
NOTICE OF EXTRAORDINARY GENERAL MEETING

WINKING STUDIOS LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 15 April 2024 (the “Circular”) issued by Winking Studios Limited (the “Company”).

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the Company will be held at Singapore Business Federation, 160 Robinson Road, #06-01 SBF Center, Singapore 068914 on Tuesday, 30 April 2024 at 11:00 a.m. (or immediately after the conclusion of the AGM) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions.

ORDINARY RESOLUTION 1 – THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

RESOLVED AS AN ORDINARY RESOLUTION THAT:

- (a) The authorised share capital of the Company be increased from S\$20,000,000 divided into 500,000,000 shares of a par value of S\$0.04 each to S\$1,000,000,000 divided into 25,000,000,000 shares of a par value of S\$0.04 each by the creation of an additional 24,500,000,000 shares of a par value of S\$0.04 each to rank *pari passu* in all respects with the existing Shares; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation executing all such documents as may be required and instructing the registered office provider of the Company to make the necessary filings with the Registrar of Companies in the Cayman Islands) as they and/or he may consider necessary, desirable, expedient or in the interests of the Company for the purposes of giving effect to the Proposed Increase in Authorised Share Capital.

ORDINARY RESOLUTION 2 – THE PROPOSED PLACEMENT OF UP TO 108,000,000 NEW ORDINARY SHARES (“PLACEMENT SHARES”) IN THE CAPITAL OF THE COMPANY AT THE PLACEMENT PRICE OF S\$0.25 FOR EACH PLACEMENT SHARE

RESOLVED AS AN ORDINARY RESOLUTION THAT:

- (a) pursuant to Article 12(1) of the Existing Memorandum and Articles of Association and Rules 805(1) and 812(1) and Chapter 9 of the Catalist Rules, approval be and is hereby given to the Company to allot and issue up to 108,000,000 Placement Shares to the Placees, at the Placement Price of S\$0.25 for each Placement Share, on and subject to the terms of the Placement Agreement, such allotment and issue of the Placement Shares not being in reliance on the general share issue mandate obtained from Shareholders at the AGM on 30 April 2024 should the same be so obtained;
- (b) the Placement Shares be allotted and issued free from all claims, pledges, mortgages, charges, liens and encumbrances, and shall rank *pari passu* with the existing Shares and carry all rights similar to the existing Shares as at the Completion Date, except that the Placement Shares will not rank for any dividends, distributions or entitlements, the record date for which falls on or before the date of the issue of the Placement Shares;

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- (c) the Directors and any one of them be and are hereby authorised and empowered to approve, implement, effect, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company in connection with, and to give effect to, the Proposed Placement and/or this Ordinary Resolution 2; and
- (d) any Director be and is hereby authorised to instruct the share registrar and share transfer agent in Singapore (the “**Singapore Share Transfer Agent**”) (and the Singapore Share Transfer Agent be and is hereby authorised and instructed to accept and give effect to such instructions) to make entries in the register of members of the Company in connection with the Proposed Placement and that any Director be instructed to prepare, sign, seal (if required) and deliver on behalf of the Company share certificates accordingly.

ORDINARY RESOLUTION 3 – THE ACER PLACEMENT

RESOLVED AS AN ORDINARY RESOLUTION THAT:

- (a) pursuant to Article 12(1) of the Existing Memorandum and Articles of Association and Rules 805 and 812 and Chapter 9 of the Catalist Rules, approval be and is hereby given to the Company to allot and issue up to 108,000,000 Placement Shares to the Acer Placees, at the Placement Price of S\$0.25 for each Placement Share;
- (b) pursuant to Chapter 9 of the Catalist Rules, approval be and is hereby given for the allotment and issue of up to 108,000,000 Placement Shares to the Acer Placees, at the Placement Price of S\$0.25 for each Placement Share as an interested person transaction under Chapter 9 of the Catalist Rules;
- (c) the Directors and any one of them be and are hereby authorised and empowered to approve, implement, effect, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company in connection with, and to give effect to, the Acer Placement and/or this Ordinary Resolution 3; and
- (d) any Director be and is hereby authorised to instruct the Singapore Share Transfer Agent (and the Singapore Share Transfer Agent be and is hereby authorised and instructed to accept and give effect to such instructions) to make entries in the register of members of the Company in connection with the Acer Placement and that any Director be instructed to prepare, sign, seal (if required) and deliver on behalf of the Company share certificates accordingly.

