

CIRCULAR DATED 30 OCTOBER 2024 ("CIRCULAR")

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all or any of your ordinary shares in the capital of MindChamps PreSchool Limited (the "**Company**"), you should immediately inform the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward notification to the purchaser or transferee, that this Circular (together with the Notice of EGM (as defined herein) and the accompanying Proxy Form (as defined herein)) may be accessed on SGXNet (as defined herein) or the Company's website at <https://investor.mindchamps.org/>.

The Singapore Exchange Securities Trading Limited (the "**SGX-ST**") assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made, or reports contained in this Circular.

This Circular has been made available on SGXNet and the Company's website and may be accessed at the URL <https://investor.mindchamps.org/>.

A printed copy of this Circular will **NOT** be despatched to Shareholders.

The Company will conduct the EGM in a wholly physical format. There will be no option for members to participate virtually.

Please refer to Section 6 (*Action to be taken by Shareholders*) of this Circular for further information, including the steps to be taken by Shareholders to participate at the EGM.

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

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED CHANGE OF AUDITORS FROM CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION TO FORVIS MAZARS LLP.

Important Dates and Times:

Last date and time for lodgement of Proxy Form	:	11 November 2024 at 10.00 a.m.
Date and time of Extraordinary General Meeting	:	14 November 2024 at 10.00 a.m.
Place of Extraordinary General Meeting	:	6 Raffles Boulevard #04-100 Marina Square Singapore 039594

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DEFINITIONS

For the purpose of this Circular, the following definitions have, where appropriate, been used:

"Accountant Act"	:	Accountants Act 2004 of Singapore, as amended, modified or supplemented from time to time.
"ACRA"	:	The Accounting and Corporate Regulatory Authority of Singapore.
"AGM"	:	The Annual General Meeting of the Company.
"Auditors"	:	The auditors of the Company as appointed from time to time.
"Audit Committee"	:	The audit committee of the Company for the time being.
"Board"	:	The board of directors of the Company for the time being.
"CDP"	:	The Central Depository (Pte) Limited.
"Chairman of the EGM"	:	The person appointed as the chairperson of the EGM.
"Circular"	:	This Circular to Shareholders dated 30 October 2024.
"CLA"	:	CLA Global TS Public Accounting Corporation.
"Company" or "MPL"	:	MindChamps PreSchool Limited, a company incorporated in the Republic of Singapore.
"Companies Act"	:	The Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time.
"Constitution"	:	The constitution of the Company as at the date of this Circular.
"CPF"	:	The Central Provident Fund.
"CPF Agent Bank"	:	Banks approved by CPF to be the agent banks for CPF investors.
"Director"	:	A director of the Company for the time being.
"EGM" or "Extraordinary General Meeting"	:	The extraordinary general meeting to be held on 14 November 2024 at 10.00 a.m., notice of which is set out in the Notice of EGM on pages 11 to 14 of this Circular.
"FY"	:	The financial year of the Company ended or ending 31 December (as the case may be).
"Group"	:	MPL and its Subsidiaries.
"Latest Practicable Date"	:	10 October 2024, being the latest practicable date prior to the issue of this Circular.
"Listing Manual" or "Listing Rules"	:	The listing manual of the SGX-ST as amended, modified or supplemented from time to time.
"Mazars"	:	Forvis Mazars LLP.
"Ordinary Resolution:"	:	Has the meaning ascribed to the term in Section 1.1 of this Circular.

“Notice of EGM”	:	The notice of the EGM which is set out on pages 11 to 14 of this Circular.
“Proposed Change of Auditors”	:	The proposed change of auditors of the Company from CLA Global TS Public Accounting Corporation to Forvis Mazars LLP.
“Proxy Form”	:	The proxy form in respect of the EGM set out in this Circular.
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time.
“SGX-ST”	:	Singapore Exchange Securities Trading Limited.
“SGXNet”	:	The system maintained by the SGX-ST announcements by listed companies.
“Share(s)”	:	Issued and fully-paid ordinary shares in the capital of the Company.
“Securities Accounts”	:	The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent.
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited.
“SRS”	:	Supplementary Retirement Scheme.
“SRS Operators”	:	Agent banks approved by CPF under the SRS.
“Subsidiaries”	:	The subsidiaries of a company (as defined in Section 5 of the Companies Act) and “Subsidiary” shall be construed accordingly.
“Substantial Shareholder”	:	A person who has an interest (directly or indirectly) in the Shares which is not less than five per cent (5%) of the issued shares in the capital of the Company.
“%” or “per cent”	:	Per centum or percentage.
“S\$” and “cents”	:	Singapore dollars and cents, respectively, being the lawful currency of the Republic of Singapore.

