

MINDCHAMPS PRESCHOOL LIMITED

(Company Registration Number: 200814577H)
(Incorporated in the Republic of Singapore)
(the “Company”)

MINUTES OF ANNUAL GENERAL MEETING OF THE COMPANY

- Place** : BTS Room, 6 Raffles Boulevard, #04-100 Marina Square, Singapore 039594
- Date** : 29 May 2024
- Time** : 10.00 AM
- Present** : **Board of Directors**
- Mr David Chiem Phu An
(Founder, Executive Chairman & Group CEO)
- Mr Lee Suan Hiang
(Independent Director)
- Present by way of electronic means : Ms Catherine Du
(Non-Independent Non-Executive Director)
- Dr Roger Neil Sexton AM
(Independent Director)
- Prof Petrina Sue Coventry
(Independent Director)
- In attendance** : Group Chief Financial Officer
Mr Teo Wee Jone (“GCFO”)
- Group General Counsel and Company Secretary
Ms Yeo Hui Leng (“Company Secretary”)
- Shareholders/ Polling Agent/ Scrutineer: As set out in the attendance records maintained by the Company (*)
- By invitation** : Representatives from CLA Global TS Public Accounting Corporation (“CLA”)

(*) Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the attendees present at the meeting will not be published in these minutes.

1. **INTRODUCTION, QUORUM AND PRESENTATION**

- 1.1. Ms Gloria Goh, the Emcee of the meeting, welcomed all present to the Annual General Meeting (“AGM” or the “Meeting”) of the Company for the financial year ended 31 December 2023 (“FY2023”). She introduced Mr David Chiem Phu An, Founder, Executive Chairman & Group

CEO (“Chairman”), members of the Board, the Company Secretary, and the Group Chief Financial Officer.

- 1.2. Chairman confirmed that a quorum was present and declared the AGM open.
- 1.3. Chairman presented on the business updates for the Group for FY2023 (see Appendix A).
- 1.4. A video “I chose MindChamps” was played.
- 1.5. GCFO presented on the performance highlights for the Group for FY2023 (see Appendix A).
- 1.6. Chairman invited the Company Secretary to assist with the conduct of the AGM.

2. NOTICE

- 2.1. Company Secretary informed that the Notice convening the AGM, having been dispatched to shareholders earlier by posts and available via an announcement posted on SGXNet, was taken as read.

3. VOTING BY WAY OF POLL

- 3.1. The Company Secretary informed that all resolutions at this Meeting would be voted by way of poll which also complied with the requirement of the listing manual of Singapore Exchange Securities Trading Limited (“SGX-ST”) (“SGX-ST Listing Manual”) that all listed companies would have to conduct voting by poll for all general meetings.
- 3.2. Company Secretary noted that the Chairman of the Meeting had been appointed as a proxy by some shareholders and would be voting in accordance with their instructions.
- 3.3. It was further noted that shareholders and proxies were able to submit their votes for all resolutions during the proceedings of AGM.

4. POLLING AGENT AND SCRUTINEER

- 4.1. Company Secretary informed that Complete Corporate Services Pte Ltd had been appointed the polling agent for the vote counting and Moore Stephens LLP had been appointed the scrutineer for the AGM. The proxy forms submitted by the shareholders had been reviewed, and the votes of all such valid proxies had been verified.

5. QUESTIONS AND ANSWERS

- 5.1. After addressing questions from the shareholders at the AGM which were substantial and relevant to the resolutions to be tabled for approval at the Meeting or the Company’s businesses and operations, the Company Secretary then proceeded with the agenda of the Meeting. A summary of the questions and responses at the AGM is attached to these minutes as Appendix B.

6. ORDINARY BUSINESS

6.1. DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS – ORDINARY RESOLUTION 1

The first item on the agenda of the Meeting was to receive and adopt the Directors' Statement and Audited Financial Statements of the Company for FY2023 together with the Auditors' Report thereon. The Company Secretary proposed the motion for Ordinary Resolution 1.

The following Ordinary Resolution 1 was duly tabled:

"That the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 December 2023 and the Auditor's Report thereon be received and adopted."

