

# SPACKMAN ENTERTAINMENT GROUP LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 201401201N)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Spackman Entertainment Group Limited (the “**Company**”) will be held by electronic means on Friday, 29 April 2022 at 4.00 p.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 3:00 p.m. on the same day) for the purpose of considering and, if thought fit, passing with or without any modifications, the following special resolution:

### SPECIAL RESOLUTION

#### Authority to Allot and Issue Shares

THAT pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

- (I) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures, convertible securities or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and

- (II) notwithstanding that the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of Shares to be allotted and issued (including Shares to be issued in pursuance of Instruments made or granted) pursuant to this Resolution, whether on a pro rata or non pro rata basis, shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any convertible securities;

- (ii) new Shares arising from exercising of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Constitution for the time being of the Company;
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the Company's next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

*[See Explanatory Note (a)]*

By Order of the Board

Mr. Anthony Wong Wei Kit  
Independent Non-Executive Chairman  
Singapore  
7 April 2022

**Explanatory Note:**

- (a) This Resolution, if passed, will empower the Directors of the Company, effective until the conclusion of the next general meeting of the Company, or the date by which the next general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares and/or convertible securities in the Company, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider would be in the best interest of the Company. The number of Shares and convertible securities that the Directors may allot and issue under this Resolution, whether on a pro rata or non pro rata basis, would not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution.

**MEASURES TO MINIMISE RISK OF COMMUNITY SPREAD OF COVID-19**

**Alternative arrangements to hold general meetings**

1. The Extraordinary General Meeting (“**EGM**”) of the Company will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and shareholders will be allowed to attend the EGM in person. Printed copies of this Notice will NOT be sent to members. This Notice will be available to members by electronic means via publication on the Company's corporate website [www.spackmanentertainmentgroup.com](http://www.spackmanentertainmentgroup.com) and made available on the SGXNet.

- Alternative arrangements are instead put in place to allow shareholders to participate in the EGM by: (a) observing and listening to the EGM proceedings via a live streaming. Shareholders who wish to participate as such will have to pre-register in the manner outlined in paragraphs 3 and 4 below; (b) voting by proxy at the EGM in the manner outlined in paragraphs 7 to 10 below; and (c) submitting questions prior to the date of the EGM in the manner outlined in paragraphs 11 to 15 below.

### **Participate in the EGM via live streaming**

- All shareholders or their corporate representatives (in the case of corporate shareholders) will be able to observe and listen to the EGM proceedings through a live streaming via their mobile phones, tablets or computers upon pre-registration. To do so, they will need to complete the attached pre-registration form and email the signed and completed pre-registration form to the email address provided by the Company for verification of their status as shareholders (or the corporate representatives of such shareholders). All completed pre-registration forms must be received by the Company no later than 5.00 p.m. on 22 April 2022.

**Email address: [info@spackmanentertainment.com](mailto:info@spackmanentertainment.com)**

- Upon successful pre-registration, each such shareholder or its corporate representative will receive an email by 28 April 2022. The email will contain a link to access the live streaming of the EGM proceedings, together with the relevant log in details and instructions. Shareholders (or corporate representatives) who do not receive an email by 28 April 2022, but have pre-registered in accordance with paragraph 3 above should email the Company at [info@spackmanentertainment.com](mailto:info@spackmanentertainment.com).
- Shareholders are reminded that the EGM proceedings are private. Instructions on access to the live streaming of the EGM proceedings should therefore not be shared with anyone who is not a shareholder of the Company or otherwise not authorised to attend the EGM. Recording of the live streaming in whatever form is also strictly prohibited.
- Shareholders will not be able to vote through the live streaming and can only vote with their proxy forms which are required to be submitted in advance.

### **Voting by proxy**

- The only way for Shareholders to exercise their voting rights at the EGM is via proxy voting. Shareholders would have to submit the attached proxy form to the Company in accordance with the instructions set out in such proxy form and appoint "Chairman of the Meeting" as their proxy. All votes in the EGM will be taken on a poll.
- Shareholders (whether individuals or corporates) appointing the "Chairman of the Meeting" as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment and votes will be treated as invalid.

9. The proxy form must be received by the Company's share registrar no later than 4:00 p.m. on 27 April 2022 (being 48 hours before the time appointed for the EGM) by submitting the proxy form to the following:

**Mailing address : Spackman Entertainment Group Limited  
C/o Tricor Barbinder Share Registration Services  
80 Robinson Road #11-02, Singapore 068898**

**or**

**E-mail address : [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com)**

10. Shareholders who hold their shares through relevant intermediaries and who wish to exercise their votes by appointing the "Chairman of the Meeting" as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Approved Banks) to submit their voting instructions at least seven (7) working days prior to the date of the EGM.

#### **Submission of questions prior to EGM**

11. Shareholders may submit in advance any questions they wish for the Company to consider addressing during the live streaming of the EGM proceedings by emailing such questions to [info@spackmanentertainment.com](mailto:info@spackmanentertainment.com).
12. All questions must be received by the Company no later than 5.00 p.m. on 15 April 2022. Shareholders are also reminded to provide their full names and identification numbers when writing in, along with their email addresses and mobile contact numbers.
13. Please note that shareholders will not be able to ask questions at the EGM and accordingly, it is important for shareholders to submit their questions by the deadline in paragraph 12.
14. Due to the time limit of the EGM, the Company's Board of Directors shall only address substantial and relevant questions (as may be determined by the Company in its sole discretion) received from shareholders by 23 April 2022, at least 72 hours before the lodgement of proxy form.
15. The Company will publish the minutes of the EGM on SGXNet and the Company's website within one month after the date of EGM, including responses from the Board and Management in relation to substantial and relevant questions from shareholders relating to the resolution to be tabled for approval at the EGM, if any.

#### **Notes:**

- (1) A member of the Company who is entitled to attend and vote at the EGM is entitled to appoint the "Chairman of the Meeting" as a proxy to vote in his/her stead.
- (2) The instrument appointing the "Chairman of the Meeting" as proxy must be duly sent to the Company's share registrar's office by mail or email (see paragraph 9 above for the address and email address) not less than forty-eight (48) hours before the time appointed for holding the EGM of the Company.

## PERSONAL DATA PRIVACY

By (a) submitting the pre-registration form in accordance with paragraph 3 and 4 of section “Measures to Minimise Risk of Community Spread of COVID-19” (“**COVID-19 Notice**”) above, or (b) submitting an instrument appointing the “Chairman of the Meeting” as proxy to vote at the EGM and/or any adjournment thereof in accordance with paragraphs 7 to 10 of the COVID-19 Notice or (c) submitting any question prior to the EGM in accordance with paragraphs 11 to 15 of the COVID-19 Notice above, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purposes of:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the “Chairman of the Meeting” as proxy for the EGM (including any adjournment thereof);
- (ii) processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members who are corporate entities) to view the live streaming of the EGM proceedings and providing viewers with any technical assistance where necessary;
- (iii) addressing selected questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

The Company will continue to comply with precautionary measures recommended and imposed by the authorities and will make further announcement should there be further changes to the EGM arrangements.

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*This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, RHT Capital Pte. Ltd. (the “**Sponsor**”), for compliance with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalyst.*

*This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Mr. Mah How Soon, Registered Professional, at 6 Raffles Quay #24-02, Singapore 048580, sponsor@rhtgoc.com.*