) and wish to appoint the Chairman of the AGM as their proxy should approach their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes at least seven (7) working days before the AGM.

## 7. PERSONS WHO HOLD SHARES THROUGH RELEVANT INTERMEDIARIES

Persons who hold shares of the Company through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), including CPF Investors and/or SRS Investors, and who wish to participate in the AGM by:

- (i) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (ii) submitting questions in advance of the AGM; and/or
- (iii) voting by proxy at the AGM.

should approach the relevant intermediary (which would include, in the case of CPF Investors and SRS investors, their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

## 8. DOCUMENTS FOR AGM

Annual Report for FY2019 has been sent to members in April 2020. Printed copies of the Notice of AGM and the proxy form will be sent to members. The same are also available on the Company's website at the URL <https://oel.listedcompany.com/download.html> and SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

## 9. RECORD DATE AND PAYMENT DATE FOR THE PROPOSED FINAL DIVIDEND

The Share Transfer Books and Register of Members of the Company will be closed from 5.00 p.m. on 23 June 2020 for the purpose of determining shareholders' entitlements to the proposed final one-tier tax exempt dividend of SGD0.0275 per ordinary share for the financial year ended 31 December 2019 ("**Final Dividend FY2019**"). The proposed Final Dividend FY2019, if approved by shareholders at the AGM, will be paid on 8 July 2020.

**IMPORTANT REMINDER:** Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its AGM arrangements at short notice. Shareholders should check the Company's website at the URL <https://oel.listedcompany.com/newsroom.html> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the AGM, if any.

The Company would like to thank all shareholders for their patience and co-operation in enabling us to hold the AGM with the optimum safe distancing measures amidst the COVID-19 pandemic.

By Order of the Board of  
**OVERSEAS EDUCATION LIMITED**

Chew Kok Liang  
Joint Company Secretary  
26 May 2020