



35 YEARS OF SUCCESS BY DESIGN

RafflesEducation

ANNUAL REPORT 2025



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Raffles

35 YEARS OF SUCCESS BY DESIGN

For 35 years,
RafflesEducation has thrived as a global
institution, uniting diverse minds and
cultures under a shared vision of excellence.

Across our campuses worldwide,
we move forward as one,
driven by inspiration, creativity,
and innovation.

As we celebrate this milestone,
we reaffirm our belief in synergy —

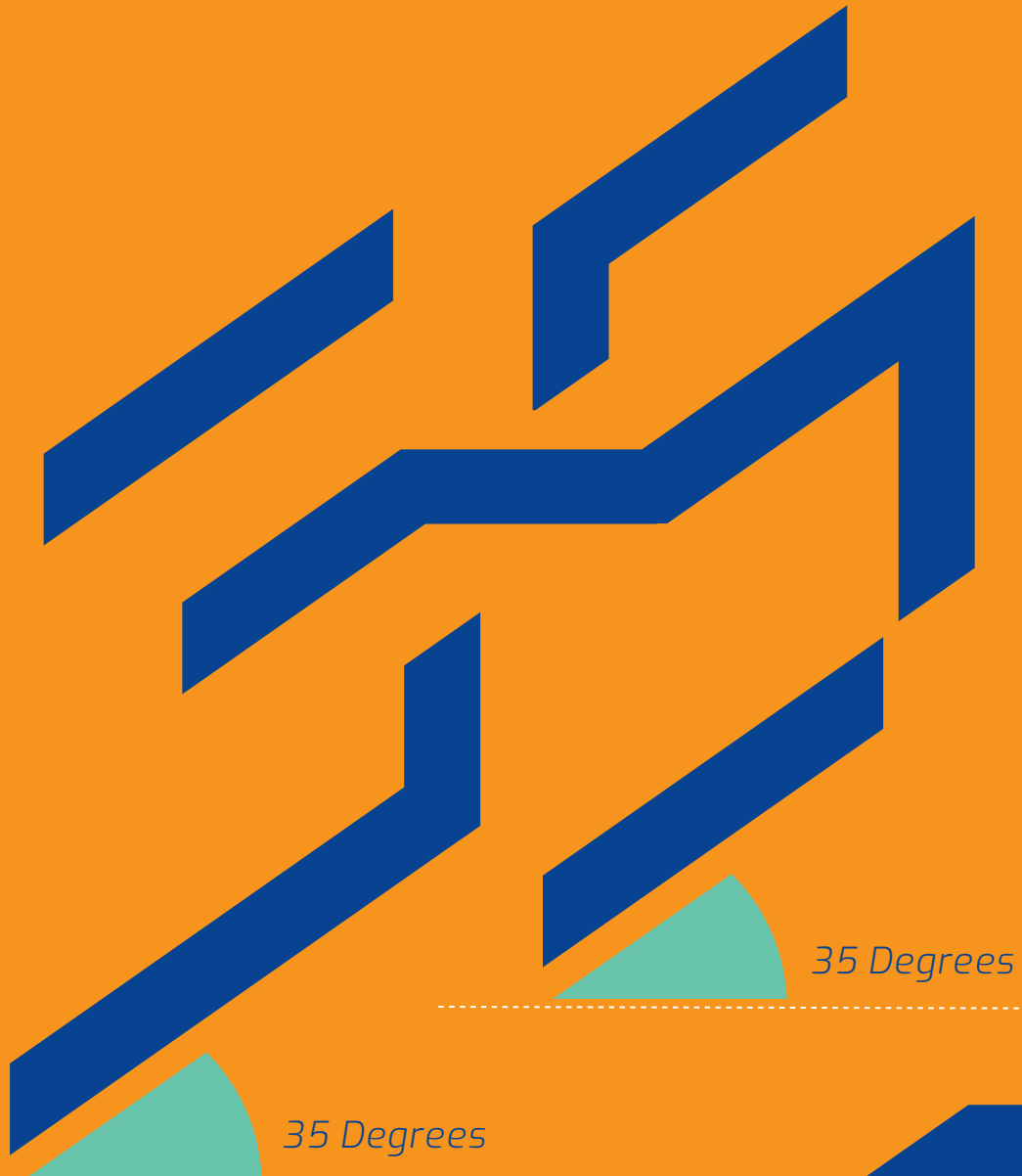
the strength of
collaborating together,

the power of
advancing together,

the impact of
achieving more together.



35TH ANNIVERSARY LOGO DESIGN



DESIGN FEATURE 1

The logo is intentionally angled at 35 degrees to convey a sense of energy and movement.

DESIGN FEATURE 2

The logo's dual-perspective design represents the synergy of diverse members, unified despite existing in different dimensions.



Connection +
Mutual Respect

DESIGN FEATURE 3

The central horizontal bar acts as the sole connecting element, symbolising unity and togetherness.

LETTER TO SHAREHOLDERS

Dear Shareholders,

On behalf of the Board of Directors (the “Board”), I am pleased to present the Annual Report and Audited Accounts of Raffles Education Limited (the “Company”) together with its subsidiaries (the “Group”) for the financial year ended 30th June 2025.

The financial year 2025 has tested the resilience of our Group facing rapid change, heightened costs, and shifting expectations. Despite these headwinds, we continue to strengthen and build on our 35 years of experience building and running our educational institutions in a sustainable way. We closed the year with a net profit of \$4.4 million and a net asset value per share of 39.97 cents, reflecting the beginning of an improved performance despite market challenges.

The Group benefited from significant foreign exchange gains of \$51.1 million, which contributed to other operating income of \$53.8 million. At the same time, with a disciplined financial management had led to a reduction in borrowings and lower finance costs. The higher personnel cost reflected our ongoing effort to invest more in people to support the growth of the Group.

We recorded a net fair value loss of \$5.7 million on investment properties, largely from revaluations in People’s Republic of China, which is partially offset by gains in Thailand and Malaysia. Income tax expenses also rose by \$3.0 million to \$4.4 million, primarily due to the disposal of properties in PRC.

On the cash flow front, the Group generated \$4.3 million from operating activities. Key inflows for the financial year came from bond issuance, borrowings, property disposals, and refunds, while major outflows were due to bank loan repayments, capital expenditure, and lease repayments. As a result, the Group ended the year with a cash balance of \$16.9 million FY2025.

Looking ahead, the Group will continue to strengthen its financial position, manage risks prudently, and pursue opportunities that support long-term growth and shareholder value. We will look to deepen value in our programs, embrace innovation, strengthen our engagement with students and parents, and explore new revenue streams while preserving the core of what defines our quality.

Appreciation and acknowledgment

I would like to express my sincere gratitude to my fellow members of the Board for their stewardship in assuring the highest standards of governance, supervision and direction on strategic matters that are essential to the Group.

To all our shareholders and on behalf of the board of directors, I sincerely thank you for your confidence, trust, continuous support and belief in our vision throughout these years.

Sincerely,



Mr Chew Hua Seng
Chairman and CEO



CORPORATE PROFILE

RafflesEducation is a premier education Group.

Since establishing its first college in Singapore in 1990, **RafflesEducation** has grown to provide a full spectrum of education services through a vast network of 16 educational institutions across 9 countries in Asia Pacific and Europe: Cambodia, India, Indonesia, Italy, Malaysia, Saudi Arabia, Singapore, Thailand, and the People's Republic of China.

More than 17,859 students enrolled in **RafflesEducation**'s programmes benefit from a quality education that provides them with a well-rounded hands-on experience that is relevant to the industry.

The Group, through its Hong Kong Stock Exchange listed subsidiary, Oriental University City Holdings (H.K.) Ltd., leases education facilities to 8 educational institutions, offering a wide variety of vocational and technical courses, catering to a student population of approximately 10,000.

OUR VISION

Our vision is to be the premier education Group.

OUR MISSION

We are committed to provide quality education and related services through our network of institutions.

OUR VALUES & CULTURE

We provide a learning environment that leads to successful careers through educational experiences that promote:

- Social responsibility
- Professional excellence for employability
- Analytical thinking for problem solving
- Creativity to encourage innovation
- Entrepreneurship



Raffles Milano International Design Institute, Milan



Raffles College of Higher Education, Singapore



Raffles University, Johor, Malaysia



Raffles Guangzhou, China

COMPANY HIGHLIGHTS AND AWARDS



Singapore Good Design Awards
(Fashion Education)
2023

Singapore Good Design Awards
(Sustainable Fashion Collection)
2023

Singapore Good Design Awards
(Design With(Out) Senses)
2023

Super Golden Bull Awards
2018

International Crown Awards
2018

Influential Brands
Top Brand Private Education
2018

World Branding Awards
2017-18

World Branding Awards
2016-17





IAIR Best Company Awards
2016



IAIR Best Company Awards
2015



World Branding Awards
2015



ESQR Quality Choice Prize
2015



International Diamond Prize for Excellence in Quality Awards
2015



International Star Quality Awards
2014



Asian Couture Federation Awards
2014



RafflesEducation

Milan



Riyadh



REGIONAL INSIGHT



16

EDUCATIONAL
INSTITUTIONS



14

CITIES



9

COUNTRIES

ORIENTAL UNIVERSITY CITY
8 Educational Institutions



REGIONAL INSIGHT



Raffles University

Malaysia

Established in 2011, Raffles University in Medini, Iskandar, achieved a 4-star QS rating, with 5-stars in Employability, Teaching, Online Learning, and Inclusiveness. Guided by the philosophy “Doing while Learning, Learning while Doing,” the University emphasises innovation in teaching and learning. With globally accredited programmes, Raffles University continues to deliver high-quality education that equips students for future success.



Raffles Tianjin

China

Established in 1999, Tianjin University of Commerce Boustead College is a four-year undergraduate institution approved by the Education Bureau in 2004. Today, it enrolls over 8,000 students across 25 majors under seven faculties, offering a wide range of academic disciplines that combine rigorous education with practical industry alignment.



Raffles Bangkok

Thailand

Founded in 2003, Raffles International College Bangkok is located on a 22,500 sqm campus in the Bangna District. The college integrates contemporary architecture with lush greenery to create a stimulating academic environment. The facilities include studios, workshops, seminar rooms, and student lounges – all supporting interactive and creative learning experiences in an international community.



Raffles Guangzhou

China

Founded in 2002 with the support of RafflesEducationCorp, Raffles Design Institute Guangzhou was the first full-time higher education institution in Guangdong to deliver Business and Design programmes in English. Recognised by the Guangzhou government and Bureau of Education, the Institute blends international education with Chinese cultural immersion, offering students a unique bilingual learning environment.



Raffles Hefei

China

Established in 2000, Wanbo Science & Technology Vocational College became part of Raffles Education in 2008 and today enrolls over 5,000 students. In 2013, it launched a Sino-foreign cooperative education project with Raffles College of Higher Education. Guided by Raffles' strategies of internationalisation and differentiation, the College has built strong academic quality, an international faculty team, and robust industry partnerships, positioning itself as a model of internationalised vocational education in China.



Raffles Jakarta

Indonesia

Established in 2005 and located in the prestigious Lippo Thamrin district, Raffles Jakarta offers internationally recognised Design and Business programmes supported by modern facilities and technology. The College provides students with a well-rounded, industry-relevant education. Graduates may further their studies at Raffles campuses in Singapore and Milan, enhancing their global academic pathway.



Raffles Kuala Lumpur

Malaysia

Founded in 1994, Raffles Kuala Lumpur is one of Malaysia's most awarded colleges in design disciplines. Offering programmes in Design, Fashion, Business, and Psychology, the College provides an immersive, industry-relevant education. Its students regularly gain recognition in local and international competitions, while the diverse campus environment offers valuable global exposure and career opportunities.



Raffles Milano

Milan

Founded in 2016, Raffles Milano – Istituto Moda e Design is located in the heart of Porta Venezia's Design District. The campus embodies a progressive educational model that integrates aesthetics, functionality, and urban context. It fosters close collaboration between students and faculty while maintaining strong ties to Milan's cultural and design heritage. As the home of the globally renowned "Made in Italy" movement, Milan provides an inspiring environment that shapes the next generation of designers.

REGIONAL INSIGHT



Raffles Mumbai

India

Established in 2004, Raffles Design International Mumbai offers a broad range of Design, Management, and Business programmes, including Interior Design, Fashion Design, Visual Communication Design, and Fashion Marketing. With a focus on experiential learning, the Institute equips students with creative and professional skills to succeed in both the creative industries and the corporate world.



Raffles Phnom Penh

Cambodia

Established in 2010, Raffles International College Phnom Penh, Cambodia, offers internationally recognised Design and Business programmes. With advanced facilities and technology, the College provides students with a high-quality, industry-focused education, equipping them with practical skills and global perspectives.



Raffles Riyadh

Saudi Arabia

Established in 2014, Raffles Design Institute Riyadh offers internationally recognised Advanced Diploma programmes exclusively for women. Delivered by a mix of local and international faculty, the programmes equip students with industry-ready skills, preparing them to enter the workforce confidently while fostering lifelong learning and professional growth.



Raffles Shanghai

China

Established in 1994 through a collaboration with Donghua University, Raffles Design Institute Shanghai is a pioneering international design school. With its first intake in 1995, it offers programmes in Fashion, Interior, Graphic, Multimedia Design, and more. Known for innovative teaching and strong industry alignment, the Institute fosters creativity, technical expertise, and professional readiness in a global learning environment.



Raffles Singapore

Singapore

Established in 1990, Raffles College of Higher Education Singapore was the first college of the Group. Strategically located at 111 Somerset on Orchard Road, the city campus features state-of-the-art facilities and technology. The College delivers industry-relevant, hands-on learning experiences that enhance student career opportunities, cementing its reputation as a premier design and business education provider.



Raffles American School (Bangkok)

Thailand

Established in 2015, Raffles American School Bangkok provides Pre-K to Grade 12 education based on an American curriculum. With a strong focus on innovation and creativity, students engage in rigorous academics and co-curricular activities supported by General Learning Outcomes. The school ensures holistic growth, nurturing students intellectually, physically, psychologically, and emotionally, to prepare them for the future.



Raffles American School (Iskandar)

Malaysia

Established in 2012, Raffles American School (RAS) in Iskandar, Malaysia, serves students from Pre-K to Grade 12, offering a U.S. standards-referenced curriculum accredited by the Western Association of Schools and Colleges (WASC), USA. With rigorous academics and co-curricular activities, RAS emphasises holistic student development – intellectual, emotional, physical, and social – guided by the belief that all students can learn.



Raffles Suzhou

China

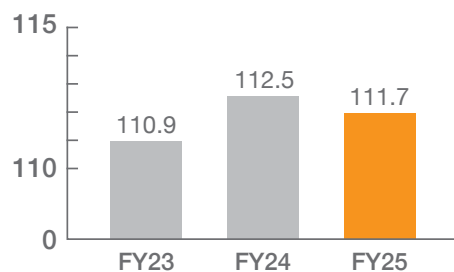
Founded in 2004 and acquired by Raffles Education in 2014, Suzhou Gelin International Preschool and Kindergarten provides an international curriculum for children aged 3 to 6. With its advanced teaching concepts, emphasis on hands-on learning, and nurturing environment, the school equips young learners with a strong foundation for future academic success.

FINANCIAL HIGHLIGHTS

For the year ended 30 June (S\$'000)	2023	2024	2025
Operating Results			
Revenue	110,891	112,472	111,710
Profit/(loss)			
Adjusted EBITDA*	22,771	21,124	19,406
Operating	23,702	13,097	31,800
Before Tax	(1,861)	(22,562)	8,738
After Tax	(8,997)	(23,994)	4,358
Attributable to shareholders	(5,305)	(19,261)	7,696
Operating Cashflow	4,262	19,396	4,349
Earnings per Share (cents) - Basic	(0.38)	(1.39)	0.55
- Diluted	(0.38)	(1.39)	0.55
Shares used in calculating EPS (millions) - Basic	1,379	1,385	1,389
- Diluted	1,379	1,385	1,389
Financial Position			
Issued Share Capital**	515,520	516,801	518,201
Shareholders Funds	599,963	589,979	555,826
Non-current Assets	991,823	947,404	894,599
Current Assets	158,216	152,678	124,152
Current Liabilities	269,797	169,459	209,955
Non-current Liabilities	184,417	248,767	168,235
Net Asset Value per Share (cents)	43.46	42.52	39.97
Return On Shareholders Funds			
Return on Equity (%)	(0.9%)	(3.3%)	1.4%
Net Profit/(Loss) Margin (%)	(4.8%)	(17.1%)	6.9%

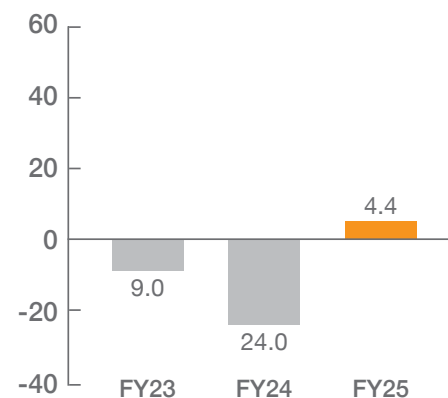
Revenue

S\$ millions



Net Profit/(Loss) After Tax

S\$ millions



Notes:

* Net fair value loss on investment properties and loss on disposal of investment properties were included in the adjusted EBITDA as the real estate investment and development segment is part of our core business.

** Net of treasury shares.

FY2025 FINANCIAL REVIEW

- (1) Decrease in interest income to \$0.2 million for FY2025 from \$2.4 million for FY2024 was mainly due to decrease in interest income received from matured fixed deposits pledged with a bank.
- (2) Other operating income for FY2025 of \$53.8 million was mainly due to foreign exchange gain of \$51.1 million as a result of:
 - (a) During periods when Singapore Dollar strengthened against Renminbi and United States Dollar for financial liabilities denominated in Renminbi and United States Dollar; and
 - (b) During periods when Malaysia Ringgit strengthened against Singapore Dollar for financial liabilities denominated in Singapore Dollar.
- (3) Increase in personnel expenses to \$48.1 million for FY2025 from \$42.3 million for FY2024 was mainly due to increase in staff headcount and increase in average staff salary.
- (4) Other operating expense increased to \$67.5 million for FY2025 from \$56.4 million for FY2024 mainly due to:
 - (a) Loss on disposal of investment properties;
 - (b) Increase in camp expenses as a result of increase in participants;
 - (c) Increase in provision on doubtful debts; and
 Offset by:
 - (d) Decrease in professional fees.

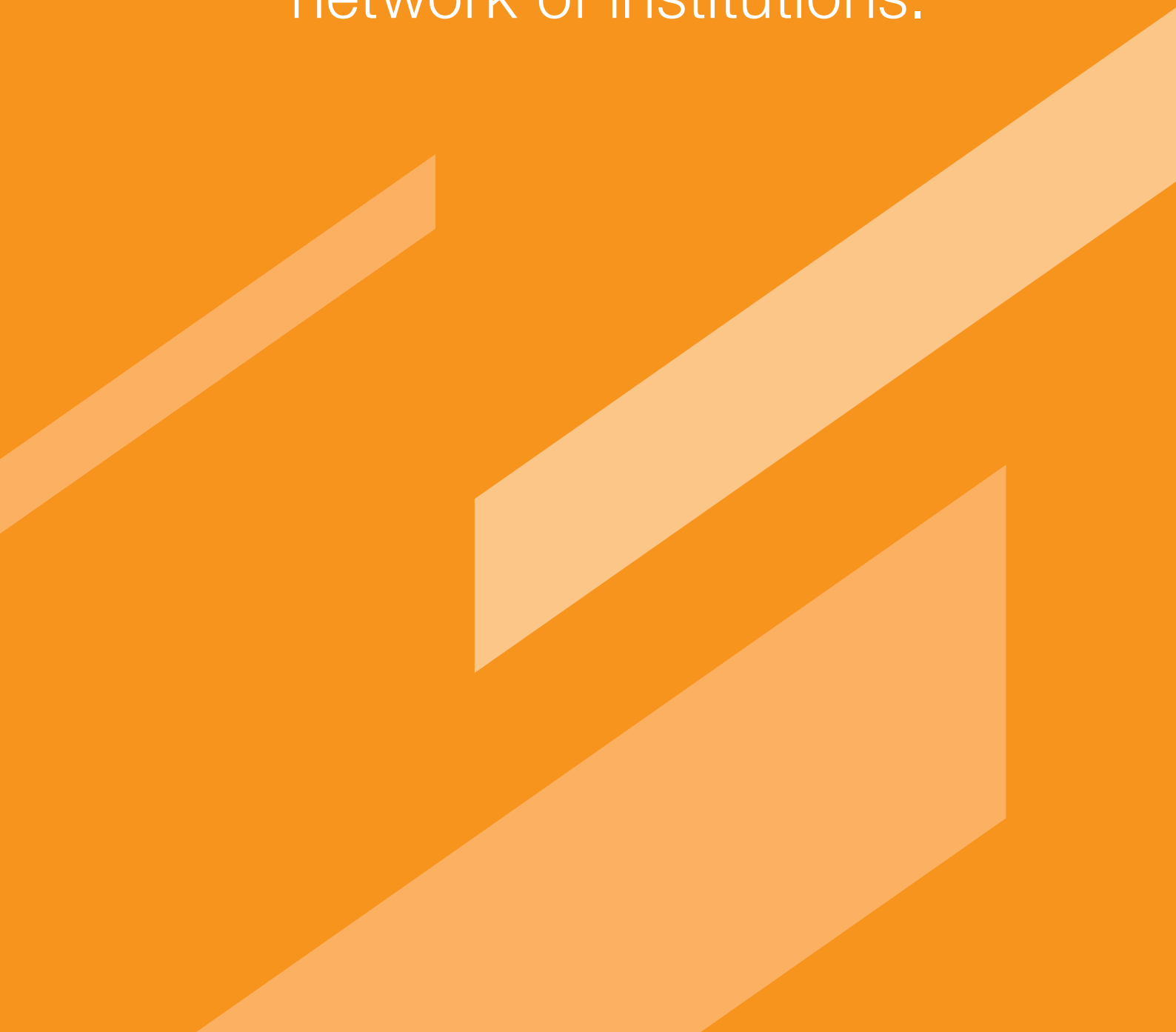
- (5) Fair value loss on investment properties of \$5.6 million for FY2025 were mainly attributable by the revaluation of investment properties in by Oriental University Holdings (H.K.) Limited ("OUCHK") and Oriental University City (Cayman) Limited ("OUCCY"). The fair value loss on investment properties was offset by increase in fair value of investment properties in Trophy Land Global Limited, Thailand ("TLG") and Raffles Iskandar Sdn Bhd ("RU").

Fair value loss on investment properties of \$14.5 million for FY2024 were mainly attributable by the revaluation of investment properties in OUCHK. The fair value loss on investment properties was offset by increase in fair value of investment properties in TLG and Raffles College of Design and Business (Private) Limited, Sri Lanka.

- (6) Decrease in finance costs for FY2025 was mainly due to:
 - (a) Decrease in interest expenses incurred by Raffles K12 Sdn Bhd and Raffles Iskandar Sdn Bhd as a result of repayments of borrowings; and
 - (b) Decrease in interest expenses incurred by Raffles Assets (Singapore) Pte Ltd as a result of decrease in borrowing rate which arose due to decrease in SORA rate.
- (7) Increase in income tax expenses and deferred tax net expenses to \$4.4 million for FY2025 from \$1.4 million for FY2024 was due to:
 - (a) Recognition of income tax expenses and land appreciation tax arising from completion of sale of properties;
 - (b) Underprovision of income tax expenses on disposal of the land owned by Wanbo Institute of Science & Technology's land and buildings to Hefei City Authority; and
 Offset by:
 - (c) Reversal of deferred tax liabilities arising from sale of investment properties and fair value loss on investment properties.
- (7) FY2025 Group net profit was 4.4 million and net asset value per share was 39.97 cents.
- (8) Net cash from operating activities amounted to \$4.3 million.
- (9) Major contributors of cash inflows were:
 - (a) Proceeds from issuance of non-convertible bonds of \$21.0 million;
 - (b) Drawdown of bank borrowings of \$6.9 million;
 - (c) Proceeds from disposal of investment properties of \$2.2 million;
 - (d) Loan from a director of \$1.9 million;
 - (e) Deposit received from non-current asset held for sale of \$1.8 million;
 - (f) Refund from advance payment for construction of investment properties of \$1.6 million; and
 - (g) Refund for acquisition of investment properties of \$1.6 million.
- (10) Major contributors of cash outflows were:
 - (a) Repayment of bank borrowings of \$46.0 million;
 - (b) Payments for property, plant and equipment of \$4.2 million; and
 - (c) Repayment of lease liabilities of \$3.9 million.

- (11) The Group's cash position was \$16.9 million at the end of FY2025 (FY2024: \$29.4 million).

“**RafflesEducation** is committed to provide quality education and education-related services through its network of institutions.”

The bottom half of the image features several abstract, overlapping geometric shapes in various shades of orange and yellow. These shapes include long, thin parallelograms and larger, more complex polygons, all oriented diagonally, creating a dynamic and modern visual effect.

BOARD OF DIRECTORS



Mr. CHEW Hua Seng

Chairman
and CEO

Mr. CHEW Hua Seng is the founder, controlling shareholder, Chairman and CEO of Raffles Education Limited (the “Company”). Under his astute leadership, the Company has grown to become a premier private education provider, with 16 institutions of learning, including two universities, spread across 9 different countries. Mr. CHEW founded the Company in 1990, and led it to be listed on the Stock Exchange of Singapore in 2002.

Mr. CHEW is Executive Chairman of Oriental University City Holdings (H.K.) Limited (“OUCHK”), listed on the Growth Enterprise market of the Stock Exchange of Hong Kong. Mr. CHEW’s role in OUCHK is primarily to oversee overall strategic planning and management of OUCHK group of companies.

Mr. CHEW was appointed as a Non-Executive Chairman of Sitra Holdings (International) Limited, a company listed on the Stock Exchange of Singapore, with effect from 21 October 2019.

Mr. CHEW holds a Bachelor’s Degree in Business Administration from the University of Singapore (now known as the National University of Singapore) obtained in May 1979 and was awarded the National University of Singapore Business School Eminent Business Alumni Award in November 2010 for his outstanding achievements. Mr. CHEW was also conferred the Public Service Medal in 2010 by the President of Singapore for his contribution to community service.



Mdm. LIM Siew Mun

Lead Independent
Non-Executive Director

Mdm. LIM Siew Mun joined the Board of Raffles Education Limited on 1 July 2021 and designated to Lead Independent Non-Executive Directors on 28 February 2022. Mdm. LIM is currently a member of charitable and religious organizations, a consultant and a mental health professional.

Mdm. LIM held various senior positions in finance. She was CEO of Credit Suisse First Boston Southeast Asia, Director of Credit Suisse First Boston Asia and Head of Capital Markets of BNP Paribas. Mdm. LIM was also CEO and Vice Chair of the Board of Olivant Asia, Director of Stonehage Asia, and Founder of Strategic Access Pte Ltd.

Mdm. LIM holds a Bachelor of Business Administration from National University of Singapore, a Masters in Arts from Singapore Bible College and an Advanced Certificate in Trust Services from the Wealth Management Institute.



Mr. LIM How Teck

Independent
Non-Executive Director

Mr. LIM How Teck is currently Chairman of Redwood International Pte. Ltd. (an investment & consultancy company). Mr. LIM sits on the Board of Aetherium Acquisition Corporation and Trident Digital Tech Pte Ltd. He is also an adviser to many private companies and family offices.

Mr. LIM has in-depth knowledge of the shipping industry, having been with the NOL Group from 1979 to 2005, where he held various positions from Executive Director, Group CFO, Group COO, and Group Deputy CEO.

Mr. LIM has extensive international qualifications and experience in business finance and accounting. Prior to joining NOL, he worked in Coopers & Lybrand (an international accounting firm) and Plessey Singapore (a multi-national trading and manufacturing company).

Mr. LIM had previously served as Chairman of the Singapore Commodity Exchange Ltd (SICOM), PSA Marine Pte Ltd, Certis Cisco Security Pte Ltd, Cisco Recall Total Information Management Pte Ltd, Lloyds Syndicate 1965, Heliconia Capital Management Pte Ltd, NauticAWT Pte Ltd, ARA Trust Management (Cache) Ltd, Pacific King Shipping Holding Pte Ltd, Integra2000 Ltd, Tuas Power Ltd, Swissco Holdings Ltd and 33 Ventures Pte Ltd.

Mr. LIM holds a Bachelor of Accountancy Degree from the University of Singapore. He is a Fellow of the Chartered Institute of Management Accountants of UK (FCMA), a Fellow of the Certified Public Accountants of Australia (FCPA Aust), a Fellow of the Institute of Certified Public Accountants of Singapore (FCPA ICPAS), and a Fellow of the Singapore Institute of Directors (FSID). He is a graduate of Harvard Graduate School of Business in Corporate Financial Management Course and Advanced Management Programme in 1983 and 1989 respectively.

Mr. LIM was awarded the Public Service Medal (PBM) National Day Award in 1999 and the Public Service Star (BBM) National Day Award in 2014.

BOARD OF DIRECTORS



Mr. NG Kwan Meng

Independent
Non-Executive Director

Mr. NG Kwan Meng joined the Board of Raffles Education Limited in February 2021. Mr. NG is the Chairman of Taman Jurong Citizens' Consultative Committee.

Mr. NG was previously the Managing Director and Head, Group Global Markets at United Overseas Bank Limited. He was also an Executive Director and CEO of UOB Bullion and Futures Ltd, as well as UOBF Schneider Trading Pte Ltd. He was Director of SP Group and Chairman of SP Group Treasury and Director of Tuas Power Limited. He was a member of the Singapore Foreign Exchange Market Committee, the working group on Financial Industry Competency Standards and National Integration Working Group for the Community.

Mr. NG holds a Bachelor of Social Science (Honours) degree from the National University of Singapore.

Mr. NG was awarded the Public Service Medal (PBM) National Day Award in 2020.



BG(Retd) CHUA Chwee Koh

Independent
Non-Executive Director

BG(Retd) CHUA Chwee Koh joined the Board of Raffles Education in March 2022 as an Independent Non-Executive Director. BG(Retd) CHUA brings with him a wealth of experience, having spent 17 years with Certis CISCO, leading and transforming the business, where he was the Chief Operating Officer for 13 years. He played a key role in integrating operations and technology in the security business and was leading the digital transformation in the last three years. Prior to joining Certis in 2004, Mr. CHUA served 22 years in the Singapore Armed Forces and retired with the rank of Brigadier General. In addition, he is also a Director of Addvalue Technology Ltd (listed on the Singapore Stock Exchange), an Independent Director of Trident Digital Tech Holdings Ltd (listed on Nasdaq), a member of Audit Committee of Dementia Singapore (a charity), a council member at the RHT G.R.A.C.E. Institute (a social enterprise that promotes ethical leadership), and an individual consultant at A.T. Kearney Saudi Arabia Limited (a management consulting firm).

BG(Retd) CHUA graduated with a Bachelor of Science in Mechanical Engineering & Economics with First Class Honours from University of Birmingham in 1985. He holds a Master of Public Administration from Harvard University and has also completed the Advanced Management Programme at Harvard Business School.

**Mr. Joseph HO Yan Jun**

Non-Independent

Non-Executive Director

Mr. Joseph HO Yan Jun is a Partner in the China Practice and Mergers & Acquisitions Practice at WongPartnership LLP. His main practice areas are corporate finance, equity capital markets, foreign investment, mergers and acquisitions and property development in the People's Republic of China.

Mr. HO presents and participates in panel discussions at regional and local conferences on PRC-related topics. He is a member of The Law Society of Singapore's Inquiry Panel.

Mr. HO graduated with a Bachelor of Arts from Yunnan University (PRC) and obtained Master of Laws from China University of Political Science and Law in Beijing and McGeorge School of Law, University of the Pacific (U.S.) and Master of Business Administration from Tsinghua University PBC School of Finance. He was also a Visiting Scholar at the School of Law, Columbia University (U.S.) from 1990 to 1991. He is admitted to the Bar of the People's Republic of China.

BUSINESS OVERVIEW

RafflesEducation is a premier education Group that is committed to providing quality education and education-related services through its network of institutions across Asia-Pacific and Europe.

Our strategic goal is to nurture and groom skilled professionals through the transfer of industry-relevant knowledge and technical know-how to succeed in the globalised economy. The Group strives to provide a well-balanced education that encourages creative and critical thinking, thus allowing students to realise their potential and aspirations, while enjoying the learning process at our colleges.

Since its founding in 1990, **RafflesEducation** has grown its portfolio from one college in Singapore to 16 educational institutions in 14 cities across 9 countries.

