

WINKING STUDIOS LIMITED
(Incorporated in the Cayman Islands)
(Company Registration No. 159882)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING of Winking Studios Limited (“**Company**”) will be held at Singapore Business Federation, 160 Robinson Road, #06-01 SBF Center, Singapore 068914 on Tuesday, 30 April 2024 at 10:00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors’ Statement and the Independent Auditor’s Report thereon. **(Resolution 1)**

2. To declare a special and final dividend of S\$0.005 per ordinary share one-tier tax exempt for the financial year ended 31 December 2023. **(Resolution 2)**

3. To re-elect Mr Johnny Jan (Jan, Cheng-Han), who is retiring pursuant to Article 86(1) of the Company’s Amended and Restated Articles of Association. **(Resolution 3)**

(See Explanatory Note 1)

4. To re-elect Mr Chang Yi-Hao, who is retiring pursuant to Article 86(1) of the Company’s Amended and Restated Articles of Association. **(Resolution 4)**

Mr Chang Yi-Hao will, upon re-election as a Director of the Company remain as an Independent and Non-Executive Director, Chairman of the Remuneration Committee and a member of the Nominating Committee and Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.

(See Explanatory Note 1)

5. To re-elect Mr Kao Shu-Kuo, who is retiring pursuant to Article 86(1) of the Company’s Amended and Restated Articles of Association. **(Resolution 5)**

(See Explanatory Note 1)

6. To re-elect Mr Lim Heng Choon, who is retiring pursuant to Article 86(1) of the Company’s Amended and Restated Articles of Association. **(Resolution 6)**

Mr Lim Heng Choon will, upon re-election as a Director of the Company remain as the Lead Independent and Non-Executive Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.

(See Explanatory Note 1)

7. To re-elect Mr Yang Wu Te, who is retiring pursuant to Article 86(1) of the Company's Amended and Restated Articles of Association. **(Resolution 7)**

Mr Yang Wu Te will, upon re-election as a Director of the Company remain as an Independent and Non-Executive Director, Chairman of the Nominating Committee and a member of the Remuneration Committee and Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.

(See Explanatory Note 1)

8. To approve the payment of Directors' fees of US\$81,000 for the financial year ending 31 December 2024, to be paid half yearly in arrears. **(Resolution 8)**

9. To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 9)**

10. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

11. **AUTHORITY TO ALLOT AND ISSUE SHARES** **(Resolution 10)**

"That, pursuant to Article 12 of the existing Memorandum and Articles of Association of the Company ("**M&AA**") and Rule 806 of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), ("**Catalist Rules**"), authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

(b) notwithstanding the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:

(1) the aggregate number of Shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);

(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 total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:

(i) new Shares arising from the conversion or exercise of Instruments or any convertible securities;

(ii) new Shares arising from exercising share options or vesting of share awards, provided that the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the M&AA for the time being; 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 annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

(See Explanatory Note 2)

12. **PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS** **(Resolution 11)**

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the mandated transactions described in the Appendix (as defined below) with the relevant mandated interested persons, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders and in accordance with the review procedures for such mandated interested person transactions as set out in the appendix (the “**Appendix**”) to this Notice of AGM dated 15 April 2024 (the “**Shareholders’ IPT General Mandate**”);
- (b) the approval given under the Shareholders’ IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (c) the directors of the Company and the Audit Committee (as defined in the Appendix) of the Company be and is hereby authorised to take such action as it deems proper in respect of such methods and procedures, and/or to modify or implement such methods and procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time.

(See Explanatory Note 3)

By Order of the Board

Loo Shi Yi
Company Secretary

Date: 15 April 2024

Explanatory Notes:

