



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

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("AGM") of the Company will be held by way of electronic means on Friday, 28 April 2023 at 10.00 a.m., for the purpose of transacting the following businesses:

#### **As Ordinary Business**

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr David Chiem Phu An as Director who is retiring by rotation pursuant to Regulations 94 and 95. **(Resolution 2)**  
*(See Explanatory Note (a))*
3. To re-elect Prof Petrina Sue Coventry as Director who is retiring pursuant to Regulations 100. **(Resolution 3)**  
*(See Explanatory Note (b))*
4. To note that Mr Phua Chin Chor, who will be retiring as Director pursuant to Regulations 94 and 95, will not seek re-election at this AGM. **(Resolution 4)**  
*(See Explanatory Note (c))*
5. To elect Dr Roger Neil Sexton AM as Director pursuant to Regulation 100. **(Resolution 5)**  
*(See Explanatory Note (d))*
6. To approve payment of Directors' fees of S\$180,750 for the financial year ended 31 December 2022. **(Resolution 6)**  
*(See Explanatory Note (e))*
7. To re-appoint Messrs CLA Global TS Public Accounting Corporation (formerly Nexia TS) as Auditors and to authorise Directors to fix the Auditors' remuneration. **(Resolution 7)**

#### **As Special Business**

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:

8. Authority to issue Shares **(Resolution 8)**

"That pursuant to Section 161 of the Companies Act 1967, Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Constitution of the Company, the Directors of the Company be and are hereby authorised to:

- (a) (i) issue shares in the capital of the Company ("Shares" and each a "Share") 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 or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such person(s) as the Directors may in their absolute discretion deem fit; and

- (b) (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:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to Shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below). Unless prior Shareholder approval is required under the Listing Manual of the SGX-ST, an issue of treasury Shares will not require further Shareholder approval, and will not be included in the aforementioned limits;
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the 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 or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.”

**(See Explanatory Note (f))**

- 9. Authority to grant options, allot and issue Shares under the MindChamps PreSchool Share Option Plan **(Resolution 8)**

“That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be and are hereby authorised to grant options in accordance with the provisions of the MindChamps PreSchool Share Option Plan and to allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of vested options granted under the MindChamps PreSchool Share Option Plan, provided that the total number of Shares over which options may be granted on any date, when added to (i) the total number of new Shares allotted and issued and/or to be allotted and issued and issued Shares (including treasury Shares and subsidiary holdings) delivered and/or to be delivered, pursuant to options already granted under the MindChamps PreSchool Share Option Plan; (ii) the total number of new Shares allotted and issued and/or to be allotted and issued and issued Shares (including treasury Shares and subsidiary holdings) delivered and/or to be delivered, pursuant

to awards already granted under the MindChamps PreSchool Performance Share Plan; and (iii) the total number of Shares subject to any other share option or share schemes of the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) on the date preceding the date of the relevant award.”

**(See Explanatory Note (g))**

10. Authority to grant awards, allot and issue Shares under the MindChamps PreSchool Performance Share Plan **(Resolution 9)**

“That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be and are hereby authorised to grant awards in accordance with the provisions of the MindChamps PreSchool Performance Share Plan and to allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the vesting of awards granted under the MindChamps PreSchool Performance Share Plan, provided that the total number of Shares over which awards may be granted on any date, when added to (i) the total number of new Shares allotted and issued and/or to be allotted and issued and issued Shares (including treasury Shares and subsidiary holdings) delivered and/or to be delivered, pursuant to awards already granted under the MindChamps PreSchool Performance Share Plan; (ii) the total number of new Shares allotted and issued and/or to be allotted and issued and issued Shares (including treasury Shares and subsidiary holdings) delivered and/or to be delivered, pursuant to options already granted under the MindChamps PreSchool Share Option Plan; and (iii) the total number of Shares subject to any other share option or share schemes of the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) on the date preceding the date of the relevant award.”

**(See Explanatory Note (h))**

11. Authority to renew Share Purchase Mandate **(Resolution 10)**

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967, the authority conferred on the Directors of the Company to exercise all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as defined below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:

- (i) market purchase(s) on the SGX-ST transacted through the SGX-ST trading system; and/or
- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act 1967,

and otherwise in accordance with the Companies Act 1967 and all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next AGM of the Company is held or required by law to be held;
- (ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
- (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

**“Average Closing Market Price”** means the average of the closing market prices of Shares over the last five market days, on which transactions in Shares were recorded, before the day on which the purchases are made, and deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day on which the purchases are made;

**“date of the making of the offer”** means the date on which the Company announces its intention to make an offer for the off-market purchase or acquisition of Shares from holders of Shares, stating therein the purchase price (which shall not be more than the Maximum Price for an off-market purchase calculated on the basis set out below) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase;

**“Maximum Limit”** means that number of issued Shares representing 10% of the issued Shares (excluding treasury Shares and subsidiary holdings); and

**“Maximum Price”** in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed, in the case of a market purchase of a Share, 105% of the Average Closing Market Price and in the case of an off-market purchase of a Share, 120% of the Average Closing Market Price.