The terms **“Depositor”, “Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The term **“treasury shares”** shall have the same meaning ascribed to it in Section 4 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, or the Listing Manual or any modification thereof and used in this Circular shall have the meaning assigned to

it under the Companies Act or the Listing Manual or any statutory modification thereof, as the case may be.

Any reference to a time of day and to dates in this Circular shall be a reference to Singapore time and dates, respectively, unless otherwise stated.

LETTER TO SHAREHOLDERS
MINDCHAMPS PRESCHOOL LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 200814577H)

Directors:

David Chiem Phu An (*Founder CEO and Executive Chairman*)
Catherine Du (*Non-Independent Non-Executive Director*)
Roger Neil Sexton AM (*Independent Director*)
Lee Suan Hiang (*Independent Director*)
Prof Petrina Sue Coventry (*Independent Director*)

Registered Office:

6 Raffles Boulevard
#04-100 Marina Square
Singapore 039594

30 October 2024

To: The Shareholders of MindChamps PreSchool Limited

Dear Sir/Madam

1. INTRODUCTION

- 1.1. The Directors are convening an EGM to be held on 14 November 2024 in a wholly physical format to seek the approval of the Shareholders for the Proposed Change of Auditors ("**Ordinary Resolution**").
- 1.2. The purpose of this Circular is to provide the Shareholders with information relating to the Proposed Change of Auditors and the rationale thereof, and to seek the approval of the Shareholders for the Ordinary Resolution. The Notice of EGM is set out on pages 11 to 14 of this Circular.
- 1.3. The Singapore Exchange Securities Trading Limited assumes no responsibility for the contents of this document including the correctness of any of the statements or opinions made or reports contained in this document.

2. THE PROPOSED CHANGE OF AUDITORS

2.1. Background and Rationale for the Proposed Change of Auditors

CLA Global TS Public Accounting Corporation ("**CLA**") has served as the Auditors of the Group for fifteen (15) consecutive audits since the financial year ended 31 December 2009 and have last been re-appointed at the annual general meeting on 29 May 2024 to hold office until the conclusion of the next AGM. The Board and the Audit Committee are of the view that it is timely to effect the Proposed Change of Auditors for the following reasons:

- (a) As part of good corporate governance initiatives and the Group's ongoing efforts to manage its overall business costs and expenses amidst the challenging business climate, the Board is of the view that it would be an opportune time to review the appointment of the Auditors as the review would provide the Group with an opportunity to benchmark its audit fees and realise cost efficiencies.
- (b) Following an evaluation of the available proposals from various audit firms which have experience in auditing public listed companies in Singapore, the Board, in consultation with the Audit Committee, and taking into consideration the requirements of Rule 712 and Rule 715 of the Listing Manual, has determined that Mazars is best suited to meet the existing needs and audit requirements of the Group. With the Proposed Change of Auditors, the Company expects cost efficiencies in audit fees for FY2024 with no change in the scope of the audit services, and the Company does not expect it to affect the standards and effectiveness of the audit to be undertaken.

On 11 October 2024, the Company announced that CLA had on 8 October 2024 given formal notice to the Company of its intention to resign as the Auditors (“**Notice of Resignation**”). Pursuant to section 205AC(1) of the Companies Act, a copy of the Notice of Resignation is set out in the ‘Appendix 1’ to this Circular. Pursuant to section 205AB(1) of the Companies Act, the resignation of CLA as the Auditors is subject to the consent of the ACRA, which was duly given by the ACRA on 4 October 2024.

Pursuant to section 205AB(5) of the Companies Act, the resignation of CLA as the Auditors has taken effect on 4 October 2024.

