
NOTICE OF EXTRAORDINARY GENERAL MEETING

WINKING STUDIOS LIMITED

(Company Registration No. 159882)
(Incorporated in the Cayman Islands)
(the “**Company**”)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the Company will be held at YMCA @ One Orchard, 1 Orchard Road, Singapore 238824, TCT Function Room (Level 4) on Thursday, 30 April 2026 at 4.30 p.m. (Singapore time)/9.30 a.m. (UK time) (or as soon as thereafter following the conclusion or adjournment of the AGM to be held at 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) on the same day and at the same place) (the “**EGM**”) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution.

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 7 April 2026 (the “**Circular**”) issued by the Company.*

ORDINARY RESOLUTION – THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

THAT:

- (a) pursuant to the Memorandum and Articles of Association, the Catalist Rules and the AIM Rules for Companies, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to but not exceeding the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchase(s) (“**Market Purchase(s)**”), through the SGX-ST’s and/or the London Stock Exchange’s trading system(s) or, as the case may be, on any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchase(s) (“**Off-Market Purchase(s)**”) in accordance with an equal access scheme as defined in Section 76C of the Singapore Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Singapore Take-Over Code, the Cayman Islands Companies Act, the listing rules of the SGX-ST and the AIM Rules for Companies as may for the time be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors, either be cancelled or held as Treasury Shares and dealt with in accordance with the Cayman Islands Companies Act;

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- (c) the authority conferred on the Directors pursuant to the Share Buyback 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 conclusion of the next annual general meeting of the Company is held or the date on which such annual general meeting is required by law to be held (whereupon it will lapse, unless renewed at such meeting);
 - (ii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company at a general meeting (if so varied or revoked prior to the next annual general meeting of the Company); or
 - (iii) the date on which purchases and/or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated,
- (the “**Relevant Period**”);

- (d) in this Resolution:

“**Average Closing Price**” means:

- (i) in the case of a Market Purchase, the average of the Closing Market Prices of a Share over the last five (5) Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such stock exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company; or
- (ii) in the case of an Off-Market Purchase, the average of the Closing Market Prices of a Share over the last five (5) Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such stock exchange on which the Shares are listed or quoted, immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase,

and deemed to be adjusted in accordance with the Catalist Rules, for any corporate action that occurs during such five (5) Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“**Closing Market Price**” means the last dealt price for a Share transacted through the SGX-ST’s trading system as shown in any publication of the SGX-ST or other sources;

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating therein the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

“**Market Day**” means a day on which the SGX-ST is open for trading in securities;

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“**Maximum Limit**” means that number of issued Shares representing 10% of the total number of issued Shares (excluding any Treasury Shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Cayman Islands Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any Treasury Shares and subsidiary holdings that may be held by the Company from time to time), and provided that in any event, the Company shall not expend more than US\$3 million in aggregate for repurchase of shares transactions undertaken by the Company in any consecutive period of two (2) weeks during the Relevant Period (excluding ancillary expenses such as related brokerage, commission, goods and services tax, stamp duties, clearance fees and other related expenses (where applicable));

“**Maximum Price**” in relation to a Share to be purchased or acquired means an amount per Share (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (iii) in the case of a Market Purchase, 105% of the Average Closing Price; and
 - (iv) in the case of an Off-Market Purchase, 120% of the Average Closing Price;
- (e) the Directors and/or any of them be and are and/or is hereby authorised and empowered to complete and do all such acts and things (including, without limitation, executing such documents as may be required and approving any amendments, alterations or modifications to any documents) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution and/or the Share Buyback Mandate.

BY ORDER OF THE BOARD

WINKING STUDIOS LIMITED

Mr. Johnny Jan
Executive Director and Chief Executive Officer (Founder)
7 April 2026

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IMPORTANT NOTES FOR SHAREHOLDERS:

For holders of United Kingdom Depository Interests (“UK DI”)

(1) Participation in the forthcoming Extraordinary General Meeting (“EGM”) via live webcast

UK DI holders will not be able to attend the EGM in person. UK DI holders may instead participate in the EGM by:-

- a. observing to the proceedings of the EGM through a live audio-visual webcast;
- b. submitting questions in advance of the EGM or live during the EGM via text box;

(2) Pre-registration for EGM

UK DI holders who wish to follow the proceedings of the EGM must pre-register by email to ir@winkingworks.com by 26 April 2026, 4.30 p.m. (Singapore time)/9.30 a.m. (UK time) (“**Pre-Registration Deadline**”) providing name and email address. An email with instructions on how to join the live webcast of the EGM proceedings will be sent to the registered UK DI holders via email by 27 April 2026, 4.30 p.m. (Singapore time)/9.30 a.m. (UK time). UK DI holders must not forward the email instruction to other persons who are not entitled to attend the EGM proceedings. This is also to avoid any technical disruptions or overload to the EGM proceedings.

UK DI holders who have registered by the Pre-Registration Deadline but did not receive the aforementioned email by 27 April 2026, 4.30 p.m. (Singapore time)/9.30 a.m. (UK time) should contact the Company by email at ir@winkingworks.com.

(3) Submission of Questions

UK DI holders may submit questions relating to the Resolutions to be tabled at the EGM in advance of the EGM, and must do so by 4.30 p.m. (Singapore time)/9.30 a.m. (UK time) on 15 April 2026 in the following manner:

- a. If submitted by post, be lodged at the registered office of the Company’s Singapore Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Tower I, Singapore 048619; or
- b. If submitted electronically, be submitted via email to sg.is.proxy@vistra.com.