*(See Explanatory Note (i))*

#### **Any Other Business**

12. To transact any other business which may be properly transacted at an AGM.

#### **BY ORDER OF THE BOARD**

**Yeo Hui Leng**

Company Secretary

Singapore, 13 April 2023

This Notice has been made available on SGXNet and the Company's website and may be accessed at <https://investor.mindchamps.org/ar.html>. A printed copy of this Notice, proxy form and the Company's Annual Report and Sustainability Report 2022 will NOT be despatched to shareholders.

#### **Explanatory Notes to Resolutions:**

- a) **Resolution 2** is to re-elect Mr David Chiem Phu An who will, upon re-election, continue to serve as the Chief Executive Officer & Executive Chairman of the Company. The detailed information on Mr Chiem can be found in the 'Board of Directors' and 'Further Information on Directors Seeking Re-election' sections of the Company's Annual Report and Sustainability Report.
- b) **Resolution 3** is to re-elect Prof Petrina Sue Coventry who will, upon re-election, continue to serve as an Independent Director of the Company, the Chairman of the Remuneration Committee and a Member of the Audit Committee and the Nominating Committee. Prof Coventry is considered as an Independent Director of the Company. The detailed information on Prof Coventry can be found in the 'Board of Directors' and 'Further Information on Directors Seeking Re-election' sections of the Company's Annual Report and Sustainability Report.
- c) Mr Phua Chin Chor will, upon his retirement as a Director of the Company, cease to be the Chairman of the Audit Committee and a Member of the Nomination Committee and the Remuneration Committee.
- d) **Resolution 4** is to elect Dr Roger Neil Sexton AM who will, upon election, be appointed as the Chairman of the Audit Committee and a Member of the Nomination Committee and the Remuneration Committee. Dr Sexton AM

will be considered an Independent Non-Executive Director of the Company, pursuant to Rule 704(8) of the Listing Manual of the SGX-ST Mainboard Rules.

- e) **Resolution 5** is to approve the proposed Directors' fees of S\$180,750 for services rendered by the Non-Executive Directors of the Company on the Board and/or the Board Committees in the financial year ended 31 December 2022.
- f) **Resolution 7** is to empower the Directors from the date of the AGM until the date of the next AGM, to issue Shares and/or to make or grant Instruments convertible into Shares, and to issue Shares in pursuance of such Instruments. The aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the Company's total number of issued Shares (excluding treasury Shares and subsidiary holdings), provided that the aggregate number of Shares to be issued other than on a *pro rata* basis to Shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the Company's total number of issued Shares (excluding treasury Shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any Instruments made or granted under this authority.
- g) **Resolution 8** is to empower the Directors to grant options and to allot and issue Shares upon the exercise of such share options in accordance with the MindChamps PreSchool Share Option Plan.
- h) **Resolution 9** is to empower the Directors to grant awards and to allot and issue such number of fully paid Shares from time to time as may be required to be issued pursuant to the MindChamps PreSchool Performance Share Plan.
- i) **Resolution 10** is to provide the Company with the flexibility to undertake Share purchases at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force. Share purchases allow the Company greater flexibility over its capital structure. Further, Shares which are purchased by the Company pursuant to the Share Purchase Mandate and held in treasury may be transferred for the purposes of the Share Plans and any other employee share schemes implemented by the Company. The use of treasury Shares in lieu of issuing new Shares would mitigate the dilution impact on existing Shareholders. The purchase or acquisition of Shares will only be undertaken when the Directors are of the view that it can benefit the Company and its Shareholders. Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 10% limit. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the liquidity and/or the orderly trading of our Shares and/ or the financial position of our Group as a whole. Please refer to the Appendix to this Notice of AGM for more details. For the foregoing reasons, the Directors seek to renew the Share Purchase Mandate, which was approved by Shareholders at the AGM held on 29 April 2022.

