
Issuer & Securities

Issuer/ Manager

RAFFLES EDUCATION CORPORATION LIMITED

Securities

RAFFLES EDUCATION CORP LTD - SG2C97968151 - NR7

Stapled Security

No

Announcement Details

Announcement Title

Change - Announcement of Appointment

Date & Time of Broadcast

06-Nov-2018 13:58:35

Status

New

Announcement Sub Title

Announcement of Non-Independent Non-Executive Director

Announcement Reference

SG181106OTHRBEVY

Submitted By (Co./ Ind. Name)

Chew Hua Seng

Designation

Chairman

Effective Date and Time of the event

05/11/2018 00:00:00

Description (Please provide a detailed description of the event in the box below)

Appointment of Mr. Joseph HE Jun as Non-Independent, Non-Executive Director of the Company.

Additional Details

Date Of Appointment

05/11/2018

Name Of Person

Joseph HE Jun

Age

56

Country Of Principal Residence

Singapore

The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)

The appointment of Mr. Joseph HE Jun as Non-Independent, Non-Executive Director of the Company was recommended by the Nomination Committee and approved by the Board, based primarily on the background and qualifications of Mr. HE, who is the Head of the China Practice and partner in both the Corporate Mergers & Acquisitions and the Capital Markets Practices in Wong Partnership, a law firm in Singapore. The Board believe the appointment of Mr HE would bring to the Board a different set of skills, experience and attributes. Moreover, the legal training and strategic perspective of Mr. He would help the Board to identify opportunities and threats to the Company.

Whether appointment is executive, and if so, the area of responsibility

Appointment is non-executive, non-independent.

Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)

Director

Familial relationship with any director and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries

None

Conflict of interests (including any competing business)

None

Working experience and occupation(s) during the past 10 years

Please see attachment, Appendix A.

Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7)) Or Appendix 7H (Catalist Rule 704(6))

No

Shareholding interest in the listed issuer and its subsidiaries?

No

These fields are not applicable for announcements of appointments pursuant to Listing Rule 704 (9) or Catalist Rule 704 (8).**Past (for the last 5 years)**

Please see attachment, Appendix B.

Present

Please see attachment, Appendix B.

(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?

No

(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?

No

(c) Whether there is any unsatisfied judgment against him?

No

(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?

No

(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?

No

(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?

No

(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?

No

(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?

No

(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?

No

(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-

(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or

No

(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement

CHANGE - ANNOUNCEMENT OF APPOINTMENT::ANNOUNCEMENT OF NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or

No

(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?

No

(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?

No

Any prior experience as a director of a listed company?

No

If No, Please provide details of any training undertaken in the roles and responsibilities of a director of a listed company
Independent Non-Executive Director of BRC Asia Ltd since 2 April 2018

Attachments

[Joseph HE Jun Working Experience Occupations During The Past 10 Years Appendix A.pdf](#)

[Directorships of Joseph He Jun Appendix B.pdf](#)

[REC - Appoinment of New Director and Changes in the Composition of the Board Committees -5 Nov 2018.pdf](#)

Total size =449K MB

RAFFLES EDUCATION CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 199400712N

CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD

The Board of Directors (the “**Board**”) of Raffles Education Corporation Limited (the “**Company**”) wishes to announce the appointment of Mr. Joseph He Jun as a Non-Independent Non-Executive Director with effect from 5 Nov 2018.

The Board also announces the appointment of Mdm. Gan Hui Tin as Chair of the Nomination Committee and simultaneously, as a member of the Remuneration Committee and Risk Management Committee with effect from 5 Nov 2018.