UK DI holders submitting questions are required to state: (a) their full name; and (b) their identification/registration number, and (c) the manner in which his/her/its shares in the Company are held, failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

The Company will endeavour to address all substantial and relevant questions submitted prior to the EGM by publishing the responses to such questions on the Company’s corporate website and on SGXNet by 4.30 p.m. (Singapore time)/9.30 a.m. (UK time) on 25 April 2026 or during the EGM.

During the EGM itself, UK DI holders may submit text-based questions via the text box provided during the EGM live webcast. The Company will address substantial and relevant questions which have not already been addressed prior to the EGM, as well as those received live at the EGM itself, as it can. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

(4) Voting at the EGM

Holders of UK DI will not be permitted to vote at the Meeting. For their votes to be counted, they must either:

- * submit a CREST Voting Instruction to the Company’s agent in accordance with the instructions below; or complete, sign and return their Form of Instruction appointing Computershare Company Nominees Limited (the “**Custodian**”) to vote the underlying Ordinary Shares on their behalf at the EGM to Computershare Investor Services PLC by 4.30 p.m. (Singapore time)/9.30 a.m. (UK time) on 27 April 2026, being three (3) working days prior to the date of the EGM in the following manner:
 - a. If submitted by post, be lodged at Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, United Kingdom; or
 - b. If submitted electronically, be submitted via email to [!UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk).

Holders of UK DI in CREST may issue a voting instruction through the CREST electronic voting service in accordance with the procedures described in the CREST Manual (available from <https://my.euroclear.com/euilegal.html>). CREST

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personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.

For instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited (**EUI**) and must contain the information required for such instructions, as described in the CREST Manual.

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 4.30 p.m. (Singapore time)/9.30 a.m. (UK time) on 27 April 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of each CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

For Catalist of the SGX-ST investors

1. Members of the Company are invited to attend physically at the forthcoming EGM. There will be no option for members to participate virtually. Printed copies of this Notice of EGM and the proxy form ("**Proxy Form**") will be sent by post to members. The Notice of EGM and Proxy Form will also be accessible on the Company's website at the URL <https://investor.winkingworks.com/> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. For members who prefer to receive a printed copy of the Appendix and/or the Annual Report, please email the request to sg.is.proxy@vistra.com no later than 4.30 p.m. (Singapore time)/9.30 a.m. (UK time) on 15 April 2026.
 2. Members (including Supplementary Retirement Scheme investors ("**SRS Investors**")) may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM:
 - (i) themselves personally; or
 - (ii) through their duly appointed proxy(ies).
- SRS Investors who wish to appoint the Chairman of the EGM or such other person as proxy should approach their respective SRS Operators to submit their votes by 4.30 p.m. (Singapore time)/9.30 a.m. (UK time) on 21 April 2026, being seven (7) working days prior to the date of the EGM.
3. A Depositor (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the EGM. Depositors who are individuals and who wish to attend the EGM in person need not take any further action and can attend and vote at the EGM without the lodgement of any Proxy Form.
 4. Members, including SRS investors, attending the EGM in person will need to register in person at the registration counter(s) outside the EGM venue on the day of the event. Please bring along your NRIC/passport to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the EGM if the attendee's identity cannot be verified accurately.
 5. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

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Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

6. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member 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 form of proxy.

“Relevant intermediary” has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore:

- (a) a banking corporation licensed under the Banking Act 1970, 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 Act 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 the subsidiary legislation.
7. A proxy need not be a member of the Company. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

8. The Proxy Form, duly executed, must be submitted to the Company in the following manner:

- (a) If submitted by post, be lodged at the Company’s Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Tower I, Singapore 048619; or
- (b) If submitted electronically, be submitted via email to Tricor Barbinder Share Registration Services at sg.is.proxy@vistra.com,

in either case, by 4.30 p.m. (Singapore time)/9.30 a.m. (UK time) on 27 April 2026, being no later than 72 hours before the time set for the EGM. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with applicable laws or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where Proxy Form 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 Proxy Form.

9. The Proxy Form is not valid for use by investors holding Shares through Relevant Intermediaries (including SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.
10. Members and SRS investors may submit questions relating to the resolutions to be tabled at the EGM in advance of the EGM, and must do so in the following manner by 4.30 p.m. (Singapore time)/9.30 a.m. (UK time) on 15 April 2026:

- (a) by email to sg.is.proxy@vistra.com; or
- (b) by post to the registered office of the Company’s Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Tower I, Singapore 048619.

Members and SRS investors submitting questions are required to state: (a) their full name; (b) their identification/ registration number; and (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, SRS and/or scrip), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

The Company will endeavour to address all substantial and relevant questions submitted prior to the EGM by publishing the responses to such questions on the Company’s corporate website and on SGXNet by 4.30 p.m. (Singapore time)/9.30 a.m. (UK time) on 25 April 2026 or during the EGM.

11. For questions addressed during the EGM, the responses to such questions will be included in the minutes of the EGM which will be published on the Company’s corporate website at the URL <https://investor.winkingworks.com/> and also on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> within one month after the date of the EGM.

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PERSONAL DATA PRIVACY

Where a member of the Company submits any question prior to or at the EGM or an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