Pursuant to section 205AF(c) of the Companies Act, the Directors are required to call a general meeting of the Company as soon as is practicable, and in any case not more than three (3) months after the date of CLA’s resignation, for the purpose of appointing a new Auditors in place of the outgoing Auditors.

Mazars, on 25 September 2024, have given their written consent to act as the Auditors, subject to the approval of the Shareholders being obtained at the EGM. Pursuant to Rule 712(3) of the Listing Manual, the appointment of Mazars as Auditors in place of CLA must be specifically approved by Shareholders at a general meeting. The appointment of Mazars would therefore take effect upon the approval of the same by the Shareholders at the EGM. Upon the appointment, Mazars will hold office until the conclusion of the next AGM of the Company.

The Board would like to highlight that the Proposed Change of Auditors is in no way the result of any disagreement with CLA. The Board wishes to express their appreciation for the past services rendered by CLA.

2.2. Information on the Incoming Auditor and the Audit Engagement Partner

The information on Mazars provided below was provided to the Company by Mazars and their representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

About Forvis Mazars LLP:

Forvis Mazars Group SC is an independent member of Forvis Mazars Global, a leading professional services network. Operating as an internationally integrated partnership in over 100 countries and territories, Forvis Mazars Group specialises in audit, tax and advisory services. The partnership draws on the expertise and cultural understanding of over 40,000 professionals across the globe to assist clients of all sizes at every stage in their development. Forvis Mazars LLP in Singapore is part of the Forvis Mazars Group SC.

Mazars in Singapore is an international audit and advisory firm with more than 400 professionals in Singapore and serves clients of all sizes across Asia-Pacific. Mazars in Singapore is also a firm of Chartered Accountants registered with ACRA and a public accounting firm approved under the Accountants Act. The firm also works with clients of all sizes and provides a range of services to businesses and individuals in a variety of industries. It has significant experience acting as the auditors for companies listed on the SGX-ST. In Singapore, Mazars audits more than 20 locally listed companies in addition to the Singapore subsidiaries of many internationally listed clients. Mazars has extensive industry experience in the education sector in Singapore. For further information on Mazars, please visit its website at www.forvismazars.com/sq/en.

About the Audit Engagement Partner:

Mr Chin Chee Choon will be the audit engagement partner assigned to the audit of the Company and its subsidiaries. Mr Chin has over 20 years of professional experience in public accounting in Singapore. Prior to joining Forvis Mazars, his experience included serving at two Big 4 firms in Malaysia and Singapore.

Mr Chin has extensive experience in financial audits of listed, private and multinational companies across a range of industries. He had also been involved in several initial public offerings and reverse takeovers of listed companies. He has significant experience in auditing companies listed on the Singapore Stock Exchange and was involved in IPO projects.

Mr Chin is a Public Accountant registered with ACRA and a practising member of the Institute of Singapore Chartered Accountants. He holds a Bachelor of Accounting from the University of South Australia and a Post Graduate Diploma from the University of Oxford, United Kingdom, a Fellow Chartered Accountant of Singapore and a Certified Internal Auditor.

2.3. Compliance with Rule 712 of the Listing Manual

Mazars is an audit firm registered with ACRA and approved under the Accountants Act. The Board, having taken into account various factors, including the following:

- (a) the adequacy of the resources and experience of Mazars;
- (b) the audit partner-in-charge assigned to the audit;
- (c) Mazars's other audit engagements;
- (d) the size and complexity of the Group; and
- (e) the number and experience of the supervisory and professional staff who will be assigned to the audit of the Group,

is of the opinion that Mazars will be able to meet the audit requirements of the Group and that Rule 712 of the Listing Manual has been complied with and will be complied with upon the Shareholders' approval for the Proposed Change of Auditors being obtained at the EGM.

2.4. Compliance with Rule 715 of the Listing Manual

Following Shareholders' approval of the Proposed Change of Auditors, Mazars will be the Auditors of the Company and the Company's Subsidiaries and associated companies incorporated in Singapore. Other independent member firms of the Mazars international network will be the Auditors of the Australian incorporated Subsidiaries.

Except for MindChamps International PreSchool Franchising Inc. ("MCIPF"), a joint venture company incorporated in the United States, which will continue to be audited by Citrin Cooperman & Company LLP due to the minimal activities conducted by MCIPF, the Board and Audit Committee confirm that, in accordance with Rule 715 of the Listing Manual, the audit arrangements will not compromise the standard or effectiveness of the audit of the Company and the Group.