Consequent upon the changes, the new compositions of the Board, Nomination Committee, Remuneration Committee and Risk Management Committee are as follows:

Board

- Mr. Chew Hua Seng - Chairman and Chief Executive Officer
- Mr. Lim How Teck - Lead Independent Director
- Mr. Teo Cheng Lok John - Independent Director
- Mdm. Gan Hui Tin - Independent Director
- Mr. Joseph He Jun - Non-Independent Director and Non-Executive Director

Nomination Committee

Mdm. Gan Hui Tin

(Chair)

Mr. Chew Hua Seng

Mr. Lim How Teck

Remuneration Committee

Mr. Teo Cheng Lok John

(Chairman)

Mr. Chew Hua Seng

Mdm. Gan Hui Tin

Risk Management Committee

Mr. Teo Cheng Lok John

(Chairman)

Mr. Chew Hua Seng

Mdm. Gan Hui Tin

The compositions of the Audit Committee remain unchanged:

Audit Committee

Mr. Lim How Teck (Chairman)

Mr. Teo Cheng Lok John

Mdm. Gan Hui Tin

On behalf of the Board

Chew Hua Seng
Chairman and Group Chief Executive Officer

5 Nov 2018

Joseph HE Jun is the Head of the China Practice and a Partner in both the Corporate/Mergers & Acquisitions and the Capital Markets Practices, in Wong Partnership.

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 ("PRC").

Transactions of significance which Joseph has been involved in include acting for Shandong Delisi Food Co. Ltd., in its acquisition of a 45% stake in Bindaree Beef Group for A\$140 million; Surbana International Consultants Holdings Pte. Ltd., in its acquisition of Sinosun Architects & Engineering Co. Ltd.; Hebei Oriental Zhuyun Property Development Co., Ltd., a subsidiary of Raffles Education Corporation Limited, in the divestment of four land parcels in the Langfang Development Zone, Hebei Province, PRC, to Langfang Fenghe International Golf Club Co., Ltd. for a total consideration of RMB1.047 billion; the shareholders of China Satellite Mobile Communications Group Limited in the disposal of part of its satellite mobile communications business to Armarda Group Limited in stages, resulting in a possible reverse takeover of Armarda Group Limited; and Parkway Holdings Limited ("PHL"), in its acquisition of a 60% stake in the World Link chain of clinics operating in Shanghai, PRC, for over US\$43 million, via the acquisition of the entire issued share capital of Medical Resources International Pte. Ltd. by PHL's wholly-owned subsidiary Parkway Group Healthcare Pte. Ltd., from Hong Kong-incorporated WorldLink Medical Systems Limited.

Joseph has also been involved in numerous Sino-Singapore projects, including acting for Singapore-Sichuan Investment Holdings Pte. Ltd. in its proposed development of Singapore-Sichuan Hi-Tech Innovation Park located in the Chengdu Hi-Tech Zone's south park within the Chengdu-Chongqing Economic Zone in the PRC with a total estimated investment of RMB20 billion; Keppel Telecommunications & Transport Ltd. in a joint venture agreement with the Jilin City government to jointly develop and operate the Sino-Singapore Jilin Food Zone International Logistics Park to serve the Sino-Singapore Jilin Food Zone; Optima Investment & Development Pte. Ltd. to develop a residential project in the Sino-Singapore Guangzhou Knowledge City located in Guangzhou, PRC (a landmark project with support from the Guangdong and Singapore governments); SingBridge International Singapore Pte. Ltd. (a Temasek-linked company) in relation to its joint venture with Guangzhou Knowledge City Investment and Development Co., Ltd., to develop Guangzhou Knowledge City; and a

Singapore consortium led by Keppel Corporation Limited, in relation to its joint venture with Tianjin Eco-City Investment & Development Co., Ltd. to develop the Sino-Singapore Tianjin Eco-City.

Joseph is a member of Business China and the Advisory Board of Singapore Management University (SMU)'s Law School.

