
NOTICE OF EXTRAORDINARY GENERAL MEETING

WINKING STUDIOS LIMITED

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

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the shareholders (“**Shareholders**”) of Winking Studios Limited (“**Company**”) will be held at 4:00 p.m. on 28 October 2024 at Suntec Singapore Convention & Exhibition Centre, Room 336, 1 Raffles Boulevard, Suntec City, Singapore 039593 for the purposes of considering and, if thought fit, passing the following ordinary and special resolutions with or without modification:

All capitalised terms in this Notice which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 4 October 2024.

ORDINARY RESOLUTION 1: THE PROPOSED ISSUE AND PLACEMENT OF UP TO 130,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (“NEW SHARES”) AT THE PLACING PRICE WHICH MAY BE AT A DISCOUNT OF MORE THAN 10% TO THE SGX-ST MARKET PRICE (“PLACING”), TO BE CARRIED OUT IN CONJUNCTION WITH THE PROPOSED DUAL LISTING OF THE COMPANY’S ISSUED AND TO BE ISSUED ORDINARY SHARES ON AIM, THE MARKET OF THAT NAME OPERATED BY THE LONDON STOCK EXCHANGE PLC (“AIM ADMISSION”)

RESOLVED AS AN ORDINARY RESOLUTION

That, subject to and contingent upon the passing of Special Resolution 1:

- (a) pursuant to Article 12(1) of the Existing M&AA, Rules 805(1), 811, 812(1) and Chapter 9 of the Catalist Rules, approval be and is hereby given to the Company to allot and issue up to 130,000,000 New Shares to the placees, at the Placing Price which may be at a discount of more than 10% to the SGX-ST Market Price for each New Share, on and subject to the terms of the Placing Agreement, such allotment and issue of the New Shares not being in reliance on the general share issue mandate obtained from Shareholders at the annual general meeting on 30 April 2024;
- (b) the New 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 date of Completion, except that the New 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 New Shares;

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- (c) the listing of the Shares on the AIM market of the London Stock Exchange and all matters relating thereto be approved and authorised;
- (d) 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 Placing, AIM Admission and/or this Ordinary Resolution 1; and
- (e) any Director be and is hereby authorised to instruct the share registrar(s) and share transfer agent(s) in Singapore and/or the United Kingdom (the “**Singapore Share Transfer Agent**” and “**UK Share Transfer Agent**”, respectively) (and the Singapore Share Transfer Agent and the UK Share Transfer Agent each 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 Placing and that any Director be instructed to prepare, sign, seal (if required) and deliver on behalf of the Company share certificates accordingly.

ORDINARY RESOLUTION 2: THE PROPOSED PLACEMENT OF UP TO 860,000 NEW SHARES AT THE PLACING PRICE TO MR. JOHNNY JAN

RESOLVED AS AN ORDINARY RESOLUTION:

That, subject to and contingent upon the passing of Ordinary Resolution 1 and the passing of Special Resolution 1:

- (a) pursuant to Article 12(1) of the Existing M&AA and Rules 805(1), 811 and 812(1) of the Catalist Rules, approval be and is hereby granted for the issue and allotment by the Company of up to 860,000 New Shares at the Placing Price to Mr. Johnny Jan;
- (b) the Directors and each of them be and are hereby authorised to complete, enter into and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company; and

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- (c) any Director be and is hereby authorised to instruct the Singapore Share Transfer Agent and/or the UK Share Transfer Agent (as the case may be) (and the Singapore Share Transfer Agent and the UK Share Transfer Agent each 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 Ordinary Resolution 2 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 PROPOSED PLACEMENT OF UP TO 350,000 NEW SHARES AT THE PLACING PRICE TO MR. OLIVER YEN

RESOLVED AS AN ORDINARY RESOLUTION:

That, subject to and contingent upon the passing of Ordinary Resolution 1 and the passing of Special Resolution 1:

- (a) pursuant to Article 12(1) of the Existing M&AA and Rules 805(1), 811 and 812(1) of the Catalist Rules, approval be and is hereby granted for the issue and allotment by the Company of up to 350,000 New Shares at the Placing Price to Mr. Oliver Yen;
- (b) the Directors and each of them be and are hereby authorised to complete, enter into and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 3 and implement any of the foregoing as they think fit and in the interests of the Company; and
- (c) any Director be and is hereby authorised to instruct the Singapore Share Transfer Agent and/or the UK Share Transfer Agent (as the case may be) (and the Singapore Share Transfer Agent and the UK Share Transfer Agent each 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 Ordinary Resolution 3 and that any Director be instructed to prepare, sign, seal (if required) and deliver on behalf of the Company share certificates accordingly.

