



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**" or "**Meeting**") of the Company will be held at 6 Raffles Boulevard, #04-100 Marina Square, Singapore 039594 on Wednesday, 30 April 2025 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the ordinary resolutions as set out below ("**Notice**").

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 2024 and the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr David Chiem Phu An as Director who is retiring pursuant to Regulations 94 and 95. **(Resolution 2)**
(See Explanatory Note (a))
3. To re-elect Dr Roger Neil Sexton AM as Director who is retiring pursuant to Regulations 94 and 95. **(Resolution 3)**
(See Explanatory Note (b))
4. To re-elect Prof Petrina Sue Coventry as Director who is retiring pursuant to Regulations 94 and 95. **(Resolution 4)**
(See Explanatory Note (c))
5. To approve payment of Directors' fees of S\$194,700 for the financial year ended 31 December 2024. **(Resolution 5)**
(See Explanatory Note (d))
6. To re-appoint Messrs Forvis Mazars LLP as Auditors and to authorise Directors to fix the Auditors' remuneration. **(Resolution 6)**

As Special Business

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

7. Authority to issue Shares

(Resolution 7)

"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 (e))

8. 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 (f))

9. 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 (g))

Any Other Business

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

BY ORDER OF THE BOARD

Yeo Hui Leng

Company Secretary

Singapore, 15 April 2025

Explanatory Notes to Resolutions:

- Resolution 2** is to re-elect Mr David Chiem Phu An who will, upon re-election, continue to serve as an Executive Chairman and Chief Executive Officer 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 FY2024.
- Resolution 3** is to re-elect Dr Roger Neil Sexton AM who will, upon re-election, continue to serve as an Independent Director of the Company, the Chairman of the Audit Committee and a Member of the Nominating Committee and the Remuneration Committee. Dr Sexton is considered as an Independent Director of the Company. The detailed information on Dr Sexton 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 FY2024.
- Resolution 4** is to re-elect Professor Petrina Sue Coventry who will, upon re-election, continue to serve as an Independent Director of the Company, the Chairperson 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 FY2024.
- Resolution 5** is to approve the proposed Directors' fees of S\$194,700 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 2024.
- 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.
- 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.
- 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.

Notes:

Format

1. The Company's AGM 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 resolutions 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 AGM, Proxy Form and Request Form will be despatched to shareholders.
2. The Annual Report and Sustainability Report FY2024 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 copies of the Annual Report and Sustainability Report FY2024 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 Tuesday, 22 April 2025.
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 AGM in person. As an alternative to voting in person at the AGM, shareholders are entitled to appoint not more than two (2) proxies, or failing him/her, the Chairman of the AGM 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 5.00 p.m. on Thursday, 24 April 2025, 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 AGM in order for the Depositor to be entitled to vote on 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 815J(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.
6. CPF or SRS Investors may attend and cast his/her vote(s) at the AGM 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 AGM may appoint the Chairman of the AGM as proxy, and should approach their respective CPF Agent Banks or SRS Operators (being Relevant Intermediaries) at least seven (7) working days before the AGM (i.e. by 5.00 p.m. on Friday, 18 April 2025), 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 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, 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 Tuesday, 22 April 2025.
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 resolutions to be tabled for approval at the AGM and as may be determined by the Company in its sole discretion) in advance prior to or during the AGM. The Company will, during the AGM, also endeavour to address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, 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 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 will be able to ask questions at the AGM.

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) 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;
- (iii) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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 AGM made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the AGM. 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.