

SPACKMAN ENTERTAINMENT GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201401201N)
(the “**Company**”)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM” OR “MEETING”) OF THE COMPANY HELD:

- At : Tanah Merah Country Club – Garden Course, 1 Tanah Merah Coast Road, Singapore
498722, Heliconia Room, Ground Floor
- On : Tuesday, 30 April 2019 at 4:00 p.m.
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I. ATTENDANCE REGISTER

The Attendance Register for the Meeting is annexed hereto.

II. CALL TO ORDER AND QUORUM

Mr. Anthony Wong Wei Kit, Non-Executive and Independent Chairman and Chairman of the Audit and Risk Management Committee of the Company (the “**Chairman**”) called the Meeting to order at 4:00 p.m. and the Company Secretary confirmed that a quorum was present for the Meeting.

The Chairman informed the meeting that the resolution tabled at the EGM would be put to vote by way of a poll in a paperless manner.

III. NOTICE

The Notice of the Meeting dated 8 April 2019 was taken as read.

1. AUTHORITY TO ALLOT AND ISSUE SHARES

- 1.1 The Chairman informed the Meeting that the Company is required to obtain the approval of its Shareholders prior to any issuance of new shares and/or making or granting new instruments. He then tabled the motion on the mandate to issue shares in the capital of the Company.
- 1.2 Shareholder A proposed and Shareholder B seconded the motion.
- 1.3 The shareholders present were asked whether they had any questions regarding the mandate to issue shares in the capital of the Company.
- 1.4 As there were no questions on the motion, the motion was put to a vote by way of a poll and it was carried.

	<u>Number of Shares</u>	<u>Percentage (%)</u>
For the Resolution	: 450,027,022	99.17%
Against the Resolution	: 3,780,000	0.83%
Total	: 453,807,022	100%
	=====	=====

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1.5 **IT WAS RESOLVED** as a special resolution:

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Act**”) and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

- (I) (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) warrants, debentures, convertible securities 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

- (II) 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:

- (a) the aggregate number of Shares to be allotted and issued (including Shares to be issued in pursuance of Instruments made or granted) pursuant to this Resolution, whether on a pro rata or non pro rata basis, shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the Company’s 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;
 - (ii) new Shares arising from exercising of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) 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;
- (c) 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 Act and the Constitution for the time being of the Company;
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the

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Company's next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

IV. TERMINATION OF MEETING

There being no other business, the Meeting ended at 4.05 p.m. and the Chairman thanked those present for their attendance at the meeting.