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ORDINARY RESOLUTION 4: THE ACER PLACEMENT

RESOLVED AS AN ORDINARY RESOLUTION:

That, subject to and contingent upon the passing of Ordinary Resolution 1 and the passing of Special Resolution 1:

- (a) pursuant to Article 12(1) of the Existing M&AA and Rules 805(1), 811 and 812(1) of the Catalist Rules, approval be and is hereby given to the Company to allot and issue up to 51,500,000 New Shares to the Acer Placees, at the Placing Price for each New Share;
- (b) pursuant to Chapter 9 of the Catalist Rules, approval be and is hereby given for the allotment and issue of up to 51,500,000 New Shares to the Acer Placees, at the Placing Price for each New 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 4; and
- (d) any Director be and is hereby authorised to instruct the Singapore Share Transfer Agent and/or UK Share Transfer Agent (as the case may be) (and the Singapore Share Transfer Agent and the UK Share Transfer Agent each 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.

ORDINARY RESOLUTION 5: THE PROPOSED ADOPTION OF THE NEW IPT GENERAL MANDATE

RESOLVED AS AN ORDINARY RESOLUTION:

- (a) that 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 of the Catalist Rules), or any of them, to enter into any of the Mandated Transactions with the relevant Mandated Interested Persons, provided that such transactions are made on normal commercial terms,

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are not prejudicial to the interests of the Company and its minority shareholders, and in accordance with the methods and procedures set out in the Appendix C to the Circular;

- (b) the Proposed Adoption of the New 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;
- (c) the Audit Committee of the Company be and is hereby authorised to take such actions as it deems proper in respect of such methods and procedures, and/or to 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; and
- (d) the Directors of the Company or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they or he may consider expedient or necessary to give effect to the Proposed Adoption of the New IPT General Mandate.

SPECIAL RESOLUTION 1: THE PROPOSED ADOPTION OF THE NEW M&AA

RESOLVED AS A SPECIAL RESOLUTION:

That, subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) the New M&AA of the Company (a copy of which is available for inspection at the Company's headquarters in Singapore and is also marked "A" and signed by the chairman of the meeting and produced to the meeting for identification purpose), which is set out in Appendix B to the Circular, be and are hereby approved and adopted in substitution for and to the exclusion of the Existing M&AA of the Company effective upon the AIM Admission; and
- (b) any Director be and is 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 he may consider expedient, desirable, necessary or in the interests of the Company in connection with, and to give effect to, the adoption of the New M&AA.

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

- (a) the passing of each of Ordinary Resolution 1 in respect of the Placing and AIM Admission and Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company are inter-conditional upon the passing of the other, meaning that the passing of Ordinary Resolution 1 in respect of the Placing and AIM Admission is conditional upon the passing of Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company, and *vice versa*. This means that if any of Ordinary Resolution 1 or Special Resolution 1 is not approved by Shareholders at the EGM, none of Ordinary Resolution 1 and Special Resolution 1 would be passed;
- (b) the passing of Ordinary Resolution 2 in respect of the proposed placement of up to 860,000 New Shares at the Placing Price to Mr. Johnny Jan is contingent upon the passing of Ordinary Resolution 1 in respect of the Placing and AIM Admission and Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company. This means that if Ordinary Resolution 1 in respect of the Placing and AIM Admission and/or if Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company is not approved by Shareholders, Ordinary Resolution 2 in respect of the proposed placement of up to 860,000 New Shares at the Placing Price to Mr. Johnny Jan will not be passed;
- (c) the passing of Ordinary Resolution 3 in respect of the proposed placement of up to 350,000 New Shares at the Placing Price to Mr. Oliver Yen is contingent upon the passing of Ordinary Resolution 1 in respect of the Placing and AIM Admission and Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company. This means that if Ordinary Resolution 1 in respect of the Placing and AIM Admission and/or if Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company is not approved by Shareholders, Ordinary Resolution 3 in respect of the proposed placement of up to 350,000 New Shares at the Placing Price to Mr. Oliver Yen will not be passed;
- (d) the passing of Ordinary Resolution 4 in respect of the Acer Placement is contingent upon the passing of Ordinary Resolution 1 in respect of the Placing and AIM Admission and Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company. This means that if Ordinary Resolution 1 in respect of the Placing and AIM Admission and/or if Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company is not approved by Shareholders, Ordinary Resolution 4 in respect of the Acer Placement will not be passed;