Our colleges offer a comprehensive range of internationally recognised programmes leading to Diploma, Advanced Diploma, Degree, Master's and Doctorate qualifications. The diagram below illustrates the structure of **RafflesEducation**:

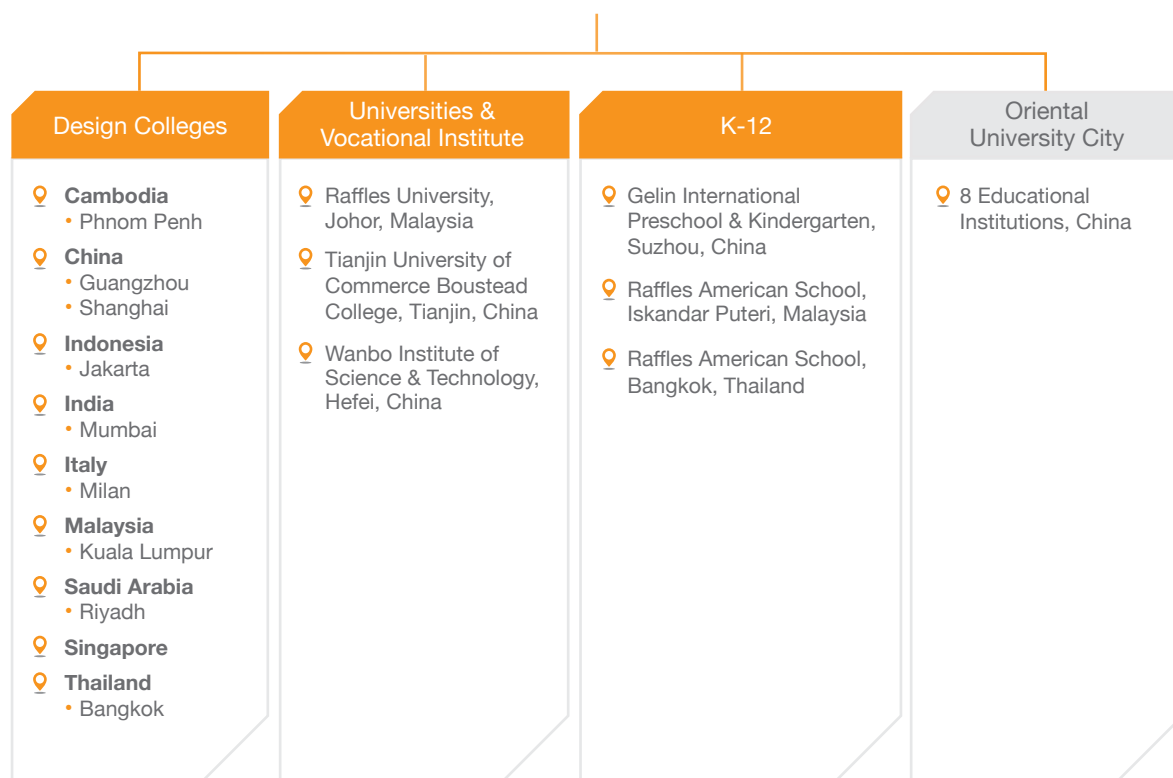
Our journey to success was a corporate journey crafted with great foresight and a well-designed roadmap.

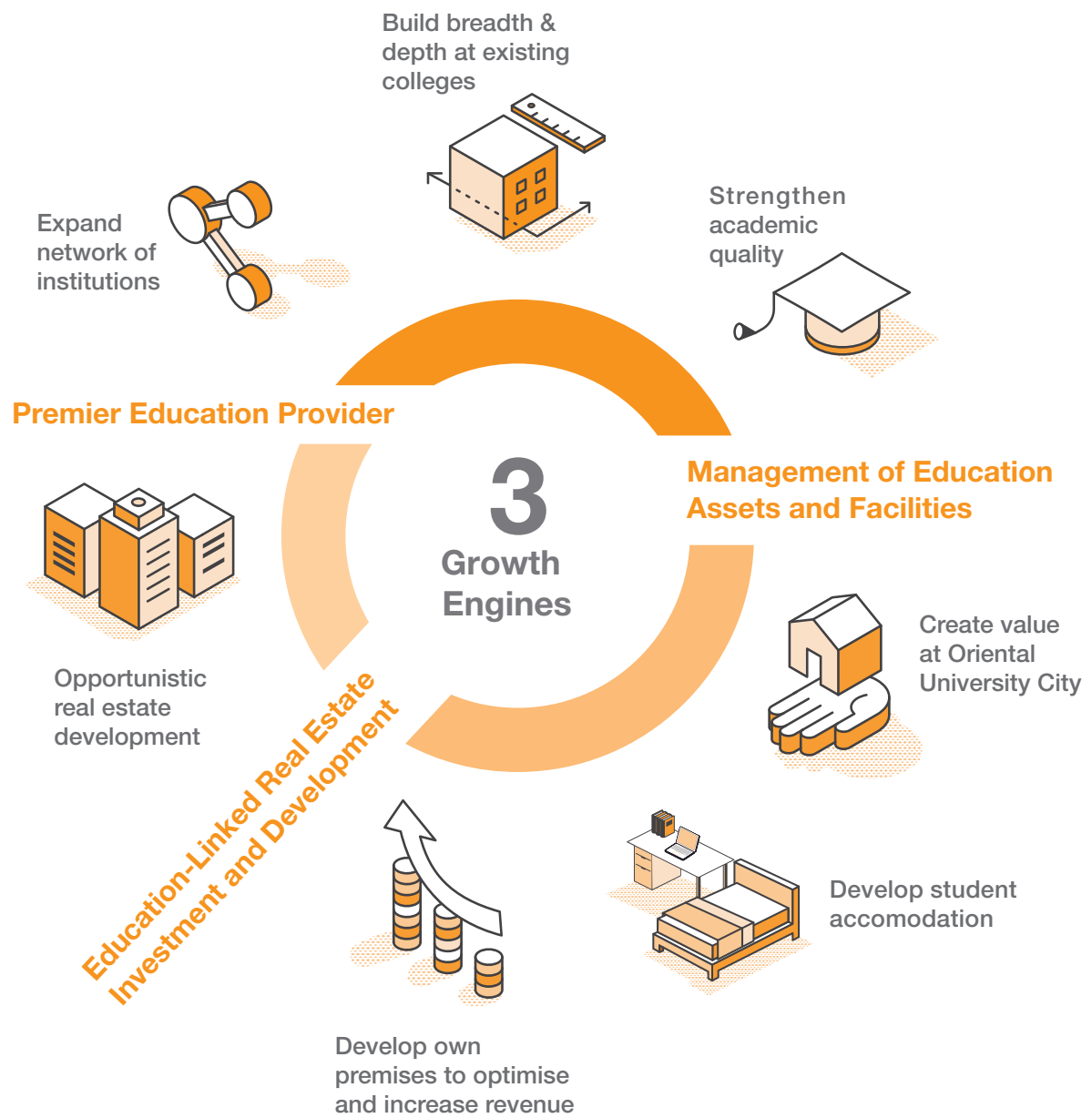
The foundation of an excellent educational institution comprises a superior curriculum, an outstanding faculty and an intellectual environment. For years, these remained as the Group's core competencies.

RafflesEducation seeks sustainable growth that creates value for its stakeholders. The trusted Raffles brand name and its network of institutions support the Group's continued organic growth. The Group also owns valuable education assets across Asia-Pacific and Europe that can be realised for reinvestment into its education business.

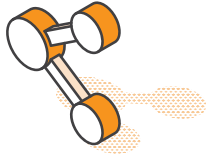
Capitalising on its strong fundamentals, the Group will continue to build breadth and depth at its existing colleges, expand its network of institutions, grow its university group, create value at its university city and strengthen its academic quality.

RafflesEducation





STRATEGY

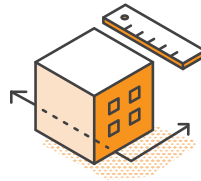


EXPAND NETWORK OF INSTITUTIONS

One of the unique advantages of **RafflesEducation** is the opportunity for students to complete their studies in any institutions within the Raffles network. Given the Group's extensive global presence, students can receive international exposure to enrich their personal outlook and learning experience.

RafflesEducation currently has higher educational institutions in the People's Republic of China and Malaysia.

The expansion of Raffles' network of colleges is significant, as it will eventually translate into a larger market share for **RafflesEducation**.



BUILD BREADTH AND DEPTH OF EXISTING COLLEGES

RafflesEducation enjoys a reputation as a provider of quality education that focuses on practical training and academic excellence. Therefore, the Group is relentless in implementing initiatives and efforts to fortify its education business.

Resources are invested to continually enhance and expand programme offerings to cater to a diverse community of students, as well as to attract and retain exceptional faculty. The Group also strives to deepen its ties with industry partners to better prepare students for the dynamic workplace and therefore increase their employability. Together, these efforts enable the Group to build breadth and depth of its existing colleges for greater growth.





STRENGTHEN ACADEMIC QUALITY

RafflesEducation places a strong emphasis on curriculum development that is relevant to industry trends and needs.

The ultimate goal of an education with **RafflesEducation** is to groom skilled professionals through the transfer of industry-relevant knowledge and technical know-how to succeed in the globalised economy. Quality Assurance & Enhancement Unit (QAEU) is the corporate unit responsible for all academic matters and adheres strictly to a rigorous reporting and audit system to ensure quality standards and assurance, as well as operational compliance.

Through QAEU, the Group grows its intellectual property portfolio and strengthens its accreditations and academic credibility.



CREATE VALUE AT ORIENTAL UNIVERSITY CITY

The Group owns and leases education facilities, comprising primarily teaching buildings and dormitories, to educational institutions in the People's Republic of China (PRC), Malaysia and the Republic of Indonesia ("Indonesia"). The Group's education facilities are located in the OUC Campus; Kuala Lumpur, Malaysia; and Jakarta, Indonesia. In addition, the Group also leases commercial properties in the OUC Campus to commercial tenants operating a range of supporting facilities, including a shopping centre, supermarket, cafe and cafeterias, bank, telecommunication companies, dental and polyclinic, amongst others, to serve the needs of students in the campus and the residents of adjacent housing estates.

RAFFLES NEWS



RAFFLES FASHION MARKETERS PARTICIPATED IN

CARTIER'S CENTENNIAL CELEBRATION OF THE TRINITY

Raffles Singapore was honoured to participate in the Cartier Trinity Exhibition, celebrating the 100th anniversary of its iconic Trinity collection. Held at The Arts House Singapore, the event featured an innovative pop-up. Our Raffles Fashion Marketing and Jewellery Design students went on an immersive journey, exploring the history of this legendary design.

The exhibition also unveiled *Imagine Infinite Circles*, a collaborative project showcasing over 100 works from global creatives. The Singapore edition featured thirty selected works reflecting the city's unique artistic landscape, offering our students valuable insight into this prestigious industry.



AN ENCHANTED JOURNEY ON A GREAT STREET

A PLACEMAKING INITIATIVE BY DESIGN

In collaboration with the Land Transport Authority (LTA) of Singapore and the Orchard Road Business Association (ORBA), the college invited Raffles Graphic Designers to activate the Shaw Centre-Wheelock Place underpass with a wall mural design.

Raffles Graphic Designer, **Joanna Kristina SUGIH**'s design titled 'Embark on a Sensory Journey' was selected by the stakeholders for its intention of showcasing Orchard Road as an attractive location that encompasses experiences with all senses, such as the aroma of fine cuisine, scents of blooming flowers, sights of trendy shoppers etc.



RAFFLES DESIGNS FOR A NOBLE CAUSE

DOVER HOSPICE ANNUAL SUNFLOWER CHARITY GALA

Since 2016, Raffles Singapore has supported Dover Hospice's annual Sunflower Charity Galas. Our Fashion and Jewellery Designers dedicate their time and talent to create exquisite costumes for the GEMS choir members. This year's theme, "Metamorphosis," beautifully aligns with the event's mission to support the incredible work of the hospice. Beyond meticulous craftsmanship, our designers demonstrated their empathy through this meaningful collaboration, creating with a noble cause in mind.



RAFFLES DESIGNER'S "RAIN READY" CREATIONS

SHOWCASED AT RE-ROUTE: ORCHARD

Our congratulations to the Raffles Designers who showcased their innovative "Rain Ready" creations at Design Orchard. The collection was a response to a unique brief inspired by Orchard Road's historical transformation. Curated by **Daniel BOEY**, the featured designs blend practicality with style, offering fresh perspectives on environmental challenges.

The innovative pieces by **Ashley Ruth WIDJAJA**, **Aurelia CARISSA**, **Eain Dra Htut Oo**, **KIM Joon Hee**, **Li Ruoyi**, **Min Khant Kyaw**, **Trevor TSE**, and **Verina LIE** cleverly integrated weather-resistant materials with striking aesthetics. This collection demonstrates solutions for urban living in Singapore's ever-changing environment, while addressing sustainability.

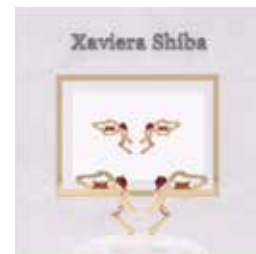
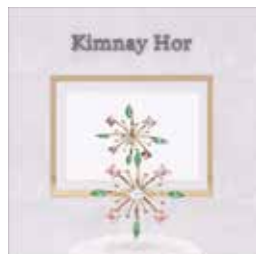
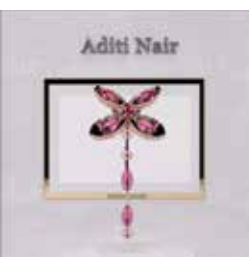


RAFFLES FASHION DESIGNERS & MARKETERS

CELEBRATED AT SINGAPORE FASHION COUNCIL GALA

Our Fashion Designers and Marketers celebrated “Eternally Circular” at the Singapore Fashion Council Gala 2024. Fashion Designers **Verina LIE**, **Aurelia CARISSA**, **Eain Dra Htut Oo**, and **Min Khant Kyaw** presented their sustainable design processes and zero waste drafting techniques.

Concurrently, our Fashion Marketers **KREE Namanick**, **Sylvia**, **Regina Stella NAFTALI**, **Gabriella Fiora IE**, **SENANAYAKE Dona Venuki Imany**, **IM Lyeur**, and **Kezia DAMENTA** managed the backstage of the fashion show under the guidance of show producer **Daniel Marcus BOEY**. The event was also graced by **Ms. Indranee RAJAH**, Minister, Prime Minister’s Office.



RAFFLES JEWELLERY DESIGNERS

UNVEIL THEIR ARTISTRY AT DIGITAL JEWELLERY WEEK

Raffles Jewellery Designers were honoured to participate in the second annual Digital Jewellery Week (DJW) 2024, a global digital platform attracting over 10,000 participants. This unique opportunity saw twelve of our designers showcase their artistry and creations to an international audience.

The participating designers were: **Aditi NAIR**, **FACHE WEBER Amelie Louise**, **Carissa HUSIN**, **Catherine SANTOSA**, **YANG Han Wen**, **NGUYEN Thi Kim Hien**, **Iewa Fawad BIN MOHAMED**, **HOR Kim Nay**, **Michelle Prudence PRASETYO**, **KIM Minkyung**, **Thiri NAING**, and **Thrixie Xaviera SHIBA**. This digital exposure provides a valuable, industry-ready platform for our students.



RAFFLES DESIGN ATTENDS

NEXT IN VOGUE 2024

Raffles Design was at “Next in Vogue,” a three-day celebration of style, beauty, and culture at the Capitol Kempinski Hotel. The event was attended by 300 Raffles Designers, Marketers, and faculty from our Singapore and Malaysia colleges, a testament to our Education Without Borders ethos.

Principal **Giuseppe SPINELLI** attended the gala, wearing a unique mask created by Raffles Jewellery Designer **CHEN Yanchu**. His design, inspired by insect morphology, added an extraordinary artistic flair to the evening. The event’s smooth execution was made possible by a dedicated team of Raffles Fashion Marketers, who assisted in the backstage operations to ensure a seamless fashion show at the gala.



AT THE FOREFRONT OF INNOVATION

VISIT TO HYUNDAI MOTOR GROUP INNOVATION CENTER SINGAPORE

Raffles Product and Interior Designers experienced a transformative journey at the Hyundai Motor Group Innovation Center Singapore (HMGICS). The visit provided a look into the future of manufacturing through innovative Industry 4.0 technologies like AI and robotics.

Our students explored a fully automated farm and engaged in a virtual reality factory tour. Their inspiring day concluded with a ride on the IONIQ 5 along the Skytrack. This eye-opening visit reinforced our commitment to providing students with real-world exposure to future-ready industries.

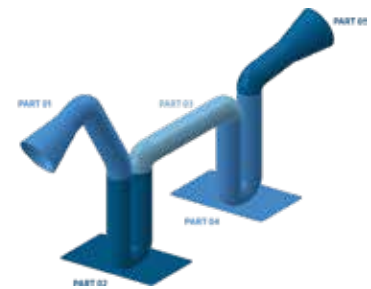
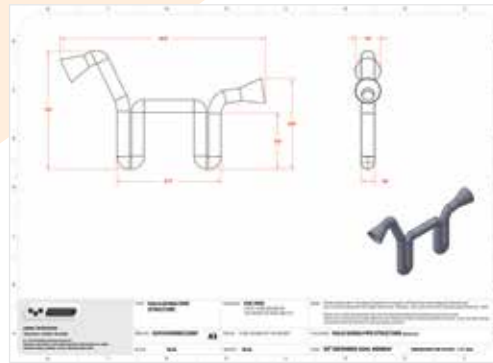


CELEBRATE WITH COS

AMBER CHEN USHERED LUNAR NEW YEAR WITH COS

Raffles Singapore is glad to announce a recent collaboration between **Amber CHEN** and London-based fashion brand, COS. Raffles Fashion Designer, Amber's handwoven series, "The Unwrapped-Wrapper," explores the relationship between traditional food wrapping and daily life.

Using jacquard weaving, her unique pieces create intricate 3D structures symbolising close family ties. This successful partnership saw her work showcased at prominent COS stores in Singapore, Beijing, Shenzhen, and Kuala Lumpur, highlighting her artistic talent.



RAFFLES PRODUCT DESIGNER, JANAK

CREATE INTERACTIVE ART PIECE

Raffles Mumbai is delighted to share its success at the Kala Ghoda Art Festival 2025. Raffles Product Design, **Mr. Janak**, created an innovative, interactive art piece titled "Whispering Stallion." The installation, which explores the concept of communication and connection, was featured at the festival. Its unique design allows visitors to speak into a frustum at one end, with the sound traveling through the horse's tubular body to a listener at the other, creating a sense of mystery and shared experience among Mumbai's citizens.



CELEBRATING THREE DECADES OF EXCELLENCE

RAFFLES KUALA LUMPUR'S 30TH ANNIVERSARY

Raffles Kuala Lumpur celebrated its 30th anniversary, a significant milestone achieved alongside our dedicated departments, partners, and collaborators. This moment marks three decades of academic excellence, innovation, and creativity, serving as a time for both reflection and renewed purpose. This encapsulates our achievements over the past year, highlights key collaborations, showcases student and faculty successes, and outlines our strategic direction for the future. As we look ahead, our commitment to shaping future innovators and industry leaders remains steadfast.



RAFFLES FASHION MARKETERS COLLABORATION

WITH LE.SHERO FOR SHANGHAI EXHIBITION

Our Raffles Fashion Marketers were proud to collaborate with high-end women's fashion brand LE.SHERO for the "Grandma's Kitchen: Between Weaving and Food" exhibition. Held at Sepia Space in Shanghai, the project explored the daily life of women through a variety of mediums, including fabric installations, videos, and interactive workshops.

The exhibition's purpose was to explore the complex connection between women's experiences and self-identity. This collaborative effort provided an invaluable opportunity for our students to create a professional, immersive experience for all visitors.



RAFFLES SINGAPORE LAUNCHED

RAFFLES PRIVATO AT DESIGN ORCHARD (DORS)

In partnership with the Singapore Fashion Council (SFC), Raffles Singapore successfully launched Raffles Privato at Design Orchard (DORS). This incubator project, established in 2010, assists budding designers in launching their private labels.

The College would like to congratulate Raffles Privato Designers, **Chika Orshi HERMAWAN**, **Natasha JOSEFINA**, and **Catherine SANTOSA**, along with **Regina FANG** of NEWFOUND for their successful launch at DORS. This event highlights our commitment to nurturing talented fashion designers who are industry-ready.



OUR JOURNEY & STRENGTH

RAFFLES SINGAPORE CELEBRATES 35 YEARS OF SUCCESS BY DESIGN

On the 13th of June 2025, Raffles Singapore kickstarted its 35th Anniversary celebration with a vibrant graduation that showcased our graduates' creativity and innovation. The College is proud to announce that 27% of MA graduates attained Distinction, and 32% of BA graduates were awarded First Class Honours.

Over the last 35 years, **RafflesEducation** has grown to 16 institutions across 9 countries, a testament to the vision of Chairman **Mr. CHEW Hua Seng** and Executive Director **Mrs. Doris CHEW**. The College presented a memento to Mrs. Chew, commemorating our journey and strength as one **RafflesEducation**.

RAFFLES WINS



2024 RAFFLES DESIGN AWARD

Excellence Award in 2024 Raffles Design Award
from Raffles Milano

ZHANG Haozhe (Angel)

Bachelor of Fashion Design (Honours)

Raffles Shanghai

PONYVERSE FESTIVAL COMPETITION 2025





1st Place in Art & Design from Ponyverse Festival Art & Design Competition

ZHANG Haozhe (Angel)

Bachelor of Fashion Design (Honours)

Raffles Shanghai



1st Place in Art & Design from Ponyverse Festival Art & Design Competition

WANG Haoyu (Andreas)

Bachelor of Fashion Marketing (Honours)

Raffles Shanghai



1st Place in Art & Design from Ponyverse Festival Art & Design Competition

JIN Luoyi (Chloe)

Advanced Diploma in Visual Communication

Raffles Shanghai



1st Place in Art & Design from Ponyverse Festival Art & Design Competition

ZHOU Fanding (Granite)

Advanced Diploma in Fashion Design

Raffles Shanghai



Certificate of Excellence in Ponyverse Festival Design Competition

LIANG Ning Jing

Bachelor of Fashion Design (Honours)

Raffles Shanghai



THE 27TH CHINA (HUMEN) INTERNATIONAL FASHION FAIR

Top 20 out of Humen Fashion in

- 2024 Global Apparel Conference
- The 27th China (Humen) International Fashion Fair
- 2024 Dawan Fashion Week

Keela De BRUIN

Bachelor of Fashion Design (Honours)
Raffles Shanghai



INTRECCINCANTIERE

First place in Intreccincantiere Award on the apparel category

Simone Di Vita

Bachelor of Fashion Design (Honours)
Raffles Milan



PIERRE CARDIN AWARD

Raffles Milan students **LIU Yuping** and **Celeste Zacchi** were selected to go to Paris for the semi-final of Pierre Cardin Award.



STACKABLES BY RAFFLES MILANO

Raffles Milan students from the first year of the product design course designed and produced a stool. In collaboration with Siroplastin and Pel Plastic, the students had the unique opportunity to present their project during Milan Design Week.

Students:

Desirée Bettinelli
Aya El-Fanniche
Abderahmen Halaimia
Matteo Roncarolo
Rayana Sughair

Bachelor in Product Design (Honours)



MARIE CLAIRE

Raffles Milan students worked together with the internationally known magazine Marie Claire to create the pages of the most important beauty editorial of the year, the 2025 Prix D'Excellence Awards.

Students:

Gaia Gandolfi
Veronika Domp
Hana Bajraktarevic
Shashwat Guha
Emma Pinola
Valentina Leli
Gianpiero Gammaraccio
Arianna Rossi
Grzegorz Adach

Master of Visual Design



RAFFLES GRADUATE EARNS TOP HONOURS

49TH GRADUATION FASHION SHOW

Raffles Kuala Lumpur announced **EIN Ching Sim** as the winner of the 49th Graduation Fashion Show. Her visionary creativity and exceptional talent earned well-deserved recognition. The collection, which impressed both judges and audiences, stood out for its originality, craftsmanship, and strong conceptual foundation. This achievement reflects her dedication and the unique perspective she brings to fashion. Her success is a testament to her skills and continues to inspire fellow students to push boundaries and pursue excellence within the industry.

We also celebrate our runners-up, **Shyen WEE Yee Tzean** and **MAH Teck Shen**. Their remarkable talent secured them the 1st and 2nd Runner-up spots, showcasing the immense skill of our Fashion Design students.



RAFFLES DESIGNER NAMED MOST OUTSTANDING

THE KLFW DESIGNER SEARCH 2024

Raffles Kuala Lumpur is delighted to announce that our student, **TIEO Mei Xuan**, was awarded “The Best and Most Outstanding Designer” at the KLFW Designer Search 2024. This prestigious recognition highlights her exceptional creativity, originality, and craftsmanship. Competing against promising young designers, her bold design vision and meticulous attention to detail allowed her to translate unique concepts into runway-ready pieces that impressed both judges and the audience. Her remarkable achievement reflects her hard work and dedication, serving as an inspiration to her peers and a proud milestone for our institution.

TIMES YOUNG CREATIVE AWARDS 2024



This globally recognised competition welcomes submissions from young creatives under 30—including university students and emerging designers from agencies—across the Asia-Pacific region.

Excellence Award, Brand Commercial Design Category

“Be a Fish in Kukup” by **LEE Wanyu**

Bachelor of Graphic Design (Honours)

Raffles University



Merit Awards, Brand Commercial Design Category

“星星孩子的混乱逻辑” and “请看见他们眼中的世界” by

YOONG Jia Yi

GOH Jun Ting

Bachelor of Graphic Design (Honours)

Raffles University

TIMES YOUNG CREATIVE AWARDS 2025



Excellence Award, Advertising Design Category

“Slacking is an Art, Eating Fish Crisps is an Attitude” by **LIM Le Xuan**

Bachelor of Graphic Design (Honours)

Raffles University



Excellence Award, Merchandise Design Category

“Want Want Time Machine: Our Memories” by **LIM Le Xuan**

Bachelor of Graphic Design (Honours)

Raffles University

INTERNATIONAL COMPETITION AND EXHIBITION ON COMPUTING INNOVATION (ICE-CINNO) 2024



Silver Medal in the Undergraduate Students category

“Car Maintenance Tracker” by
Vikneshwaran A/L Murugaian Shanjaay

Kunalan A/L Arivalakan

Bachelor of Information Technology (Honours)

Rooben Prakaash AL Soomu WONG Jia Jun

Bachelor in Data Science (Honours)

THYE Li Xian

Bachelor of Information Systems (Honours) in Artificial Intelligence
Raffles University

MERMC 2024 FINAL MONSOONSIM ENTERPRISE RESOURCE MANAGEMENT COMPETITION (MALAYSIA & SINGAPORE)



Ranked 10th in Malaysia (Retail Category)

NG Kai Quan

ONG Yen Chi

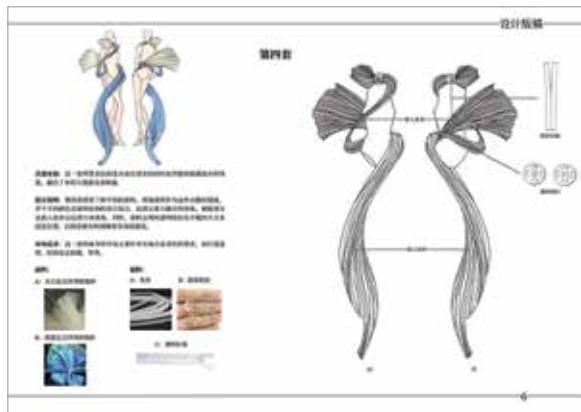
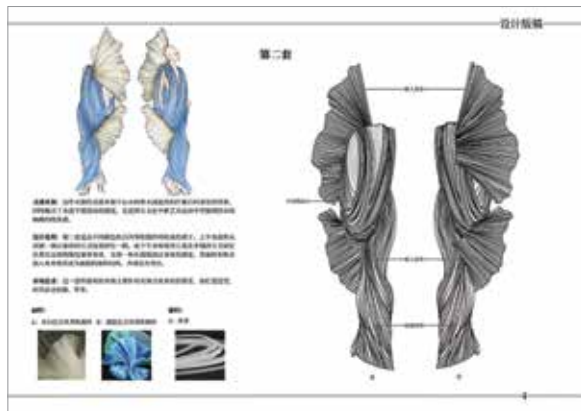
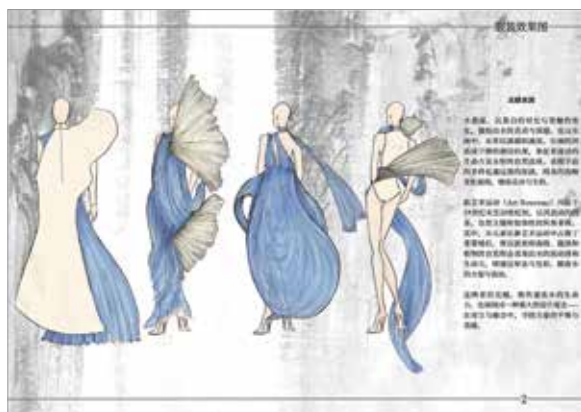
TOA Wen Xin

Bachelor of Supply Chain Management (Honours)

YAP Yong Ling

Christie GOH Jing Qian

Bachelor of Business Administration (Honours)
Raffles University



RUNHUA AWARD

Best Technique Award in Fashion Design and Skills Competition, China

“潺潺” by FONG Li Jin

Bachelor of Fashion Design (Honours)
Raffles University

DAIKIN YOUTH DESIGN COMPETITION 2024



Bronze Award in Residential Category
 “Recall” by **LEE Zhen Ting**
 Diploma in Interior Design
 Raffles University



Best Air Conditioner Design Award in Residential Category
 “传承” by **TAN Jing Xiu**
 Bachelor of Interior Design (Honours)
 Raffles University



INTERNATIONAL STUDENT DESIGN COMPETITION, TAIWAN

Finalist in Visual Design Portfolio:
Human Trafficking
 “人口贩卖” by **Nike CHIN Qi Xian**
 Bachelor of Graphic Design (Honours)
 Raffles University

INDIGO DESIGN AWARD 2025



Gold Award

“Ocean Metamorphosis Secret Mission” (Integrated Graphic Design for Social Change) by

Alvin LIM Yong Jian

Diploma in Visual Communication

Raffles University



Gold Award

“Echo Temple” (Integrated Graphic Design for Social Change) by **NG Huei Yong**

Diploma in Visual Communication

Raffles University



Silver Award

“Noon Tea Festival” (Branding for Graphic Design) by **YEO Xin Ying**

Bachelor of Multimedia Design (Honours)

Raffles University



Silver Award

“Back To Memories” (Interaction Design for Graphic Design) by

LIM Jia Qi

Samuel HONG Wei Loon

Diploma in Visual Communication
Raffles University



Silver Award

“The Curse Mystery: Kukup’s Trust Crisis” (Interaction Design for Graphic Design) by **LEE Wan Yu**

Bachelor of Graphic Design (Honours)

Raffles University



Silver Award

“Mindful Aura” (Branding for Health & Beauty) by

Abiramee A/P J Devandran

Bachelor of Graphic Design (Honours)

Raffles University



Silver Award

“Forbit” (Illustration for Graphic Design) by

TAI Jia Yi

Diploma in Visual Communication
Raffles University



Silver Award

“Digital Memorial” (Apps) by **Darell TAN Yong Kang**

Diploma in Visual Communication

Raffles University

INDIGO DESIGN AWARD 2025

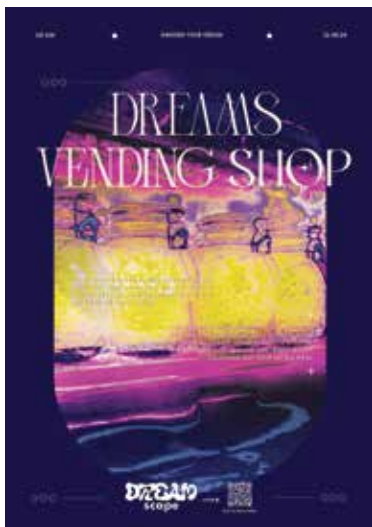


Silver Award

“Reset The Goalden Ratio Factory” (Integrated Graphic Design for Social Change) by **TAN Yi Mun**

Diploma in Visual Communication

Raffles University



Bronze Award

“Dreamscape” (Mobile Interaction & Experience) by **TAI Ke Ning**

Diploma in Visual Communication

Raffles University



Bronze Award

“Drum Up Your Life” (Integrated Graphic Design for Social Change) by **CHAI Yi Ting**

Diploma in Visual Communication

Raffles University



Bronze Award

“Beyond Color” (Interaction Design for Graphic Design) by **JOON Yu Xuan**

Diploma in Visual Communication

Raffles University

CROWBAR AWARD 2025



Silver Award

"Noon Tea Festival" (Branding – Corporate/Brand Identity) by **YEO Xin Ying**
Bachelor of Multimedia Design
Raffles University



Bronze Award

"The Final Cut of Life" (Design – Book Design) by **NG Huey Yong**
Diploma in Visual Communication
Raffles University



Bronze Award

"Back to Memories" (Communication – Illustrations & Graphic Design) by **LIM Jia Qi**
Samuel HONG
Diploma in Visual Communication
Raffles University

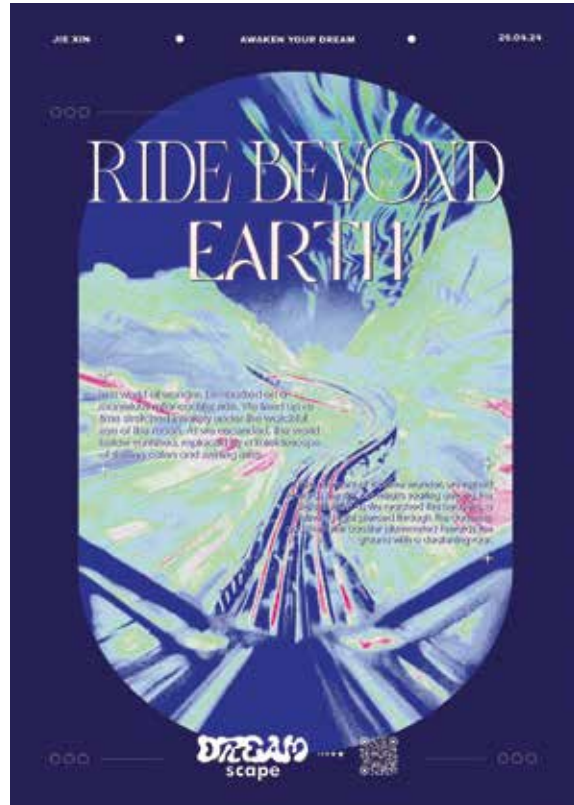
CROWBAR AWARD 2025



Bronze Award

“Drum Up Your Life” (Communication – Integrated)
by **CHAI Yi Ting**

Diploma in Visual Communication
Raffles University



Bronze Award

“Dreamscape” (Digital/Innovation – Mobile)
by **TAI Ke Ning**

Diploma in Visual Communication
Raffles University



Bronze Award

“Beyond Color” (Good – Communication) by **JOON Yu Xuan**

Diploma in Visual Communication
Raffles University





RAFFLES JEWELLERY DESIGNER RECEIVES JURY AWARD

THE GRAND PRIX AKOYA PEARL JEWELLERY 2024

Raffles Singapore is thrilled to announce that Raffles Jewellery Designer **HOR Kim Nay** was awarded the Jury Award at the Grand Prix Akoya Pearl Jewellery 2024. Her achievement was a standout in a competition focused on this year's theme of "Tradition & Innovation," which inspired designs that bridge the past and future of pearl cultivation. Besides being a Top 10 creation, **HOR Kim Nay**'s work highlights the exceptional talent and ingenuity of our students.