#### Notes:

#### Participation in the AGM via live webcast or live audio feed

1. As the AGM will be held by way of electronic means, shareholders will NOT be able to attend the AGM in person. All shareholders or their corporate representative (in the case of shareholders which are legal entities) will be able to participate in the AGM proceeding by accessing a live webcast or live audio feed. To do so, shareholders are required to pre-register their participation in the AGM via <https://conveneagm.sg/mindchamps2023> ("**Pre-registration Website**") by **10.00 a.m. on Tuesday, 25 April 2023 ("Registration Deadline")** for verification of their status as shareholders (or corporate representatives of such shareholders).
2. Following verification, authenticated shareholders or their corporate representatives will receive a confirmation email and will be able to access the live webcast and live audio feed of the AGM proceedings via logging in using their credentials created during pre-registration. Members who do not receive such email by 10.00 a.m. on Thursday, 27 April 2022 but have pre-registered by the Registration Deadline should contact the Company for assistance at (65) 6828 2688 or via email to [ir@mindchamps.org](mailto:ir@mindchamps.org).
3. Shareholders or their corporate representatives must not forward the email to other persons who are not shareholders of the Company and who are not entitled to participate in the AGM. This is to avoid any technical disruptions or overload to the live webcast or live audio feed. Recording of the AGM proceedings in whatever form is also strictly prohibited.

## Live Voting and Voting by Proxy

1. Shareholders (except a relevant intermediary) may exercise their voting rights at the AGM via live voting.
2. As an alternative to live voting at the AGM, shareholders who wish to vote on any or all of the resolutions to be tabled for approval at the AGM may appoint the Chairman of the AGM (or any person other than the Chairman of the AGM) as their proxy to do so on their behalf.
3. The instrument appointing the Chairman of the AGM as proxy must be (a) deposited at the registered office of the Company at **6 Raffles Boulevard #04-100 Marina Square Singapore 039594**; or (b) be submitted via email to [ir@mindchamps.org](mailto:ir@mindchamps.org); or (c) be submitted online via the Pre-registration Website not less than seventy-two (72) hours (i.e. by 10.00 a.m. on Tuesday, 25 April 2023), before the time appointed for holding the AGM. The proxy form can be downloaded from SGXNet or the Company's website at <https://investor.mindchamps.org/ar.html>.
4. 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 AGM in order for the Depositor to be entitled to vote on any or all of the resolutions at the AGM by appointing the Chairman of the AGM (or any person other than the Chairman of the AGM) 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 AGM 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 AGM. 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 AGM will not be entitled to attend and vote at the AGM. Accordingly, even if such shareholder deposits his/her proxy form forty-eight (48) hours before the AGM, the Chairman of the AGM (or any person other than the Chairman of the AGM) who is appointed as his/her proxy will not be entitled to vote on his/her behalf at the AGM.
5. CPF or SRS Investors may attend and cast his/her votes at the AGM. CPF or SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the AGM (i.e. by 5.00 p.m. on Wednesday, 19 April 2023), to ensure that their votes are submitted.
6. A proxy need not be a member of the Company.

## Access to documents or information relating to the AGM

All documents and information relating to the business of the AGM (including the Annual Report and Sustainability Report and the proxy form) have been published on SGXNet and the Company's website at <https://investor.mindchamps.org/ar.html>. Printed copies will not be sent to shareholders.

## Submission of questions prior and/or live at the AGM

1. Shareholders or their corporate representatives may submit questions related to the resolutions to be tabled at the AGM (a) via email to [ir@mindchamps.org](mailto:ir@mindchamps.org); or (b) by post to the Company at **6 Raffles Boulevard #04-100 Marina Square Singapore 039594**; or (c) by the Pre-registration Website. All questions must be submitted by **10.00 a.m. on Friday, 21 April 2023**.
2. Shareholders or their corporate representatives who submit questions by post or email must provide his/her (i) full name; (ii) number of shares held; and (iii) the manner in which he/she hold shares in the Company (e.g., via CDP, CPF or SRS). Any question without the identification details will not be addressed.
3. The Company will endeavour to address the substantial and relevant questions (as may be determined by the Company in its sole discretion) on or before **10.00 a.m. on Tuesday, 25 April 2023**. The Company will publish the minutes of the AGM, including substantial and relevant comments or queries from shareholders relating to the agenda of the AGM, and responses from the Company on SGXNet and the Company's website within one month after the date of AGM.
4. Shareholders (including CPF and SRS Investors) and, where applicable, appointed proxies, who have pre-registered for the AGM will be able to ask questions at the AGM live, by typing and submitting their questions via the online platform hosting the live webcast or audio feed.

**Personal data privacy:**

By (a) submitting an instrument appointing the Chairman of the AGM as a proxy to vote at the AGM 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 AGM 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 AGM as a proxy for the AGM (including any adjournment thereof);
- (ii) the processing of the Pre-registration for purposes of granting access to shareholders (or their corporate representatives in the case of shareholders which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from shareholders received before the AGM and if necessary, following up with the relevant shareholders in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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.