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- (e) the passing of Ordinary Resolution 1 in respect of the Placing and AIM Admission and Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company **are not conditional** upon the passing of Ordinary Resolution 4 in respect of the Acer Placement. This means that even if Ordinary Resolution 4 in respect of the Acer Placement is not approved by Shareholders at the EGM but Ordinary Resolution 1 in respect of the Placing and AIM Admission and Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company are approved by Shareholders at the EGM, Ordinary Resolution 1 in respect of the Placing and AIM Admission and Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company will still be passed; and
- (f) the passing of Ordinary Resolution 5 in respect of the Proposed Adoption of the New IPT General Mandate **is not conditional** upon the passing of Ordinary Resolution 1 in respect of the Placing and AIM Admission, Ordinary Resolution 2 in respect of the proposed placement of up to 860,000 New Shares at the Placing Price to Mr. Johnny Jan, Ordinary Resolution 3 in respect of the proposed placement of up to 350,000 New Shares at the Placing Price to Mr. Oliver Yen, Ordinary Resolution 4 in respect of the Acer Placement and/or Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company. This means that even if Ordinary Resolution 1 in respect of the Placing and AIM Admission, Ordinary Resolution 2 in respect of the proposed placement of up to 860,000 New Shares at the Placing Price to Mr. Johnny Jan, Ordinary Resolution 3 in respect of the proposed placement of up to 350,000 New Shares at the Placing Price to Mr. Oliver Yen, Ordinary Resolution 4 in respect of the Acer Placement and/or Special Resolution 1 in respect of the Proposed Adoption of the New M&AA by the Company are not approved by Shareholders but Ordinary Resolution 5 in respect of the Proposed Adoption of the New IPT General Mandate is approved by Shareholders, Ordinary Resolution 5 in respect of the Proposed Adoption of the New IPT General Mandate will still be passed.

BY ORDER OF THE BOARD

Mr Johnny Jan
Executive Chairman and Chief Executive Officer
Singapore

4 October 2024

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Notes:

Access to Documents for the EGM

1. The Company has opted for electronic dissemination of the Circular and printed copies of the Circular will not be sent to Shareholders. Instead, the Circular will be sent to Shareholders by electronic means via publication on SGXNet and the Company's corporate website at the URL <https://www.winkingworks.com>.
2. Printed copies of this Notice of EGM and the accompanying Proxy Form will be sent by post to Shareholders and have also been published on SGXNet 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>.
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>. 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 4:00 p.m. on 21 October 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.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181(6) 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 4:00 p.m. on 25 October 2024, being not less than 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.

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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 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 72 hours before the time appointed for the EGM.

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 4:00 p.m. on 22 October 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/SRS/Scrip-based records); (c) NRIC/FIN/Passport number/Registration number; (d) email address; and (e) contact number (optional).
10. Persons who hold Shares through Relevant Intermediaries (as defined under Section 181(6) of the Companies Act) (other than SRS investors) should contact their respective Relevant Intermediaries through which they hold such Shares to submit their questions relating to the resolutions to be 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 SGXNet and the Company's corporate website at the URL <https://www.winkingworks.com> before 4:00 p.m. on 23 October 2024, being at least 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> 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.

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Personal Data Privacy:

14. 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 (a) 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**"), (b) 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 (c) 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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