RAFFLES INTERIOR ARCHITECTURE & DESIGN FACULTY

RANKED TOP 100 UNIVERSITIES GLOBALLY BY INSPIRELI AWARD

Raffles Singapore is proud to be the only design institution in Singapore ranked among the Top 100 universities globally by the INSPIRELI AWARDS for 2015-2024. This prestigious accolade, based on student activity and international success, is the truest measure of a university's quality. The ranking underscores our unwavering commitment to nurturing creative excellence and innovation in design education. We extend our heartfelt gratitude to our dedicated faculty, talented students, and supportive community for making this achievement possible.



RAFFLES INTERIOR DESIGNER ROSSALINDA

WON AT SPARK DESIGN AWARDS 2024

Raffles Singapore congratulated Raffles Interior Designer **Rossalinda** for winning the Bronze Prize at the Spark Design Awards 2024. This prestigious international competition celebrates designs that positively impact society, focusing on sustainability and innovation. **Rossalinda**'s achievement underscores her exceptional talent and the college's commitment to nurturing creative excellence. The award serves as a vital stepping stone, providing invaluable professional experience and the confidence to propel her career from academia to the professional world.



RAFFLES INTERIOR DESIGNERS

CLINCHED TOP AWARDS AT SIDA

Raffles Singapore congratulated three Raffles Interior Designers for clinching top awards at the prestigious Singapore Interior Design Awards (SIDA) 2024. Out of 90 entries from five institutions, **Rossalinda**, **Dian CONDECIDO**, and **Chandalyta IR** demonstrated their outstanding talent and commitment to sustainability, heritage preservation, and experiential learning. Their awards showcase their innovative design solutions and bring immense pride to our institution.



Sasipim Sonpavorapong's dyed fabrics



Verina's with her dyed fabric



ZHU Yingwen's Process



RAFFLES THREE-YEAR WINNING STREAK

AT SOCIETY OF DYERS & COLOURISTS DESIGN COMPETITION

Raffles Singapore celebrated its third consecutive win in the Singapore heats of the Society of Dyers and Colourists (SDC) Design Competition. **ZHU Yingwen (Ada)** was the national winner of 2024/25, following international winner **Sasipim Sonpavorapong (Hunny)** (2024) and international winner **Verina LIE** (2023). Ada will represent Singapore to compete internationally. The College congratulates these three designers for their consistent excellence.



RAFFLES FASHION DESIGNERS AT THE FINALS

GIULIACARLA CECCHI INTERNATIONAL COMPETITION 2024

Raffles Singapore is proud to announce that two Raffles Fashion Designers, **Yohanita** and **Aurelia CARISSA**, were finalists at the prestigious Giuliacarla Cecchi International Competition 2024 in Florence, Italy. The College congratulated **Aurelia CARISSA** for winning the 2nd prize with her innovative design. The competition celebrates excellence and craftsmanship, challenging young creatives to envision the future of fashion. By participating, our designers demonstrate the dedication to style and forward-thinking techniques that embody the Raffles standard.



ZHU Yingwen



LI Jiayan



Wint Thawdar Oo



A LANDSLIDE VICTORY FOR RAFFLES DESIGNERS

BATIK DESIGN CONTEST SG

Raffles Singapore Designers won three of the five top awards during the Batik Design Contest SG, launched in partnership with **Mr Jack SIM**, founder of BoP Hub and the World Toilet Organization. Congratulations to winners **Wint Thawdar Oo**, **ZHU Yingwen**, and **LI Jiayan**. The contest successfully reinforced Singapore's cultural identity by uniting our diverse experiences through innovative batik prints.

“Inspiring the next generation of designers to forge their own path and leave their mark on the world.”

RAFFLES STUDENTS SPEAK



ASHA ANDREW SURESH

Malaysian
Raffles Kuala Lumpur
Psychology

My journey studying psychology at Raffles College has been deeply personal and eye-opening. The program fundamentally changed how I view the world, helping me develop a more empathetic and reflective mindset. I learned to approach situations with greater critical thinking, which has shaped how I engage with others in meaningful and respectful ways.

A standout moment was our impactful field trip to Hospital Permai in Johor Bahru. It was a rare opportunity to go beyond textbooks and see the real-life application of our studies, providing valuable insight into the practical aspects of mental health care. Sharing that experience with my classmates made it even more meaningful; we reflected and supported one another through a truly transformative learning experience.

The trip reaffirmed my choice to study psychology and made me feel industry-ready to contribute meaningfully in the mental health field.



ABIRAMEE A/P J DEVANDRAN

Malaysian
Raffles University
Graphic Design

My passion has always been turning ideas into visuals through graphic design. I enjoy solving problems and creating work that connects with people. This passion kept me going through my studies at Raffles University. I chose Raffles because it prepares you for the real world. The projects are industry-focused, and the lecturers are incredibly supportive.

My lecturers helped me grow as a designer, not just in skills, but also in my mindset. My learning journey was challenging, eye-opening, and inspiring. To future students, I'd say to not be afraid to step out of your comfort zone. Learn from feedback, participate in competitions, and make the most of every project. It's the best practice for the real world. Graduating in 2025 as Valedictorian and with the FutureMe Achiever Award is a testament to this journey.



ANG KIMHENG

Cambodian
Raffles Phnom Penh
Fashion Design

I've always been drawn to creative practices like drawing and filmmaking. As my artistic side grew, I started to see fashion as a truly majestic and powerful art form. A friend introduced me to Raffles International College in Phnom Penh, telling me it was a school known for its fast-paced and high-quality international learning.

My lecturers have their own unique and inspiring ways of teaching us. Now in my third term, I can say my experience here has been inspiring, fulfilling, and fun. To future students, I'd say this: school and lecturers are our guides, but it is ultimately in ourselves that we can manifest our dreams.


BOGDANOVAMARIIA

Russian
Raffles Singapore
Graphic Design

For me, design is more than a job. It's a way of seeing the world. I love noticing patterns, translating culture into visuals, and finding beauty in the details. My goal is to always leave a mark through creativity with purpose.

I found out about Raffles through a friend who also graduated from here, and I'm so glad I followed her advice to enrol. My journey has been inspiring, challenging, and fun. To future students, my advice is to invest as much effort as possible in your learning, communicate with people, and create connections for your future.


CHOENG KHILEE

Cambodian
Raffles Phnom Penh
Business Marketing

I've always wondered why a piece of land could cost millions or why different brands of sweets cost different. This curiosity led me to pursue a course in business. My brother studied interior design at Raffles back in 2014, but I was not interested until a friend mentioned the top-up programs to countries like Singapore, Australia, and the UK.

My lecturers play a crucial role in my learning. They help and guide me through everything needed for the course. Now in my second term, I can say the experience is intense, quick, and fun. The modules are fast-paced, but not so fast that you can't keep up. To future students, my advice is that lecturers are only here to show you how; whether you find the way is solely up to you.


DANIELE CORINA

Italian
Raffles Milano
Fashion Design

Fashion is a communicative language that doesn't need words. Raffles was my first and only choice for three reasons: the wide range of subjects, the high level of the lecturers, and the campus itself. My growth came from my passion, consistency, and the support of the tutors. From day one, I was treated as if I were part of a real design studio, which was a very valuable experience.

My journey has been stimulating, ever-changing, and intense. My advice to future students is to be 100% committed and never give up. Fashion is not easy; you need to be hungry, push your ideas forward with strength, and ignore others' judgment.



**FORS HANNS
NINIAN BOERJE**

Swedish
Raffles Singapore
Animation Design

I have always had an intense passion for animation and arts. I was not able to pursue the ideas in my head until I started at Raffles. I started from scratch, and Raffles taught me how to communicate visually.

My father and I did a lot of research together on which school in Singapore fit me best. I chose Raffles for its accelerated courses and industry-ready modules. My classmates and teachers have given me motivation to continue pursuing my goals and projects.

If I could describe my journey here in three words, they would be creativity, adaptivity, and thrilling. My advice to future students is to be open to new experiences and stay curious.



**HEANG HANG
RINTHANITH**

Cambodian
Raffles Phnom Penh
Fashion Design

My passion for fashion began during the COVID-19 lockdown, where I discovered on TikTok how clothes allow my style and personality to shine. I found Raffles through a friend and decided to pursue a course here because its integration of design and business perfectly aligns with my aspirations.

My classmates inspire me and provide a huge boost in motivation. We help each other work ahead of schedule and hold each other accountable for our tasks. I would describe my learning journey at Raffles as thrilling, cultivating, and motivating. To anyone considering this path, I recommend that you have passion and stay true to your vision. Design majors are very time and energy consuming, so consider carefully if this is the right path for you.



**IEWA FAWAD BIN
MOHAMED**

Singaporean
Raffles Singapore
Jewellery Design

I love exploring material science and chemistry to create timeless expressions. My passion is how jewellery brings together arts, history, and science. I was looking for a school with a strong design foundation, and coming from a different industry with no prior knowledge, Raffles provided that for me. The environment is dynamic with an industry-relevant curriculum.

The team of creative practitioners are very supportive. Each brings a wealth of experience and knowledge. They encourage me to think outside the box and provide hands-on help with skills like metalsmithing and software such as Rhinoceros 3D. My journey has been enriching, rewarding, and challenging. My advice to future students is to come with an open mind and a willingness to excel. Your journey depends on how you utilise the opportunities here.



IVAN ONG MING YAO

Singaporean
Raffles Singapore
Product Design

I've always been fascinated by how daily products work and wanted to invent my own variations. When I discovered that product design was a real field, I knew I had to join. My journey has not always been easy, but I always strive to do my best.

I was first impressed with Raffles by their well-designed website, which made navigating the courses easy. I appreciate the industry collaborations and company trips that have helped me understand the industry better. I would describe my learning journey as enriching, fun, and hungry. My advice to future students is to get ready for a journey you will never forget. Strive hard, and stay hungry.



JANNAT VASI

Indian
Raffles Mumbai
Interior Design

As a graduate of Interior Architecture from Raffles, my journey has been incredibly rewarding. Since graduating with honours, I have established my own award-winning, multi-disciplinary practice, Jannat Vasi Interior Design, in Mumbai, India.

It has been an honour to see my work and my firm receive international recognition, including being listed in Forbes Top 30 Architects and Designers 2023 and on the Top Global Interior Designers 2023 List of the prestigious Interior Design Magazine USA. My studio specialises in luxury residential, commercial, and hospitality projects. I focus on creating unique and functional spaces with a strong personality that leaves its mark. Over the past 12 years, I have built a significant clientele and have been fortunate to see my work featured in global publications across ten countries.



PICHDARINAH LEANG

Cambodian
Raffles Phnom Penh
Interior Design

My decision to transfer to Raffles International College Phnom Penh was one of the most rewarding in my academic journey. I always wanted to work in a creative yet practical field, and my passion for interior design grew thanks to the hands-on learning and curriculum's relevance to real-world practices.

I was drawn to Raffles because of its fast-track program, which allows you to get a bachelor's degree in just three years. The career-focused learning and strong global presence also appealed to me. My lecturers, Miss Maryann and Miss Annabel, were particularly inspiring and helped me push the boundaries of my creativity and confidence. My journey has been challenging, practical, and transformative. My advice to future students is to take the leap. It's worth it.

**LEE TER YONG**

Malaysian
Raffles University
Supply Chain Management

I am passionate about supply chain management because it constantly challenges me to solve problems and find more efficient ways to support business flow. I found Raffles through a friend's recommendation, and I was excited to learn it was the only institution in Johor Bahru offering this bachelor's degree. The lecturers made a real difference; they brought real industry insights into the classroom and were so approachable that they kept me motivated. My learning journey was not just about academics; it was about finding my purpose and gaining the confidence to lead. I would describe it as enriching, inspiring, and transformative. It was an honour to also receive the Chew Hua Seng Foundation Award. My advice to future students is to be open to learning beyond the classroom and to grab every opportunity that comes your way.

**LV RUIJIAN (FRANK)**

Chinese
Raffles Shanghai
Interior Design

I have always been fascinated by how space, light, and materials interact to influence human emotion. Interior design is the perfect blend of art and practicality, and I feel fulfilled transforming ordinary spaces into functional, beautiful environments that improve people's lives.

I learned about Raffles from a friend and chose it for its structured teaching system, state-of-the-art facilities, and strong global presence. The school truly nurtures both creativity and professionalism. My instructor, Ms. Heona, had a profound impact on me. She taught me to balance creativity with real-world feasibility and to think critically. My journey has been inspiring, transformative, and fulfilling. To future students, I can say that if you're looking for a place that values creativity and practical application, Raffles will be the right choice.

**MATHKAR TEJASWINI PANKAJ**

Indian
Raffles Singapore
Design Management (Masters)

As a graphic designer pursuing an MSc in International Business Management, my passion is to create a brand that confidently stands out globally. I aspire to combine creativity with strategic insight to build something unique and resilient that thrives across cultures.

I found Raffles through an alumnus whose amazing experience truly inspired me. I chose the school for its global presence, multicultural environment, and industry-relevant curriculum that balances creativity with business. My learning journey has been amazing and fulfilling. My teacher who taught me Character Design was one of my biggest inspirations, encouraging me to explore new ideas and push my creativity further. My advice is to embrace every opportunity, connect with the community, and be open to challenging yourself.



**MICHELLE ANGELINE
HARTANTO**

Indonesian
Raffles Singapore
Fashion Marketing

I've always been drawn to art and visuals. Over time, I started to see fashion as another powerful form of art that combines creativity, design, and storytelling. After learning about Raffles from a private agent, I chose it because it blends creativity with business strategy.

My top reasons for choosing Raffles were its industry-relevant curriculum, experienced mentors, and global network. My lecturer for fashion marketing has been a true inspiration, with his dedication and unwavering support encouraging me to push my creative boundaries. My journey has been amazing, intellectual, and impactful. My advice to future students is to take every chance to try new things and explore opportunities. Don't be afraid to step out of your comfort zone.



MILLS DANIELLE

Israeli
Raffles Singapore
Interior Design

I have always been passionate about using creativity to transform spaces. While I have always been drawn to art and design, interior design challenges me to consider the needs of users and turn my ideas into unique and meaningful spaces. I found out about Raffles through a family friend and was impressed by the quality of student work and its fast-paced learning environment.

I chose Raffles for its diverse, multicultural community and the inspiring support from my lecturers. They have motivated me to design beyond what I thought was possible. My journey here has been innovative, inspiring, and dynamic. My advice to future students is that Raffles is a great choice because its supportive lecturers and professional, fast-paced courses will equip you with the skills and confidence you need to excel.



NAOMI IVO

Indonesian
Raffles Jakarta
Business Administration

Music and storytelling has always been my passion, but Raffles helped me turn that passion into a strategic business. I did not want to pick between being a performer and a businesswoman, and Raffles gave me the tools to be both. My lecturers were my mentors; they guided me on everything from business model design for my merch line to music marketing strategies.

With their support, I launched my own merchandise line and collaborated with Spinnin' Records and Hardwell on my original single, which has over one million streams. My journey here has been empowering, strategic, and transformational. My advice for future students is to not wait for graduation. Use your time at Raffles to build real-world skills, launch your brand, and take creative risks. I did, and it changed my life.

**RIA HINGARH**

Indian
Raffles Mumbai
Interior Design

I am a proud Raffles Design International alumna, and Interior Design from the Mumbai campus laid the foundation for my career. I am the founder and principal designer at ALT SPACE, a design studio in Juhu, Mumbai that specialises in luxury residential interior and furniture design.

I have found great success in the industry and it has been a privilege to return to Raffles as a visiting faculty member since 2019. I also teach at NMIMS' BSSA CIED in Mumbai, where I enjoy sharing my experience with the next generation of designers. It is fulfilling to have come full circle and now contribute to the education of aspiring students.

**SHI LULU**

Chinese
Raffles Shanghai
Fashion Marketing

For me, fashion has always been a language of expression. My passion lies in both creating designs and crafting strategies to share them with the world. I chose Raffles for its strong industry connections, experienced mentors, and the chance to learn alongside a truly international community.

My lecturers inspire me daily. The design lecturers encouraged me to experiment fearlessly with unconventional fabrics, while the marketing lecturers showed me how to position my work for a global audience. This combination has given me the confidence to innovate and adapt. My journey here has been dynamic, eye-opening, and empowering. To future students, my advice is that Raffles is where creativity meets opportunity. You will gain not just technical skills, but the vision and courage to make your mark in the fashion world.

**SITI BEALINDA QINTHARA RONY**

Indonesian
Raffles University
Artificial Intelligence

I am passionate about how artificial intelligence can intersect with multidisciplinary fields to solve real-world problems. I discovered Raffles University while researching future-focused universities and was drawn to its highly specialised AI curriculum, which offers courses I would typically find in a master's degree.

My lecturers have been instrumental in shaping my approach to AI. They not only provided technical guidance but also encouraged me to think deeper about ethics and user experience. My journey has been defined by creativity, exploration, and a sense of being limitless. As a recipient of the President's Award, I advise future students to be open to learning beyond the classroom. Raffles offers the tools and guidance, but your growth depends on how much effort and curiosity you bring.

**SONG WEN JIE**

Chinese
Raffles Shanghai
Fashion Marketing

My passion lies in bringing creative ideas to life through design. I have always been deeply inspired by the ability to tell stories visually and to connect with people through colour, texture, and form. I discovered Raffles through online research and was impressed by the work of its graduates. I chose Raffles for its international network and the opportunity to work alongside peers from all over the world.

The lecturers here are more than teachers; they are mentors. My lecturer, Mrs Jadeine, shared how she overcame challenges in her own career, showing me that persistence is essential. Their dedication constantly inspires me to strive for excellence. My journey has been inspiring and transformative. I would advise future students to attend classes on time and take every assignment seriously, as these efforts lay the foundation for your future.

**SOK SONISA**

Cambodian
Raffles Phnom Penh
Business Management

My strong passion for the business, hospitality, and tourism industries has been crucial in enhancing my educational and career journey. While browsing schools in Cambodia, I chose Raffles because its educational system aligned perfectly with my goals. From classroom study to projects, I was able to implement my knowledge in real-life circumstances.

During my time at Raffles, the positive environment and advice from lecturers and friends motivated me to keep improving. The experiences and memories I acquired will always be an invaluable resource. To the next generation of talented individuals, with your enthusiasm and hard work, Raffles will serve as an essential place to guide you to success.

**THAN THIN THIN**

Cambodian
Raffles Phnom Penh
Interior Design

During the COVID pandemic, I realised how much interior design impacts our emotions and daily life. This sparked my passion for creating meaningful, sustainable designs. I discovered Raffles International College through recommendations from senior students and chose it for its industry-relevant curriculum, experienced lecturers, and supportive staff.

My guidance on retail and hospitality projects was particularly valuable. It taught me to harmonise colour and layout to influence behaviour and use storytelling through materials to enhance an atmosphere. My journey here has been detail-oriented, vision-shaping, and empowering. My advice to future students is to pursue your passion boldly. Raffles is where your creative vision will take shape, and you will gain the confidence to express your unique voice through design. Every challenge here brings you closer to your dream designer self.



**TIA CHLOE
PAVANARIS**

Malaysian
Raffles Kuala Lumpur
Psychology

Studying psychology at Raffles College Kuala Lumpur has been a transformative journey. It has deepened my self-awareness, strengthened my empathy, and built my resilience, which has enriched my personal relationships and enhanced my ability to communicate professionally.

A memorable moment was the realisation that many psychological theories explained aspects of my own behaviour. This insight was both empowering and enlightening. That experience continues to influence how I engage with others; I strive to listen with intention and respond with empathy. Psychology has given me more than academic knowledge; it has shaped the way I see and support those around me every day.



WANG RUOQI

Chinese
Raffles Guangzhou
Fashion Marketing

I have a deep passion for understanding markets, because marketing plays a vital role in connecting products with people. I chose Raffles for its international learning environment, industry-relevant curriculum, and global reputation. My time here has been both challenging and rewarding.

The team of creative practitioners has greatly inspired me with their real-world experience and mentorship. For example, one lecturer shared practical strategies from her own fashion campaigns, which helped me bridge theory with industry practice. My journey here has been enriching, inspiring, and transformative. My advice to future students is to choose Raffles if you seek a vibrant, multicultural learning space that challenges you to think globally and act creatively. You will graduate not only with skills, but with the confidence to lead in your chosen field.



ZHU YINGWEN

Chinese
Raffles Singapore
Fashion Design

My passion is using fashion as a voice for people. I care deeply about feminism and human rights, and through design, I want to spark conversations and make clothes that stand for more than just trends.

I chose Raffles because it's an industry-ready college with a fast-paced, practical, and purposeful curriculum directly connected to the design world. The Creative Practitioners here bring real industry problems into the classroom, which forces me to think on my feet and find creative solutions like a professional, not just a student.

My advice to future students is simple: be open, be bold, and be ready to create.

CORPORATE INFORMATION

BOARD OF DIRECTORS :**Mr. Chew Hua Seng**

Chairman and CEO

Mdm. Lim Siew Mun

Lead Independent Non-Executive Director

Mr. Lim How Teck

Independent Non-Executive Director

Mr. Ng Kwan Meng

Independent Non-Executive Director

BG(Retd) Chua Chwee Koh

Independent Non-Executive Director

Mr Joseph Ho Yan Jun

Non-Independent Non-Executive Director

COMPANY SECRETARY :**Mr. Keloth Raj Kumar****REGISTERED OFFICE :**

111 Somerset Road,
#15-22, 111 Somerset,
Singapore 238164
Telephone : +65 6338 5288
Facsimile : +65 6338 5167
Website : www.Raffles.Education

SHARE REGISTRAR :**B.A.C.S. Private Limited**

77 Robinson Road
#06-03 Robinson 77
Singapore 068896

AUDITOR :**BDO LLP**

Public Accountants and Chartered Accountants
600 North Bridge Road
#23-01 Parkview Square
Singapore 188778

Audit Partner-in-charge: Mr. Yeo Siok Yong
(Appointed since financial year ended 30 June 2024)

PRINCIPAL BANKERS :**United Overseas Bank Limited**

80 Raffles Place
UOB Plaza
Singapore 048624

Citibank N.A. Singapore Branch

8 Marina View #17-01
Asia Square Tower 1
Singapore 018960

CORPORATE GOVERNANCE STATEMENT

The Board of Directors (the “Board”) of Raffles Education Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) is committed to excellence in corporate governance, transparency and accountability, seen as essential for the long-term performance and sustainability of the Group, and to protect and enhance the interests of shareholders and other stakeholders.

The Group’s corporate governance practices and processes are guided by the principles and provisions of the Code of Corporate Governance 2018 (the “**Code**”) and are continually reviewed for relevance and effectiveness by reference to the legal and regulatory environment in which the Group operates. We confirm that the Group has complied with the principles and provisions of the Code during the financial year ended 30 June 2025 and where there are deviations from the Code, appropriate explanation is provided within this Statement.

I. BOARD MATTERS

PRINCIPLE 1: THE BOARD’S CONDUCT OF AFFAIRS

Board Responsibility and Conflicts of Interest

The Board directs the Group in the conduct of its affairs, exercising its fiduciary role at all times in the interests of the Group to ensure that corporate responsibility and ethical standards are met. The Board is collectively responsible for the activities of the Group, its strategy and governance, risk management and financial performance.

All Directors exercise due diligence and independent judgement and are obliged to act in good faith and consider at all times the best interests of the Company. Where there are conflicts of interest, directors recuse themselves from discussions and decisions involving the issues of conflict.

The principal roles and responsibilities of the Board are as follows:

- reviews and adopts a strategic plan, as developed by Management, taking into account the sustainability of the businesses of the Company and its subsidiaries (“Group”), with attention given to climate-related and environmental, social, and governance (“ESG”) aspects of the operations;
- oversees the conduct of the Group’s businesses, including monitoring Management’s performance to determine whether the business is being properly managed;
- identifies principal business risk faced by the Group and ensures the implementation of appropriate internal controls and mitigating measures to manage such risks;
- decides on matters that require its approval and clearly communicates this to Management in writing;
- reviews the adequacy and integrity of the Group’s management information and internal control systems, ensuring there is a sound framework for reporting internal controls and regulatory compliance; and
- ensures the integrity of the Group’s financial and non-financial reporting.

CORPORATE GOVERNANCE STATEMENT

Matters requiring the Board's approval

The Board decides on matters that require its approval and clearly communicates this to Management in writing.

Key matters requiring the Board's approval are as follows:

- Setting the strategic direction and long-term goals for the Group and ensuring adequate resources to meet these objectives.
- Approving and monitoring capital and financial plans to ensure alignment with the Group's strategic directions.
- Approving the annual budget, annual and interim financial statements, major funding proposals and capital expenditures, and strategic acquisitions and divestments.
- Ensuring the adequacy and integrity of the internal controls and setting risk appetites, establishing a risk strategy and a framework for risks to be assessed and managed.
- Approving appointments of suitable candidates to the Board and endorsing the appointments of key personnel, internal and external auditors.
- Monitoring and reviewing management performance.
- Making succession plans for itself and key persons to ensure continuity of leadership.

Delegation by the Board

The Board delegates certain functions to committees to enable the Board to manage more effectively its stewardship and fiduciary responsibilities. However, the ultimate responsibility and decision on all matters still lies with the Board. The Board is assisted by five committees, namely, the Audit Committee, Nominating Committee, Remuneration Committee, Risk Management Committee and Independent Committee, each constituted with clear written terms of reference. Each Board Committee has direct access to management and the discretion to hire independent advisers as it deems necessary.

Board Meetings and Board Committees

The schedule for all meetings of the Board and Board Committees for the next calendar year is planned well in advance in consultation with the Directors. The Board meets at least four times a year at regular intervals. Additional meetings are convened where necessary to address significant transactions or issues that arise. Where exigencies prevent a member from attending a Board meeting in person, telephonic attendance and conference via audio-visual communication are allowed under the Constitution of the Company. Board and Board Committees' decisions are also obtained through circulation of written resolutions. The Constitution of the Company allow written resolutions that are signed by any two members, being the quorum necessary for transaction of the business of the Directors, to be as effective as if they were passed at physical meetings.

CORPORATE GOVERNANCE STATEMENT

The attendance at meetings of the Board and Board Committees held in the financial year ended 30 June 2025 are as follows:-

	Board	Audit Committee	Nominating Committee	Remuneration Committee	Risk Management Committee	Independent Committee
No. of meetings held	4	4	1	1	2	1
No. of meetings attended by respective Directors						
Mr Chew Hua Seng	3	*3	1	*1	*2	-
Mdm Lim Siew Mun	4	4	*1	1	*1	1
Mr Lim How Teck	4	4	1	1	-	-
Mr Ng Kwan Meng	4	4	1	*1	2	-
Mr Joseph Ho Yan Jun	4	*4	*1	1	2	-
BG (Retd) Chua Chwee Koh	4	4	1	*1	2	1

* Attendance at invitation of the Committees.

Board Induction

New Directors are appointed by the Board upon recommendation of the Nominating Committee. Newly appointed Directors will be issued with a formal letter of appointment or service agreement setting out, *inter alia*, the scope of their duties and responsibilities as a Director under the various relevant Singapore laws.

In addition, a newly appointed Director is given an orientation to the Group's businesses and governance practices. As Directors are appointed based on their existing knowledge, skills and experience that are expected to enhance the effectiveness of the Board, any further training after appointment is for continual professional development.

The Company will, as and when required or necessary, arrange and fund the training for a first-time Director of a listed company in areas of accounting, legal and compliance such as Directors' duties and responsibilities under statute and common law, and a broad overview on the rules of SGX-ST Listing Manual.

To facilitate the further development of the competencies of the members of the Board, all Directors are also updated regularly on key accounting and other regulatory changes that have a significant impact on the Group either during Board meetings or via electronic mail.

CORPORATE GOVERNANCE STATEMENT

Access to Information

Agendas for Board meetings are set in advance with items proposed by the CEO and management. Directors have separate and independent access to senior management and the Company Secretary and are provided with complete and relevant information in a timely manner. Directors are entitled to request from management such additional information as is needed in order to make informed and timely decisions. Directors also have the discretion to seek independent professional advice at the expense of the Group.

Company Secretary

The Company Secretary attends all meetings of the Board and ensures that applicable rules, regulations and Board procedures are complied with. Under the Constitution of the Company, the appointment and removal of the Company Secretary require the approval of the Board.

PRINCIPLE 2: BOARD COMPOSITION AND GUIDANCE

Independence of Judgement

The present Board comprises six members who are business leaders or professionals with financial or other technical backgrounds. Amongst them are four independent Directors, one non-executive and non-independent Director, and one executive Director. There is a strong independent element on the Board as the majority of the Board and its four Board Committees are independent Directors.

An “independent Director” is defined in the Code as one who is independent in conduct, character and judgment, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director’s independent business judgment in the best interests of the Company.

All Directors are required to officially disclose their interests in the Company including any interested person transactions with the Company. Any Director who has an interest that may present a conflict between his obligation with the Company and his personal business or other interests will either recuse himself from participating in the deliberations and voting on the matter or declare his interest and abstain from decision-making. All Directors practise good governance by updating the Company with the changes to their interests in a timely manner.

The Nominating Committee assesses and determines the independence of a Director upon appointment and on an annual basis. Please refer to the section on “Board of Directors” in the Annual Report for key information on each director.