In voting for the resolutions set out in the Notice of EGM, Shareholders should note the following:

- A. the passing of the Ordinary Resolution 2 in respect of the Proposed Placement and Ordinary Resolution 3 in respect of the Acer Placement are contingent upon the passing of Ordinary Resolution 1 in respect of the Proposed Increase in Authorised Share Capital. This means that if Ordinary Resolution 1 in respect of the Proposed Increase in Authorised Share Capital is not approved by Shareholders, both Ordinary Resolution 2 in respect of the Proposed Placement and Ordinary Resolution 3 in respect of the Acer Placement will not be passed;

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- B. the passing of Ordinary Resolution 1 in respect of the Proposed Increase in Authorised Share Capital is not conditional upon the passing of Ordinary Resolution 2 in respect of the Proposed Placement and/or Ordinary Resolution 3 in respect of the Acer Placement; and
- C. the passing of Ordinary Resolution 2 in respect of the Proposed Placement and Ordinary Resolution 3 in respect of the Acer Placement are inter-conditional, meaning that the passing of Ordinary Resolution 2 in respect of the Proposed Placement is conditional on the passing of Ordinary Resolution 3 in respect of the Acer Placement, and *vice versa*.

BY ORDER OF THE BOARD

WINKING STUDIOS LIMITED

Mr. Johnny Jan
Executive Chairman and Chief Executive Officer
15 April 2024

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NOTES:

Access to Documents for the EGM

1. The Company has opted for electronic dissemination of the Circular and copies of the Circular will not be sent to Shareholders. Instead, the Circular will be sent to Shareholders by electronic means via publication on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.winkingworks.com/en-US/>.
2. Printed copies of this Notice of EGM and the accompanying Proxy Form will be sent by post to Shareholders and will be published on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website (together with the Circular) at the URL <https://www.winkingworks.com/en-US/>.
3. Shareholders may access the Circular, this Notice of EGM and the accompanying Proxy Form at the Company's website at the URL <https://www.winkingworks.com/en-US/>. Any Shareholder who wishes to request for a printed copy of the Circular should email their request to sg.is.proxy@sg.tricorglobal.com no later than 11:00 a.m. on 22 April 2024 and provide their particulars as follows:
 - (a) Full name (for individuals)/company name (for corporates);
 - (b) NRIC or Passport Number (for individuals)/Company Registration Number (for corporates); and
 - (c) Mailing address.

Submission of Proxy Forms to Vote

4.
 - (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend physically, speak and vote at the EGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy (expressed as a percentage as a whole) shall be specified in the proxy form. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.
 - (b) A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member's proxy form appoints more than two proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form. In relation to a relevant intermediary who wishes to appoint more than two proxies, it should annex to the proxy form the list of proxies, setting out, in respect of each proxy, the name, address, NRIC/Passport Number and proportion of shareholding (number of Shares, class of Shares and percentage) in relation to which the proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank who intends to appoint CPF/SRS investors as its proxies shall comply with this Note.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

5. A proxy need not be a member of the Company.
6. The instrument appointing a proxy or proxies 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 no later than 11:00 a.m. on 27 April 2024, being not less than seventy-two (72) hours before the time appointed for the EGM.

Completion and return of the instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the EGM.

7. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and vote thereat unless his name appears on the Depository Register seventy-two (72) hours before the time appointed for the EGM.

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Submission of Questions

8. Shareholders can submit substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM, in advance of the EGM, to the Company in the following manner:
 - (a) Shareholders may submit their questions 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; or
 - (b) Shareholders may submit their questions electronically via email to sg.is.proxy@sg.tricorglobal.com,
in each case, by 5:00 PM on 23 April 2024.
9. When submitting substantial and relevant questions electronically via email or by post, Shareholders must provide the Company with the following details to enable the Company to verify their status as Shareholders:
 - (a) status: individual shareholder or corporate representative; (b) full name/full company name (as per CDP/CPF/SRS/Scrip-based records); (c) NRIC/FIN/Passport number/Registration number; (d) email address; and (e) contact number (optional), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.
10. Persons who hold Shares through Relevant Intermediaries (as defined under Section 181(6) of the Companies Act) (other than CPF/SRS investors) should contact their respective Relevant Intermediaries through which they hold such Shares to submit their questions relating to the resolutions to be sg.is.proxy@sg.tricorglobal.com tabled for approval at the EGM based on the abovementioned instructions.
11. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM, before or during the EGM. The responses to substantial and relevant questions received from Shareholders by the Cut-Off Time will be posted on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.winkingworks.com/en-US/> before 11:00 a.m. on 25 April 2024, being at least forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Form. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the resolutions to be tabled for approval at the EGM) received after the Cut-Off Time which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Other Information

12. The Company will publish the minutes of the EGM on its corporate website at the URL <https://www.winkingworks.com/en-US/> and the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> within one month after the EGM, and the minutes will include the responses to substantial and relevant questions from Shareholders which are addressed during the EGM.
13. The voting at the EGM will be conducted by poll manually.

Personal Data Privacy:

By submitting 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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 or service providers), 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 or service providers) 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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