

OVERSEAS EDUCATION LIMITED
Company Registration No. 201131905D
(Incorporated in the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. The Annual General Meeting will be held by way of electronic means pursuant to the Covid-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Notice of AGM and the proxy form, attached to the Annual Report FY2020, are sent by post to members. These are also available on the Company's website at the URL <https://oel.listedcompany.com/download.html> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Due to the current Covid-19 situation in Singapore, a member will not be able to attend the Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/ her/ its proxy to vote on his/ her/ its behalf at the Meeting if such member wishes to exercise his/ her/ its voting rights at the Meeting.
3. 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 inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy.
4. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, (Name) (NRIC/Passport No.)

of (Address)

being a *member/members of **OVERSEAS EDUCATION LIMITED** (the "**Company**"), hereby appoint the Chairman of the Meeting as *my/our proxy to attend and vote for *me/us on *my/our behalf at the Annual General Meeting (the "**Meeting**") of the Company to be held by way of electronic means on Wednesday, 21 April 2021 at 2:00 p.m. and at any adjournment thereof. *I/We direct the Chairman of the Meeting to vote for, against or to abstain from voting the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the Chairman of the Meeting will vote or abstain from voting at *his/her discretion.

No.	Resolutions relating to:	No. of votes 'For'*	No. of votes 'Against'*	No. of votes 'Abstain'*
1	Audited Financial Statements for the financial year ended 31 December 2020			
2	Payment of proposed final dividend of S\$0.023 per ordinary share for the financial year ended 31 December 2020			
3	Approval of Directors' fees amounting to S\$440,000 in advance for the financial year ending 31 December 2021			
4	Re-election of Mr David Peter Walker as a Director			
5	Re-election of Mr Tan Teng Muan as a Director			
6	Re-election of Mr Ho Yew Mun as a Director			
7	Re-election of Mr Leow Wee Kia Clement as a Director			
8	Approval of Mr Tan Teng Muan's continued appointment as an Independent Director by shareholders			
9	Approval of Mr Tan Teng Muan's continued appointment as an Independent Director by shareholders (excluding the directors, the chief executive officer and their associates)			
10	Approval of Mr Ho Yew Mun's continued appointment as an Independent Director by shareholders			
11	Approval of Mr Ho Yew Mun's continued appointment as an Independent Director by shareholders (excluding the directors, the chief executive officer and their associates)			
12	Approval of Mr Leow Wee Kia Clement's continued appointment as an Independent Director by shareholders			
13	Approval of Mr Leow Wee Kia Clement's continued appointment as an Independent Director by shareholders (excluding the directors, the chief executive officer and their associates)			
14	Re-appointment of Messrs Ernst & Young LLP as Auditors			
15	Authority to issue shares pursuant to Section 161 of the Companies Act, Cap 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited			

*If you wish to exercise all your votes 'For' or 'Against' or to "Abstain" from voting, please indicate with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this day of 2021

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Signature of Shareholder(s)
or Common Seal of Corporate Shareholder

Total Number of Ordinary Shares Held

*Delete where inapplicable

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument shall be deemed to relate to all the Shares held by you.
 2. Due to the current Covid-19 situation in Singapore, a member will not be able to attend the Meeting in person. A member of the Company (including a Relevant Intermediary*), entitled to vote at the Meeting must appoint Chairman of the Meeting to act as proxy and direct the vote at the Meeting.
 3. The instrument appointing the Chairman of the Meeting as the proxy must be deposited at the Share Registration Office of the Company at M & C Services Private Limited, 112 Robinson Road, #05-01 Singapore 068902 by mail or email to GPD@mncsingapore.com not less than seventy-two (72) hours before the time appointed for holding the Meeting.
 4. The instrument appointing the Chairman of the Meeting as the proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as the proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the Chairman of the Meeting as the proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
 5. 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) and wishes to appoint the Chairman of the Meeting 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 Meeting.
- * A Relevant Intermediary is:
- (a) a banking corporation licensed under the Banking Act (Cap. 19) 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 (Cap. 289) and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as the proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 6 April 2021.

General:

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as the proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as the proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as the proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.