Accordingly, the Board confirms that Rule 715 of the Listing Manual will be complied with.

2.5. Compliance with Rule 1203(5) of the Listing Manual

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

- (a) the Company had received a copy of the professional clearance letter from CLA to Mazars, confirming that they are not aware of any professional reasons why Mazars should not accept appointment as the new Auditors of the Company;
- (b) the Company confirms that there were no disagreements with CLA on accounting treatments within the last 12 months from the date of this Circular;

- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in this Circular;
- (d) the reasons for the Proposed Change of Auditors are disclosed in paragraph 2.1 of this Circular above; and
- (e) the Board confirms that the Company is in compliance with Rules 712 and 715 of the Listing Manual in relation to the proposed appointment of Mazars as its new Auditors, after taking into account the various factors in paragraphs 2.3 and 2.4 of this Circular above.

2.6. Shareholders' Approval

The Company will be seeking Shareholders' approval for the Proposed Change of Auditors in accordance with Rule 712(3) of the Mainboard Rules and section 205AF of the Companies Act.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and the Substantial Shareholders in the issued share capital of the Company, as recorded in the register of Directors' shareholdings and the register of Substantial Shareholders of the Company respectively, as at the Latest Practicable Date, are as follows:

Name	Number of Ordinary Shares			
	Direct Interest	%*	Deemed Interest	%*
David Chiem Phu An	-	-	126,806,441 ⁽¹⁾	52.21
Catherine Du	-	-	126,606,441 ⁽²⁾	52.13
MindChamps Holdings Pte. Limited	-	-	124,895,913 ⁽³⁾	51.42
Champion Minds Pte. Limited	-	-	124,895,913 ⁽⁴⁾	51.42
Invest Learning Pte. Ltd.	47,620,000	19.61	-	-
Cuscaden Peak Investments Private Limited (f.k.a. Singapore Press Holdings Limited)	-	-	47,620,000 ⁽⁵⁾	19.61

Notes:

- * Percentage is based on 242,870,963 ordinary shares (excluding treasury shares).
- (1) Mr David Chiem Phu An holds 35.77% of the issued ordinary shares of Champion Minds Pte. Limited ("**Champion Minds**"), which in turn wholly-owns MindChamps Holdings Pte. Limited ("**MCH**"). Accordingly, for the purpose of Section 4 of the Securities and Futures Act 2001 of Singapore, Mr Chiem is deemed to be interested in the shares of the Company ("**Shares**") held by MCH. Mr Chiem also holds 1,910,528 Shares through DBS Nominees (Private) Limited.
- (2) Ms Catherine Du holds 35.77% of the issued ordinary shares of Champion Minds, which in turn wholly-owns MCH. Accordingly, for the purpose of Section 4 of the Securities and Futures Act 2001 of Singapore, Ms Du is deemed to be interested in the Shares held by MCH. Ms Du also holds 1,710,528 Shares through Citibank Nominees Singapore Pte Ltd.
- (3) MCH is deemed interested in the Shares registered in the names of DBS Vickers Securities (Singapore) Pte. Ltd. and Maybank Nominees (Singapore) Private Limited.
- (4) Champion Minds wholly-owns MCH. Accordingly, for the purposes of Section 4 of the Securities and Futures Act 2001 of Singapore, Champion Minds is deemed to be interested in the Shares in which MCH has an interest.
- (5) Cuscaden Peak Investments Private Limited (f.k.a. Singapore Press Holdings Limited) ("**CPI**") wholly-owns Invest Learning Pte. Ltd. ("**Invest Learning**"). Accordingly, for the purposes of Section 4 of the Securities and Futures Act 2001 of Singapore, CPI is deemed to be interested in the Shares in which Invest Learning has an interest. For further information on the companies and individual(s) which have direct interest and/or deemed interest in CPI, please refer to the Company's publication of the "Disclosure Of Interest/Changes In Interest Of Substantial Shareholder(s)/Unitholder(s)" in SGXNet and the Company's website on 3 March 2023, 4 March 2023, 6 March 2023 and 8 March 2023.

