



MINDCHAMPS PRESCHOOL LIMITED

(Company Registration Number: 200814577H)
(Incorporated in the Republic of Singapore)
(the "**Company**")

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting ("**EGM**" or "**Meeting**") of the Company will be held at 6 Raffles Boulevard, #04-100 Marina Square, Singapore 039594 on Thursday, 14 November 2024 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the ordinary resolution as set out below ("**Notice**").

*All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the accompanying circular dated 30 October 2024 to shareholders of the Company ("**Circular**").*

ORDINARY RESOLUTION 1: THE PROPOSED CHANGE OF AUDITORS FROM CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION TO FORVIS MAZARS LLP

RESOLVED THAT:

- (a) the resignation of CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION ("**CLA**") as the Auditors be and is hereby noted and FORVIS MAZARS LLP ("**Mazars**"), having consented to act, be and is hereby appointed as the new Auditors in place of CLA, to hold office until the conclusion of the next AGM at a fee and on such terms as may be agreed by the Directors with Mazars; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company's Constitution to any document as may be necessary or required.

BY ORDER OF THE BOARD

Yeo Hui Leng
Company Secretary
Singapore, 30 October 2024

Explanatory Notes to Resolution:

1. Shareholders should note that in accordance with the requirements of Rule 1203(5) of the Listing Manual:
 - (a) CLA, on 24 September 2024 via its professional clearance letter, has confirmed that it is not aware of any professional reasons why Mazars should not accept appointment as Auditors of the Company;
 - (b) the Company confirms that there were no disagreements with CLA on accounting treatments within the last twelve (12) months from the date of the Circular;
 - (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
 - (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in the Circular. The Proposed Change of Auditors is neither due to any disagreement with CLA nor the dismissal of CLA; and
 - (e) the Board confirms that the Company is in compliance with Rules 712 and 715 of the Listing Manual in relation to the proposed appointment of Mazars as its new Auditors.

Notes:

Format

1. The Company's EGM is being convened, and will be held physically at 6 Raffles Boulevard, #04-100 Marina Square, Singapore 039594. There will be no option for shareholders to participate virtually or by electronic means.
2. Shareholders, including CPF and SRS investors who hold the Company's Shares through CPF Agent Banks or SRS Operators, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote by attending the Meeting.
3. Attendees are required to bring along their NRIC/passport so as to enable the Company to verify their identities.
4. The resolution at the Meeting shall be voted on by way of a poll. Polling will be done by way of an electronic poll voting system and members present in person or represented by proxy at the Meeting will be entitled to vote on a 'one-share, one-vote' basis. The detailed procedures for the electronic poll voting will be explained at the Meeting.

Access to Documents

1. Printed copies of this Notice of EGM, Proxy Form and Request Form will be despatched to shareholders.
2. The Circular in relation to the Proposed Change of Auditors from CLA Global TS Public Accounting Corporation to Forvis Mazars LLP of the Company will also be made available on SGXNet and the Company's corporate website which may be accessed at the following URL: <https://investor.mindchamps.org/home.html>.
3. Shareholders may request for printed copy of the Circular in relation to the Proposed Change of Auditors from CLA Global TS Public Accounting Corporation to Forvis Mazars LLP of the Company in the following manner:
 - (a) by completing and returning the Request Form to our registered office at 6 Raffles Boulevard, #04-100 Marina Square, Singapore 039594. Attention to: Investor Relations; or
 - (b) by completing and submitting the Request Form via email to ir@mindchamps.orgin either case, by 5.00 p.m. on 7 November 2024.
4. Shareholders are strongly encouraged to send their completed Request Form electronically via email.

Appointment of Proxy(ies)

1. Shareholders (except a Relevant Intermediary as defined herein) may exercise their voting rights at the EGM in person. As an alternative to voting in person at the EGM, shareholders are entitled to appoint not more than two (2) proxies, or failing him/her, the Chairman of the EGM as their proxy to do so on their behalf. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form, otherwise the Company shall be entitled to treat the first named proxy as representing the entire number of Shares registered against the member's name in the Depository Register and any second named proxy as an alternate to the first named proxy.
2. A shareholder who is 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. Where such shareholder's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form or alternatively, separate Proxy Forms should be used.