CORPORATE GOVERNANCE STATEMENT

Annual Review of Director's Independence

The Nominating Committee reviews the independence of each Non-Executive Director annually in August by taking into consideration the information collected through the confirmation of independence completed by each Director which is addressed to the Nominating Committee. The Director is required to declare any circumstances in which he may be considered non-independent. The Nominating Committee will review each confirmation of independence before affirming the independence of a Director. The Nominating Committee adopts the materiality thresholds and independence criteria as defined in the Code.

Name of Director	Appointment	Date of Initial Appointment	Last Re-election
Mr Chew Hua Seng**	Chairman and Chief Executive Officer Member of Nominating Committee	25 November 1999	25 October 2024
Mdm Lim Siew Mun	Lead Independent and Non-Executive Director Chairman of Independent Committee Member of Audit Committee Member of Remuneration Committee	1 July 2021	27 October 2023
Mr Lim How Teck**	Independent and Non-Executive Director Chairman of Audit Committee Chairman of Remuneration Committee Member of Nominating Committee	6 March 2018	25 October 2024
Mr Ng Kwan Meng	Independent and Non-Executive Director Chairman of Nominating Committee Member of Risk Management Committee Member of Audit Committee	25 February 2021	27 October 2023
Mr Joseph Ho Yan Jun	Non-Independent and Non-Executive Director Member of Remuneration Committee Member of Risk Management Committee	5 November 2018	25 October 2022
BG (Retd) Chua Chwee Koh**	Independent and Non-Executive Director Chairman of Risk Management Committee Member of Audit Committee Member of Independent Committee Member of Nominating Committee	4 March 2022	25 October 2024

Note:

** retired in Annual General Meeting held on 25 October 2024.

The Nominating Committee is tasked by the Code to undertake a “particularly rigorous review” of the independence of a Director that has served on the Board for a continuous period of nine years or longer from the date of his first appointment. If the Nominating Committee decides to regard such a Director as independent, it shall disclose its explanation in the Company's Annual Report.

As of now, there are no Independent Directors and Non-Executive Directors on the Board who have served beyond nine years from the date of their appointment.

CORPORATE GOVERNANCE STATEMENT

Board Composition and Diversity

The Company acknowledges and values the significance and advantages of having a Board and Board Committees that are structured, sized, and composed appropriately, with directors who collectively offer a balanced and diverse range of perspectives. The Company also recognises the need and benefits of embracing diversity at the Board level to enhance stewardship and decision-making capabilities that commensurate with the Company's ever-evolving operating environment.

The Company is doing its best to carry out the recommendations by the Singapore Council for Board Diversity for women representation in the listed companies. The current percentage of the female Board member in the Company is 16.7% and this will be reviewed from time to time based on such recommendation. The Nominating Committee reviews the composition of the Board in the process of new appointments and on an annual basis. The Nominating Committee is satisfied that the current Board comprises persons of an appropriate size and comprise directors who as a group provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate, taking into account the nature and scope of the Company's operations.

The information of current composition, date of initial appointment and last re-election of each member of the Board and Board Committees are presented in a table in the preceding page.

Role of Non-Executive Directors

The non-executive Directors of the Company, who are also independent, together with the non-executive and non-independent Director, constructively challenge and assist in developing proposals on strategy. They also assist the Board in reviewing the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.

Meeting of Directors without Management

The Non-Executive Directors meet without the presence of management or Executive Directors at least once a year or hold *ad hoc* meetings as circumstances dictate, to review and discuss any matters required to be raised privately. The meetings are chaired by the Chairman of the Independent Committee who is also the Lead Independent Director. The Chairman of such meetings provides feedback to the Board and/or Chairman as appropriate.

PRINCIPLE 3: CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Separation of the Role of Chairman and the Chief Executive Officer ("CEO")

Mr Chew Hua Seng is both the Chairman and CEO of the Company. He bears executive responsibility for the overall management and strategic development of the Group in addition to overseeing the activities of the Board and ensuring that procedures are in place for compliance with the Code.

Although the roles and responsibilities for both Chairman and CEO are vested in Mr Chew, major decisions are made in consultation with the Board which comprises a majority of non-executive and independent Directors. The Board believes that there are adequate measures in place to ensure a degree of checks and balances.

CORPORATE GOVERNANCE STATEMENT

In addition, the Board has appointed an Independent Director to be the Lead Independent Director as recommended by Provision 3.3 of the Code. The Lead Independent Director acts as the principal liaison between the Independent Directors of the Company and the Chairman of the Board, and between the Independent Directors of the Company and senior management. The Lead Independent Director chairs all the meetings of Independent Directors and provides feedback on such meetings to the Chairman of the Board.

As the Chairman, Mr Chew is responsible for:

- ensuring that Board meetings are held when necessary and preparing the meeting agendas (with the assistance of the Company Secretary) to enable the Board to perform its duties effectively having regard to the flow of the Group's businesses and operations.
- reviewing board papers before they are presented to the Board to ensure that information provided is adequate.
- ensuring sufficient allocation of time for members of the Board to engage in constructive debate on strategic issues and business planning.
- controlling the quality, quantity and timeliness of information flow between the Board and management.
- fostering constructive dialogue between shareholders, the Board and management during annual general meetings and other shareholder meetings.
- promoting high standards of corporate governance.

Lead Independent Director

The Board has appointed Mdm Lim Siew Mun as the Lead Independent Director and she will be available to address any shareholders' concerns when contact through the normal channels via the Chairman, CEO or other management executive have failed to provide satisfactory resolution or when such contact is inappropriate or inadequate.

The Lead Independent Director also responds to queries and comments that shareholders of the Company have directed to her or to the Independent Directors of the Company collectively, in consultation with the Chairman of the Board and the other Non-Independent Director, as she may deem appropriate.

PRINCIPLE 4: BOARD MEMBERSHIP

Nominating Committee

The Nominating Committee (the "**NC**") has put in place a formal and transparent process for the appointment and re-appointment of Directors to the Board.

CORPORATE GOVERNANCE STATEMENT

The current composition of the NC comprises four members, of whom three are non-executive and independent Directors and one executive director:

1. Mr Ng Kwan Meng, Chairman of NC (Independent Director)
2. Mr Lim How Teck (Independent Director)
3. Mr Chew Hua Seng (Chairman and Chief Executive Officer)
4. BG (Retd) Chua Chwee Koh (Independent Director)

The NC's responsibilities include, but are not limited to, the following:

- regularly reviewing the composition of the Board and Board Committees, taking into consideration the size and independence requirements, amongst others.

Please refer to Principle 2 for details of the “Annual Review of Director’s Independence”.

- reviewing the Board’s succession plans for Directors, in particular, the Chairman and the CEO.
- identifying, reviewing and recommending Board appointments for approval by the Board, taking into account the experience, expertise, knowledge and skills of the candidate and the needs of the Board.
- reviewing and recommending to the Board the re-appointment of any Non-Executive Director having regard to his/her performance, commitment and ability to contribute to the Board as well as his/her skillset.
- maintaining a process for evaluating the performance of the Board, Board Committees and the Directors.
- conducting an annual evaluation on the performance of the Board, Board Committees and the Directors, and in particular where the Directors concerned have multiple board representations, whether the NC is satisfied that sufficient time and attention have been given by the Directors to the affairs of the Company notwithstanding their multiple board representations.

Selection Criteria and Nominating Process for New Directors

The NC recognises the importance of an appropriate balance and diversity of industry knowledge, skills, background, experience professional qualifications and gender in building an effective Board. To this end, the NC reviews the Board’s collective skills matrix regularly.

As part of the formal process for the appointment of new Directors, the NC reviews the composition of the Board and identifies the skillsets that will enhance the Board’s effectiveness. Suitable candidates are identified from various sources including search companies and through recommendations. The NC considers the proposed candidate’s independence, expertise and background, and determines if he or she possesses the skills required and makes its recommendations to the Board accordingly.

Rotation and Re-election of Directors

The Constitution of the Company requires one-third of Directors that are longest-serving to retire from office every year at the Annual General Meeting (“AGM”).

CORPORATE GOVERNANCE STATEMENT

Directors' Multiple Directorships in Listed Companies

The Company has not determined a specified maximum number of listed board representations for a Director, but the NC takes into consideration the individual's other competing time commitments such as whether the individual also holds a full-time executive position in other organisations.

The NC had carried out an evaluation and review of the contributions of each Directors at meetings of the Board and Board Committees and Directors' participation in the affairs of the Company, including a review of matters such as the independence of Directors, their individual skills, experience and time commitment, in particular for Directors who served on multiple boards as well as overall Board size and compositions.

The NC is satisfied that despite the multiple directorships of certain Directors, the Directors had spent adequate time on the Company's affairs and have carried out their responsibilities.

Alternate Director

There is no appointment of Alternate Director on the current Board of the Company.

Key Information on Directors

The Notice of AGM sets out the Directors proposed for re-election. Key information on each Director can be found in the "Board of Directors" section of this Annual Report.

In addition, information on shareholdings in the Company held by each Director is set out in the "Directors' Statement" section of this Annual Report.

PRINCIPLE 5: BOARD PERFORMANCE

The NC makes an assessment in August annually to determine whether the Board, Board Committees and the Directors are performing effectively and formulate action plans for improvement. No external facilitator is appointed to assist NC in the evaluation. The performance evaluation criteria are set by the NC.

The Board Performance Evaluation Questionnaire includes questions on:

- (i) Board's composition;
- (ii) Board's access to information;
- (iii) Board procedures such as the conduct of proceedings at Board meetings and the independent access to officers and members of management outside of Board meetings; and
- (iv) Board's standard of conduct in preventing conflicts of interest and the disclosure of personal interests in transactions and abstention from voting where appropriate.

The performance of the Directors, individually and collectively, is assessed by means of a performance appraisal that covers a range of issues including Board size, the proportion of Non-Executive Directors versus Executive Directors, whether there is an adequate diversity of independence, the right mix of expertise, experience and skills, and whether expertise and skills applied to the various issues that come before the Board enabled sound, balanced and well considered decisions.

CORPORATE GOVERNANCE STATEMENT

The performance of individual Directors, formal evaluation is carried out by the NC as and when a Director is due for retirement by rotation and is seeking re-election. Contributions in different forms by an individual Board member including providing objective perspectives on issues, facilitating business opportunities and strategic relationships, and attendance at Board and Board Committee meetings are considered.

II. REMUNERATION MATTERS

PRINCIPLE 6: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

The Remuneration Committee (the “RC”) comprises three members of whom two are non-executive and independent Directors and one a non-executive and non-independent Director:

- 1) Mr Lim How Teck, Chairman of RC (Independent Director)
- 2) Mdm Lim Siew Mun (Lead Independent Director)
- 3) Mr Joseph Ho Yan Jun (Non-executive and Non-Independent Director)

The principal functions of the RC are to:

- determine and agree with the Board the framework or broad policy for the remuneration of the Company's Board and key executives, and to determine specific remuneration packages for each executive director and the Chief Executive Officer and such other members of the executive management as it is designated to consider;
- determine targets for any performance related pay schemes operated by the Company, taking into account pay and employment conditions within the industry and in comparable companies;
- within the terms of the agreed policy, determine the total individual remuneration package of each executive manager including, where appropriate, allowances, bonuses, benefits in kind, incentive payments and share options;
- determine the policy for and scope of service agreements for the executive management team, termination payments and compensation commitments, including fixing appointment period for the directors;
- determine the remuneration of non-executive directors, taking into factors such as efforts, time spent and the responsibilities; and
- oversee any major changes in employee benefit structures throughout the Company or Group.

The RC is satisfied that the existing framework that has the endorsement of the Board and which serves to attract, retain and motivate senior management staff of the Group through competitive compensation compared to the industry and comparable companies, is still relevant and effective. The framework for remuneration of Directors and key management personnel covers all aspects of remuneration including Directors' fees, salaries, allowances, bonuses, grant of shares and benefits in kind.

CORPORATE GOVERNANCE STATEMENT

In addition, the RC reviews the obligations arising in the event of termination of the executive Directors' and key management personnel's contract of service to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous. The RC has access to expert advice from external remuneration consultants where required.

None of the RC members or Directors is involved in the deliberations in respect of any remuneration, compensation, options or any form of benefits to be granted to him.

Raffles Education Corporation Performance Share Plan (Year 2021)

The Company had, by way of a shareholders' approval at the Annual General Meeting held on 30 October 2021, adopted the "Raffles Education Corporation Performance Share Plan (Year 2021)" (the "RE PSP"). The RE PSP is administered by a committee of directors comprising as follows:-

Mr Lim How Teck (Chairman)

Mr Joseph Ho Yan Jun

Mdm Lim Siew Mun

A member of the Remuneration Committee who is also a Participant of the RE PSP Scheme must not be involved in its deliberations in respect of options granted or to be granted to him or held by him.

Participants of RE PSP are not required to pay for the grant of awards and they have a right to receive fully paid shares, their equivalent cash value or combinations thereof, free of charge, provided that certain performance conditions or other conditions are met and upon the expiry of the vesting periods.

Eligibility to participate in the RE PSP extends to among others, executive and non-executive directors of any member of the Group and confirmed full-time employees of any member of the Group, and this includes the non-executive Directors (including independent Directors). Controlling Shareholders of the Company and/or their Associates (each as defined in the RE PSP) are not eligible to participate in the RE PSP.

It is currently intended that, subject to shareholders' approval at the upcoming Annual General Meeting, the Lead Independent Director and the non-executive Directors, who hold office as at the payment date, will each receive a portion of their Directors' remuneration for the financial year ended 30 June 2025 in the form of Awards pursuant to the RE PSP.

Awards can be exercised within 3 years and one-third of the awards granted can be exercised each year.

Awards granted will lapse when participant ceases to be an executive director, non-executive director or full-time employee with the Group, subject to certain exceptions at the discretion of the Company.

The aggregate number of shares over which awards may be granted on any date, when added to the number of shares issued and issuable in respect of all share-based incentive schemes under the RE PSP, shall not exceed 15% of the total number of issued shares excluding treasury shares of the Company on the day preceding that date of grant.

CORPORATE GOVERNANCE STATEMENT

The Directors are of the view that the participation by the independent non-executive Directors in the RE PSP will not affect the independence of such independent non-executive Directors, as it is contemplated that the number of Shares subject to such Award(s) will not be significant such as to affect their independence. For this proposed Award of Shares to non-executive Directors (including independent Directors), it is contemplated that existing treasury shares [(to the extent available)] will be transferred and delivered to the non-executive Directors, in order to minimise the potential dilutive impact on the Company's issued share capital.

Since the commencement of the RE PSP and up to and including 30 June 2025, there were grants of awards that have been issued to non-executive directors, being payment of the share component of directors' fee for the financial year ended 30 June 2025 as follows:

Directors	Number of shares granted to each director
Lim How Teck	563,000
Ng Kwan Meng	563,000
Lim Siew Mun	563,000
Joseph Ho Yan Jun	563,000
Chua Chwee Koh	563,000

No participant has been awarded 5% or more of the total number of Shares available under the RE PSP. There were no awards granted to participants who are controlling shareholders of the Company and their associates.

PRINCIPLE 7: LEVEL AND MIX OF REMUNERATION

The Group advocates a performance-based remuneration system that is directly linked to corporate and individual performance, both in terms of financial and non-financial remuneration, and the creation of shareholder wealth by incorporating appropriate key performance indicators.

Remuneration of Executive Director

A significant proportion of the CEO's remuneration is structured such that it links rewards to corporate and individual performance.

If necessary, the RC would seek and indeed had sought external expert advice on the remuneration package of the CEO.

Remuneration of Non-Executive Directors

All non-executive and independent Directors and non-executive and non-independent Directors received Director's fees and fees for serving on the various Board Committees. These fees are subject to shareholders' approval at the Company's AGM.

The terms of appointment of the directors are as specified in the Constitution of the Company. All non-executive and independent Directors and non-executive and non-independent Director do not have service contracts with the Company.

CORPORATE GOVERNANCE STATEMENT

PRINCIPLE 8: DISCLOSURE ON REMUNERATION

The Board has not included a separate annual remuneration report to shareholders in this Annual Report as the Board is of view that the matters which are required to be disclosed in such annual remuneration report have already been sufficiently disclosed in this Corporate Governance Statement and the financial statements of the Company.

Remuneration of Directors for the year ended 30 June 2025 in bands of S\$250,000 is set out below:

Name of Director	Fees %	Salary %	Performance-Related Bonuses %	Total %
Between S\$1,500,000 to S\$2,000,000				
Mr Chew Hua Seng	-	57	43	100
Name of Director	Fees %	Salary %	PSP Shares %	Total %
Below S\$250,000				
Mr Lim How Teck	75	-	25	100
Mr Joseph Ho Yan Jun	67	-	33	100
Mr Ng Kwan Meng	72.8	-	27.2	100
Mdm Lim Siew Mun	75	-	25	100
BG (Retd) Chua Chwee Koh	73.2	-	26.8	100

The remuneration of Directors is disclosed within bands instead of rounded to the nearest thousand dollars as the Board is of the view that the disclosure in bands provides a balance between detailed disclosure and confidentiality.

The remuneration of the top five key management personnel (who are not Directors or the CEO), are disclosed in bands, as indicated in the following table as the Board is of the view that the Group's key management remuneration is a sensitive issue to the individuals and to the Group.

The Group operates in very diverse market conditions across many jurisdictions with diverse cultural and local sensitivities when it comes to personal remuneration. The non-disclosure of exact remuneration does not compromise the ability of the Company to meet the Corporate Governance Code, as the RC, comprising two non-executive and independent Directors and one non-executive and non-independent Director, reviews the remuneration package of such key management personnel who are remunerated based on the performance of the individual and the Group to ensure that they are fairly remunerated.

The Group's framework and policies on remuneration take into consideration performance factors such as size of the college and maturity of the college (number of years in operation) when assessing the performance of its key management personnel. In addition to financial performance, the level of difficulty in managing a particular college arising from local operational and regulatory conditions is also taken into consideration in the appraisal of performance.

CORPORATE GOVERNANCE STATEMENT

The total remuneration paid to the key management personnel (who are not directors or the CEO) in FY 2025 was \$2,010,399. The level and mix of each of the key management personnel (who are not also directors or the CEO) in bands of S\$50,000 are set out below:

Remuneration Band & Name of Key Management Personnel	Fees %	Salary %	Performance-Related Bonuses %	Others	Total
Between S\$350,000 to S\$400,000					
Executive 1	-	100	-	-	100
Between S\$250,000 to S\$300,000					
Executive 2	-	100	-	-	100
Between S\$150,000 to S\$200,000					
Executive 3	-	100	-	-	100
Executive 4	-	100	-	-	100
Executive 5	-	100	-	-	100

Save as disclosed below, none of the Directors had family members who were employees of the Group and whose personal remuneration exceeded S\$100,000. The following are employees who are immediate family members of Mr Chew Hua Seng, the Chairman and CEO. Their remuneration in bands of S\$50,000 during the financial year ended 30 June 2025 are shown below:

Remuneration Band & Name	Relationship	Salary (%)	Performance-Related Bonuses	Total
Between S\$350,000 to S\$400,000				
Mdm Doris Chung Gim Lian	Spouse of Chairman and CEO	100	-	100
Between S\$150,000 to S\$200,000				
Mr Chew Han Wei	Son of Chairman and CEO	100	-	100
Mr Chew Han Qiang	Son of Chairman and CEO	100	-	100
Ms Chew Xuan Wei	Daughter of Chairman and CEO	100	-	100
Between S\$50,000 to S\$100,000				
Mr Chew Han Qing	Son of Chairman and CEO	100	-	100

CORPORATE GOVERNANCE STATEMENT

III. ACCOUNTABILITY AND AUDIT

Accountability

The Board provides shareholders with bi-annual financial reports, price sensitive reports and reports to regulators (if required). In presenting these reports, the Board aims to give shareholders a balanced and understandable assessment of the Group's financial performance, position and prospects. The Board also ensures timely and full disclosure of material corporate developments to shareholders.

Management currently provides annual budgets and business plans to members of the Board for endorsement. The Chairman and CEO receives detailed management accounts of the Group on a quarterly basis.

The Group has a policy on corporate disclosure controls and procedures to ensure that the Group complies with its disclosure obligations under the Listing Manual. These controls and procedures incorporate decision-making procedures and an obligation on internal reporting of decisions made.

PRINCIPLE 9: RISK MANAGEMENT AND INTERNAL CONTROLS

Risk Management Committee

The Board recognizes 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 integrity of those systems on an annual basis. The internal control and risk management functions are performed by the Group's key executives and reported to the Audit Committee (the "**AC**") for review.

The Board has established the Risk Management Committee (the "**RMC**") to assist the Board in overseeing the risk management practices of the Group.

The RMC comprises three members of whom two are non-executive and independent Directors and one is non-executive and non-independent Director:

1. Mr Ng Kwan Meng (Independent Director)
2. Mr Joseph Ho Yan Jun (Non-executive and Non-Independent Director)
3. BG (Retd) Chua Chwee Koh (Independent Director)

The principal functions of the RMC are, amongst others, to:

- review and recommend to the Board the type and level of business risks that the Group undertakes on an integrated basis to achieve its business objectives.
- set policies for managing risks that are consistent with the Group's risk appetite.
- advise the Board on proposed strategic transactions, focusing on risk aspects and implications for risk appetite and tolerance of the Group.

CORPORATE GOVERNANCE STATEMENT

- review reports on any material breaches of risk limits and the adequacy of proposed action.
- review the effectiveness of the Group's internal controls and risk management systems.

Internal Controls

The Group has instituted an adequate and effective system of risk management and internal controls addressing material financial, operational, compliance and information technology risks to safeguard the interests of shareholders and the Group's assets.

An enterprise-wide risk management framework has been set in place to enhance the Group's risk management capabilities. This is administered by the Enterprise Risk Management team ("**ERM**"). The key risks of the Group are identified and action plans made to mitigate these risks. Risk awareness and ownership of risk treatments are continually instilled and reinforced throughout the organisation.

As the environment in which the Group operates changes, risks and opportunities also change. Under the ERM Framework, which is developed with reference to the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Model, management of all levels are expected to constantly review the business operations and the environment that the Group operates in to identify risk areas and ensure mitigating measures are promptly developed to address these risks. The ERM Framework outlines the Group's approach to managing enterprise-wide risks and sets out a systematic process for identifying, evaluating, managing and monitoring risks faced by the Group.

Individual business units have different cultures and risk profiles. Hence, each business unit will identify and evaluate its set of risks. As part of the internal audit of each business unit, risk identification, analysis and evaluation exercise will be carried out and treated according to the risk management process as set out in the ERM Framework. The risk owners, internal auditor and management participate in the review process.

The Board has received assurance from the CEO and Chief Financial Officer ("**CFO**") that, as at 30 June 2025:

- a) the Group's financial records have been properly maintained, and the financial statements give a true and fair view of the Group's operations and finances; and
- b) the Group's risk management and internal control systems were adequate and effective to address financial, operational, compliance and information technology risks which the Group considers relevant and material to its operations.

Based on the internal controls established and maintained by the Group, work performed by the internal auditors, reviews performed by management and various Board Committees and assurances received from the CEO and CFO, the Board, with the concurrence of the AC, is of the opinion that the Group's internal control and risk management systems were adequate and effective as at 30 June 2025 to address financial, operational, compliance and information technology risks which the Group considers relevant and material to its operations.

CORPORATE GOVERNANCE STATEMENT

The Board notes that the internal control and risk management systems provide reasonable, but not absolute, assurance that the Group will not be affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. In this respect, the Board also notes that no system can provide absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error, fraud or other irregularities.

Related Party Transactions

The Company has adopted procedures to comply with all regulations governing related party transactions, and for the periodic review and approval of these transactions by the AC.

Pursuant to Rule 907 of the Listing Manual of the SGX-ST, the aggregate value of interested person transactions entered into by the Group during FY2025 is as follows:

Name of Interested Person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)
Mr Chew Hua Seng	S\$32,917,000
Mdm Lim Siew Mun	S\$1,351,000
Mr Lim How Teck*	S\$1,084,000
Mr Ng Kwan Meng	S\$809,000
Mr Joseph Ho Yan Jun	S\$809,000
BG (Retd) Chua Chwee Koh	S\$542,000

* Deemed interested by Mr Lim How Teck, held by spouse.

Note:

- The Company does not have a shareholders' mandate on interested party transactions.
- The nature of interested party transaction is described under Notes 31 to the Financial Statements FY2025.

Dealings in Securities

The Company has adopted the SGX-ST Best Practices Guide with respect to dealings in securities for the guidance of Directors and employees. Directors and employees of the Group are reminded on a quarterly basis to refrain from dealing in the Company's securities on short-term considerations and to abstain from dealing with the Company's securities for a period commencing two weeks before the announcement of results for the first three quarters and one month before the announcement of the full year results, and ending on the date of the announcement of the relevant results. Directors and employees of the Group are simultaneously reminded that they are also not permitted to deal in the Company's securities at any time when in possession of any unpublished price sensitive information relating to the Group.

CORPORATE GOVERNANCE STATEMENT

PRINCIPLE 10: AUDIT COMMITTEE

The Audit Committee (the “**AC**”) has written terms of reference that are approved by the Board and clearly set out its responsibilities. A former partner or director of the Company’s existing auditing firm or auditing corporation cannot act as a member of the Company’s AC:

- a) within a period of two years commencing on the date of his ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case
- b) for as long as he has any financial interest in the auditing firm or auditing corporation.

The AC comprises four members who are all non-executive and independent Directors:

- 1) Mr Lim How Teck, Chairman of AC (Independent Director)
- 2) Mr Ng Kwan Meng (Independent Director)
- 3) Mdm Lim Siew Mun (Lead Independent Director)
- 4) BG (Retd) Chua Chwee Koh (Independent Director)

The AC meets on a quarterly basis, with further meetings if circumstances require. The Board is of the view that the members of the AC, collectively, have recent and relevant accounting or related financial management expertise or experience and are qualified to discharge the AC’s responsibilities. The AC is kept abreast by management and the external auditors of changes to accounting standards, the Listing Manual of the SGX-ST and other regulations which could have an impact on the Group’s operations and financial statements. Members of the AC also update themselves through relevant publications and by attending relevant seminars and courses.

Please refer to the section on “Board of Directors” in the Annual Report for key information on the AC members, including their academic and professional qualifications.

The AC assists the Board to maintain a high standard of corporate governance, particularly in the areas of effective financial reporting and the adequacy of internal controls system of the Group.

The duties and responsibilities of AC include:

- Review the scope of annual internal and external audit plans, evaluation of internal accounting control systems, audit report, significant internal audit observations and management’s responses thereto.
- Review the quarterly and annual financial statements before submission to the Board for approval.
- Review and discuss with external auditors any suspected fraud, irregularities or regulatory breaches which have or likely to have a material impact on the Group’s operating results or financial position.
- Evaluate the assistance given by management to the external auditors and discuss issues of concern, if any, arising from interim and final audits or any matters the auditors wish to discuss.
- Review at least annually the adequacy and effectiveness of the internal audit function.

CORPORATE GOVERNANCE STATEMENT

- Review and report to the Board at least annually the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls (with the assistance of competent external professionals, if necessary).
- Review the scope and results of the external audit, and the independence and objectivity of the external auditors.
- Review any interested person transactions in perspective of Interested Person Transactions Policy and Listing Manual of the SGX-ST.
- 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 which warrant AC's attention.
- Undertake such other functions and duties as may be required under the AC's Terms of Reference, by statute or the Listing Manual of SGX-ST, and by such amendments made thereto from time to time.

The AC has explicit authority to investigate any matter within its Terms of Reference, and has full access to and co- operation of the management. The AC has the full discretion to invite any Director, executive officer, internal auditors and external auditors to attend its meetings.

The AC meets with the external auditors, BDO LLP, without the presence of management, at least once a year. The external auditors also have unrestricted access to the AC. The internal auditors, who report to the Chairman of the AC, engage in regular communication with the AC.

External Auditors

The AC makes recommendations to the Board for the appointment, re-appointment and dismissal of the external auditors, including the remuneration and terms of engagement.

The AC reviews the independence and objectivity of the external auditors through discussions with them as well as a review of the volume and nature of all non-audit services provided by the external auditors during the relevant financial year. The AC is satisfied that the financial, professional and business relationships between the Group and BDO LLP will not prejudice their independence and objectivity and has recommended their re-appointment as external auditors of the Company at the coming AGM.

Whistle-blowing Policy

The Group has a whistle-blowing policy and established procedures which provide well-defined and accessible channels within the Group on the escalation, investigation and follow up of any reported wrong-doing by an employee, customer, vendor or third party.

The Whistle-Blowing Policy is available for download at the following link:

https://www.raffles.education/images/Investor/Whistblower_Policy_Nov_2022.pdf

CORPORATE GOVERNANCE STATEMENT

Internal audit

The Board and the AC agree that it is important to have a strong professional internal audit function that will enhance the management of risk and safeguard shareholders' interests. However, the size of the operations of the Group does not warrant having an in-house internal audit function. The internal audit function is outsourced to Baker Tilly Consultancy (Singapore) Pte Ltd.

Baker Tilly Consultancy (Singapore) Pte Ltd is affiliated to Baker Tilly TFW LLP, one of the 10 largest accountancy and business advisory firms in Singapore and also an independent member of Baker Tilly International, the world's 8th largest accounting and business advisory network. The persons assigned to carry out the internal audits on the Group are well qualified, with certifications such as Chartered Accountant of Singapore, Certified Internal Auditor and Certification in Risk Management Assurance, amongst others. The AC is satisfied that Baker Tilly Consultancy (Singapore) Pte Ltd has adequate resources to perform its functions and also has the appropriate standing within the Company.

The responsibilities of internal audit include:

- Evaluating the adequacy and effectiveness of the Group's risk management and internal controls systems, including whether there is prompt and accurate recording of transactions and proper safeguarding of assets.
- Reviewing whether the Group complies with relevant laws and regulations and adheres to established policies.
- Reviewing whether management is taking appropriate steps to address control deficiencies.

Baker Tilly Consultancy (Singapore) Pte Ltd has conducted its internal audits on the Group in accordance with internal audit methodology which is aligned with the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

The internal audit has direct access to AC Chairman and would update AC Chairman regularly. The AC reviews annually the adequacy and effectiveness of the internal audit function.

The AC reviews and approves the annual internal audit plans and reviews the scope and results of internal audit procedures issued by the internal auditors. Internal audit has unfettered access to the AC, the Board and senior management, as well as the right to seek information and explanation. Internal audit also has unfettered access to all of the Group's documents, records, properties and personnel. All audit reports are circulated to the AC, the CEO, the external auditors and the relevant senior management representatives. Information on outstanding issues is categorised according to level of concern and high-risk outstanding issues are escalated to senior management for timely resolution.

CORPORATE GOVERNANCE STATEMENT

IV. SHAREHOLDER RIGHTS AND ENGAGEMENT

PRINCIPLE 11: SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

Shareholder Rights

The Group accords all shareholders fair and equitable treatment. The Group is committed to the practice of fair, transparent and timely disclosure of material information to enable shareholders to make informed decisions in respect of their investments in the Company. All price-sensitive information is publicly released prior to any sessions with individual investors or analysts.

Announcements of results and information on new initiatives are published through the SGXNET. Financial results and Annual Reports are announced or issued within the mandatory period. Shareholders can also access information on the Group via the website <https://raffles.education>.

The Company ensures that shareholders have the opportunity to participate effectively and vote at general meetings of shareholders and be informed of the rules, including voting procedures that govern such meetings. Shareholders may download the Annual Report and notice of the general meeting from the Company's website at <https://raffles.education> and SGXNET. The notice of general meeting is also broadcasted on SGXNET and advertised in newspapers.

The Constitution of the Company allows each shareholder to appoint up to two (2) proxies to attend and vote at general meetings on his/her behalf, unless the shareholder is a relevant intermediary (as defined in Section 181 of the Companies Act). A relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. The Company is not implementing absentia voting methods such as voting via mail, e-mail or fax until security, integrity and other issues are satisfactorily resolved. Accordingly, the Company's Constitution does not currently expressly provide for such absentia voting methods at general meetings of shareholders.

The Annual General Meeting (AGM 2025) to be held on 24 October 2025 will be held at a physical place in Singapore, pursuant to the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023.

The Minutes of the AGM which will incorporate substantial and relevant comments or queries from shareholders relating to the agenda of the AGM and responses from the Board and Management will be published on SGXNET and the Company's website at <https://raffles.education>.

Dividend Policy

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, capital requirements, cash flow, general business condition, development plans and other factors as the Directors may deem appropriate.