The motion, seconded by Ms Gloria Goh, was put to vote by poll. The results of the votes cast for Ordinary Resolution 1 were as follows:

Ordinary Resolution 1	For		Against	
	No. of shares	Percentage (%)	No. of shares	Percentage (%)
	189,673,355	99.99%	25,700	0.01%

Based on the voting results, the Company Secretary declared Ordinary Resolution 1 carried.

6.2. RE-ELECTION OF MS CATHERINE DU AS A DIRECTOR – ORDINARY RESOLUTION 2

The Meeting noted that Ms Catherine Du had given her consent to continue in office. Ms Catherine Du would, upon re-election as a Director, continue to serve as Non-Independent Non-Executive Director of the Company. The Company Secretary proposed the motion for Ordinary Resolution 2.

The following Ordinary Resolution 2 was duly tabled:

"That Ms Catherine Du be re-elected as a Director of the Company who is retiring by rotation pursuant to Regulation 94 and 95 of the Constitution of the Company."

The motion, seconded by Ms Gloria Goh, was put to vote by poll. The results of the votes cast for Ordinary Resolution 2 were as follows:

Ordinary Resolution 2	For		Against	
	No. of shares	Percentage (%)	No. of shares	Percentage (%)
	189,945,055	99.99%	25,700	0.01%

Based on the voting results, the Company Secretary declared Ordinary Resolution 2 carried.

6.3. RE-ELECTION OF MR LEE SUAN HIANG AS A DIRECTOR – ORDINARY RESOLUTION 3

The Meeting noted that Mr Lee Suan Hiang had given his consent to continue in office. Mr Lee Suan Hiang would, upon re-election as a Director, remain as Chairman of the Nominating Committee,

member of the Audit Committee and Remuneration Committee of the Company, and would be considered independent. The Company Secretary proposed the motion for Ordinary Resolution 3.

The following Ordinary Resolution 3 was duly tabled:

“That Mr Lee Suan Hiang be re-elected as a Director of the Company who is retiring by rotation pursuant to Regulation 94 and 95 of the Constitution of the Company.”

The motion, seconded by Ms Gloria Goh, was put to vote by poll. The results of the votes cast for Ordinary Resolution 3 were as follows:

Ordinary Resolution 3	For		Against	
	No. of shares	Percentage (%)	No. of shares	Percentage (%)
	189,907,455	99.99%	25,700	0.01%

Based on the voting results, the Company Secretary declared Ordinary Resolution 3 carried.

6.4. DIRECTORS’ FEE – ORDINARY RESOLUTION 4

The Meeting noted that the Board had recommended the payment of S\$177,145 as Directors’ fees for the financial year ended 31 December 2023. The Company Secretary proposed the motion for Ordinary Resolution 4.

The following Ordinary Resolution 4 was duly tabled:

“That the Directors’ fees of S\$177,145 for the financial year ended 31 December 2023 be approved.”

The motion, seconded by Ms Gloria Goh, was put to vote by poll. The results of the votes cast for Ordinary Resolution 4 were as follows:

Ordinary Resolution 4	For		Against	
	No. of shares	Percentage (%)	No. of shares	Percentage (%)
	189,945,055	99.99%	25,700	0.01%

Based on the voting results, the Company Secretary declared Ordinary Resolution 4 carried.

6.5. RE-APPOINTMENT OF AUDITORS – ORDINARY RESOLUTION 5

The Meeting noted that Messrs CLA Global TS Public Accounting Corporation, Auditors of the Company, had expressed their willingness to continue in office. The Company Secretary proposed the motion for Ordinary Resolution 5.

The following Ordinary Resolution 5 was duly tabled:

“That CLA Global TS Public Accounting Corporation be re-appointed as Auditors of the Company and that the Directors be authorised to fix their remuneration.”

The motion, seconded by Mr Yip Bao Chung, was put to vote by poll. The results of the votes cast for Ordinary Resolution 5 were as follows:

Ordinary Resolution 5	For		Against	
	No. of shares	Percentage (%)	No. of shares	Percentage (%)
	189,945,155	99.99%	25,700	0.01%

Based on the voting results, the Company Secretary declared Ordinary Resolution 5 carried.