4. AUDIT COMMITTEE'S STATEMENT

The Audit Committee has reviewed the Proposed Change of Auditors, and taking into account the suitability of Mazars, the Group's audit requirements and the requirements of the Listing

Manual, recommends the proposed appointment of Mazars as auditors of the Company in place of the outgoing auditors, CLA.

5. DIRECTORS' RECOMMENDATION

Having considered the rationale and the information relating to the Proposed Change of Auditors, the Directors are of the opinion that the Proposed Change of Auditors is in the best interests of the Company, and accordingly, recommend that Shareholders vote in favour of the Ordinary Resolution in respect of the Proposed Change of Auditors as set out in the Notice of the EGM.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out in the 'Appendix 2' to this Circular on pages 11 to 14, will be held, in a wholly physical format, at 6 Raffles Boulevard #04-100 Marina Square Singapore 039594 on 14 November 2024 at 10.00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolution set out in the Notice of EGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

7.1. Appointment of Proxies.

(a) As an alternative to voting at the EGM, shareholders who wish to vote on the resolution to be tabled for approval at the EGM may appoint the Chairman of the EGM (or any person other than the Chairman of the EGM) as their proxy to do so on their behalf.

(b) Proxy Form, the instrument appointing a proxy(ies) which is set out in the 'Appendix 3' to this Circular must be submitted to the Company in the following manner:

- if submitted by post, deposited at the registered office of the Company at 6 Raffles Boulevard #04-100 Marina Square Singapore 039594;
- if submitted electronically, be submitted via email to ir@mindchamps.org;

in either case, by 10.00 a.m. on Monday, 11 November 2024, being not less than seventy-two (72) hours before the time appointed for holding the EGM.

(c) The proxy form can also be downloaded from SGXNet or the Company's website at <https://investor.mindchamps.org/home.html>.

(d) CPF or SRS Investors may attend and cast his/her votes at the EGM. CPF or SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the EGM (i.e. by 5.00 p.m. on Monday, 4 November 2024), to ensure that their votes are submitted.

7.2. When a Depositor is regarded as a Shareholder.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at seventy-two (72) hours before the time appointed for the EGM.

7.3. Submission of questions in advance of the EGM

(a) Shareholders or their corporate representatives may submit questions related to the resolution to be tabled at the EGM (a) via email to ir@mindchamps.org, or; (b) by post to the Company at 6 Raffles Boulevard #04-100 Marina Square Singapore 039594. All questions must be submitted by 5.00 p.m. on Friday, 8 November 2024.

- (b) For verification purposes, when submitting any questions by post or email, Shareholders MUST provide the Company with their particulars (i) full name (for individuals) / company name (for corporates); (ii) email address; (iii) contact number; (iv) NRIC / passport number / company registration; (v) the manner in which he/she hold shares in the Company (e.g., via CDP, CPF or SRS); and (vi) number of shares held. Any question without the identification details will not be addressed.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and or reproduced in this Circular in its proper form and context.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal office hours, on any weekday (public holidays excepted), at the registered office of the Company at 6 Raffles Boulevard #04-100 Marina Square Singapore 039594 from the date of this Circular up to and including the date of the EGM:-

- 9.1. The professional clearance letter issued by CLA dated 24 September 2024;
- 9.2. Mazars's letter to the Company in respect of their consent to act as auditors dated 25 September 2024;
- 9.3. CLA's notice of resignation to the Company dated 8 October 2024; and
- 9.4. Constitution of the Company.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to ir@mindchamps.org to make an appointment in advance. The Company will arrange a date when each Shareholder can come to the registered office to inspect accordingly.

Yours faithfully,

For and on behalf of the Board of Directors of
MINDCHAMPS PRESCHOOL LIMITED

David Chiem Phu An
Founder Chief Executive Officer and Executive Chairman

APPENDIX 1 – NOTICE OF RESIGNATION



MINDCHAMPSPRESCHOOLLIMITED/AUD/SL/yb

08 October 2024

The Board of Directors
MindChamps Preschool Limited
6 Raffles Boulevard
#04-100 Marina Square
Singapore 039594

Dear Sirs

MINDCHAMPS PRESCHOOL LIMITED

We hereby give notice to resign as auditor of MindChamps Preschool Limited. Accordingly, we withdraw our consent to act in this capacity.