CORPORATE GOVERNANCE STATEMENT

PRINCIPLE 12: ENGAGEMENT WITH SHAREHOLDERS

Communication with Shareholders

The Board views the general meetings as the principal forum for dialogue with shareholders, being an opportunity for shareholders to raise issues pertaining to the proposed resolutions and/or ask the Directors or managements questions regarding the Company and its operations.

The Group's investor relations activities promote regular, effective and fair communication with shareholders. All press statements and announcements, if any, and quarterly financial statements are published on the Group's website <https://raffles.education> and at SGXNET website.

An investor relations team supports the Chairman and CEO in maintaining a close and active dialogue with institutional investors. Contact details for investors to submit their feedback and queries are provided on the Group's website.

Conduct of Shareholder Meetings

The AGM provides shareholders with the opportunity to share their views on matters of the Group and to meet the Board of Directors, including chairpersons of the Board Committees and certain members of senior management. Directors must attend all general meetings of the Company unless prevented by extenuating circumstances. The Group encourages and values shareholders' participation at its general meetings. Representatives from the external auditors of the Company are also present at AGM of the Company to address shareholders' queries.

The Company Secretary prepares Minutes of shareholders' meetings which incorporate substantial and relevant comments or queries from shareholders relating to the agenda of the meetings, and the responses from the Board and management. The Minutes are available to shareholders upon request.

In accordance with the recommendations contained in the Code and its Guidelines, comprehensive explanatory notes are provided in the notice of meeting on any special business to be transacted and resolutions requiring the approval of shareholders are tabled separately at the Company's general meetings unless they are closely related and are more appropriately dealt with together.

All the resolutions proposed at the Company's general meetings are put to vote by poll. The Company has adopted electronic poll voting which allows the votes cast for or against together with the respective percentages on each resolution to be tallied immediately and displayed live on screen at the general meeting. The same information is also announced after the general meeting via SGXNET.

CORPORATE GOVERNANCE STATEMENT

V. MANAGING STAKEHOLDERS RELATIONSHIPS

PRINCIPLE 13: ENGAGEMENT WITH STAKEHOLDERS

The Company's material stakeholders are its shareholders, employees and the communities in which its subsidiary companies and institutions of learning operate in. The Company sets the direction for the growth of the organization and it does so in the knowledge of stakeholders' requirements and needs.

The Company regularly seeks its stakeholders' views and expectations through conversations, collaboration and research. By taking an inclusive approach, the Company hopes the stakeholders in turn will have a deeper understanding of the Company's strategic goals, practices and performance.

The environmental, social and governance factors that are material to the Company and its' stakeholders have been identified and are described in the Company's Sustainability Report.

The Company publishes its sustainability report on an annual basis. The Company's FY2025 Sustainability Report will be issued by 30 October 2025 and such Report will be made available to shareholders on SGXNET and the Company's website <https://raffles.education> in due course.

Through regular interactions, the Company will manage its relationships with all stakeholders and keep them apprised of the Company's governance, social and environmental concerns. All these efforts will be detailed in the Company's Sustainability Report.

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DIRECTORS' STATEMENT

The Directors of Raffles Education Limited (the "Company") present their statement to the members together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group"), the statement of changes in equity of the Company for the financial year ended 30 June 2025 and the statement of financial position of the Company as at 30 June 2025.

1. Opinion of the Directors

In the opinion of the Board of Directors,

- (a) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company together with the notes thereon are properly drawn up so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 June 2025 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the changes in equity of the Company for the financial year ended on that date; and
- (b) at the date of this statement and as disclosed in Note 2 to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. Directors

The Directors of the Company in office at the date of this statement are:

Chew Hua Seng
Lim Siew Mun
Lim How Teck
Ng Kwan Meng
Chua Chwee Koh
Joseph Ho Yan Jun

3. Arrangements to enable Directors to acquire shares and debentures

Except as disclosed in this statement, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' STATEMENT

4. Directors' interests in shares or debentures

According to the Register of Directors' Shareholdings kept by the Company for the purposes of Section 164 of the Singapore Companies Act 1967 (the "Act"), none of the Directors who held office at the end of the financial year had any interests in the shares or debentures of the Company or its related corporations except as follows:

	Shareholdings registered in the name of Directors		Shareholdings in which Directors are deemed to have an interest	
	At beginning of the year	At end of the year	At beginning of the year	At end of the year
Interests in Raffles Education Limited				
	Number of ordinary shares			
Chew Hua Seng	484,035,105	491,769,605	34,043,159	34,043,159
Lim Siew Mun	3,812,300	4,375,300	-	-
Lim How Teck	2,812,300	3,375,300	2,000,000	2,000,000
Ng Kwan Meng	3,812,340	4,375,340	2,000,000	2,000,000
Chua Chwee Koh	9,540,600	10,103,600	-	-
Joseph Ho Yan Jun	812,300	1,375,300	-	-
	Number of convertible bonds			
Chew Hua Seng	34,383,487	34,383,487	646,819	646,819
Lim Siew Mun	100,000	100,000	-	-
Lim How Teck	50,000	50,000	50,000	50,000
Ng Kwan Meng	200,000	200,000	99,800	99,800
Chua Chwee Koh	421,000	421,000	-	-

In accordance with the continuing listing requirements of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company state that, according to the Register of Directors' Shareholdings, the Directors' interests as at 21 July 2025 in the shares of the Company have not changed from those disclosed as at 30 June 2025.

By virtue of Section 7 of the Act, Chew Hua Seng is deemed to have interests in the shares of all the related corporations of the Company as at the beginning and end of the financial year.

DIRECTORS' STATEMENT

5. Share options and performance shares

5.1 Share options

- (a) Options to take up unissued shares

The Company had, by way of a shareholders' approval at an Extraordinary General Meeting held on 23 March 2011, adopted a new scheme "Raffles Education Corporation Employees' Share Option Scheme (Year 2011)" (the "RE ESOS Scheme").

The RE ESOS Scheme are administered by the Remuneration Committee whose current members are:

Lim How Teck (Chairman)
Joseph Ho Yan Jun
Lim Siew Mun

A member of the Remuneration Committee who is also a Participant of the RE ESOS Scheme must not be involved in its deliberations in respect of options granted or to be granted to him or held by him.

Statutory and other information regarding the RE ESOS Scheme are set out below:

- (i) The Committee may at its discretion, fix the subscription price at a discount up to 20% off market price, or a price equal to the average of the last dealt market prices for the 5 consecutive market days on which the shares of the Company were traded on the SGX-ST immediately preceding the date of grant of the options.
- (ii) Consideration for the grant of an option is \$1.00.
- (iii) Options can be exercised 1 year after grant for market price options and 2 years for discounted options.
- (iv) Options granted will expire after 5 years for participants not holding a salaried office or employment in the Group, and 10 years for employees of the Group.
- (v) Options granted will lapse when participant ceases to be a full-time employee with the Group, subject to certain exceptions at the discretion of the Company.
- (vi) The aggregate number of shares over which options may be granted on any date, when added to the number of shares issued and issuable in respect of all options granted under the RE ESOS Scheme, shall not exceed 15% of the total number of issued shares excluding treasury shares of the Company on the day preceding that date of grant.

DIRECTORS' STATEMENT

DIRECTORS' STATEMENT

5. Share options and performance shares (Continued)

5.1 Share options (Continued)

(b) Unissued shares under option and options exercised

Under the RE ESOS Scheme, share options granted, exercised and cancelled during the financial year and outstanding as at 30 June 2025 were as follows:

Date of grant	At 1 July 2024 Or date of grant, whichever is later ('000)	Exercised ('000)	Expired/ cancelled ('000)	Balance as at 30 June 2025 ('000)	Exercise price \$	Exercise period
RE ESOS Scheme						
14 September 2018	850	-	(50)	800	0.148	14 September 2019 to 13 September 2028
14 September 2018	930	-	-	930	0.148	14 September 2020 to 13 September 2028
	1,780	-	(50)	1,730		

DIRECTORS' STATEMENT

5. Share options and performance shares (Continued)

5.1 Share options (Continued)

- (c) Share options pursuant to the RE ESOS Scheme (the "Schemes")

Aggregate options granted to Directors and controlling shareholders of the Company under the Schemes since their commencement, adjusted for share consolidation in financial year 2011, are as follows:

	Options granted during the financial year ended 30 June 2025 ('000)	Aggregate options granted since the commencement of the Schemes to 30 June 2025 ('000)	Aggregate options exercised/ cancelled since the commencement of the Schemes to 30 June 2025 ('000)	Aggregate options outstanding as at 30 June 2025 ('000)
Chew Hua Seng	-	1,500	(1,500)	-
Doris Chung Gim Lian*	-	300	(300)	-
	-	1,800	(1,800)	-

*Ms Doris Chung Gim Lian is the spouse of Mr Chew Hua Seng.

DIRECTORS' STATEMENT

5. Share options and performance shares (Continued)

5.1 Share options (Continued)

- (d) During the financial year, no options were granted at a discount to market price.
- (e) During the financial year, no participant received 5% or more of the total number of options, available under the Schemes.
- (f) There were no options granted to participants who are controlling shareholders of the Company and their associates except for options granted to Chew Hua Seng and Doris Chung Gim Lian, as disclosed above.
- (g) These options do not entitle the holder to participate by virtue of the options, in any share issue of any other corporations.

Save as disclosed above, there were no unissued shares of the Company or its subsidiary corporations under options as at the end of the financial year.

5.2 Performance Share Plan

- (a) The Company had, by way of a shareholders' approval at the Annual General Meeting held on 30 October 2021, adopted the "Raffles Education Performance Share Plan (Year 2021)" (the "RE PSP").

The RE PSP are administered by the Remuneration Committee whose current members are:

Lim How Teck (Chairman)
Joseph Ho Yan Jun
Lim Siew Mun

A member of the Remuneration Committee who is also a Participant of the RE PSP must not be involved in its deliberations in respect of options granted or to be granted to him or held by him.

Statutory and other information regarding the RE PSP are set out below:

- (i) The participants in the RE PSP extends to among others, executive and non-executive directors of any member of the Group and confirmed full-time employees of any member of the Group, and this includes the non-executive Directors (including independent Directors). Controlling Shareholders of the Company and/or their Associates (each as defined in the RE PSP) are not eligible to participate in the RE PSP.
- (ii) The Participants are not required to pay for the grant of awards.

DIRECTORS' STATEMENT

5. Share options and performance shares (Continued)

5.2 Performance Share Plan (Continued)

- (a) The Company had, by way of a shareholders' approval at the Annual General Meeting held on 30 October 2021, adopted the "Raffles Education Performance Share Plan (Year 2021)" (the "RE PSP"). (Continued)

Statutory and other information regarding the RE PSP are set out below:
(Continued)

- (iii) Participant has a right to receive fully paid shares, their equivalent cash value or combinations thereof, free of charge, provided that certain performance conditions or other conditions are met and upon the expiry of the vesting periods.
- (iv) Awards can be exercised within 3 years and $\frac{1}{3}$ of the awards granted can be exercised each year.
- (v) Awards granted will lapse when participant ceases to be an executive director, non-executive director or full-time employee with the Group, subject to certain exceptions at the discretion of the Company.
- (vi) The aggregate number of shares over which awards may be granted on any date, when added to the number of shares issued and issuable in respect of all share-based incentive schemes under the RE PSP, shall not exceed 15% of the total number of issued shares excluding treasury shares of the Company on the day preceding that date of grant.
- (b) During the financial year, there were grants of awards that have been issued to non-executive directors, being settlement of the share component of directors' fee for the financial year ended 30 June 2024 as follows:

Directors	Number of shares granted to each director
Lim How Teck	563,000
Ng Kwan Meng	563,000
Lim Siew Mun	563,000
Joseph Ho Yan Jun	563,000
Chua Chwee Koh	563,000

- (c) During the financial year, no participant was awarded 5% or more of the total number of shares, available under the RE PSP.
- (d) There were no awards granted to participants who are controlling shareholders of the Company and their associates.

DIRECTORS' STATEMENT

6. Audit Committee

The members of the Audit Committee as at the end of the financial year and at the date of this statement are:

Lim How Teck (Chairman)
Lim Siew Mun
Chua Chwee Koh

The Audit Committee performs the functions specified in Section 201B (5) of the Act. In performing those functions, the Audit Committee reviewed:

- the scope and the results of internal audit procedures with the internal auditors;
- the audit plans and the overall scope of examination by the external auditor of the Group;
- the independence of the external auditor of the Company and the nature and extent of non-audit services provided by the external auditor;
- the assistance provided by the Company's officers to the external auditor; and
- the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 30 June 2025, as well as the independent auditor's report on these financial statements thereon prior to submission to the Directors of the Company for adoption.

The Audit Committee has recommended to the Board of Directors the nomination of BDO LLP, for re-appointment as external auditor of the Company at the forthcoming Annual General Meeting.

7. Independent auditor

The independent auditor, BDO LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Chew Hua Seng
Director

Singapore
13 October 2025

Lim How Teck
Director

INDEPENDENT AUDITOR'S REPORT

To the Members of Raffles Education Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Raffles Education Limited (the "Company") and its subsidiaries (the "Group") as set out on pages 117 to 191, which comprise:

- the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 30 June 2025;
- the consolidated statement of comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended; and
- notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 June 2025, and of its consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the changes in equity of the Company for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going concern

We draw attention to Note 2 in the financial statements, which indicates that as of 30 June 2025, the Group's and the Company's current liabilities exceeded its current assets by \$85.8 million and \$45.7 million respectively. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the ability of the Group and of the Company to continue as going concerns. Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR’S REPORT

To the Members of Raffles Education Limited

Key Audit Matters	
Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 30 June 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.	
KEY AUDIT MATTER	AUDIT RESPONSE
1 Impairment assessment of goodwill As at 30 June 2025, the Group’s goodwill amounted to \$94,753,000 which had been mainly allocated to three cash-generating-units (“CGUs”) including China Education Limited, Wanbo Institute of Science & Technology and Raffles College of Higher Education Sdn. Bhd. In accordance with SFRS(I) 1-36 <i>Impairment of Assets</i>, the Group is required to test goodwill for impairment annually or more frequently if there is any indication that the goodwill have been allocated to respective CGUs may be impaired. Management applied the value-in-use (discounted cash flow forecasts) method to determine the recoverable amount of respective CGUs. Any shortfall between the recoverable amount and the carrying amount of the CGUs would be recognised as impairment losses. We have determined the impairment assessment of goodwill allocated to respective CGUs to be a key audit matter as significant judgements and estimates are involved with regard to the key assumptions such as revenue growth rate and discount rate used in the discounted cash flow forecast prepared by management.	Our procedures included amongst other, the following: • Evaluated the reasonableness of the key assumptions made by management in preparing the discounted cash flows by performing analytical procedures and comparing the revenue and terminal growth rates against historical performance and industry outlook; • Engaged our internal valuation specialist to evaluate the appropriateness of the discount rates used by management against market data; • Performed sensitivity analysis around the key assumptions, including the revenue and terminal growth rate and discount rate used in cash flow forecast; and • Assessed the adequacy of the related disclosures in the financial statements.
Refer to Note 9 of the accompanying financial statements.	

INDEPENDENT AUDITOR'S REPORT

To the Members of Raffles Education Limited

KEY AUDIT MATTER

AUDIT RESPONSE

2 Valuation of investment properties

As at 30 June 2025, the Group's investment properties amounted to \$316,440,000 and represented 31% of the Group's total assets. The Group recorded fair value loss on investment properties of \$5,658,000 during the financial year. The Group's investment properties are stated at fair value based on valuation performed by independent professional valuation specialists. The fair value of investment properties was derived using the direct comparison and income approach. Details of the valuation methodologies used are disclosed in Note 5 to the financial statements.

The valuation process involves significant judgement in determining the appropriate valuation methodologies to be applied and these are underpinned by a number of key assumptions which included capitalisation rate, monthly rental rate and price per square metre. Changes to these key assumptions may have a significant impact to the valuation.

We have determined the valuation of investment properties as a key audit matter due to the significance of the carrying amount and fair value loss to the financial statements as a whole, as well as the significant estimates and judgements associated with the valuation.

Our procedures included amongst other, the following:

- Assessed the competency, capabilities and objectivity of the independent professional valuation specialists, including obtaining an understanding of the specialists' scope of work and the terms of engagement;
- Read the valuation reports issued by the independent professional valuation specialists to understand and evaluate the appropriateness of the valuation methodologies used;
- Assessed the reasonableness of the key assumptions made by comparing the price per square metre, monthly rental rate and capitalisation rate to market rates, rental agreements and market data, as appropriate; and
- Assessed the adequacy of the related disclosures in the financial statements.

Refer to Note 5 of the accompanying financial statements.

INDEPENDENT AUDITOR'S REPORT

To the Members of Raffles Education Limited

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Directors' responsibilities include overseeing the Group's financial reporting process.

INDEPENDENT AUDITOR'S REPORT

To the Members of Raffles Education Limited

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purpose of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITOR'S REPORT

To the Members of Raffles Education Limited

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Yeo Siok Yong.

BDO LLP

Public Accountants and
Chartered Accountants

Singapore
13 October 2025

STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2025

		Group		Company	
	Note	2025	2024	2025	2024
		\$'000	\$'000	\$'000	\$'000
Non-current assets					
Property, plant and equipment	3	464,998	468,799	240	272
Right-of-use assets	4	9,113	11,738	-	-
Investment properties	5	316,440	351,288	-	-
Investments in subsidiaries	6	-	-	419,101	419,375
Investments in joint venture	7	-	-	-	-
Investments in associates	8	1,780	2,499	-	-
Intangible assets	9	96,216	102,086	65	74
Deferred tax assets	16	630	479	-	-
Other receivables	10	3,187	8,400	52,000	58,901
Restricted bank balances	11	2,235	2,115	-	-
		894,599	947,404	471,406	478,622
Current assets					
Inventories		60	57	-	-
Trade and other receivables	10	34,108	33,831	344,338	365,300
Cash and bank balances	11	16,861	29,686	96	143
		51,029	63,574	344,434	365,443
Non-current assets held for sale	12	73,123	89,104	-	-
		124,152	152,678	344,434	365,443
Less:					
Current liabilities					
Trade and other payables	13	54,169	74,430	388,000	432,656
Course fees received in advance	20	23,058	21,805	-	-
Education facilities rental service received in advance		338	522	-	-
Income tax payables		15,578	14,931	51	51
Borrowings	14	113,405	54,432	2,095	14,135
Lease liabilities	15	3,407	3,339	-	-
		209,955	169,459	390,146	446,842
Net current liabilities		(85,803)	(16,781)	(45,712)	(81,399)
Less:					
Non-current liabilities					
Other payables	13	4,929	5,030	-	-
Course fees received in advance	20	4,317	-	-	-
Borrowings	14	95,336	170,839	59,481	36,326
Lease liabilities	15	6,739	9,382	-	-
Deferred tax liabilities	16	56,914	63,516	-	-
		168,235	248,767	59,481	36,326
Net assets		640,561	681,856	366,213	360,897

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2025

	Note	Group		Company	
		2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Equity					
Share capital	17	554,599	554,599	554,599	554,599
Treasury shares	18	(36,398)	(37,798)	(36,398)	(37,798)
Accumulated profits/(losses) and other reserves	19	37,625	73,178	(151,988)	(155,904)
Equity attributable to equity holders of the Company		555,826	589,979	366,213	360,897
Non-controlling interests		84,735	91,877	-	-
Total equity		640,561	681,856	366,213	360,897

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Note	2025 \$'000	2024 \$'000
Revenue	20	111,710	112,472
Interest income	21	161	2,420
Other operating income	22	53,787	14,905
Personnel expenses	23	(48,125)	(42,332)
Other operating expenses		(66,554)	(56,176)
Depreciation and amortisation expenses		(18,221)	(18,016)
Loss allowance on trade and other receivables, net	10	(958)	(176)
Impairment loss on investment in associates	8	(585)	-
Fair value loss on investment properties, net	5	(5,658)	(14,518)
Finance costs	24	(16,640)	(20,293)
Share of results of associates, net of tax		(179)	(848)
Profit/ (loss) before income tax	25	8,738	(22,562)
Income tax expense	26	(4,380)	(1,432)
Profit/ (loss) after income tax		4,358	(23,994)

Other comprehensive (loss)/income, net of tax

Items that may be reclassified subsequently to profit or loss:

Currency exchange differences arising on translating foreign operations	(45,778)	9,638
Total other comprehensive (loss)/ income, net of tax	(45,778)	9,638
Total comprehensive loss for the financial year	(41,420)	(14,356)

Attributable to:

Equity holders of the Company	7,696	(19,261)
Non-controlling interests	(3,338)	(4,733)
Net profit/ (loss) for the financial year	4,358	(23,994)

Attributable to:

Equity holders of the Company	(34,278)	(9,963)
Non-controlling interests	(7,142)	(4,393)
Total comprehensive loss for the financial year	(41,420)	(14,356)

Earnings/ (loss) per share (cents)

- Basic	27	0.55	(1.39)
- Diluted	27	0.55	(1.39)

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Attributable to equity holders of the Company							
	Share capital	Treasury shares	Revaluation reserve	Treasury shares reserve	Convertible bonds reserve	Foreign currency translation reserve	Share-based payments reserve	Accumulated profits
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Group								
Balance at 1 July 2024	554,599	(37,798)	8,304	(1,652)	5,150	(57,819)	2,642	116,553
								589,979
								\$'000
Net profit/(loss) for the year	-	-	-	-	-	-	-	7,696
Other comprehensive loss	-	-	-	-	-	(41,974)	-	-
Total comprehensive loss for the year	-	-	-	-	-	(41,974)	-	7,696
								(34,278)
								\$'000
Share-based payment	-	1,400	-	(1,275)	-	-	-	-
								125
								\$'000
Balance at 30 June 2025	554,599	(36,398)	8,304	(2,927)	5,150	(99,793)	2,642	124,249
								555,826
								\$'000
								91,877
								\$'000
								681,856
								\$'000
								4,358
								(3,338)
								(3,804)
								(45,778)
								(41,974)
								(7,142)
								(41,420)
								\$'000
								84,735
								640,561
								\$'000

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Attributable to equity holders of the Company										
	Share capital \$'000	Treasury shares \$'000	Revaluation reserve \$'000	Treasury shares reserve \$'000	Convertible bonds reserve \$'000	Foreign currency translation reserve \$'000	Share-based payments reserve \$'000	Accumulated profits \$'000	Total \$'000	Non-controlling interests \$'000	Total equity \$'000
Group											
Balance at 1 July 2023	554,337	(38,817)	8,304	(758)	5,150	(67,117)	2,642	136,222	599,963	95,862	695,825
Net loss for the year	-	-	-	-	-	-	-	(19,261)	(19,261)	(4,733)	(23,994)
Other comprehensive income	-	-	-	-	-	9,298	-	-	9,298	340	9,638
Total comprehensive loss for the year	-	-	-	-	-	9,298	-	(19,261)	(9,963)	(4,393)	(14,356)
Transaction with owners											
Dilution of interest in existing subsidiary without loss of control	-	-	-	-	-	-	-	(408)	(408)	408	-
Share-based payment	-	1,019	-	(894)	-	-	-	-	125	-	125
Issuance of ordinary shares	262	-	-	-	-	-	-	-	262	-	262
17											
Balance at 30 June 2024	554,599	(37,798)	8,304	(1,652)	5,150	(57,819)	2,642	116,553	589,979	91,877	681,856

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Share capital \$'000	Treasury shares \$'000	Treasury shares reserve \$'000	Convertible bonds reserve \$'000	Share-based payments reserve \$'000	Accumulated losses \$'000	Total equity \$'000
Company							
Balance at 1 July 2024	554,599	(37,798)	(1,652)	5,150	2,642	(162,044)	360,897
Total comprehensive income	-	-	-	-	-	5,191	5,191
Share-based payment	-	1,400	(1,275)	-	-	-	125
Balance at 30 June 2025	554,599	(36,398)	(2,927)	5,150	2,642	(156,853)	366,213
Company							
Balance at 1 July 2023	554,337	(38,817)	(758)	5,150	2,642	(154,349)	368,205
Total comprehensive loss	-	-	-	-	-	(7,695)	(7,695)
Share-based payment	-	1,019	(894)	-	-	-	125
Issuance of ordinary shares	262	-	-	-	-	-	262
Balance at 30 June 2024	554,599	(37,798)	(1,652)	5,150	2,642	(162,044)	360,897

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Note	2025 \$'000	2024 \$'000
Operating activities			
Profit/(Loss) before income tax		8,738	(22,562)
Adjustments for:			
Depreciation for property, plant and equipment	3	14,609	14,508
Fair value loss on investment properties, net	5	5,658	14,518
Amortisation of right-of-use assets	4	3,400	3,290
Loss allowance on trade and other receivables, net	10	958	176
Impairment loss on investments in associates	8	585	-
Loss on disposal of investment in associates		183	-
Loss on disposal of investment properties	25	2,073	-
Amortisation of intangible assets	9	212	218
Bad trade and other receivables written off	25	756	226
Finance costs	24	16,640	20,293
Interest income	21	(161)	(2,420)
Gain on disposal of property, plant and equipment, net		(90)	(14)
Gain on lease modification	22	(49)	(4)
Loss on disposal of right-of-use assets, net		-	4
Property, plant and equipment written off	25	-	9
Share of results of associates		179	848
Unrealised foreign exchange (gain)/loss, net		(27,310)	4,600
Operating cash flows before movements in working capital		26,381	33,690
Inventories		(3)	4
Trade and other receivables		(637)	(573)
Course fees received in advance		5,023	635
Education facilities rental service received in advance		(158)	(988)
Trade and other payables		(5,112)	2,922
Cash generated from operations		25,494	35,690
Interest paid		(14,321)	(14,689)
Interest received		161	2,420
Income tax paid, net		(6,985)	(4,025)
Net cash generated from operating activities		4,349	19,396

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Note	2025 \$'000	2024 \$'000
Investing activities			
Additions of intangible assets	9	-	(21)
Payments for property, plant and equipment	A	(4,208)	(13,502)
Refund/(Advance payment) for acquisition of investment properties		1,551	(1,807)
Refund from advance payment for construction of investment properties		1,604	8,374
Advance payment for construction project		-	(166)
Additions of right-of-use-assets		(1)	(7)
Additions of investment properties	5	(567)	(1,569)
Consideration paid for acquisition of subsidiary		-	(1,146)
Deposit received from non-current assets held for sale		1,780	20,722
Proceeds from disposal of property, plant and equipment		771	56
Proceeds from disposal of investment properties		2,174	-
Proceeds from disposal of right-of-use assets		-	90
Net cash generated from investing activities		3,104	11,024
Financing activities			
Decrease in bank balances pledged and restricted cash, net		125	32,099
Loan from a director, net	13, C	1,918	6,011
Repayment to third party		-	(4,804)
Proceeds from issuance of non-convertible bonds	B	21,000	-
Drawdown of bank borrowings	B	6,934	9,768
Repayment of bank borrowings	B	(45,999)	(64,588)
Repayment of principal portion of lease liabilities	15	(3,332)	(3,033)
Repayment of interest portion of lease liabilities	15	(607)	(710)
Net cash used in financing activities		(19,961)	(25,257)
Net change in cash and cash equivalents		(12,508)	5,163
Cash and cash equivalents at beginning of financial year		29,369	24,206
Cash and cash equivalents at end of financial year	11	16,861	29,369

	Note	2025 \$'000	2024 \$'000
Note A			
Additions of property, plant and equipment	3	6,710	6,584
(Increase)/Decrease in other payables in relation to property, plant and equipment		(4,309)	6,918
Increase in advance payment for construction		1,807	-
Payments for property, plant and equipment per consolidated statement of cash flows		4,208	13,502

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

Note B: Reconciliation of liabilities arising from financing activities

		Non-cash changes				
		Conversion of convertible bond			Accrued loan interest	
		Cash flows	of convertible bond	Foreign currency realignment		
2024						2025
\$'000		\$'000	\$'000	\$'000	\$'000	\$'000
Borrowings (Note 14)	225,271	(18,065)	-	(638)	2,173	208,741

		Non-cash changes				
		Conversion of convertible bond			Accrued loan interest	
		Cash flows	of convertible bond	Foreign currency realignment		
2023						2024
\$'000		\$'000	\$'000	\$'000	\$'000	\$'000
Borrowings (Note 14)	275,518	(54,820)	(262)	214	4,621	225,271

Note C: Reconciliation of amount due to a director

		Cash inflows		Non-cash changes	
		Fund received from	Repayment to	Foreign currency realignment	
2024					2025
\$'000		\$'000	\$'000	\$'000	\$'000
Amount due to a director	6,011	17,991	(16,073)	(241)	7,688

		Cash inflows		Non-cash changes	
		Fund received from	Repayment to	Foreign currency realignment	
2023					2024
\$'000		\$'000	\$'000	\$'000	\$'000
Amount due to a director	-	11,534	(5,523)	-	6,011

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

1. General corporate information

Raffles Education Limited (the “Company”) is incorporated and domiciled in the Republic of Singapore (Registration Number: 199400712N), and its registered office and principal place of business is at 111 Somerset Road, #15-22, 111 Somerset, Singapore 238164. The Company is listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”).

The principal activities of the Company are those of an investment holding and provision of business and management consultancy services.

The principal activities of significant subsidiaries are set out in Note 6 to the financial statements.

The consolidated financial statements relate to the Company and its subsidiaries (collectively referred to as the “Group”) and the Group’s interests in associates and joint venture.

2. Basis of preparation

The financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) (“SFRS(I)s”) under the historical cost convention, except as disclosed in the relevant notes to the financial statements.

The individual financial statements of each entity within the Group are measured and presented in the currency of primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore dollar (“\$”) which is the functional currency of the Company and the presentation currency for the consolidated financial statements and all values presented are rounded to the nearest thousand (“\$’000”) as indicated unless otherwise stated.

The preparation of financial statements in compliance with SFRS(I)s requires management to make judgements, estimates and assumptions that affect the Group’s application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. Although these estimates are based on management’s best knowledge of current events and actions, actual results may differ from those estimates. Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are summarised below and detailed disclosures are included in the respective notes to the financial statements.

Critical judgements applied:

- Classification between property, plant and equipment and investment property (Note 3 and 5)
- Evaluation of levels of control and influence (Note 6, 7 and 8)
- Determination of lease terms (Note 15)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

2. Basis of preparation (Continued)

Significant accounting estimates and assumptions used:

- Fair value measurement of investment properties (Note 5)
- Impairment assessment of investment in subsidiaries, joint venture and associates (Notes 6, 7 and 8 respectively)
- Impairment assessment of goodwill (Note 9)
- Estimated credit loss on trade and other receivables (Note 10)
- Income taxes in various jurisdictions (Note 26)

Going concern

As at 30 June 2025, the Group's and the Company's current liabilities exceeded its current assets by \$85.8 million (2024: \$16.8 million) and \$45.7 million (2024: \$81.4 million) respectively. These conditions indicate that a material uncertainty exists that may cast significant doubt on the ability of the Group and of the Company to continue as going concern.

The Directors are of the view that the financial statements of the Group and the Company have been prepared on a going concern basis after considering the following factors:

- (i) Positive cash flow generation from its operations based on the cash flow forecast that covers a period of at least 15 months from 30 June 2025;
- (ii) The Group is confident that its lenders will continue to give support to the Group;
- (iii) The Group's ability to refinance or extend the maturity date of its existing borrowings when necessary with financial institutions;
- (iv) The Group's ability to realise certain of its assets through sale/lease of its properties. The proposed sale process of the Group's property located at 51 Merchant Road is on-going;
- (v) The Company announced a proposed issue of unlisted and non-convertible, 5-year 10.5% unsecured bonds ("Bonds") of up to an aggregate principal amount of \$10,000,000 on 13 June 2025. Certain subscribers had subscribed for \$3,000,000 of the Bonds till date; and
- (vi) The Company has the ability to tap funds from its shareholders and the capital market.

Should the Group and the Company be unable to achieve the above-mentioned plans and measure and operates as a going concern, adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which may differ significantly from the amounts at which they are currently recorded in the financial statements and to provide for any future liabilities which might arise. In addition, the Group and the Company may have to reclassify non-current assets and liabilities as current assets and liabilities respectively. Such adjustments have not been made to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

2. Basis of preparation (Continued)

Changes in accounting policies

New standards, amendments and interpretations effective from 1 July 2024

On 1 July 2024, the Group adopted the new or amended FRSs and interpretations to FRSs that are mandatory for application for the financial year. The adoption of these standards did not result in significant changes to the Group's accounting policies and had no material impact to the Group's financial statements.