6.6. ANY OTHER ORDINARY BUSINESS

The Company Secretary informed the Meeting that no notice of any other ordinary business was received by the Company.

6.7. AUTHORITY TO ISSUE SHARES – ORDINARY RESOLUTION 6

The Company Secretary informed that Ordinary Resolution 6 was to authorise the Directors of the Company to issue shares in the capital of the Company. The full text of Ordinary Resolution 6 was set out in the Notice of AGM dated 14 May 2024. The Company Secretary proposed the motion for Ordinary Resolution 6.

The following Ordinary Resolution 6 was duly tabled:

“That the Directors be authorised to issue shares in the Company.”

The motion, seconded by Mr Yip Bao Chung, was put to vote by poll. The results of the votes cast for Ordinary Resolution 6 were as follows:

Ordinary Resolution 6	For		Against	
	No. of shares	Percentage (%)	No. of shares	Percentage (%)
	142,043,355	99.78%	307,600	0.22%

Based on the voting results, the Company Secretary declared Ordinary Resolution 6 carried.

6.8. MINDCHAMPS PRESCHOOL SHARE OPTION PLAN – ORDINARY RESOLUTION 7

The Company Secretary informed that Ordinary Resolution 7 was to authorise the Directors of the Company to grant options, allot and issue shares under the MindChamps PreSchool Share Option Plan. The full text of Ordinary Resolution 7 was set out in the Notice of AGM dated 14 May 2024. The Company Secretary proposed the motion for Ordinary Resolution 7.

The following Ordinary Resolution 7 was duly tabled:

“That the Directors be authorised to grant options, allot and issue shares under the MindChamps PreSchool Share Option Plan.”

The motion, seconded by Mr Yip Bao Chung, was put to vote by poll. The results of the votes cast for Ordinary Resolution 7 were as follows:

Ordinary Resolution 7	For		Against	
	No. of shares	Percentage (%)	No. of shares	Percentage (%)
	142,042,355	99.98%	25,700	0.02%

Based on the voting results, the Company Secretary declared Ordinary Resolution 7 carried.

6.9. MINDCHAMPS PRESCHOOL PERFORMANCE SHARE PLAN – ORDINARY RESOLUTION 8

The Company Secretary informed that Ordinary Resolution 8 was to authorise the Directors of the Company to grant awards, allot and issue shares under the MindChamps PreSchool Performance Share Plan. The full text of the resolution is set out in the Notice of AGM dated 14 May 2024. The Company Secretary proposed the motion for Ordinary Resolution 8

The following Ordinary Resolution 8 was duly tabled:

“That the Directors be authorised to grant awards, allot and issue shares under the MindChamps PreSchool Performance Share Plan.”

The motion, seconded by Mr Yip Bao Chung, was put to vote by poll. The results of the votes cast for Ordinary Resolution 8 were as follows:

Ordinary Resolution 8	For		Against	
	No. of shares	Percentage (%)	No. of shares	Percentage (%)
	142,043,355	99.98%	25,700	0.02%

Based on the voting results, the Company Secretary declared Ordinary Resolution 8 carried.

6.10. SHARE PURCHASE MANDATE – ORDINARY RESOLUTION 9

Company Secretary informed that Ordinary Resolution 9 was to seek shareholders' approval to renew the Share Purchase Mandate. The full text of the resolution was set out in the Notice of AGM and Appendix to the Notice of AGM dated 14 May 2024. The Company Secretary proposed the motion for Ordinary Resolution 9.

The following Ordinary Resolution 9 was duly tabled:

“That the Share Purchase Mandate be renewed.”

The motion, seconded by Mr Yip Bao Chung, was put to vote by poll. The results of the votes cast for Ordinary Resolution 9 were as follows:

Ordinary Resolution 9	For		Against	
	No. of shares	Percentage (%)	No. of shares	Percentage (%)
	189,663,355	99.99%	25,700	0.01%

Based on the voting results, the Company Secretary declared Ordinary Resolution 9 carried.

7. CONCLUSION

There being no other business, the Chairman declared the AGM closed at 12:30 p.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

**DAVID CHIEM PHU AN
CHAIRMAN OF THE MEETING**