We would like to place on record our thanks for the opportunity to have worked with your organisation. Should there be any occasion where we can be of service to you in any other capacity, we look forward to hearing from you.

Yours faithfully

CLA Global TS
CLA Global TS Public Accounting Corporation

Singapore • China • Malaysia

80 Robinson Road, #25-00, Singapore 068898 P: [65] 6334 3700 W: www.cla-ts.com
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APPENDIX 2 – NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“**EGM**” or “**Meeting**”) of the Company will be held at 6 Raffles Boulevard, #04-100 Marina Square, Singapore 039594 on Thursday, 14 November 2024 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the ordinary resolution as set out below (“**Notice**”).

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the accompanying circular dated 30 October 2024 to shareholders of the Company (“Circular”).

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

RESOLVED THAT:

- (a) the resignation of CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION (“**CLA**”) as the Auditors be and is hereby noted and FORVIS MAZARS LLP (“**Mazars**”), having consented to act, be and is hereby appointed as the new Auditors in place of CLA, to hold office until the conclusion of the next AGM at a fee and on such terms as may be agreed by the Directors with Mazars; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company’s Constitution to any document as may be necessary or required.

BY ORDER OF THE BOARD

Yeo Hui Leng
Company Secretary
Singapore, 30 October 2024

Explanatory Notes to Resolution:

1. Shareholders should note that in accordance with the requirements of Rule 1203(5) of the Listing Manual:
 - (a) CLA, on 24 September 2024 via its professional clearance letter, has confirmed that it is not aware of any professional reasons why Mazars should not accept appointment as Auditors of the Company;
 - (b) the Company confirms that there were no disagreements with CLA on accounting treatments within the last twelve (12) months from the date of the Circular;
 - (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
 - (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in the Circular. The Proposed Change of Auditors is neither due to any disagreement with CLA nor the dismissal of CLA; ; and
 - (e) the Board confirms that the Company is in compliance with Rules 712 and 715 of the Listing Manual in relation to the proposed appointment of Mazars as its new Auditors.

Notes:

Format

1. The Company's EGM is being convened, and will be held physically at 6 Raffles Boulevard, #04-100 Marina Square, Singapore 039594. There will be no option for shareholders to participate virtually or by electronic means.
2. Shareholders, including CPF and SRS investors who hold the Company's Shares through CPF Agent Banks or SRS Operators, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote by attending the Meeting.
3. Attendees are required to bring along their NRIC/passport so as to enable the Company to verify their identities.
4. The resolution at the Meeting shall be voted on by way of a poll. Polling will be done by way of an electronic poll voting system and members present in person or represented by proxy at the Meeting will be entitled to vote on a 'one-share, one-vote' basis. The detailed procedures for the electronic poll voting will be explained at the Meeting.

Access to Documents

1. Printed copies of this Notice of EGM, Proxy Form and Request Form will be despatched to shareholders.
2. The Circular in relation to the Proposed Change of Auditors from CLA Global TS Public Accounting Corporation to Forvis Mazars LLP of the Company will also be made available on SGXNet and the Company's corporate website which may be accessed at the following URL: <https://investor.mindchamps.org/home.html>
3. Shareholders may request for printed copy of the Circular in relation to the Proposed Change of Auditors from CLA Global TS Public Accounting Corporation to Forvis Mazars LLP of the Company in the following manner:
 - (a) by completing and returning the Request Form to our registered office at 6 Raffles Boulevard, #04-100 Marina Square, Singapore 039594. Attention to: Investor Relations; or
 - (b) by completing and submitting the Request Form via email to ir@mindchamps.orgin either case, by 5.00 p.m. on 7 November 2024.
4. Shareholders are strongly encouraged to send their completed Request Form electronically via email.

Appointment of Proxy(ies)

1. Shareholders (except a Relevant Intermediary as defined herein) may exercise their voting rights at the EGM in person. As an alternative to voting in person at the EGM, shareholders are entitled to appoint not

more than two (2) proxies, or failing him/her, the Chairman of the EGM as their proxy to do so on their behalf. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form, otherwise the Company shall be entitled to treat the first named proxy as representing the entire number of Shares registered against the member's name in the Depository Register and any second named proxy as an alternate to the first named proxy.