New standards, amendments and interpretations issued but not yet effective

There are a number of standards, amendments to standards, and interpretations published that are effective in future accounting periods which the Group has not decided to early adopt. The Group does not expect any of these standards upon adoption will have a material impact to the Group, except as disclosed below:

SFRS(I) 18 Presentation and Disclosure in Financial Statements

The SFRS(I) 18 replaces SFRS(I) 1-1 *Presentation of Financial Statements* and provides guidance on presentation and disclosure in financial statements, focus on the statement of profit or loss.

SFRS(I) 18 introduces:

- New structure on statement of profit or loss with defined subtotals;
- Disclosure related to management-defined performance measures ("MPMs"), which are measures of financial performance based on a total or sub-total required by accounting standards with adjustments made (e.g. 'adjusted profit or loss'). A reconciliation of MPMs to the nearest total or subtotal calculated in accordance with accounting standards; and
- Enhanced principles on aggregation and disaggregation of financial information which apply to the primary financial statements and notes in general.

SFRS(I) 18 will take effect on 1 January 2027 and management anticipates that the new requirements will change the current presentation and disclosure in the financial statements. An impact assessment regarding the adoption of SFRS(I) 18 is still underway and has not yet been completed.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

3. Property, plant and equipment

	Freehold land \$'000	Leasehold land, buildings and improvements \$'000	Plant and equipment \$'000	Furniture, fittings and equipment \$'000	Computer equipment \$'000	Motor vehicles \$'000	Construction in-progress \$'000	Total \$'000
Group								
2025								
Cost								
Balance at 1 July 2024	58,062	470,388	6,072	19,151	11,989	1,861	7,714	575,237
Additions	-	155	397	510	438	52	5,158	6,710
Transfer in from right-of-use assets	-	-	-	-	-	38	-	38
Transfer in from investment properties	11,143	2,265	-	-	-	-	-	13,408
Transfer in from advance payment for property, plant and equipment	-	-	-	-	-	-	206	206
Disposals	-	(935)	(7)	(40)	(6)	(12)	-	(1,000)
Written off	-	(192)	-	-	-	-	-	(192)
Foreign currency realignment	2,452	(13,259)	(304)	(377)	(321)	39	(40)	(11,810)
Balance at 30 June 2025	71,657	458,422	6,158	19,244	12,100	1,978	13,038	582,597
Accumulated depreciation and impairment losses								
Balance at 1 July 2024	-	74,969	4,873	13,434	10,950	1,093	1,119	106,438
Depreciation charged	-	12,162	294	1,534	466	153	-	14,609
Disposals	-	(254)	(7)	(40)	(6)	(12)	-	(319)
Written off	-	(192)	-	-	-	-	-	(192)
Foreign currency realignment	-	(2,189)	(274)	(273)	(301)	43	57	(2,937)
Balance at 30 June 2025	-	84,496	4,886	14,655	11,109	1,277	1,176	117,599
Carrying amounts								
Balance at 30 June 2025	71,657	373,926	1,272	4,589	991	701	11,862	464,998

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

3. Property, plant and equipment (Continued)

	Freehold land \$'000	Leasehold land, buildings and improvements \$'000	Plant and equipment \$'000	Furniture, fittings and equipment \$'000	Computer equipment \$'000	Motor vehicles \$'000	Construction in-progress \$'000	Total \$'000
Group								
2024								
Cost								
Balance at 1 July 2023	58,502	464,652	5,620	18,480	11,669	1,468	6,628	567,019
Additions	-	1,912	399	800	398	477	2,598	6,584
Transfer in from right-of-use assets	-	-	-	-	-	50	-	50
Disposals	-	-	(10)	(102)	(49)	(146)	-	(307)
Written off	-	(76)	(8)	(96)	(53)	-	-	(233)
Reclassifications	-	1,477	-	18	5	-	(1,500)	-
Foreign currency realignment	(440)	2,423	71	51	19	12	(12)	2,124
Balance at 30 June 2024	58,062	470,388	6,072	19,151	11,989	1,861	7,714	575,237
Accumulated depreciation and impairment losses								
Balance at 1 July 2023	-	62,400	4,513	12,063	10,558	1,043	1,126	91,703
Depreciation charged	-	12,047	320	1,519	475	147	-	14,508
Disposals	-	-	(10)	(98)	(49)	(108)	-	(265)
Written off	-	(75)	(8)	(89)	(52)	-	-	(224)
Foreign currency realignment	-	597	58	39	18	11	(7)	716
Balance at 30 June 2024	-	74,969	4,873	13,434	10,950	1,093	1,119	106,438
Carrying amounts								
Balance at 30 June 2024	58,062	395,419	1,199	5,717	1,039	768	6,595	468,799

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

3. Property, plant and equipment (Continued)

	Computer equipment \$'000	Motor vehicle \$'000	Total \$'000
Company			
2025			
Cost			
Balance at 1 July 2024 and 30 June 2025	13	300	313
Accumulated depreciation			
Balance at 1 July 2024	11	30	41
Depreciation	2	30	32
Balance at 30 June 2025	13	60	73
Carrying amount			
Balance at 30 June 2025	-	240	240
2024			
Cost			
Balance at 1 July 2023	13	-	13
Additions	-	300	300
Balance at 30 June 2024	13	300	313
Accumulated depreciation			
Balance at 1 July 2023	9	-	9
Depreciation	2	30	32
Balance at 30 June 2024	11	30	41
Carrying amount			
Balance at 30 June 2024	2	270	272

During the year, the Group capitalised borrowing costs amounting to \$7,000 relating to construction of buildings. The capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation range from 6.75% to 6.90%.

Property, plant and equipment are initially recorded at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

Subsequent expenditure on an item of property, plant and equipment is added to the carrying amount of the item if it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably.

Freehold land has an unlimited useful life and therefore is not depreciated.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

3. Property, plant and equipment (Continued)

Depreciation on other items of property, plant and equipment is calculated and recognised in profit or loss using the straight-line basis to allocate their depreciable amounts over their estimated useful lives as follows:

Leasehold land, buildings and improvements [#]	3 - 50 years
Plant and equipment	10 years
Furniture, fittings and equipment	7 - 10 years
Computer equipment	4 - 5 years
Motor vehicles	10 years

[#] Majority of the leasehold land and buildings are depreciated over 20 - 50 years.

Construction in-progress represents buildings under construction, which is stated at cost less impairment if any. Cost comprises the direct costs incurred during the period of construction, installation and testing. Construction in-progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use. No depreciation is provided on construction in-progress. Depreciation commences when the asset is ready for its intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

Gain or loss on disposal of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and its carrying amount and is recognised in profit or loss.

Certain leasehold land, buildings and improvements consist of certain land use rights.

Certain freehold land and leasehold land, buildings and improvements with carrying value of \$73.1 million (2024: \$133.8 million) were mortgaged to secure borrowings as referred to in Note 14 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

4. Right-of-use assets

	Leased premises \$'000	Office equipment \$'000	Motor vehicles \$'000	Total \$'000
Group				
Cost				
Balance at 1 July 2024	18,340	576	180	19,096
Additions	1,144	64	-	1,208
Transfer out to property, plant and equipment	-	-	(91)	(91)
Lease modification	(1,693)	-	-	(1,693)
Written off	(1,050)	(9)	-	(1,059)
Foreign currency realignment	(170)	10	9	(151)
Balance at 30 June 2025	16,571	641	98	17,310

Accumulated amortisation

Balance at 1 July 2024	6,966	339	53	7,358
Amortisation charged	3,316	72	12	3,400
Transfer out to property, plant and equipment	-	-	(53)	(53)
Lease modification	(1,365)	-	-	(1,365)
Written off	(1,050)	(9)	-	(1,059)
Foreign currency realignment	(92)	6	2	(84)
Balance at 30 June 2025	7,775	408	14	8,197

Carrying amounts

Balance at 30 June 2025	8,796	233	84	9,113
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Cost

Balance at 1 July 2023	16,007	406	425	16,838
Additions	2,296	195	93	2,584
Disposal	-	(24)	(203)	(227)
Transfer out to property, plant and equipment	-	-	(132)	(132)
Foreign currency realignment	37	(1)	(3)	33
Balance at 30 June 2024	18,340	576	180	19,096

Accumulated amortisation

Balance at 1 July 2023	3,775	263	220	4,258
Amortisation charged	3,164	96	30	3,290
Disposal	-	(20)	(113)	(133)
Transfer out to property, plant and equipment	-	-	(82)	(82)
Foreign currency realignment	27	-	(2)	25
Balance at 30 June 2024	6,966	339	53	7,358

Carrying amounts

Balance at 30 June 2024	11,374	237	127	11,738
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NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

4. Right-of-use assets (Continued)

Restrictions

Included in the above, motor vehicles and office equipment with a carrying amount of \$316,794 (2024: \$362,435) is secured by the lease liabilities of \$287,544 (2024: \$318,812) (Note 15) as at 30 June 2025. The motor vehicles and office equipment will be returned to lessor in the event of default by the Group.

Right-of-use assets are initially measured at the amount of lease liabilities, reduced by any lease incentives received and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset.

Right-of-use assets are subsequently measured at cost less any accumulated amortisation, any accumulated impairment loss and, if applicable, adjusted for any remeasurement of the lease liabilities. The right-of-use assets under cost model are depreciated on a straight-line basis on the following bases:

Leased premises	1 - 6 years
Office equipment	3 - 5 years
Motor vehicles	10 years

5. Investment properties

	Group	
	2025	2024
	\$'000	\$'000
Balance at beginning of financial year	351,288	381,908
Additions	567	1,569
Fair value loss recognised in profit or loss, net	(5,658)	(14,518)
Disposal of investment properties	(4,247)	-
Transfer to property, plant and equipment, net (Note 3)	(13,408)	-
Transfer to non-current assets held for sale (Note 12)	(5,025)	(20,722)
Foreign currency realignment	(7,077)	3,051
Balance at end of financial year	<u>316,440</u>	<u>351,288</u>

Investment properties, which are properties held to earn rentals and/or for capital appreciation and are not occupied by the Group, are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value unless it is still in the course of construction or development at the reporting date and its fair value cannot be reliably determined at that time. Gains or losses arising from changes in the fair value of investment properties are recognised in profit or loss for the period in which they arise.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

5. Investment properties (Continued)

Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements are capitalised as additions and carrying amounts of the replaced components are written off to profit or loss. The cost of maintenance, repairs and minor improvements are charged to profit or loss when incurred.

Classification between property, plant and equipment and investment property

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment and its fair value at the date of reclassification becomes its cost for accounting purposes.

In accordance with SFRS(I) 1-40 *Investment Property*, the Group has established certain criteria in making judgement on whether a property qualifies as an investment property. Investment property is a property held for capital appreciation or to earn rentals or both. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as investment property. In addition, depending on the Group's latest corporate strategies, from time to time, the management may change the usage of its landed properties between property, plant and equipment and investment properties.

- (a) As at 30 June 2025, the investment properties relate to land and properties of certain subsidiaries held by Oriental University City Limited ("OUCL"), Oriental University City Holdings (H.K.) Limited ("OUCHK") (collectively "OUC"), Raffles Iskandar Sdn. Bhd. ("RU"), Raffles K12 Sdn. Bhd. ("RK12"), Mandurah Resort Pty Ltd ("Mandurah"), Raffles College of Design and Business (Private) Limited ("RUSL"), Raffles Siviez 1750 Pte. Ltd. ("Siviez") and 4 Vallees Pte. Ltd. ("4 Vallees"). OUC owns and leases out investment properties to colleges within its self-contained campus. The land under RU, Mandurah and RUSL are vacant as at 30 June 2025. RK12 has utilised part of the land for cafeteria and boarding facilities rental. Siviez owns a commercial building. 4 Vallees owns a hotel and facilities ("Hotel") and seven commercial units ("commercial units"), of which four are rented out.

Rental income from the Group's investment properties which are leased out under operating leases amounted to \$10.8 million (2024: \$11.4 million). Direct operating expenses arising from rental and non-rental generating investment properties amounted to \$2.6 million and \$1.5 million (2024: \$3.1 million and \$1.8 million) respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

5. Investment properties (Continued)

- (b) Investment properties are stated at fair value, determined based on professional valuation carried out by firms of independent professional valuation specialists holding recognised and relevant professional qualifications and recent experience in the locations and categories of the properties being valued. The valuation conforms to International Valuation Standards and is based on the assets' highest and best use, which is in line with actual use.

The valuations are mainly performed using Direct Comparison Approach and Income Approach.

Direct Comparison Approach makes reference to the comparable sales evidence in the relevant locality with adjustments made to reflect the differences in size, location, tenure, condition, prevailing market conditions and all other relevant factors affecting its use. The major inputs into the valuation model were the price per square metre and size of the properties.

Income Approach is based on capitalisation of net rental income derived from the existing tenancies with due allowances for revisionary income potential of the property or by reference to comparable market transactions. The major inputs into the valuation model were the rental rates and capitalisation rates.

For valuations performed by independent professional valuation specialist, the management reviews the appropriateness of the valuation methodologies and assumptions adopted including reliability of the inputs used in the valuations.

The Group categorises fair value measurement using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The fair value of the investment properties is considered Level 3 recurring fair value measurements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

5. Investment properties (Continued)

(b) (Continue)

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3):

Valuation techniques	Key unobservable inputs	Range	Inter-relationship between key unobservable inputs and fair value measurement
Income approach	Capitalisation rate	2.9% - 8.0% per annum (2024: 3.4% - 8.0% per annum)	Increase in capitalisation rate would result in lower fair value.
	Monthly rental rate	\$3.2 - \$89.3 per sqm (2024: \$3.3 - \$70.5 per sqm)	Increase in monthly rental rate would result in higher fair value.
Direct comparison approach	Price per square metre ⁽¹⁾	\$106.9 - \$791.7 per sqm (2024: \$111.3 - \$1,203.6 per sqm)	Increase in price per square metre would result in higher fair value.

⁽¹⁾ The yield adjustments are made for any difference in the nature, location or condition of the specific property.

- (c) As at 30 June 2025, \$244.7 million (2024: \$273.3 million) of the Group's investment properties are held under remaining leasehold interests between 24 to 29 years (2024: 25 to 30 years). The remaining investment properties are freehold.
- (d) Certain investment properties with carrying values totalling \$207.2 million (2024: \$212.8 million) were mortgaged to secure borrowings as referred to in Note 14 to the financial statements.
- (e) Investment properties of the Group are held mainly for leasing to tenants under operating leases.

6. Investments in subsidiaries

	Company	
	2025	2024
	\$'000	\$'000
Quoted equity shares, at cost	68,736	68,736
Unquoted equity shares, at cost	375,986	375,739
Less: Allowance for impairment losses	(25,621)	(25,100)
	<u>419,101</u>	<u>419,375</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

6. Investments in subsidiaries (Continued)

Evaluation of levels of control and influence

The Group and the Company carry on parts of its business activities through subsidiaries, associates or joint venture. In those circumstances, the Group and the Company have the ability to affect the significant financial and operating policies of the investees through the presence of control, significant influence or joint control. The determination of the level of influence the Group and the Company have over a business is often a mix of contractually defined and subjective factors that can be critical to the appropriate accounting treatment of investees in the Group's and the Company's financial statements. The management exercises significant judgement in analysing and evaluating relevant, subjective, diverse and sometimes contrasting qualitative and quantitative facts and circumstances surrounding its involvement in the investees, in determining whether the Group and the Company have control, significant influence or joint control over the investees. There are instances, where elements are present that, when considered in isolation, indicate control or lack of control over an investee, but when considered together makes it difficult to reach a clear conclusion. In certain circumstances, despite the lack of the required legal equity ownership, there could exist a parent-subsidiary relationship, an investor-associate relationship or a joint-investor relationship between the Group and the Company with these investees. Such evaluation and assessment processes do take into consideration to account for transactions and events in accordance with their substance and economic reality, and not merely their legal forms.

During the financial year ended 30 June 2024, Raffles Design International (India) Private Limited, issued additional shares amounting to \$508,865 to the Company. In addition, Raffles International Mongolia LLC issued additional shares amounting to \$800,894 to the Company. The shareholding interests in both subsidiaries remain unchanged as at year end.

During the financial year ended 30 June 2024, the Company had fully disposed of 75.39% of equity interest held in 4 Vallees Pte. Ltd. to Oriental University City Holdings (H.K.) Limited ("OUCHK"), a related company. The intragroup transaction resulted in a dilution of effective equity interests in 4 Vallees Pte Ltd from 94% to 75%, and increased non-controlling interests of \$408,000.

During the financial year ended 30 June 2025, Raffles Design International (India) Private Limited, issued additional shares amounting to \$260,000 to the Company.

Analysis of allowance for impairment losses on investments in subsidiaries during the financial year is as follows:

	Group	
	2025	2024
	\$'000	\$'000
Balance at beginning of financial year	25,100	24,299
Allowance made during the financial year, net	521	801
Balance at end of financial year	<u>25,621</u>	<u>25,100</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

6. Investments in subsidiaries (Continued)

As at each reporting date, the Company carried out a review of the recoverable amounts of the investment in subsidiaries, resulting in recognition of impairment losses of approximately \$521,000 (2024: \$801,000) for the financial year ended 30 June 2025, due to decline in performance of a subsidiary (2024: cessation of operation of a subsidiary). The recoverable amount of \$4,194,000 is determined based on the estimated fair value less cost of disposal using the adjusted net asset of the subsidiaries. This fair value measurement is categorised as a Level 3 of the fair value hierarchy based on the inputs used.

Details of the significant subsidiaries are as follows:

	Effective equity interest held by the Group		Country of incorporation/ principal place of business	Principal activities
	2025 %	2024 %		
Subsidiaries				
Wanbo Institute of Science & Technology ^(a)	100	100	The People's Republic of China	Provision of vocational and technical training
Tianjin University of Commerce Boustead College ^(a)	100	100	The People's Republic of China	Provider of education services
Oriental University City Holdings (H.K.) Limited ("OUCHK") and its subsidiaries ("OUCHK Group") ^(a)	75*	75*	The People's Republic of China	Provider of education supporting services
4 Vallees Pte. Ltd. ("4VPL")	75**	75**	Singapore	Property investment
Langfang Tonghui Education Consulting Co., Ltd ^(a)	99	99	The People's Republic of China	Provider of education consulting and development services
Langfang Hezhong Real Estate Development Co., Ltd ^(a)	70	70	The People's Republic of China	Property investment
Raffles College of Higher Education Sdn. Bhd. ("RKL") ^(a)	70	70	Malaysia	Provision of training programmes and courses in various areas of design and management

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

6. Investments in subsidiaries (Continued)

Details of the significant subsidiaries are as follows: (Continued)

	Effective equity interest held by the Group		Country of incorporation/ principal place of business	Principal activities
	2025 %	2024 %		
Subsidiaries				
Raffles Iskandar Sdn. Bhd. ^(a)	70	70	Malaysia	Provider of education services
Raffles K12 Sdn. Bhd. ^(a)	100	100	Malaysia	Operating an American system school
Raffles Assets (Singapore) Pte. Ltd.	100	100	Singapore	Property investment
Raffles Assets (Thailand) Limited ^{(a)(b)}	100	100	Thailand	Provider of education services
Raffles College of Higher Education Pte. Ltd.	100	100	Singapore	Provider of education services

Notes on significant subsidiaries:

All the subsidiaries above are audited by BDO LLP, Singapore except for the following:

- (a) Audited by overseas member firms of BDO
- (b) Audited by Baker Tilly Audit and Advisory Services (Thailand) Ltd. for financial year ended 30 June 2024

In appointing the auditors of the Company and the subsidiaries, the Group has complied with Rule 712 and Rule 716 of the SGX-ST Listing Rules.

* OUCHK is listed on the Growth Enterprise Market ("GEM") of the Hong Kong Stock Exchange. Significant subsidiary within OUCHK Group includes Langfang Development Zone Oriental University City Education Consultancy Co., Ltd, whose principal activities being provision of education facilities rental services in the People's Republic of China.

** During the financial year ended 30 June 2024, the Company has fully disposed of 75.39% equity interest held in 4VPL to OUCHK. As a result, the Group's effective equity interest in 4VPL decreased from a combination of direct & indirect interest of 94% to 75% interest in 4VPL which is indirectly held through OUCHK.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

6. Investments in subsidiaries (Continued)

Non-controlling interests

The following subsidiaries of the Group have material non-controlling interests ("NCI"):

	Effective equity interest held by the NCI		Country of incorporation/ principal place of business
	2025	2024	
	%	%	
Subsidiaries			
Oriental University City Holdings (H.K.) Limited and its subsidiaries (“OUCHK Group”)	25	25	The People’s Republic of China
Langfang Hezhong Real Estate Development Co., Ltd (“Hezhong”)	30	30	The People’s Republic of China

Summarised financial information in relation to the subsidiaries that have non-controlling interests ("NCI") that are material to the Group, before inter-company eliminations together with amounts attributed to NCI, is presented below:

	OUCHK Group		Hezhong	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Revenue	10,444	10,543	-	-
Loss before income tax	(8,714)	(16,759)	(4,230)	(4,311)
Income tax (expense)/ credit	(2,188)	1,776	97	99
Loss after income tax	(10,902)	(14,983)	(4,133)	(4,212)
Loss allocated to NCI	(2,725)	(3,746)	(1,240)	(1,218)
Other comprehensive (loss)/income allocated to NCI	(1,801)	(90)	(2,124)	446
Total comprehensive loss allocated to NCI	(4,526)	(3,836)	(3,364)	(772)
Cash flows (used in)/from operating activities	(1,777)	3,368	1	-
Cash flows from investing activities	4,279	7,400	-	-
Cash flows used in financing activities	(15,108)	(9,576)	-	-
Net cash inflow	(12,606)	1,192	1	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

6. Investments in subsidiaries (Continued)

Non-controlling interests (Continued)

Summarised financial information in relation to the subsidiaries that have non-controlling interests ("NCI") that are material to the Group, before inter-company eliminations together with amounts attributed to NCI, is presented below: (Continued)

	OUCHK Group		Hezhong	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Assets:				
Current assets	13,199	38,570	47,998	51,124
Non-current assets	266,515	299,267	113,783	125,414
Liabilities:				
Current liabilities	(18,621)	(39,877)	(51,864)	(55,215)
Non-current liabilities	(65,355)	(84,121)	(1,482)	(1,677)
Net assets	195,738	213,839	108,435	119,646
Accumulated non-controlling interests	48,934	53,460	32,531	35,894

7. Investments in joint venture

For all joint arrangements, the Group assesses the substance of the joint arrangement in determining whether it is classified as a joint venture or joint operation. This assessment requires the Group to consider whether it has rights to the joint arrangement's net assets (in which case it is classified as a joint venture), or rights to and obligations for specific assets, liabilities, expenses and revenues (in which case it is classified as a joint operation). The Group considers the structure, legal form, and contractual agreement of these joint arrangements that give the Group's rights to the net assets and therefore, classified as a joint venture.

Details of the joint venture is as follows:

	Effective equity interest held by the Group		Country of incorporation/ principal place of business	Principal activities
	2025	2024		
	%	%		
Joint venture				
Jai Radha Raman Education Society ("JRRES") ^(a)	50	50	India	Provision of higher education services

^(a) Based on management's assessment and judgement, the financial information of the insignificant joint venture is immaterial for disclosures.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

7. Investments in joint venture (Continued)

The Group has not recognised losses relating to joint venture where its share of losses exceeded the Group's carrying amount of its investment in the joint venture. The Group's cumulative share of unrecognised losses as at 30 June 2025 were \$0.7 million (2024: \$0.9 million). The Group has no obligation in respect of those losses.

8. Investments in associates

	Group	
	2025	2024
	\$'000	\$'000
Quoted equity shares, at cost	3,029	3,029
Unquoted equity shares, at cost	331	1,401
Share of post-acquisition results	(1,014)	(1,931)
Allowance for impairment losses	(566)	-
	<u>1,780</u>	<u>2,499</u>

Analysis of allowance for impairment losses on investment in Axiom Properties Limited during the financial year is as follows:

	Group	
	2025	2024
	\$'000	\$'000
Balance at beginning of financial year	-	-
Allowance made during the financial year	585	-
Foreign exchange translation difference	(19)	-
Balance at end of financial year	<u>566</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

8. Investments in associates (Continued)

Details of associates are as follows:

	Effective equity interest held by the Group		Country of incorporation/ principal place of business	Principal activities
	2025 %	2024 %		
Associates				
KHID Co., Ltd ^{(b)(c)}	-	50.0	Mongolia	Investment holding
Axiom Properties Limited ("Axiom") ^{(a)(d)}	14.3***	14.3***	Australia	Property development and investment
Raffles Education Middle East Training Co. Ltd("REMET") ^(c)	30.0	30.0	Saudi Arabia	Provision of education services and training programmes

*** This is computed by OUCHK's 19.01% ownership in Axiom further multiplied by the Company's 75% ownership in OUCHK = arising to effective equity interest of 14.3% ownership in Axiom by the Company.

Notes on associates:

(a) Audited by overseas member firm of BDO

(b) During the financial year, the Group disposed of its entire ownership in the associate.

(c) Based on management's assessment and judgement, the financial information of the insignificant associate is immaterial for disclosure.

(d) Although the Group's ownership interest in Axiom is less than 20%, the Group has the rights to appoint representative on the board of directors of Axiom. Management therefore considered that the Group has the power to exercise significant influence and accounted the investment in Axiom as an associate.

As at 30 June 2025, the fair value of the Group's investment in Axiom, which is listed on the Australian Securities Exchange, was \$1,568,000 (2024: \$5,182,000). The fair value measurement is classified within Level 1 of the fair value hierarchy.

As at 30 June 2025, the fair value less costs to sell off the corresponding interest in Axiom has been determined as lower than the carrying amount hence the management recognised an impairment loss of \$585,000 in profit or loss for the financial year ended 30 June 2025. There are no contingent liabilities relating to the Group's interest in associates.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

8. Investments in associates (Continued)

Summarised financial information of Axiom based on management accounts are as follows:

	Axiom	
	2025	2024
	\$'000	\$'000
Current assets	5,599	5,232
Non-current assets	9,401	11,570
Current liabilities	(5,963)	(6,483)
Non-current liabilities	(297)	(844)
Net assets	<u>8,740</u>	<u>9,475</u>
Revenue	7,218	1,935
Loss after tax	(2,524)	(4,331)
Other comprehensive loss	1,916	(659)
Total comprehensive loss	<u>(608)</u>	<u>(4,990)</u>

The information above reflects the amounts presented in the financial statements of the associates (and not the Group's share of those amounts), adjusted for fair value adjustments made at the time of acquisition and differences in accounting policies between the Group and the associates.

	Group	
	2025	2024
	\$'000	\$'000
Net assets	<u>8,740</u>	<u>9,475</u>
Share of net assets attributable to the Group	1,662	1,801
Goodwill	472	502
Impairment loss	(566)	-
Carrying value	<u>1,568</u>	<u>2,303</u>
Add:		
Carrying value of individually immaterial associate	212	196
Carrying value of the Group's investments in associates	<u>1,780</u>	<u>2,499</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

9. Intangible assets

	Goodwill on acquisitions \$'000	Trademarks and licenses \$'000	Development costs \$'000	Computer software \$'000	Total \$'000
Group					
2025					
Cost					
Balance at 1 July 2024	100,450	2,281	2,826	133	105,690
Write off	-	-	-	(18)	(18)
Foreign currency realignment	(5,697)	54	109	(2)	(5,536)
Balance at 30 June 2025	94,753	2,335	2,935	113	100,136
Accumulated amortisation and impairment losses					
Balance at 1 July 2024	-	695	2,804	105	3,604
Amortisation	-	187	8	17	212
Write off	-	-	-	(18)	(18)
Foreign currency realignment	-	16	108	(2)	122
Balance at 30 June 2025	-	898	2,920	102	3,920
Carrying amounts					
As at 30 June 2025	94,753	1,437	15	11	96,216
2024					
Cost					
Balance at 1 July 2023	99,286	2,286	2,842	113	104,527
Additions	-	-	-	21	21
Foreign currency realignment	1,164	(5)	(16)	(1)	1,142
Balance at 30 June 2024	100,450	2,281	2,826	133	105,690
Accumulated amortisation and impairment losses					
Balance at 1 July 2023	-	515	2,799	94	3,408
Amortisation	-	185	21	12	218
Foreign currency realignment	-	(5)	(16)	(1)	(22)
Balance at 30 June 2024	-	695	2,804	105	3,604
Carrying amounts					
As at 30 June 2024	100,450	1,586	22	28	102,086

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

9. Intangible assets (Continued)

	Trademarks \$'000	Computer software \$'000	Total \$'000
Company			
2025			
Cost			
Balance at 1 July 2024 and 30 June 2025	228	51	279
Accumulated amortisation			
Balance at 1 July 2024	170	35	205
Amortisation	1	8	9
Balance at 30 June 2025	171	43	214
Carrying amounts			
As at 30 June 2025	57	8	65

	Trademarks \$'000	Computer software and computer software under development \$'000	Total \$'000
Company			
2024			
Cost			
Balance at 1 July 2023 and 30 June 2024	228	51	279
Accumulated amortisation			
Balance at 1 July 2023	168	28	196
Amortisation	2	7	9
Balance at 30 June 2024	170	35	205
Carrying amounts			
As at 30 June 2024	58	16	74

Trademark and licenses

Trademarks and licenses with definite useful lives are stated at cost less accumulated amortisation and accumulated impairment loss. They are assessed for impairment annually or whenever there are indications of impairment. The useful lives are reviewed on an annual basis, and amortised using the straight-line method from the date on which they are available for use, over the estimated useful lives of up to 10 years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

9. Intangible assets (Continued)

Development costs

Expenditures on development activities, being the application of technical findings and/or other knowledge to a plan or design for the production of new or substantially improved products or services before commercial production or use, is capitalised if the products or services are technically and commercially feasible; adequate resources available to complete development and sufficient certainty of future economic benefits to the Group will cover not only the usual operation and administrative costs but also the development costs themselves.

Expenditure capitalised comprises all directly attributable costs, including materials, services and appropriate proportion of overhead costs. Other development expenditure is recognised in profit or loss as expense when incurred.

Capitalised development expenditure is stated at cost less accumulated amortisation and assessed for impairment whenever there is an indication of impairment. Amortisation is calculated using the straight-line method to allocate cost over the expected period of benefits, varying between useful lives of 3 to 7 years.

Computer software

Computer software is initially capitalised at costs which include purchase price and other directly attributable cost of preparing the asset for its intended use. Direct expenditure, which enhances or extends the performance of computer software beyond its specifications and which can be reliably measured, is recognised as a capital improvement and added to the original cost of the software. Maintenance costs are recognised as an expense when incurred.

Computer software under development represents software under development, which is stated at cost. Cost comprises the direct costs incurred during the period of development, installation and testing. Computer software under development is reclassified to the appropriate category of intangible assets when completed and ready for use. No amortisation is provided on computer software under development. Amortisation commences when the asset is ready for its intended use.

Computer software is subsequently carried at cost less accumulated amortisation and accumulated impairment loss. These costs are amortised using the straight-line method over their estimated useful lives of 3 to 7 years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

9. Intangible assets (Continued)

Goodwill on acquisitions

Goodwill arising on the acquisition of a subsidiary or business represents the excess of the consideration transferred, the amount of any non-controlling interests in the acquiree and the acquisition date fair value of any previously held equity interest in the acquiree over the acquisition date fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary recognised at the date of acquisition.

Goodwill on subsidiary is recognised separately as intangible assets. Goodwill is initially recognised at cost and subsequently measured at cost less any accumulated impairment losses.

Goodwill acquired in a business combination is allocated to the cash-generating units ("CGUs") that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated to the CGUs which made up of the various subsidiaries are as follows:

	Group	
	2025	2024
	\$'000	\$'000
China Education Limited ("CEL")	84,387	89,805
Wanbo Institute of Science & Technology ("Wanbo")	6,923	7,367
Raffles College of Higher Education Sdn. Bhd. ("RKL")	3,429	3,263
Others	14	15
	<u>94,753</u>	<u>100,450</u>

The Group tested the CGUs annually for impairment or more frequently when there are indications that the CGUs might be impaired.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

9. Intangible assets (Continued)

Impairment testing of goodwill

In current year, the Group determined the recoverable amounts of the CGUs based on the respective value-in-use by applying the discounted cash flow model using cash flow projections based on financial budgets and forecasts approved by the management covering a period of up to five years, including terminal value. The key assumptions used in the value-in-use calculation were:

	CEL		Wanbo		RKL	
	2025	2024	2025	2024	2025	2024
Revenue growth rate	9.1%	9.1%	9.3%	9.2%	13.5%	13.2%
Terminal growth rate	2.0%	2.0%	3.4%	3.4%	2.0%	2.0%
Discount rate	7.0%	7.0%	7.0%	7.0%	7.5%	7.5%

Following the impairment tests, the Group did not recognise any impairment charge during the financial year ended 30 June 2025 and 30 June 2024.

