

# MINDCHAMPS PRESCHOOL LIMITED

(Company Registration Number: 200814577H)

(Incorporated in the Republic of Singapore)

(the “Company”)

## MINUTES OF EXTRAORDINARY GENERAL MEETING OF THE COMPANY

**Place** : BTS Room, 6 Raffles Boulevard, #04-100 Marina Square, Singapore 039594

**Date** : 14 November 2024

**Time** : 10.00 AM

**Present** : Board of Directors (the “**Board**”)

Mr David Chiem Phu An  
Founder, Executive Chairman & Group CEO

*Present by way of electronic means* : Ms Catherine Du  
Non-Independent Non-Executive Director

Dr Roger Neil Sexton AM  
Independent Director

Mr Lee Suan Hiang  
Independent Director

Prof Petrina Sue Coventry  
Independent Director

**In attendance** : Mr Jevons Yip  
Group Chief Financial Officer (“**GCFO**”)

Ms Yeo Hui Leng  
Group General Counsel and Company Secretary (“**Company Secretary**”)

Shareholders / Polling Agent / Scrutineer: As set out in the attendance records maintained by the Company (\*)

**By invitation** : Representatives from Forvis Mazars LLP (“**Mazars**”) (\*)

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(\*) 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to the provisions of the Personal Data Protection Act 2012, the names of the attendees present at the meeting will not be published in these minutes.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 Extraordinary General Meeting (“**EGM**” or the “**Meeting**”) of the Company dated 14 November 2024. 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. The Chairman confirmed that a quorum was present and declared the EGM open.

- 1.3. The Chairman presented a business update for the Company.
- 1.4. Two videos, namely "MOU signing between Western Sydney University and MindChamps & Actors Centre Australia" and "MindChamps Music Patent Launch" were played.
- 1.5. The GCFO presented on the proposed change of auditor for financial year ending 31 December 2024 ("FY2024").
- 1.6. The Chairman invited the Company Secretary to assist with the conduct of the EGM.

## **2. NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

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

## **3. POLLING PROCEDURES**

- 3.1. The Company Secretary informed that the resolution at the 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. The 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 the resolution during the proceedings of EGM.
- 3.4. The 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 EGM. The proxy forms submitted by the shareholders had been reviewed, and the votes of all such valid proxies had been verified.

## **4. ORDINARY BUSINESS**

- 4.1. The Company Secretary welcomed questions from shareholders relating to the proposed Resolution and noted that any questions raised would be addressed before the proposed Resolution is put to vote.
- 4.2. The Company Secretary proposed the Resolution as tabled in the Notice of EGM: "**ORDINARY RESOLUTION 1: THE PROPOSED CHANGE OF AUDITORS FROM CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION TO FORVIS MAZARS LLP**".
- 4.3. A shareholder commented that a common rationale for changing the auditor is a disagreement over fees. He suggested that if the change is due to the auditor's long tenure of service, it could have been addressed at the last Annual General Meeting ("**AGM**") to save costs. He then inquired whether any dissatisfaction or other disagreement between the parties led to the call of the EGM.
- 4.4. The Chairman responded that the management team received proposals only after the AGM. Following their review, those options were presented to the Board, which identified significant cost savings. Given the additional fact that the auditor had served for 15 years, both parties agreed it was the right time for a change.

- 4.5. There being no further questions, the Company Secretary put the following Resolution to a poll vote:

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

- 4.6. The results of the poll vote were as follows:

Ordinary Resolution 1	For		Against	
	No. of shares	Percentage (%)	No. of shares	Percentage (%)
	140,397,803	99.78	314,900	0.22

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

**5. CONCLUSION**

There being no other business, the Chairman declared the EGM closed at 10:30 a.m. and thanked everyone for their attendance.

**CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

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