2. A shareholder who is a Relevant Intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form or alternatively, separate Proxy Forms should be used.
3. "Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
4. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, deposited at the registered office of the Company at **6 Raffles Boulevard #04-100 Marina Square Singapore 039594**;
 - (b) if submitted electronically, be submitted via email to ir@mindchamps.org;

in either case, by 10.00 a.m. on Monday, 11 November 2024, being not less than seventy-two (72) hours before the time appointed for holding the Meeting.

The proxy form can also be downloaded from SGXNet or the Company's website at <https://investor.mindchamps.org/home.html>.

5. 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 EGM in order for the Depositor to be entitled to vote on the resolution at the EGM by appointing the Chairman of the EGM (or any person other than the Chairman of the EGM) 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 EGM 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 EGM. 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 EGM will not be entitled to attend and vote at the EGM. Accordingly, even if such shareholder deposits his/her proxy form forty-eight (48) hours before the EGM, the Chairman of the EGM (or any person other than the Chairman of the EGM) who is appointed as his/her proxy will not be entitled to vote on his/her behalf at the EGM.
6. CPF or SRS Investors may attend and cast his/her vote(s) at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Approved Banks, and should contact their respective CPF Agent Banks or SRS Approved Banks if they have any queries regarding their appointment as proxies. CPF or SRS Investors who are unable to attend the EGM may appoint the Chairman of the EGM as proxy, and should approach their respective CPF Agent Banks or SRS Operators (being Relevant Intermediaries) at least seven (7) working days before the EGM (i.e. by 5.00 p.m. on Monday, 4 November 2024), to ensure that their votes are submitted.
7. A proxy need not be a member of the Company.

Submission of questions prior and/or at the EGM

1. Shareholders or their corporate representatives may submit questions related to the resolution to be tabled at the EGM (a) via email to ir@mindchamps.org, or; (b) by post to the Company at **6 Raffles Boulevard #04-100 Marina Square Singapore 039594**. All questions must be submitted by 5.00 p.m. on Friday, 8 November 2024.
2. For verification purposes, when submitting any questions by post or email, Shareholders MUST provide the Company with their particulars including: (i) full name (for individuals)/company name (for corporates); (ii) email address; (iii) contact number; (iv) NRIC/passport number/ company registration number; (v) the manner in which he/she hold shares in the Company (e.g., via CDP, CPF or SRS); and (vi) number of shares held. Any question without the identification details will not be addressed.
3. The Company will endeavour to address the substantial and relevant questions received from shareholders (which are related to the resolution to be tabled for approval at the EGM and as may be determined by the

Company in its sole discretion) in advance prior to or during the EGM. The Company will, during the EGM, also endeavour to address as many substantial and relevant questions (which are related to the resolution to be tabled for approval at the EGM) which have not already been addressed prior to the EGM, as possible. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will publish the minutes of the EGM, including substantial and relevant comments or queries from shareholders relating to the agenda of the EGM, and responses from the Company on SGXNet and the Company's website within one month after the date of EGM.

4. Shareholders (including CPF and SRS Investors) and, where applicable, appointed proxies will be able to ask questions at the EGM.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the EGM as a proxy to vote at the EGM 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 EGM 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 EGM as a proxy for the EGM (including any adjournment thereof);
- (ii) addressing relevant and substantial questions from shareholders received before the EGM and if necessary, following up with the relevant shareholders in relation to such questions;
- (iii) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Photographic, sound and/or video recordings of the EGM made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the EGM. Accordingly, the shareholders' personal data and/or representative personal data may be disclosed or transferred by the Company or its subsidiaries, its share registrar and other agents or body for any of the abovementioned purposes and retained for such period as may be necessary for the Company's verification and record purposes.

