

SPACKMAN ENTERTAINMENT GROUP LIMITED
(Company Registration No. 201401201N)
(Incorporated in the Republic of Singapore)

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE : 390 Orchard Road #04-01 Palais Renaissance Singapore 238871, via a live streaming

DATE : Monday, 29 June 2020

TIME : 3.23 p.m.

PRESENT : Ms Jessie Ho - Lead Independent Director
Mr Na Kyoungwon - Chief Operating Officer, President and Executive Director

The following Directors were present virtually:

Mr Anthony Wong - Non-executive & Independent Chairman
Mr Richard Lee - Non-executive Director
Mr Ng Hong Whee - Independent Director

* Ms Yoo Jin Lee - Executive Director and Chief Producer (apologies of absence)

IN ATTENDANCE : As set out in the live streaming attendee report.

CHAIRPERSON : Ms Jessie Ho (the “Chairperson”)

OPENING

The Chairperson welcomed Shareholders to the Live Streaming Extraordinary General Meeting (“EGM” or the “Meeting”).

The Chairperson informed that in convening the EGM via a live streaming pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies) Order 2020 issued by Minister of Law on 13 April 2020, as amended from time to time (“**Alternative Arrangements Order**”), the Company has adhered to the various advisories and guidance issued by the authorities on holding meetings amid the current COVID-19 outbreak.

The Chairperson informed that Ms Yoo Jin Lee, the Executive Director and Chief Producer, cannot be present at the EGM.

QUORUM

The quorum was met by the attendance of Mr Na Kyoungwon and Ms Jasmine Leong as the shareholders of the Company who were present in person. The Chairperson called the Meeting to order at 3.23 p.m..

NOTICE OF MEETING

The Chairperson informed that the notice of EGM was released to SGXNET and advertised in the Business Times on 5 June 2020. The Notice convening the Meeting was taken as read.

The Chairperson further informed that in her capacity as Chairperson of the Meeting, she has been appointed as proxy by the shareholders and would be voting on their instructions.

Shareholders were given the opportunity to ask questions by submitting their questions in advance of the meeting. There were no questions received from the shareholders by the stipulated deadline.

POLL VOTING PROCEDURE

The Chairperson explained the poll voting procedure.

The Special Resolution at the EGM were voted by poll pursuant to the Company's Constitution and Rule 730A(2) of the Catalist Rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). In accordance with the Alternative Arrangements Order, the poll votes were collected in advance and the results would be presented at the EGM.

Tricor Barbinder Share Registration Services and Selvam LLC were appointed as Polling Agent and Scrutineer respectively for purposes of the poll.

SPECIAL RESOLUTION

AUTHORITY TO ALLOT AND ISSUE SHARES

This special resolution is to seek shareholders' approval to empower the Directors to allot and issue shares in the capital of the Company and to make or grant new instruments (such as warrants or debentures), convertible securities or other instruments convertible into shares.

The aggregate number of shares to be allotted and issued pursuant to this resolution, whether on a pro rata or non pro rata basis, shall not exceed 100% of the total number of issued shares (excluding treasure shares and subsidiary holdings).

This special resolution, if approved, will give the Directors the flexibility to issue shares as and when the Directors believe it is in the best interest of the Company.

The following resolution was duly proposed:

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

- (l) (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 bylaw to be held, whichever is earlier."

The result of Special Resolution tabled at the Meeting, taken on a poll, was as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution	Number of shares	As a percentage of total number of votes for and against the resolution
865,642,161	859,862,161	99.33%	5,780,000	0.67%

It was **RESOLVED** as a Special Resolution that the authority for Directors to allot and issue shares be and is hereby received and adopted.

CONCLUSION

There being no other business, the Meeting ended at 3.27 p.m. and the Chairperson thanked those present for their attendance at the Meeting.

**CERTIFIED AS A TRUE
RECORD OF MINUTES**

Jessie Ho
Chairperson of Meeting