3. "Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
4. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, deposited at the registered office of the Company at **6 Raffles Boulevard #04-100 Marina Square Singapore 039594**;
 - (b) if submitted electronically, be submitted via email to ir@mindchamps.org;

in either case, by 10.00 a.m. on Monday, 11 November 2024, being not less than seventy-two (72) hours before the time appointed for holding the Meeting.

The proxy form can also be downloaded from SGXNet or the Company's website at <https://investor.mindchamps.org/home.html>.

5. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited ("CDP") at least seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote on the resolution at the EGM by appointing the Chairman of the EGM (or any person other than the Chairman of the EGM) as his/her proxy to do so on his/her behalf. In view of Section 81SJ(4) of the Securities and Futures Act 2001, Singapore, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the EGM. Any shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the EGM will not be entitled to attend and vote at the EGM. Accordingly, even if such shareholder deposits his/her proxy form forty-eight (48) hours before the EGM, the Chairman of the EGM (or any person other than the Chairman of the EGM) who is appointed as his/her proxy will not be entitled to vote on his/her behalf at the EGM.
6. CPF or SRS Investors may attend and cast his/her vote(s) at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Approved Banks, and should contact their respective CPF Agent Banks or SRS Approved Banks if they have any queries regarding their appointment as proxies. CPF or SRS Investors who are unable to attend the EGM may appoint the Chairman of the EGM as proxy, and should approach their respective CPF Agent Banks or SRS Operators (being Relevant Intermediaries) at least seven (7) working days before the EGM (i.e. by 5.00 p.m. on Monday, 4 November 2024), to ensure that their votes are submitted.
7. A proxy need not be a member of the Company.

Submission of questions prior and/or at the EGM

1. Shareholders or their corporate representatives may submit questions related to the resolution to be tabled at the EGM (a) via email to ir@mindchamps.org, or; (b) by post to the Company at **6 Raffles Boulevard #04-100 Marina Square Singapore 039594**. All questions must be submitted by 5.00 p.m. on Friday, 8 November 2024.
2. For verification purposes, when submitting any questions by post or email, Shareholders MUST provide the Company with their particulars including: (i) full name (for individuals)/company name (for corporates); (ii) email address; (iii) contact number; (iv) NRIC/passport number/company registration number; (v) the manner in which he/she hold shares in the Company (e.g., via CDP, CPF or SRS); and (vi) number of shares held. Any question without the identification details will not be addressed.
3. The Company will endeavour to address the substantial and relevant questions received from shareholders (which are related to the resolution to be tabled for approval at the EGM and as may be determined by the Company in its sole discretion) in advance prior to or during the EGM. The Company will, during the EGM, also endeavour to address as many substantial and relevant questions (which are related to the resolution to be tabled for approval at the EGM) which have not already been addressed prior to the EGM, as possible. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will publish the minutes of the EGM, including substantial and relevant comments or queries from shareholders relating to the agenda of the EGM, and responses from the Company on SGXNet and the Company's website within one month after the date of EGM.
4. Shareholders (including CPF and SRS Investors) and, where applicable, appointed proxies will be able to ask questions at the EGM.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the EGM as a proxy to vote at the EGM and/or any adjournment thereof, or (b) submitting the relevant details for the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the EGM in accordance with this Notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the EGM as a proxy for the EGM (including any adjournment thereof);
- (ii) addressing relevant and substantial questions from shareholders received before the EGM and if necessary, following up with the relevant shareholders in relation to such questions;
- (iii) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Photographic, sound and/or video recordings of the EGM made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the EGM. Accordingly, the shareholders' personal data and/or representative personal data may be disclosed or transferred by the Company or its subsidiaries, its share registrar and other agents or body for any of the abovementioned purposes and retained for such period as may be necessary for the Company's verification and record purposes.