Present - Directorships

	Name of Company	Is Company listed?	* Nature of Appointment (eg, Non executive Director, Chairman, Member of Audit / Nominating / Remuneration Committee)	Appointment date
1.	SINCERE CAPITAL (PTE) LTD	No	Non-executive Director	Appointed since 3 March 2004
2.	HOT LAND HOLDINGS LIMITED, BVI	No	Non-executive Director	Appointed since 18 January 2007
3.	VITAL DRAGON TECHNOLOGIES LTD, BVI	No	Non-executive Director	Appointed since 17 April 2007
4.	KYTOLAND WATER INVESTMENT PTE LTD	No	Non-executive Director	Appointed since 10 November 2008
5.	ZHONGXIN EDUCATION INVESTMENT CO., LTD	No	Non-executive Director	Appointed since 15 January 2009
6.	ANSENSE INTERNATIONAL PTE. LTD.	No	Non-executive Director	Appointed since 6 February 2009
7.	FDH PE INVESTMENT FUND MANAGEMENT CO., LTD	No	Non-executive Director	Appointed since 9 November 2010
8.	PACLANTIC PTE LTD	No	Non-executive Director	Appointed since 26 December 2012
9.	RAMBO INTERNATIONAL INVESTMENT HOLDINGS PTE. LTD.	No	Non-executive Director	Appointed since 5 March 2015
10.	TIAN JIU RESOURCES PTE. LTD.	No	Non-executive Director	Appointed since 26 November 2015
11.	RUI MENG (SHANGHAI) MINERALS INVESTMENT CO LTD	No	Non-executive Director	Appointed since 15 December 2015
12.	CHINA JINGYE CONSTRUCTION ENGINEERING (S) PTE. LTD.	No	Non-executive Director	Appointed since 5 January 2017
13.	MCC LAND (SINGAPORE) PTE. LTD.	No	Non-executive Director	Appointed since 5 January 2017
14.	RAINBOW MINERALS PTE. LTD.	No	Non-executive Director	Appointed since 1 October 2017
15.	BRC ASIA LIMITED	Yes	Non-executive Independent Director	Appointed since 2 April 2018
16.	RIME VENTURE (HK) LIMITED	No	Non-executive Director	Appointed since 23 May 2018
17.	RIME VENTURE LIMITED, BVI	No	Non-executive Director	Appointed since 25 June 2018
18.	CHERISH EAGLE INVESTMENT LIMITED, BVI	No	Non-executive Director	Appointed since 25 June 2018
19.	DAWN BEAUTY HOLDINGS (HK) LIMITED	No	Non-executive Director	Appointed since 23 October 2018
20.	DAWN BEAUTY HOLDINGS LIMITED, BVI	No	Non-executive Director	Appointed since 19 October 2018

Past - Directorships

From	To	Company / Country of Incorporation	Executive Director / Independent Director / Member of Committees	Is Company listed?
Month / Year				
11 / 13	03 / 15	Capital Link Asia Investment Pte. Ltd. (struck off on 24/11/15), Singapore	Non-executive director	No
11 / 13	03 / 15	Green Housing Investment Pte. Ltd. (struck off on 24/11/15), Singapore	Non-executive director	No
11 / 13	03 / 15	Union Realty Investment Pte. Ltd. (struck off on 06/06/16), Singapore	Non-executive director	No
12 / 07	06 / 14	Asia Power Corporation Limited, Singapore	Independent director, Chairman of the remuneration committee, Chairman of the nominating committee, Member of the audit committee and Member of the Asia Power Performance Share Scheme committee	Yes
12 / 07	03 / 14	Devotion Energy Group Limited, Singapore	Independent director, Chairman of the nominating committee, Chairman of the remuneration committee and Member of the audit committee	Yes
02 / 13	08 / 13	Star Galaxy Investment Holdings Pte. Ltd., Singapore	Non-executive director	No
09 / 12	08 / 13	Peakview Pte. Ltd., Singapore	Non-executive director	No
01 / 08	10 / 16	Modern Group (Singapore) Co., Pte Ltd, Singapore	Non-executive director	No
03 / 16	01 / 18	Jing Run (Singapore) Cornestone Investments Pte. Ltd, Singapore (struck off on 6/1/2018)	Non-executive director	No
03 / 16	01 / 08	Run Meng (Singapore) Minerals Investments Pte. Ltd, Singapore(struck off on 6/1/2018)	Non-executive director	No
01 / 14	10 / 18	Oriental University City Holdings (H.K.) Limited	Non-executive Director	Yes