APPENDIX 3 – PROXY FORM



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

IMPORTANT

- The EGM (as defined below) is being convened, and will be held at 6 Raffles Boulevard, #04-100 Marina Square, Singapore 039594. There will be no option for shareholders to participate virtually.
- Shareholders (except a Relevant Intermediary (as defined below)) may cast their votes for the resolution at the EGM. A shareholder (whether individual or corporate) may appoint the Chairman of the EGM (or any person other than the Chairman of the EGM) to act as his/her/its proxy to vote on his/her/its behalf at the EGM. In appointing the Chairman of the Meeting (or any person other than the Chairman of the EGM) as proxy, a shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the Chairman of the Meeting (or any person other than the Chairman of the EGM) as proxy for that resolution will be treated as invalid. A proxy need not be a member of the Company.
- This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF members and SRS investors.
- CPF members and SRS investors:
 - may vote in person at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Approved Banks, and should contact their respective CPF Agent Banks or SRS Approved Banks if they have any queries regarding their appointment as proxies; or
 - may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Approved Banks to submit their votes at least seven (7) working days before the EGM (i.e. by 5.00 p.m. on Monday, 4 November 2024) to specify voting instructions and to ensure that their votes are submitted.
- By submitting this Proxy Form, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 30 October 2024.

PROXY FORM

I/We, _____ (Name)

_____ (NRIC/Passport/Company Registration Number)

of _____ (Address),

being a shareholder/shareholders of MindChamps PreSchool Limited (the “Company”), hereby appoint

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

or failing him/her, the Chairman of the Extraordinary General Meeting (“EGM”) as my/our proxy/proxies to vote for me/us on my/our behalf at the EGM of the Company to be held at 6 Raffles Boulevard, #04-100 Marina Square, Singapore 039594 on Thursday, 14 November 2024 at 10.00 a.m. and at any adjournment thereof in the following manner:

No.	Ordinary Resolutions	For	Against	Abstain
	Ordinary Business			
1.	To approve the Proposed Change of Auditors from CLA Global TS Public Accounting Corporation to Forvis Mazars LLP.			

Voting will be conducted by poll. If you wish to exercise all your votes “For” or “Against”, please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If no specified direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

Dated this _____ day of _____ 2024

Total Number of Shares Held

--

Signature(s) of Shareholder(s) or Common Seal

IMPORTANT: Please read notes overleaf.

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this Proxy Form shall be deemed to relate to all the Shares held by you.
2. Shareholders (except a Relevant Intermediary as defined herein) may exercise their voting rights at the EGM in person. As an alternative to voting in person at the EGM, shareholders are entitled to appoint not more than two (2) proxies, or failing him/her, the Chairman of the EGM as their proxy to do so on their behalf. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form, otherwise the Company shall be entitled to treat the first named proxy as representing the entire number of Shares registered against the member's name in the Depository Register and any second named proxy as an alternate to the first named proxy. This Proxy Form has been made available on SGXNET and may be accessed at this link: <https://investor.mindchamps.org/home.html>.
3. A shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form or alternatively, separate Proxy Forms should be used.
4. CPF or SRS Investors may attend and cast his/her vote(s) at the EGM. CPF or SRS Investors who are unable to attend the EGM may appoint the Chairman of the EGM as proxy, and should approach their respective CPF Agent Banks or SRS Operators (being relevant intermediaries) at least seven (7) working days before the EGM (i.e. by 5.00 p.m. on Monday, 4 November 2024), to ensure that their votes are submitted.
5. A "Relevant Intermediary" is:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Central Provident Fund Act 1953 providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
6. A proxy need not be a member of the Company.
7. The instrument appointing the Chairman of the EGM (or any person other than the Chairman of the EGM) as proxy must be deposited (a) 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; not less than seventy-two (72) hours (i.e. by 10.00 a.m. on Monday, 11 November 2024), before the time appointed for holding the EGM.
8. The instrument appointing the Chairman of the EGM (or any person other than the Chairman of the EGM) as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM (or any person other than the Chairman of the EGM) as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the Chairman of the EGM (or any person other than the Chairman of the EGM) as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument. The dispensation of the use of common seal pursuant to Sections 41A, 41B and 41C of the Companies Act 1967 is applicable at this EGM.
9. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM (or any person other than the Chairman of the EGM) as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.

10. In the case of shareholders of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM (or any person other than the Chairman of the EGM) as proxy lodged if such shareholders are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

AFFIX STAMP

The Company Secretary
MINDCHAMPS PRESCHOOL LIMITED
6 Raffles Boulevard
#04-100 Marina Square
Singapore 039594