Sensitivity analysis

Management has estimated that, with all other variables remain constant and on a standalone basis, the maximum movement of the key assumptions used in the value-in-use calculation before recognising an impairment charge were:

	CEL	Wanbo	RKL
Revenue growth rate	Decrease from 9.1% to 3.2%	Decrease from 9.3% to 7.4%	Decrease from 13.5% to 12.7%
Terminal growth rate	Reduction from 2% to 0%	Reduction from 3.4% to 1.5%	Reduction from 2% to 0%
Discount rate	Increase from 7.0% to 11.6%	Increase from 7.0% to 8.5%	Increase from 7.5% to 9.9%

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

10. Trade and other receivables

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Current				
Trade receivables:				
Third parties	6,362	5,648	-	-
Less: loss allowance	(819)	(252)	-	-
	5,543	5,396	-	-
Other receivables:				
Third parties	4,315	947	-	-
Less: loss allowance	(366)	-	-	-
	3,949	947	-	-
Deposits	2,438	3,386	7	7
Prepayments	4,668	5,147	109	34
Subsidiaries ^(a)	-	-	396,628	418,254
Less: loss allowance on amount due from subsidiaries	-	-	(52,776)	(53,511)
	-	-	343,852	364,743
Joint venture and associates ^(a)	16,926	18,661	347	369
Value added tax recoverable	447	73	-	-
Others	137	221	23	147
	28,565	28,435	344,338	365,300
	34,108	33,831	344,338	365,300
Non-current other receivables:				
Subsidiaries ^(a)	-	-	51,000	57,901
Prepayments	1,868	1,713	-	-
Others	1,319	6,687	1,000	1,000
	3,187	8,400	52,000	58,901
Total	37,295	42,231	396,338	424,201

Trade receivables are non-interest bearing and are generally on 30 days credit term.

Other receivables from third parties comprised an amount of \$3,561,000 arising from termination payments due from a vendor which the Group prepaid for property acquisition. The amount is repayable by the vendor in four equal instalments starting from March 2025.

Deposits comprise deposits made for rental of office premises, office equipment, motor vehicles and utilities, and are refundable upon the termination of the lease terms.

The maximum exposure to credit risk in the event that the customers fail to perform their obligations as at end of financial year in relation to each class of recognised financial assets is the carrying amounts of those assets stated in the statements of financial position. There are no collaterals held as securities or other credit enhancements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

10. Trade and other receivables (Continued)

The concentration of credit risk for trade receivables is limited due to the large, diverse and unrelated customer base. As at 30 June 2025, the Group has significant amount due from joint venture. The Company has significant amounts of non-trade receivables due from subsidiaries.

The Group applied the simplified approach and provided for lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance with days past due by grouping of customers based on observable ageing buckets. The Group's loss allowance as at 30 June 2025 amounted to \$819,000 (2024: \$252,000).

The Group provide expected credit losses for non-trade receivables based on the general three-stage model. Credit performance of each debtor is monitored regularly by management. In respect of amounts due from joint ventures and associates, management considers factors such as the performance, financial capability and/or any delay in agreed payment schedule to determine whether there is a significant increase in credit risk of each debtor since initial recognition. Based on the assessment, the non-trade receivables of the Group are subject to immaterial credit losses except for a receivable amounting to \$3,561,000 where allowance of \$366,000 is being provided. The credit loss allowance is determined considering likelihood of vendor failing to pay (probability of default) and the potential loss if default occurs (loss given default).

For the Company's non-trade amounts due from subsidiaries, management has taken into account the available internal information on the subsidiaries' past, current and expected operating performance and cash flow position in assessing if there is a significant increase in credit risk since initial recognition and then adjust the loss allowance based on the assessment.

Movements in the loss allowance for receivables are as follows:

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Balance at beginning of financial year	252	125	53,511	53,089
Allowance made for the financial year	1,022	244	-	436
Written off against allowance	-	(48)	-	-
Write-back of allowance	(64)	(68)	(455)	-
Foreign currency realignment	(25)	(1)	(280)	(14)
Balance at end of financial year	1,185	252	52,776	53,511

At the end of the reporting period, included within the loss allowance for receivables of the Group comprise credit impaired receivables of \$819,000 (2024: \$252,000) due to long outstanding or financial difficulty of the related counterparties.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

10. Trade and other receivables (Continued)

Further notes on trade and other receivables:

- (a) The amounts due from subsidiaries, joint venture and associates are non-trade in nature, unsecured, interest-free and are to be settled in cash, except for non-current amount due from subsidiaries of \$47,900,000 (2024: \$48,500,000) subject to annual interest of 3.00% (2024: 3.00%). The carrying amount of these amounts approximates its fair value due to the relatively short period of maturity or insignificant effects of discounting.

11. Cash and bank balances

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Current				
Cash and bank balances	16,846	29,355	96	143
Fixed deposits	15	14	-	-
Restricted bank balances	-	317	-	-
	16,861	29,686	96	143
Non-current				
Restricted bank balances	2,235	2,115	-	-
	19,096	31,801	96	143
Less: restricted bank balances	(2,235)	(2,432)		
Cash and cash equivalents for purpose of consolidated statement of cash flows	16,861	29,369		

Group

The restricted bank balances are pledged to banks as collateral for credit facilities granted (Note 14).

Cash and bank balances of \$11,558,000 (2024: \$27,206,000) held in The People's Republic of China are subject to local exchange control regulations.

At each reporting date, fixed deposits have an average maturity of 3.0 months (2024: 2.8 months) from the end of the financial year with an average effective interest rate of 0.8% (2024: 0.8%) per annum.

Restricted bank balances that are classified as current assets can be expected to be released within 12 months after the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

12. Non-current assets held for sale

	Group	
	2025	2024
	\$'000	\$'000
As at 1 July	89,104	68,267
Transfer from investment property (Note 5)	5,025	20,722
Disposal	(20,263)	-
Foreign currency realignment	(743)	115
As at 30 June	<u>73,123</u>	<u>89,104</u>

Non-current assets are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of the asset's previous carrying amount and fair value less costs to sell except for inter-alia investment properties accounted for in accordance with the fair value model. The assets are not depreciated or amortised while classified as held for sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

On 21 June 2023, the Group has announced the proposed sale of its property located at 51 Merchant Road, through public tender. Subsequent to the year ended 30 June 2023, the Group announced that at the close of the public tender process on 1 August 2023, no sale or transaction in relation to the property has been concluded. As at date of the financial statements, the Group is engaged in ongoing negotiations with a few prospective buyers and is still committed to the sale.

On 15 March 2024, the Group has announced the proposed disposal of OUCHK's subsidiary's property located in Langfang Development Zone, Hebei, the People's Republic of China, at a total consideration of RMB 110 million (equivalent to approximately HK\$121.19 million or S\$20.63 million). The proposed disposal has been approved on 14 May 2024 during the extraordinary general meeting. The sale was completed in August 2024.

Non-current assets held for sale with carrying amount of \$68.3 million (2024: \$89.1 million) were mortgaged to secure borrowings as in Note 14 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

13. Trade and other payables

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Current				
Trade payables	2,219	2,546	-	-
Amounts due to subsidiaries	-	-	382,500	423,499
Other accruals	13,370	14,347	3,354	2,013
Accruals for property and land use tax	4,676	4,714	-	-
Accruals for business taxes	3,511	2,770	-	-
Accruals for capital expenditure	5,960	1,834	-	-
Amount due to a director	7,688	6,011	771	6,011
Deposit received from non-current asset held for sale	1,780	20,837	-	-
Other payables	14,965	21,371	1,375	1,133
	<u>54,169</u>	<u>74,430</u>	<u>388,000</u>	<u>432,656</u>
Non-current other payables				
Other payables	4,929	5,030	-	-
	<u>4,929</u>	<u>5,030</u>	<u>-</u>	<u>-</u>
Total	<u>59,098</u>	<u>79,460</u>	<u>388,000</u>	<u>432,656</u>

Trade payables are non-interest bearing and are normally settled on 30 to 60 days' term.

The amounts due to subsidiaries are unsecured, interest-free and repayable on demand, except for an amount due to a subsidiary of \$47.6 million (2024: \$47.6 million) as at the end of the financial year which bears interest at a range of 4.69% to 6.03% (2024: 6.00% to 6.27%) per annum.

The amount due to a director is unsecured and repayable on demand. The director took personal loans which bear interests at 2.80% to 8.03% (2024: 6.00% to 8.26%) per annum which he provided to the Group. The Group reimburses the interest on the amounts that the director provided to the Group.

The carrying amount of non-current other payables approximate its fair value after taking into consideration the insignificant effects of discounting.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

14. Borrowings

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Current				
Bank loans and bank overdrafts				
- Secured	111,920	54,217	2,077	13,920
- Unsecured	1,485	215	18	215
	113,405	54,432	2,095	14,135
Non-current				
Bank loans				
- Secured	35,855	134,513	-	-
- Unsecured	-	18	-	18
	35,855	134,531	-	18
Convertible bonds				
- Unsecured ⁽¹⁾	38,481	36,308	38,481	36,308
Non-convertible bonds				
- Unsecured ⁽²⁾	21,000	-	21,000	-
Total non-current	95,336	170,839	59,481	36,326
Total borrowings	208,741	225,271	61,576	50,461

⁽¹⁾ On 30 August 2022, the Company entered into a definitive underwriting agreement which UOB Kay Hian Private Limited (UOBKH) had underwritten up to \$22,265,000 in principal amount of right issue bonds based in the right Issue bond price of \$0.85 and \$17,900,000 in principal amount of placement bond.

The convertible bonds bear interest at 6% per annum, payable on a semi-annual basis. The initial conversion price is \$0.065 and is subject to adjustments as set out in the Terms and Conditions of the convertible bonds. They are convertible at the option of the holder at any time on or after 60 days after the issue date of the convertible bonds up to the close of business on a date 10 days prior to maturity date on 23 September 2027.

⁽²⁾ On 24 July 2024, the Company proposed issuance of unlisted, non-convertible, 5-year 10.5% unsecured bonds up to an aggregate principal amount of \$20,000,000. During the year, the Company entered into subscription agreements with certain subscribers who subscribe to the entire non-convertible bonds. The maturity date of the bonds is determined based on 5 years from each of the subscription date.

Further to above, the Company had on 13 June 2025 proposed issuance of unlisted, non-convertible, 5-year 10.5% unsecured bonds up to an aggregate principal amount of \$10,000,000. Certain subscribers have subscribed to \$1,000,000 principal amount of the non-convertible bonds on 17 June 2025.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

14. Borrowings (Continued)

Interest-bearing borrowings are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs.

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the end of reporting period, in which case they are presented as non-current liabilities.

Convertible bonds are regarded as compound instruments, consisting of a liability component and an equity component. The component parts of compound instruments are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability, on an amortised cost basis until extinguished upon conversion or at the instruments' maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently re-measured.

Security for bank loans are as follows:

- bank borrowings of \$113.8 million (2024: \$131.6 million) are secured by letter of guarantee by the Company;
- bank borrowings of \$2.1 million (2024: \$13.9 million) are secured on shares of a subsidiary and a director's personal guarantee;
- certain restricted bank balances of \$2.2 million (2024: \$2.1 million) (Note 11);
- certain property, plant and equipment (Note 3) with carrying amount of \$73.1 million (2024: \$133.8 million) and investment properties (Note 5) with carrying amount of \$207.2 million (2024: \$212.8 million); and
- non-current asset held for sale (Note 12) with carrying amount of \$68.3 million (2024: \$89.1million).

The current borrowings have an average maturity of 6 months (2024: 4 months) from the end of the financial year. The non-current borrowings have an average maturity of approximately 3.33 years (2024: 2.57 years) from the end of the financial year.

The effective interest rates of the borrowings range from 1.69% to 13.70% (2024: 2.95% to 13.70%) per annum. Management estimates that the carrying amount of the Group's and the Company's borrowings approximates its fair value as the current lending rates for similar types of lending arrangement are not materially different from the rates obtained by the Group and the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

15. Lease liabilities

	Leased premises \$'000	Office equipment \$'000	Motor vehicles \$'000	Total \$'000
Group				
At 1 Jul 2024	12,401	238	82	12,721
Additions	1,144	63	-	1,207
Interest expenses (Note 24)	587	15	5	607
Lease modification	(377)	-	-	(377)
Lease payments				
- Principal portion	(3,227)	(89)	(16)	(3,332)
- Interest portion	(587)	(15)	(5)	(607)
Foreign currency realignment	(83)	6	4	(73)
At 30 Jun 2025	9,858	218	70	10,146
At 1 Jul 2023	12,932	143	95	13,170
Additions	2,296	195	85	2,576
Interest expenses (Note 24)	691	12	7	710
Lease modification	-	(4)	-	(4)
Lease payments				
- Principal portion	(2,839)	(96)	(98)	(3,033)
- Interest portion	(691)	(12)	(7)	(710)
Foreign currency realignment	12	-	-	12
At 30 Jun 2024	12,401	238	82	12,721

The maturity analysis of lease liabilities of the Group as at 30 June 2025 are as follows:

	Group	
	2025	2024
	\$'000	\$'000
Contractual undiscounted cash flows		
- Not later than a year	3,995	4,061
- Between one and five years	7,367	10,179
- More than five years	2	9
	11,364	14,249
Less: Future interest expense	(1,218)	(1,528)
Present value of lease liabilities	10,146	12,721
Presented in consolidated statement of financial position		
- Non-current	6,739	9,382
- Current	3,407	3,339
	10,146	12,721

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

15. Lease liabilities (Continued)

Determination of lease terms

The Group leases office premises, office equipment and motor vehicles from third parties with only fixed payments over the lease terms. Included in the lease arrangement of the premises, there are extension options held and exercisable by the Group. In determining the lease term, management considers the likelihood of exercising the extension option. Management considers all facts and circumstances that create an economic incentive to extend the lease. The assessment on lease terms is reviewed at the end of each reporting period if there is a significant change in the Group's intentions, business plan or other circumstances unforeseen since it was first estimated. As at 30 June 2025, management is of the opinion that the Group is unlikely to exercise the extension option. Accordingly, the potential cash outflows of approximately \$15.1 million (2024: 15.2 million) in the measurement of lease liabilities was not included.

During the financial year ended 30 June 2025, two of the Group's subsidiaries had an early termination of lease rental, resulting in a lease modification of \$328,000 of right-of-use assets and \$377,000 of lease liabilities.

Certain office equipment of the Group was qualified for low value lease exemption and the Group also leases certain leased premises on a short-term basis (i.e. less than 12 months). The election of low-value lease exemption and short-term leases is made on lease-by-lease basis.

The Group had total cash outflows for leases of \$4,111,000 (2024: \$3,927,000).

As at 30 June 2025, the weighted average incremental borrowing rate applied and average interest rate implicit in the lease were 5.17% (2024: 5.33%) and 2.92% (2024: 2.92%) per annum respectively.

The Group's lease liabilities of \$287,544 (2024: \$318,812) was secured over certain office equipment and motor vehicles (Note 4).

There is no externally imposed covenant on these lease arrangements.

16. Deferred tax assets and liabilities

The following are the major deferred tax assets and liabilities recognised by the Group and movements thereon during the financial year.

Deferred tax assets/(liabilities)

	Group	
	2025	2024
	\$'000	\$'000
Deferred tax assets	630	479
Deferred tax liabilities	(56,914)	(63,516)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

16. Deferred tax assets and liabilities (Continued)

Deferred tax assets

	Other payables \$'000	Tax losses \$'000	Excess of tax written down value over net book value \$'000	Others \$'000	Total \$'000
Group					
Balance at 1 July 2024	(21)	236	32	232	479
Credited/(charged) to profit or loss	181	(27)	-	-	154
Foreign currency realignment	(7)	5	(1)	-	(3)
Balance at 30 June 2025	153	214	31	232	630
Balance at 1 July 2023	(11)	493	32	228	742
(Charged)/credited to profit or loss	(10)	(256)	-	4	(262)
Foreign currency realignment	-	(1)	-	-	(1)
Balance at 30 June 2024	(21)	236	32	232	479

Deferred tax liabilities

	Accelerated tax depreciation on property, plant and equipment \$'000	Fair value adjustment on investment properties \$'000	Divestment of land and properties \$'000	Others \$'000	Total \$'000
Group					
Balance at 1 July 2024	(2,033)	(40,915)	(20,727)	159	(63,516)
Credited/(charged) to profit or loss	412	3,424	-	(150)	3,686
Reclassification	17	-	-	(17)	-
Foreign currency realignment	81	1,577	1,250	8	2,916
Balance at 30 June 2025	(1,523)	(35,914)	(19,477)	-	(56,914)
Balance at 1 July 2023	(2,047)	(42,493)	(20,474)	82	(64,932)
Credited to profit or loss	71	1,956	-	40	2,067
Reclassification	(36)	-	-	36	-
Foreign currency realignment	(21)	(378)	(253)	1	(651)
Balance at 30 June 2024	(2,033)	(40,915)	(20,727)	159	(63,516)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

16. Deferred tax assets and liabilities (Continued)

Deferred tax liabilities (Continued)

At each reporting date, no temporary differences have been recognised for the withholding tax that would be payable on the unremitted earnings of certain subsidiaries, therefore, no liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future. Unremitted earnings totalled \$193.5 million (2024: \$201.6 million) as at 30 June 2025.

17. Share capital

	Group and Company			
	2025	2024	2025	2024
	Number of ordinary shares		\$'000	\$'000
Issued and paid up:				
At beginning of the financial year	1,463,646,772	1,458,446,772	554,599	554,337
Issuance of ordinary shares (Note 14)	-	5,200,000	-	262
At the end of the financial year	<u>1,463,646,772</u>	<u>1,463,646,772</u>	<u>554,599</u>	<u>554,599</u>

The Company has one class of ordinary shares which carry no rights to fixed income.

Paid up ordinary shares, which have no par value, carry one vote per share and has rights to dividends.

During the financial year ended 30 June 2024, the Company issued 5,000,000 new ordinary shares pursuant to conversion of placement bonds on 10 August 2023 and 200,000 new ordinary shares pursuant to conversion of right issue bonds on 25 October 2023. The newly issued shares rank pari passu with the existing issued shares.

18. Treasury shares

	Group and Company			
	2025	2024	2025	2024
	Number of ordinary shares		\$'000	\$'000
At beginning of the financial year	76,000,300	78,049,300	37,798	38,817
Share-based payment	(2,815,000)	(2,049,000)	(1,400)	(1,019)
At the end of the financial year	<u>73,185,300</u>	<u>76,000,300</u>	<u>36,398</u>	<u>37,798</u>

The total amount paid to repurchase the shares has been deducted from shareholders' equity. The shares are held as "treasury shares".

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

18. Treasury shares (Continued)

The Company has transferred 2,815,000 (2024: 2,049,000) treasury shares to Directors as part of the performance share plan of the Company for the financial year ended 30 June 2024 and 30 June 2023 respectively.

19. Accumulated profits/(losses) and other reserves

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Revaluation reserve ¹	8,304	8,304	-	-
Treasury shares reserve ²	(2,927)	(1,652)	(2,927)	(1,652)
Convertible bonds reserve ³	5,150	5,150	5,150	5,150
Foreign currency translation reserve ⁴	(99,793)	(57,819)	-	-
Share-based payments reserve ⁵	2,642	2,642	2,642	2,642
Accumulated profits/(losses)	124,249	116,553	(156,853)	(162,044)
	<u>37,625</u>	<u>73,178</u>	<u>(151,988)</u>	<u>(155,904)</u>

¹ Revaluation reserve

Revaluation reserve represents the difference between the carrying amount and fair value of property when an owner-occupied property becomes an investment property which will be carried at fair value. This reserve is non-distributable.

² Treasury shares reserve

Treasury share reserve represents the transfer of treasury shares to Directors as part of the performance share plan of the company.

³ Convertible bonds reserve

Convertible bonds reserve represents the equity component on convertible notes issued on 23 September 2022 (see Note 14)

⁴ Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of foreign operations whose functional currencies are different from that of the Group's presentation currency. This reserve is non-distributable.

⁵ Share-based payments reserve

Share-based payments reserve represents the cumulative value of services received from employees and directors recorded in respect of the grants of equity-settled share options over the vesting period commencing from grant date of equity-settled share options and is reduced by the expiry or exercise of the share options. This reserve is non-distributable.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

20. Revenue

Disaggregation of revenue

Operating segment

	Real Estate					
	Education			Education Facilities		
				Rental Service		
	2025	2024		2025	2024	
	\$'000	\$'000		\$'000	\$'000	
Course fees	89,535	91,829		-	-	89,535 91,829
Rental income from investment properties	-	-		8,272	8,763	1,295 1,581
Student accommodation fees	3,061	3,183		-	-	3,061 3,183
Canteen operation	1,617	1,197		-	-	1,617 1,197
Other fees	7,719	5,919		-	211	7,930 5,919
	101,932	102,128		8,272	8,763	1,506 1,581
						111,710 112,472

Geographical segment

	ASEAN					
	North Asia			South Asia		
				Europe		
	2025	2024		2025	2024	
	\$'000	\$'000		\$'000	\$'000	
Course fees	46,869	40,747	40,555	48,910	186	421
Rental income from investment properties	-	-	8,518	8,985	-	-
Student accommodation fees	-	-	3,061	3,183	-	-
Canteen operation	1,553	1,089	64	108	-	-
Other fees	6,919	4,934	800	985	-	211
	55,341	46,770	52,998	62,171	186	421
						3,185 3,110
						111,710 112,472

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

20. Revenue (Continued)

Disaggregation of revenue (Continued)

Geographical segment (Continued)

Course fees and related instruction costs are recognised over time and over the period of instruction. Amounts of fees received relating to future periods of instruction are presented as course fees received in advance.

The Group, as a lessor, leases its investment properties under operating leases to non-related parties. Lease payments from operating leases are recognised as income on a straight-line basis.

Student accommodation fees is recognised on a straight-line basis over the term of use.

Revenue from provision of canteen operations is recognised as and when such services are rendered.

Timing of transfer of good or service (excluding rental income from investment properties)

	2025	2024
	\$'000	\$'000
Over time	92,596	95,012
At a point in time	9,547	7,116
	<u>102,143</u>	<u>102,128</u>

Course fees received in advance

Course fees received in advance refer to course fees billed and received for the future financial years. The amount of revenue that will be recognised in future years on these contracts when those remaining performance obligations will be satisfied is analysed as follows:

	Group	
	2025	2024
	\$'000	\$'000
Course fees received in advance:		
Within one year	23,058	21,805
More than one year	4,317	-
	<u>27,375</u>	<u>21,805</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

21. Interest income

	Group	
	2025	2024
	\$'000	\$'000
Interest income from fixed deposits	161	2,420

22. Other operating income

	Group	
	2025	2024
	\$'000	\$'000
Foreign exchange gain	51,056	13,831
Government grant	53	89
Gain on disposal of right-of-use assets	-	4
Gain on disposal of property, plant and equipment	90	14
Gain on lease modification	49	4
Others	2,539	963
	53,787	14,905

23. Personnel expenses

	Group	
	2025	2024
	\$'000	\$'000
Salaries, bonuses and allowances	40,245	35,373
Contributions to defined contribution plans	6,114	5,668
Other social expenses	1,766	1,291
	48,125	42,332

Personnel expenses include directors' remuneration as shown in Note 31 of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

24. Finance costs

	Group	
	2025	2024
	\$'000	\$'000
Interest expenses:		
- Bank borrowings	9,818	14,560
- Convertible bonds	4,791	4,547
- Non-convertible bonds	1,404	-
- Unwinding effect of discounting payables	20	476
- Lease liabilities (Note 15)	607	710
	<u>16,640</u>	<u>20,293</u>

25. Profit/(Loss) before income tax

In addition to the charges and credits disclosed elsewhere in the financial statements, the above includes the following charges:

	Group	
	2025	2024
	\$'000	\$'000
Audit fees paid to auditors:		
- Auditor of the Company	438	438
- Other auditors	430	539
Non-audit fees paid to auditors:		
- Auditor of the Company	31	26
- Other auditors	12	-
Bad trade and other receivables written off	756	226
Foreign exchange loss	26,916	19,288
Loss on disposal of investment properties, net	2,073	-
Marketing and advertisement expenses	5,878	6,305
Lease expenses on:		
- Short-term leases	149	161
- Low value assets	23	23
Professional fees	4,038	5,577
Property, plant and equipment written off	-	9
Property management fees	1,898	1,877
Revenue, property and land use tax	3,056	3,353
Repair and maintenance	2,864	2,821
Royalty, registration and administration fees	3,214	3,510
Transport and communication	1,671	1,562
Utilities	<u>3,067</u>	<u>2,802</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

26. Income tax expense

	Group	
	2025	2024
	\$'000	\$'000
Income tax		
Current financial year	4,446	2,415
Under/(Over) provision in respect of prior years	974	(248)
Withholding tax expense	112	1,070
Land appreciation tax expense	2,688	-
	<u>8,220</u>	<u>3,237</u>
Deferred tax		
Current financial year	(3,975)	(1,805)
Under provision in respect of prior financial years	135	-
	<u>(3,840)</u>	<u>(1,805)</u>
	<u>4,380</u>	<u>1,432</u>

Domestic income tax in Singapore is calculated at 17% (2024: 17%) of the estimated assessable profit/ (loss) for the financial year. The income tax expense varied from the amount of income tax expense determined by applying the Singapore income tax rate of 17% (2024: 17%) to profit/ (loss) before income tax as a result of the following differences:

	Group	
	2025	2024
	\$'000	\$'000
Profit/ (loss) before income tax	8,738	(22,562)
Share of results of associates, net of tax	179	848
	<u>8,917</u>	<u>(21,714)</u>
Income tax calculated at Singapore statutory income tax rate	1,516	(3,691)
Tax effect of income not subject to taxation	(7,250)	(1,077)
Tax incentive	(17)	-
Tax effect of non-allowable expenses	6,976	6,696
Deferred tax assets not recognised for current financial year	327	257
Effect of different tax rates of overseas operations	(258)	(877)
Under/(Over) provision of current income tax in respect of prior years	974	(248)
Under provision of deferred tax in respect of prior years	135	-
Utilisation of previously unrecognised tax losses	(1,039)	(698)
Withholding tax expense	112	1,070
Land appreciation tax expense	2,688	-
Others	216	-
Total income tax expense recognised in profit or loss	<u>4,380</u>	<u>1,432</u>

The Group and the Company have exposure to income taxes in various jurisdictions. Significant judgement is involved in determining the provisions for income taxes on a group basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

26. Income tax expense (Continued)

Some of the Group's People's Republic of China ("PRC") subsidiaries did not recognise any income tax liabilities on its education-related income. Management is of the opinion that such education-related income is tax exempted according to the tax practices in the PRC and their experience as education operators in the PRC. Further, there are no specific tax implementation measures applicable for such income in the PRC yet and tax liabilities cannot be reliably quantified as at year end.

The Group has exposure to income taxes in Singapore and PRC of which a portion of these taxes arose from certain transactions and computations for which ultimate tax determination is uncertain as at reporting date.

The Group and the Company recognised liabilities for expected tax issues based on estimates of additional liable taxes. Where the final tax outcome of these matters is different from the tax position by the Group and the Company, such differences will impact the income tax and deferred tax provision in the financial year in which such determination is made.

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

	Group	
	2025	2024
	\$'000	\$'000
Unutilised tax losses	33,806	33,060
Unutilised capital allowance	2,596	8,025
Unabsorbed investment tax allowance	101,429	96,500
Other temporary differences	64,300	62,093
Total deferred tax asset not recognised	<u>202,131</u>	<u>199,678</u>

As at 30 June 2025, included within the unutilised tax losses are tax losses amounting to \$22.3 million (2024: \$22.4 million) due for expiry from 30 June 2028 to 30 June 2032 (2024: 30 June 2028 to 30 June 2033).

Subject to the agreement by relevant tax authorities, at each reporting date, the Group has unutilised tax losses, unutilised capital allowance, unabsorbed investment tax allowance totalling \$137.8 million (2024: \$137.6 million) available for offset against future profits. No deferred tax assets have been recognised for the above temporary differences due to the unpredictability of profit streams.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

27. Earnings/(loss) per share

The calculation of the basic and diluted earnings/(loss) per share attributable to the ordinary shareholders of the Company is based on the following data:

Earnings/(loss)

	Group	
	2025	2024
	\$'000	\$'000
Profit/ (loss) attributable to equity holders of the Company	7,696	(19,261)

Number of shares

	Group			
	2025		2024	
	Basic	Diluted	Basic	Diluted
Weighted average number of ordinary shares in issue ('000)	1,389,320	1,389,320	1,384,776	1,384,776

1,730,000 (2024: 1,780,000) share options granted under the existing share option plan have not been included in the calculation of diluted earnings per share because they are anti-dilutive as the weighted average exercise price is above the average market price.

The financial impact of convertible bonds was excluded from the calculation of the profit or loss attributable to ordinary shareholders (diluted) for the year ended 30 June 2025 and 30 June 2024 as their effect would have been anti-dilutive due to the potential conversion will not result in decrease of earnings per share (2024: increase of loss per share).

28. Share-based payments

Raffles Education Corporation Employees' Share Options Scheme ("RE ESOS Scheme")

Statutory and other information regarding the RE ESOS Scheme is set out below:

- (i) The Remuneration Committee may at its discretion, fix the subscription price at a discount up to 20% off market price, or a price equal to the average of the last dealt market prices for the 5 consecutive market days on which the shares of the Company were traded on the SGX-ST immediately preceding the grant of the options.
- (ii) Consideration for the grant of an option is \$1.00.
- (iii) Options can be exercised 1 year after grant for market price options and 2 years for discounted options.
- (iv) Options granted expire after 5 years for participants not holding a salaried office or employment in the Group, and 10 years for employees of the Group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

28. Share-based payments (Continued)

Raffles Education Corporation Employees' Share Options Scheme ("RE ESOS Scheme")
(Continued)

- (v) Options granted will lapse when participant ceases to be a full-time employee with the Group, subject to certain exceptions at the discretion of the Company.
- (vi) The aggregate number of shares over which options may be granted on any date, when added to the number of shares issued and issuable in respect of all options granted under the RE ESOS Scheme, shall not exceed 15% of the issued share capital of the Company on the day preceding that date of grant.

Information in respect of the share options granted under the RE ESOS Scheme was as follows:

	2025		2024	
	Number of share options (‘000)	Weighted average exercise price \$	Number of share options (‘000)	Weighted average exercise price \$
Outstanding at beginning of financial year	1,780	0.148	1,860	0.148
Expired/cancelled	(50)	(0.148)	(80)	(0.148)
Outstanding at end of financial year	<u>1,730</u>		<u>1,780</u>	
Exercisable as at end of financial year	<u>1,730</u>		<u>1,780</u>	

The weighted average remaining contractual life of the share options is 3.2 years (2024: 4.2 years).

29. Contingent liabilities

Group

- (a) The Company and some of its subsidiaries are involved in four separate arbitrations/legal proceedings relating to commercial transactions. Although the ultimate disposition of asserted claims and proceedings cannot be predicted with certainty and the amounts involved cannot be reasonably estimated, it is the opinion of the management that the outcome of any such claims, either individually or on a combined basis, will not have a material adverse effect on the consolidated statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

29. Contingent liabilities (Continued)

Group (Continued)

- (b) The People's Republic of China's ("PRC") tax system can be characterised by numerous taxes and frequently changing legislation. Tax regulations are often unclear, open to wide interpretation, and in some instances, conflicting. Instances of inconsistent opinion between local, regional and national tax authorities are not unusual. Tax declarations are subject to review and investigation by a number of authorities that are enacted by law to impose significant penalties and interest charges. These factors create substantially more significant tax risks in PRC than that typically found in countries with more developed tax systems. Management believes that it has complied with all existing tax legislation.

At each reporting date, no provision for potential tax assessments for some of the Group's PRC subsidiaries has been made in the consolidated financial statements as management is of the opinion that according to the tax practices in PRC, such education related income is exempted from tax in PRC.

Company

- (c) As at 30 June 2025, the Company has given guarantees amounting to \$113.8 million (2024: 131.6 million) to banks in respect of banking facilities granted to the subsidiaries (Note 14) and the guarantees amount represents the maximum exposure.
- (d) At each reporting date, the Company has undertaken to provide continued financial support to certain subsidiaries which are in net current liability position and/or showing shareholder's deficit.

In the opinion of the Directors, no significant actual losses are expected to arise from these contingent liabilities as at end of the financial year.