- 1) Detailed information on Mr Johnny Jan (Jan, Cheng-Han), Mr Chang Yi-Hao, Mr Kao Shu-Kuo, Mr Lim Heng Choon and Mr Yang Wu Te who are proposed to be re-elected as Directors of the Company can be found under sections “Board of Directors” and “Additional Information on Directors seeking re-election” in the Company’s Annual Report for the financial year ended 31 December 2023.
- 2) Ordinary Resolution 10 proposed above, if passed, will authorise and empower the Directors from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held, or when revoked or varied by the Company in general meeting, whichever is earlier, to allot and issue shares in the Company. The maximum number of shares which the Directors may issue under this resolution shall not exceed the quantum as set out in the Resolution.
- 3) Ordinary Resolution 11 proposed above, if passed, will authorise the entities at risk to enter into the Mandated Transactions (as defined in the Appendix) with the Mandated Interested Persons (as defined in the Appendix) and will empower the directors of the Company to do all acts necessary to give effect to the Shareholders’ IPT General Mandate as set out in the Appendix. This authority will continue to be in force until the conclusion of the next annual general meeting of the Company (unless revoked or varied by the Company in general meeting) or the date by which the next annual general meeting is required by law to be held, whichever is earlier. Please refer to the Appendix for details relating to the said Shareholders’ IPT General Mandate.

IMPORTANT NOTES:

1. Members of the Company are invited to attend physically at the forthcoming Annual General Meeting (“**AGM**”). There will be no option for members to participate virtually. Printed copies of this Notice of AGM and the proxy form (“**Proxy Form**”) will be sent by post to members. The Notice of AGM and Proxy Form will also be accessible on the Company’s website at the URL <https://www.winkingworks.com/en-US/> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. For Shareholders who prefer to receive a printed copy of the Appendix and/or the Annual Report, please email the request to sg.is.proxy@sg.tricorglobal.com no later than 10:00 a.m. on 22 April 2024.
2. Members (including Central Provident Fund Investment Scheme investors (“**CPFIS Investors**”) and/or Supplementary Retirement Scheme investors (“**SRS Investors**”)) may participate in the AGM by:
 - (a) attending the AGM in person;
 - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
 - (c) voting at the AGM:
 - (i) themselves personally; or
 - (ii) through their duly appointed proxy(ies).

CPFIS Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 18 April 2024, being seven (7) working days prior to the date of the AGM.

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 AGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the AGM. Depositors who are individuals and who wish to attend the AGM in person need not take any further action and can attend and vote at the AGM without the lodgement of any Proxy Form.
4. Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appoint a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the AGM.
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 AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

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 AGM, 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 of the Companies Act 1967:

- (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 market services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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.

If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the Proxy Form appointing the Chairman of the AGM as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

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, Singapore 048619; or
- (b) If submitted electronically, be submitted via email to Tricor Barbinder Share Registration Services at sg.is.proxy@sg.tricorglobal.com,

in either case, by 10.00 a.m. on 27 April 2024, being no later than 72 hours before the time set for the AGM. 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. Central Provident Fund Investment Scheme (“**CPFIS**”) and/or Supplementary Retirement Scheme (“**SRS**”) investors who hold shares through CPF Agent Banks/SRS Operators:

- (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should contact their CPF Agent Banks/SRS Operators to submit their votes not less than seven (7) working days before the AGM (i.e. by 10.00 a.m. on 18 April 2024).

10. Investors holding shares of the Company (“**Shares**”) through Relevant Intermediaries (other than CPFIS/SRS investors) and who wish to participate in the AGM by (a) attending the AGM in person; (b) submitting questions to the Company in advance of, or at, the AGM; and/or (c) voting at the AGM, should contact the relevant intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

11. The Proxy Form is not valid for use by investors holding Shares through Relevant Intermediaries (including CPFIS/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.
12. Members and CPFIS/SRS investors may submit questions relating to the resolutions to be tabled at the AGM in advance of the AGM, and must do so in the following manner by 5.00 p.m. on 23 April 2024:
 - (a) by email to sg.is.proxy@sg.tricorglobal.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, Singapore 048619.

Members and CPFIS/SRS investors 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 (e.g. via CDP, CPF, 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 AGM by publishing the responses to such questions on the Company's corporate website and on SGXNet by 10.00 a.m. on 25 April 2024 or during the AGM.

13. For questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the Company's corporate website at the URL <https://www.winkingworks.com/en-US/> and also on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> within one month after the date of the AGM.
 14. All documents (including the Proxy Form, this Notice of AGM dated 15 April 2024 and the Annual Report 2023) have been, or will be, published and may be accessed at the Company's corporate website at the URL <https://www.winkingworks.com/en-US/> and is also made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Members are advised to check SGXNet and/or the Company's website regularly for updates.
13. Any reference to a time of day is made by reference to Singapore time.

PERSONAL DATA PRIVACY

Where a member of the Company submits any question prior to or at the AGM or an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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.

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