30. Commitments

- (a) Capital commitments

Capital expenditure contracted for as at each reporting date but not recognised in the financial statements are as follows:

	Group	
	2025	2024
	\$'000	\$'000
Capital commitments in respect of:		
- Property, plant and equipment	15,732	9,190
- Investment properties	1,528	36,146

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

30. Commitments (Continued)

(b) Operating lease commitments (when the Group is a lessor)

The future minimum lease receivables under non-cancellable operating leases contracted for at each reporting date but not recognised as receivables, are as follows:

	Group	
	2025	2024
	\$'000	\$'000
Future minimum lease payments receivable:		
Within one year	7,814	8,007
Between one and five years	15,350	18,636
After five years	2,697	4,551
	<u>25,861</u>	<u>31,194</u>

The Group leased out investment properties to non-related parties under non-cancellable operating leases. Majority of leases are renewable on annual basis. These leases are classified as an operating lease because the risk and rewards incidental to ownership of the assets are not substantially transferred.

Rental income from investment properties is disclosed in Note 20.

31. Significant related party transactions

Many of the Group's and Company's transactions and arrangements are with related parties and the effect of these on the basis determined between the parties is reflected in these financial statements. The balances are unsecured, interest-free and repayable on demand unless otherwise stated.

During the financial year, in addition to those disclosed elsewhere in these financial statements, the Group entities and the Company entered into the following transactions with related parties:

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
With subsidiaries				
Dividend income	-	-	550	1,078
Interest expense	-	-	(2,533)	(2,943)
Management service fee income	-	-	363	72
Recharge of rental and utilities	-	-	(61)	(61)
Gain on disposal of a subsidiary	-	-	-	8,818

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

31. Significant related party transactions (Continued)

	Group		Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
With related parties				
Loan from a director	17,991	11,534	3,255	6,600
Interest expense reimbursed to a director	488	240	107	178
Subscription to non-convertible bonds*	17,750	-	17,750	-
Interest expense on non-convertible bonds*	1,283	-	1,283	-

* These related parties are mainly directors and close members of their respective families.

As at 30 June, the outstanding balances in respect of the above transactions are disclosed in Notes 10 and 13 to the financial statements.

Key management personnel remuneration

	Group	
	2025 \$'000	2024 \$'000
Directors' fees	460	455
Salaries and other short-term employee benefits	1,777	1,007
	<u>2,237</u>	<u>1,462</u>

Key management personnel are directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly ("key management"). The above amounts for key management personnel compensation are for the directors of the Company (including directors' fees of non-executive directors).

32. Report by segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses relating to transactions with the Group's other components. All operating segments' operating results are reviewed by the Group's Chief Executive Officer to make decisions about resources allocation to the segment and assess its performance, and for which discrete financial information is available.

The Group has four reportable segments are as described below, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed separately because they require different skill sets and marketing strategies.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

32. Report by segments (Continued)

For each of the strategic business units, the Group's Chief Executive Officer reviews internal management reports on a regular basis. The following summary describes the operations in each of the Group's reportable segments:

- Education

The Group offers students a range of degree, diploma and full-time certification programmes in design and business-oriented disciplines at post-secondary level. Students pay fees on a quarterly basis to attend courses at the Group's campuses, where they are taught in English by an overseas faculty.

The Group also participates in pre-tertiary education. This segment includes RK12, offering an American K12 curriculum, with Advanced Placement offerings in the high school, which will provide a schooling alternative to the local and expatriate communities in the region and Gelin Nursery School of Suzhou National New & Hi-tech Industrial Development Zone ("SZGL") which offers only pre-school classes in the PRC.

The Group also runs programmes within the Chinese national public school system. Colleges under this scheme collect fees once a year in advance directly from students under the Chinese government's national fees guidelines. Students are taught by a local faculty and the language of instruction is Chinese. The qualifications awarded by these colleges are recognised by the Chinese government.

- Education Facilities Rental Service

This segment refers to OUCHK which is listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited. OUCHK engages in education facilities leasing and commercial leasing for supporting facilities. OUCHK currently owns and leases out certain investment properties to colleges in Oriental University City, located at Langfang Economic and Technical Development Zone in Langfang City, Hebei Province, the PRC.

- Real Estate Investment & Development

The Group participates in opportunistic Real Estate Investments and Development. The ownership of these properties generates a stream of stable and recurring rental income. When the opportunity arises, the Group may divest these properties.

- Corporate & Others

Includes corporate headquarter and consolidation adjustments which are not directly attributable to a particular reportable segment above.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

32. Report by segments (Continued)

Information regarding the results of each reportable segment is included below.

Operating results of the reportable segments are independently evaluated for performance measurement and resource allocation decisions. Segment performance is evaluated based on operation profit or loss which is similar to the accounting profit or loss as included in the internal management reports reviewed by the Group's Chief Executive Officer.

The Group accounts for inter-segment sales and transfers as if the sales or transfers were to third parties, which approximate market prices. These inter-segment transactions are eliminated on consolidation.

Segment revenue and expenses are the operating revenue and expenses reported in the Group's profit or loss that are directly attributable to a reportable segment and the relevant portion of such revenue and expenses that can be allocated on a reasonable basis to the reportable segment.

Segment assets and liabilities: Segment assets include all operating assets used by a reportable segment and consist principally of property, plant and equipment, right-of-use assets, investment properties, inventories and operating receivables, net of allowances and provisions. Segment liabilities include all operating liabilities and consist principally of trade and other payables, course fees received in advance, education facilities rental service received in advance, lease liabilities and borrowings.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

32. Report by segments (Continued)

	Education	Education Facilities Rental Service	Real Estate Investment & Development	Corporate & Others	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
2025					
Revenue from external customers	101,932	8,272	1,506	-	111,710
Inter-segment revenue	4,244	1,058	(2,239)	3,156	6,219
Interest income	151	6	4	-	161
Gain on disposal of property, plant and equipment, net	1	89	-	-	90
Net fair value (loss)/gain on investment properties	756	(7,897)	1,415	68	(5,658)
Loss on disposal of investment properties, net	-	(2,093)	20	-	(2,073)
Finance costs	(1,475)	(2,421)	(910)	(11,834)	(16,640)
Depreciation and amortisation	(12,845)	(804)	(4,532)	(40)	(18,221)
Share of results from associates	(3)	(396)	-	220	(179)
Reportable segment profit/(loss) before income tax	26,334	(11,641)	(6,050)	95	8,738
Net profit/(loss) for the financial year	24,401	(13,594)	(6,523)	74	4,358
<u>Other information:</u>					
Additions to property, plant and equipment	6,696	11	3	-	6,710
Additions to right-of-use assets	1,208	-	-	-	1,208
Additions to investment properties	-	567	-	-	567
Investment in associates	-	1,568	-	212	1,780
Segment assets	380,722	218,132	219,967	82,208	901,029
Segment liabilities	(73,237)	(35,151)	(33,328)	(163,982)	(305,698)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

32. Report by segments (Continued)

	Education	Education Facilities Rental Service	Real Estate Investment & Development	Corporate & Others	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
2024					
Revenue from external customers	102,128	8,763	1,581	-	112,472
Inter-segment revenue	4,700	1,046	412	4,093	10,251
Interest income	216	3	2,200	1	2,420
Gain on disposal of property, plant and equipment, net	14	-	-	-	14
Net fair value (loss)/gain on investment properties	-	(17,099)	826	1,755	(14,518)
Finance costs	(3,634)	(2,925)	(842)	(12,892)	(20,293)
Depreciation and amortisation	(12,506)	(821)	(4,647)	(42)	(18,016)
Share of results from associates	(25)	(823)	-	-	(848)
Reportable segment profit/ (loss) before income tax	21,204	(18,811)	(4,493)	(20,462)	(22,562)
Net profit/(loss) for the financial year	19,090	(17,089)	(4,946)	(21,049)	(23,994)
<u>Other information:</u>					
Additions to property, plant and equipment	6,096	22	163	303	6,584
Additions to right-of-use assets	2,584	-	-	-	2,584
Additions to investment properties	-	1,569	-	-	1,569
Additions to intangible assets	21	-	-	-	21
Investment in associates	196	2,303	-	-	2,499
Segment assets	372,183	268,062	227,335	95,637	963,217
Segment liabilities	(32,303)	(67,229)	(81,085)	(159,162)	(339,779)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

32. Report by segments (Continued)

Reconciliations of reportable segment assets and liabilities to the total assets and total liabilities in the consolidated statement of financial position.

	Group	
	2025	2024
	\$'000	\$'000
<u>Assets</u>		
Total assets for reportable segments	902,809	965,716
Unallocated assets	115,942	134,366
Consolidated total assets	<u>1,018,751</u>	<u>1,100,082</u>
<u>Liabilities</u>		
Total liabilities for reportable segments	(305,698)	(339,779)
Unallocated liabilities	(72,492)	(78,447)
Consolidated total liabilities	<u>(378,190)</u>	<u>(418,226)</u>

Geographical segments

The Group operates in five main geographical regions, namely ASEAN, North Asia, South Asia, Australasia and Europe.

Segment revenue is based on the region where the services are rendered and the region where the customers are located. Non-current assets are shown by geographical region in which the assets are located.

Non-current assets consist of property, plant and equipment, right-of-use assets, investment properties, investment in joint venture, investment in associates and intangible assets.

	ASEAN	North	South		Europe	Total
	\$'000	Asia	Asia	Australasia	\$'000	\$'000
		\$'000	\$'000	\$'000		
<u>30 June 2025</u>						
Revenue from external customers	55,341	52,998	186	-	3,185	111,710
Non-current assets	232,600	563,717	11,144	958	80,128	888,547
<u>30 June 2024</u>						
Revenue from external customers	46,770	62,171	421	-	3,110	112,472
Non-current assets	224,083	625,791	11,813	1,004	73,719	936,410

Singapore and the People's Republic of China contributed revenue of \$14,422,000 and \$52,998,000 (2024: \$14,001,000 and \$62,171,000) respectively. Non-current assets in Singapore and the People's Republic of China amounted to \$69,709,000 and \$563,717,000 (2024: \$65,934,000 and \$625,595,000) respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

33. Financial instruments and financial risk management

The following table sets out the financial instruments at each reporting date:

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Financial assets				
Financial assets at amortised cost	49,408	67,099	396,325	424,310
Financial liabilities				
Financial liabilities at amortised cost	268,018	289,131	449,576	483,117

The Group and the Company are exposed to financial risks arising in the normal course of business. The Group and the Company do not hold or issue derivative financial instruments for trading purposes or to hedge against fluctuation.

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and cost is achieved.

(a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group have potential financial loss resulting from students defaulting on their obligations to pay course fees when due, resulting in a loss to the Group. The Group also has credit exposure arising from receivables from education facilities rental service.

The Group has credit policies in place and the exposure to credit risk is monitored on an ongoing basis. Credit risk is managed through regular collection and monitoring procedures.

At each reporting date, the Group's maximum exposure to credit risk were represented by the carrying amount of the financial assets on the statements of financial position except for the financial guarantees provided by the Company for borrowings of the subsidiaries amounting to \$113.8 million (2024: \$131.6 million) as disclosed in Note 14 to the financial statements.

The financial guarantees provided by the Company for borrowings of the subsidiaries are subject to the impairment assessment of SFRS(I) 9. The Company has assessed that its subsidiaries have strong financial capacity to meet the contractual cash flow obligations in the near future and hence, does not expect significant credit losses arising from these guarantees.

Bank balances are mainly deposits with banks and financial institutions which are regulated and with high credit-ratings assigned with investment grade rating of generally at least A-1+ by international credit rating agencies. Management determined that bank balances are subject to immaterial credit loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

33. Financial instruments and financial risk management (Continued)

(a) Credit risk (Continued)

Further disclosure regarding trade and other receivables are disclosed in Note 10 to the financial statements.

(b) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's and the Company's exposures to interest rate risk arise primarily from their borrowings with financial institutions and amount due to a subsidiary.

The Group is exposed to cash flow interest rate risk from borrowings at floating rates. The table below shows the sensitivity analysis of interest rate risk showing the effect on profit or loss if interest rates had increased by 100 basis point (2024: 100 basis point), with all other variables held constant.

	2025 Decrease in profit \$'000	2024 Decrease in profit \$'000
<u>Interest rates increased by 100 basis point</u>		
Group		
Borrowings	(1,478)	(1,887)
Company		
Borrowings	(21)	(139)
Amount due to a subsidiary	(476)	(476)

A 100 basis point decrease in interest rates would have an equal but opposite effect.

(c) Foreign currency risk

The Group operates in several countries with dominant operations in Singapore, People's Republic of China, Southeast Asia, Australia and Europe. Currency risk arises within entities in the Group when transactions are denominated in foreign currencies. Exposure to foreign currency risk is monitored on an ongoing basis to ensure that the net exposure is at an acceptable level, as the Group manages its transactional exposure by matching, as far as possible, receipts and payments in each individual currency. As the entities in the Group transact substantially in their respective functional currencies, the Group's exposure to currency risk is not significant.

In relation to the Group's overseas investments in foreign operations where net assets are exposed to currency translation risk, they are not hedged as currency positions in these foreign currencies are considered to be long-term in nature. Differences arising from such translation are recorded under the foreign currency translation reserves.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

33. Financial instruments and financial risk management (Continued)

(c) Foreign currency risk (Continued)

The Group's exposures to foreign currencies such as Singapore Dollar (SGD), Chinese Renminbi ("RMB"), Malaysian Ringgit ("MYR"), Swiss Franc ("CHF") and Euro ("EUR"), Australian Dollar ("AUD"), Hong Kong Dollar ("HKD"), Thai Baht ("THB"), United States Dollar ("USD") and Indian Rupee ("INR") at each reporting date were as follows:

	Note	SGD \$'000	RMB \$'000	MYR \$'000	CHF \$'000	EUR \$'000	AUD \$'000	THB \$'000	USD \$'000	INR \$'000	Others \$'000
Group											
2025											
Trade and other receivables (excluding prepayments and value added tax recoverable)		2,093	8,166	906	911	362	12	676	101	16,744	341
Intra-group balances, net		14,571	28,976	(913)	(321)	(230)	(658)	-	(35,999)	(4,492)	(934)
Cash and bank balances	11	587	11,536	1,335	137	33	1	2,855	27	50	300
Restricted bank balances	11	-	-	-	2,235	-	-	-	-	-	-
Trade and other payables (excluding accruals for business, property and land taxes and deposit received from non- current assets held for sale)		(9,949)	(25,548)	(6,433)	(461)	(1,689)	(31)	(4,218)	(15)	(385)	(402)
Borrowings	14	(155,218)	(24,607)	(1,851)	(12,027)	(5,988)	-	(2,159)	-	-	(6,891)
Lease liabilities	15	(6,487)	(2,080)	(1,550)	-	-	-	-	(29)	-	-
		(154,403)	(3,557)	(8,506)	(9,526)	(7,512)	(676)	(2,846)	(35,915)	11,917	(7,586)
Less: net liabilities/assets denominated in respective entities' functional currencies'		(67,039)	(235,848)	7,780	12,813	4,805	(350)	12,114	(5)	(10,665)	7,364
Currency exposure		(221,442)	(239,405)	(726)	3,287	(2,707)	(1,026)	9,268	(35,920)	1,252	(222)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

33. Financial instruments and financial risk management (Continued)

(c) Foreign currency risk (Continued)

Group	Note	SGD \$'000	RMB \$'000	MYR \$'000	CHF \$'000	EUR \$'000	HKD \$'000	THB \$'000	USD \$'000	INR \$'000	Others \$'000
2024											
Trade and other receivables (excluding prepayments and value added tax recoverable)		2,200	10,346	1,085	573	780	-	612	119	18,603	980
Intra-group balances, net		30,994	39,002	91	(5,967)	(14,143)	(1,331)	-	(41,573)	(4,290)	(2,783)
Cash and bank balances	11	650	27,085	750	467	58	33	177	65	97	304
Restricted bank balances	11	-	-	-	2,115	-	-	-	-	-	-
Trade and other payables (excluding accruals for business, property and land taxes and deposit received from non- current assets held for sale)		(15,007)	(27,020)	(4,827)	(574)	(1,556)	-	(1,432)	(30)	(446)	(247)
Borrowings	14	(147,104)	(36,749)	(18,047)	(11,925)	(6,883)	-	-	-	-	(4,563)
Lease liabilities	15	(8,768)	(2,234)	(1,420)	-	-	-	-	(150)	(149)	-
		(137,035)	10,430	(22,368)	(15,311)	(21,744)	(1,298)	(643)	(41,569)	13,815	(6,309)
Less: net liabilities/assets denominated in respective entities' functional currencies'		(59,518)	(242,488)	19,277	(884)	25,471	1,353	9,601	242	(13,768)	(6,239)
Currency exposure		(196,553)	(232,058)	(3,091)	(16,195)	3,727	55	8,958	(41,327)	47	(12,548)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

33. Financial instruments and financial risk management (Continued)

(c) Foreign currency risk (Continued)

The following analyses detail the sensitivity to a five percentage increase or decrease in the respective foreign currencies against the respective functional currencies of the entities in the Group. A five percentage point weakening in the foreign currencies against respective functional currencies would have an equal but opposite effect. The analysis assumes that all other variables, in particular interest rates, remain constant and does not take into account associated tax effects and share of non-controlling interests.

If the relevant foreign currency strengthens by 5% against the respective functional currencies of each entity of the Group, the effect to profit or loss will increase/(decrease) by:

	2025 \$'000	2024 \$'000
Group		
Singapore Dollar	(11,072)	(9,828)
Chinese Renminbi	(11,970)	(11,603)
Malaysian Ringgit	(36)	(155)
Swiss Franc	164	(810)
Euro	(135)	186
Australian Dollar	(51)	-
Hong Kong Dollar	-	3
Thai Baht	463	448
United States Dollar	(1,796)	(2,066)
Indian Rupee	63	2

A five-percentage point weakening in the foreign currencies against respective functional currencies would have an equal but opposite effect.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

33. Financial instruments and financial risk management (Continued)

(c) Foreign currency risk (Continued)

The Company's exposures to foreign currencies such as Chinese Renminbi ("RMB"), United States Dollar ("USD"), Australian Dollar ("AUD"), Hong Kong Dollar ("HKD"), Swiss Franc ("CHF") and Thai Baht ("THB") at each reporting date were as follows:

	Note	SGD \$'000	RMB \$'000	USD \$'000	AUD \$'000	HKD \$'000	CHF \$'000	THB \$'000	Others \$'000
Company									
2025									
Trade and other receivables (excluding prepayments)		361,336	22,147	1	2	9	3,159	9,264	311
Cash and bank balances	11	92	1	-	-	3	-	-	-
Trade and other payables	13	(89,810)	(258,666)	(37,305)	(1,402)	-	-	-	(817)
Borrowings	14	(61,576)	-	-	-	-	-	-	-
		210,042	(236,518)	(37,304)	(1,400)	12	3,159	9,264	(506)
Less: net assets denominated in functional currency		(210,042)	-	-	-	-	-	-	-
Currency exposure		-	(236,518)	(37,304)	(1,400)	12	3,159	9,264	(506)
2024									
Trade and other receivables (excluding prepayments)		357,585	47,229	-	7	6	3,636	8,966	6,738
Cash and bank balances	11	139	1	-	-	3	-	-	-
Trade and other payables	13	(105,472)	(277,375)	(41,235)	(6,805)	(1)	(860)	-	(908)
Borrowings	14	(50,461)	-	-	-	-	-	-	-
		201,791	(230,145)	(41,235)	(6,798)	8	2,776	8,966	5,830
Less: net assets denominated in functional currency		(201,791)	-	-	-	-	-	-	-
Currency exposure		-	(230,145)	(41,235)	(6,798)	8	2,776	8,966	5,830

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

33. Financial instruments and financial risk management (Continued)

(c) Foreign currency risk (Continued)

The following analyses detail the sensitivity to a five percentage increase or decrease in the respective foreign currencies against the Singapore Dollar. The analysis assumes that all other variables, in particular interest rates, remain constant and does not take into account associated tax effects and share of non-controlling interests.

If the relevant foreign currency strengthens by 5% against the Singapore Dollar, the effect to profit or loss will increase/(decrease) by:

	2025 \$'000	2024 \$'000
Company		
Chinese Renminbi	(11,826)	(11,508)
United States Dollar	(1,865)	(2,062)
Australian Dollar	(70)	(340)
Hong Kong Dollar	1	1
Swiss Franc	158	139
Thai Baht	463	448

A five percentage point weakening in the foreign currencies against respective functional currencies would have an equal but opposite effect.

(d) Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet its financial obligations as they fall due. The Group and the Company monitor its liquidity risk and maintain a level of cash and cash equivalents deemed adequate by management to finance the Group's and the Company's operations and to mitigate the effects of fluctuations in cash flows. Funding is obtained from borrowing facilities from banks and financial institutions. The Group and the Company assessed that the Group and the Company will be able to pay its debts as and when they fall due. The details of the assessment are disclosed in Note 2 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

33. Financial instruments and financial risk management (Continued)

(d) Liquidity risk (Continued)

The table below summarises the maturity profile of the Group's and the Company's financial liabilities at the reporting date based on contractual undiscounted cash flows.

	Contractual undiscounted cash flows (including interest payments)			
	Within one financial year \$'000	More than one financial year \$'000	Total \$'000	Carrying amount \$'000
Group				
2025				
Trade and other payables (excluding accruals for business, property and land taxes and deposit received from non-current assets held for sale)	44,202	4,929	49,131	49,131
Borrowings	123,013	127,037	250,050	208,741
Lease liabilities	3,995	7,369	11,364	10,146
	171,210	139,335	310,545	268,018
2024				
Trade and other payables (excluding accruals for business, property and land taxes and deposit received from non-current assets held for sale)	46,109	5,030	51,139	51,139
Borrowings	70,131	192,346	262,477	225,271
Lease liabilities	4,061	10,188	14,249	12,721
	120,301	207,564	327,865	289,131
Company				
2025				
Trade and other payables	389,046	-	389,046	388,000
Borrowings	6,977	76,127	83,104	61,576
Financial guarantee contracts	113,817	-	113,817	113,817
	509,840	76,127	585,967	563,393
2024				
Trade and other payables	435,641	-	435,641	432,656
Borrowings	19,398	47,433	66,831	50,461
Financial guarantee contracts	131,636	-	131,636	131,636
	586,675	47,433	634,108	614,753

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

33. Financial instruments and financial risk management (Continued)

(e) Fair values

The carrying amounts of the Group's and Company's current financial assets and current financial liabilities approximate their fair values as at each reporting date due to the relatively short period of maturity of these financial instruments. The fair values of other classes of financial assets and liabilities are disclosed in the respective notes to the financial statements.

34. Capital management

The Group's and the Company's objectives when managing capital are to safeguard the Group's and the Company's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholders' value.

The Group and the Company maintain an optimum capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets by various means such as adjusting the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts and issue more borrowings whenever necessary.

As part of the Group's and Company's capital management, the Company may purchase its own shares from the market and the timing of these purchases depends on market prices. Primarily, such actions are intended to stabilise the market price of the Company's shares and the purchased shares can be used for issuing shares under a performance share plan if the Company establishes a plan in the future. Buy and sell decisions by management are made on a specific transaction basis. The Group and the Company do not have a defined share buy-back plan.

In addition, the Company may adopt the scrip dividend scheme, issue rights issue shares, issue new ordinary shares via share placements to conserve cash resources and to pay down bank borrowings. The scrip dividend scheme also allows shareholders to reinvest in the growth of the Company.

The Group and the Company manage overall capital structure by leveraging the advantages and security afforded by a sound capital position while preserving a sustainable level of returns which also seek to meet certain capital requirements imposed by the banks. These requirements include maintaining minimum level of net tangible assets.

The Group also monitors capital based on a gearing ratio which is net debt divided by total capital. Net debt includes borrowings less cash and bank balances (including restricted bank balances). Total capital refers to equity attributable to the equity holders of the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

34. Capital management (Continued)

	Group	
	2025	2024
	\$'000	\$'000
Net debt	189,645	193,470
Total capital	555,826	589,979
Net gearing ratio	34%	33%

The Group and the Company are in compliance with all externally imposed capital requirements relating to financial covenants on its borrowings for both the financial years ended 30 June 2025 and 30 June 2024.

Apart from the above, the Group's current overall strategy remains unchanged for financial years ended 30 June 2025 and 30 June 2024.

35. Properties of the Group

Location	Description	Existing use	Tenure	Unexpired lease term (years)	Site area ('000 sqm)	Gross floor area ('000 sqm)
(a) Northeastern side along the crossing of Yangguang Road and Gongyuan Road, Xinqiao Industrial Park, Anhui Province, the PRC	Education college	Education facilities and hostels	Leasehold	41 - 46	283	63
(b) No. 28, Jinjing Road, Xiqing District, Tianjin City, the PRC	Education college	Education facilities and hostels	Leasehold	27 - 30	141	132
(c) Room 101, 201-205, 301-308 Block 5, No. 203 Tower Road, Suzhou National New and Hi-Tech Industrial Development Zone, Jiangsu Province, the PRC	Kindergarten	Kindergarten facilities	Leasehold	41	1	2

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

35. Properties of the Group (Continued)

Location	Description	Existing use	Tenure	Unexpired lease term (years)	Site area ('000 sqm)	Gross floor area ('000 sqm)
(d) Oriental University City, Langfang Economic and Development Zone, Hebei Province, the PRC [#]	Education campus city	Facilities for educational, recreational, hostels, commercial, retail and utility activities	Leasehold	24 – 29	724	316
(e) Oriental University City, Langfang Economic and Development Zone, Hebei Province, the PRC [#]	Education campus city	Held for sale (Note 12)	Leasehold	28	10	13
(f) Raffles Education Square 51 Merchant Road Singapore	Commercial development of multi storey office block and conservation shophouses	Held for sale (Note 12)	Leasehold	67	3	7
(g) Mukim of Pulai, District of Johor Bahru, State of Johor, Malaysia [#] Land held under: H.S.(D) 520221, PTD 189210	University campus development	Construction and development phase	Freehold	-	263	-
(h) Mukim of Pulai, Lot 143116 District of Johor Bahru, State of Johor, Malaysia [#]	Education college	American K12 school facilities	Freehold	-	181	77
(i) Lot 102-104, 106 Section 88A Kuala Lumpur, Malaysia	Education college	Education facilities	Leasehold	43 - 44	5	4

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

35. Properties of the Group (Continued)

Location	Description	Existing use	Tenure	Unexpired lease term (years)	Site area ('000 sqm)	Gross floor area ('000 sqm)
(j) Soi Bangna – Trat 37 Bangkaew Sub-district Bang Phli District Samut Prakarn Province, Thailand [#]	Education college	Education facilities	Freehold	-	45	40
(k) Kadirana North Village Dunagaha Pattu of Aluthkorale @ Katana in Gampaha District Western Province of Sri Lanka [#]	University campus/ commercial development	Vacant	Freehold	-	101	-
(l) 94 Mandurah Terrace, Mandurah, Western Australia [#]	Commercial/ residential/ education development	Vacant	Freehold	-	2	-
(m) Chemin des Cibles 17 1997 Haute-Nendaz Switzerland [#]	Hotel and commercial units	Hotel and commercial units	Freehold	-	6	11
(n) Route de Siviez 37, 1995 Siviez Switzerland [#]	Commercial building	Commercial use	Freehold	-	2	2
(o) Via Felice Casati, 16, Milan, Italy	Commercial building	Education facilities and office use	Freehold	-	1	3
(p) Two floors of office units at Sub-District of Gondangdia, District of Menteng, Municipality of Central Jakarta, Special Capital City of Jakarta, Indonesia	Education college	Education facilities	Leasehold	9	-	2

[#] Valuation performed in financial years 2025 and 2024 by independent professional valuation specialist, as referred to in Note 5 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

36. Events subsequent to the reporting date

The Company's subsidiary, Oriental University City Holdings (H.K.) Limited ("OUCHK"), listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong, had on 4 July 2025 announced the proposed disposal of OUCHK's subsidiary's lifestyle commercial building located in Langfang Development Zone, Hebei, the People's Republic of China for cash consideration of RMB18 million (approximate to \$3.2 million). The proposed disposal was completed in September 2025.

Referring to one of the arbitrations as disclosed in Note 29 to the financial statements, the Company had on 5 August 2025 announced that the Company has received a final arbitral award in favour of the Company and its subsidiary, Path Education Corporation Pte. Ltd from Singapore International Arbitration Centre on 4 August 2025.

The Group received a Letter of Demand dated 20 August 2025 from a third party for claim against enterprise income tax and late payment penalties totaling RMB33.6 million (approximate to \$6.2 million) arising from sales and purchase of certain equity investment. Based on legal advice received to date, The Board concluded that the claim is without merit and the probability of successful claim are remote.

37. Authorisation of financial statements

The consolidated financial statements of the Group, the statement of financial position and the statement of changes in equity of the Company for the financial year ended 30 June 2025 were authorised for issue by the Board of Directors of the Company on 13 October 2025.

STATISTICS OF SHAREHOLDINGS

AS AT 29 SEPTEMBER 2025

ISSUED AND FULLY PAID-UP CAPITAL	1,463,646,772
NUMBER OF SHARES ISSUED AND PAID-UP SHARES (EXCLUDINGS TREASURY SHARES)	: 1,390,461,472
NUMBER / PERCENTAGE OF TREASURY SHARES HELD	: 73,185,300 / 5.26%
CLASS OF SHARES	: ORDINARY SHARE
VOTING RIGHTS	: ONE VOTE PER SHARE

Based on information available to the Company as at 29 September 2025, approximately 60.19% of the issued ordinary shares (excluding treasury shares) of the Company is held by the public and, therefore, Rule 723 of the Listing Manual issued by SGT-ST is complied with.

Size of Shareholdings	No. of Shareholders	Percentage of Shareholders	No. of Shares Held (excluding treasury shares)	Percentage of Shares
1 - 99	755	9.96	29,129	0.00
100 - 1,000	943	12.43	540,776	0.04
1,001 - 10,000	3,320	43.78	16,144,340	1.16
10,001 - 1,000,000	2,493	32.87	161,870,543	11.64
1,000,001 & ABOVE	73	0.96	1,211,876,684	87.16
	<u>7,584</u>	<u>100.00</u>	<u>1,390,461,472</u>	<u>100.00</u>

TOP TWENTY SHAREHOLDERS AS AT 30 SEPTEMBER 2024

No.	Name	No. of Shares	Percentage
1	KGI SECURITIES (SINGAPORE) PTE. LTD	261,172,722	18.78
2	DBS NOMINEES PTE LTD	146,876,571	10.56
3	CHEW HUA SENG OR DORIS CHUNG GIM LIAN	119,269,763	8.58
4	PHILLIP SECURITIES PTE LTD	101,046,214	7.27
5	SBS NOMINEES PTE LTD	85,427,998	6.14
6	CITIBANK NOMINEES SINGAPORE PTE LTD	58,712,385	4.22
7	LIU YINGCHUN	39,371,700	2.83
8	DORIS CHUNG GIM LIAN	34,043,159	2.45
9	OW CHIO KIAT	25,000,000	1.80
10	WATERWORTH PTE LTD	23,400,000	1.68
11	LIM CHEE SAN	23,300,000	1.68
12	CHEW CHIEW SIANG STEVEN	22,065,730	1.59
13	LIM AND TAN SECURITIES PTE LTD	20,459,319	1.47
14	TOMMIE GOH THIAM POH	18,742,916	1.35
15	OCBC SECURITIES PRIVATE LTD	18,108,769	1.30
16	GOI SENG HUI	18,042,400	1.30
17	CHEW HUA SENG	17,100,000	1.23
18	TEO CHIANG SONG	13,000,000	0.93
19	UNITED OVERSEAS BANK NOMINEES PTE LTD	11,331,991	0.82
20	MAYBANK SECURITIES PTE. LTD.	10,293,281	0.74
	TOTAL	<u>1,066,764,918</u>	<u>76.72</u>

STATISTICS OF SHAREHOLDINGS

AS AT 29 SEPTEMBER 2025

Substantial Shareholders

As shown in the Register of Substantial Shareholders

Name of Shareholders	No of Shares	
	Direct Interest	Deemed Interest
Chew Hua Seng	491,769,605	34,043,159
Doris Chung Gim Lian	170,992,922	354,819,842

Notes: -

- 1) Ms Doris Chung Gim Lian is the spouse of Mr Chew Hua Seng. In this regards, Ms Doris Chung Gim Lian is deemed to have an interest in the shareholdings of Mr Chew Hua Seng and vice versa.
- 2) The figures stated under "Direct Interest" are inclusive of the 136,949,763 shares which are held jointly by Mr Chew Hua Seng and Ms Doris Chung Gim Lian.



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