

SIM LEISURE GROUP LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201808096D)
(the “**Company**”, and together with its subsidiaries the “**Group**”)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY
(the “**AGM**” or “**Meeting**”)

VENUE	:	KidZania Palawan Kidz City, 31 Beach View Road, #01-01/02, Singapore 098008
DATE	:	Tuesday, 23 April 2024
TIME	:	2.00 p.m.
PRESENT	:	Board of Directors Dato’ Sim Choo Kheng (<i>Executive Chairman</i>) Datin Silviya Georgieva Georgieva (<i>Executive Director</i>) Mr. Chung Yew Pong (<i>Lead Independent Director</i>) Mr. Mohamed Nasser Bin Ismail (<i>Independent Director</i>) Shareholders and Proxies As set out in the attendance record maintained by the Company
IN ATTENDANCE	:	Company Secretary, Continuing Sponsors, Auditors, Share Registrar, Polling Agent, Scrutineer and Management of the Company As set out in the attendance record maintained by the Company
ABSENT APOLOGIES	WITH :	Mr. Stephen Brian Peet (<i>Independent Director</i>) Mr. Darrell Edward Metzger (<i>Independent Director</i>)
CHAIRMAN OF THE MEETING	OF THE :	Dato’ Sim Choo Kheng (<i>Executive Chairman</i>)

CHAIRMAN

Dato’ Sim Choo Kheng (“**Dato’ Sim**” or the “**Chairman**”) duly welcomed all who were present at the Meeting.

QUORUM

The Chairman called the Meeting to order at 2.00 p.m. after ascertaining from the Company Secretary that a quorum was present, and introduced the directors of the Company (“**Directors**”) who were present at the Meeting. The Chairman informed the Meeting that Mr. Stephen Brian Peet and Mr. Darrell Edward Metzger were unable to attend the Meeting and have sent their apologies for their absence.

NOTICE OF AGM

The Notice of AGM dated 8 April 2024 was taken as read as all pertinent information relating to the proposed resolutions tabled at the Meeting (the “**Resolutions**”) were set out in the Notice of AGM of the Company, which had been circulated to the shareholders of the Company (the “**Shareholders**”) via publication on the SGXNet and on the Company’s corporate website on 8 April 2024.

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QUESTIONS FROM SHAREHOLDERS

As set out in the Notice of the AGM dated 8 April 2024, Shareholders who had any questions in relation to any of the resolutions to be tabled at the Meeting were to send in their queries in advance to the Company by 15 April 2024. The Chairman informed that the Company had received a query from a Shareholder in respect of the Company's annual report for the financial year ended 31 December 2023 ("FY2023") and has addressed the question through an announcement published via SGXNet and the Company's corporate website on 17 April 2024.

MODE OF VOTING

In his capacity as Chairman of the Meeting, the Chairman informed all who were present that he had been appointed as proxy by various Shareholders and that he would be voting in accordance with their specific instructions.

Voting on the Resolutions would be conducted by way of a poll in accordance with Regulation 72 of the Constitution of the Company and the requirements of Rule 730A(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**"). The poll would be conducted after each Resolution had been duly proposed and seconded.

B.A.C.S. Private Limited and CACS Corporate Advisory Pte. Ltd. have been appointed as the Polling Agent and the Scrutineer respectively. The representative from CACS Corporate Advisory Pte. Ltd. briefed the Meeting on the procedures for the poll voting process.

PRESENTATION OF BUSINESS UPDATE SLIDES

Mr. Phil Whittaker, the Chief Executive Officer of the Company, presented the business update slides which had been published on the SGXNet and the Company's corporate website on 23 April 2024.

After the presentation, the Chairman proceeded with the business of the Meeting.

ORDINARY BUSINESS

RESOLUTION 1 – ADOPTION OF THE DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND OF THE GROUP FOR FY2023, TOGETHER WITH THE INDEPENDENT AUDITOR'S REPORT THEREON

Resolution 1 was to receive and adopt the Directors' Statement and Audited Financial Statements of the Company and of the Group for FY2023 together with the Independent Auditors' Report.

The Chairman invited the Shareholders to raise their queries on the audited financial statements, if any.

There being no questions from the Shareholders, Resolution 1 was duly proposed, seconded, and put to vote.

RESOLUTION 2 – DECLARATION AND APPROVAL OF THE PAYMENT OF A FIRST AND FINAL TAX EXEMPT (ONE-TIER) DIVIDEND OF RM0.03 PER ORDINARY SHARE IN RESPECT OF FY2023

Resolution 2 was to declare and approve the payment of a first and final tax exempt (one-tier) dividend of RM0.03 per ordinary share of the Company in respect of FY2023.

The Chairman invited the Shareholders to raise their queries on the first and final tax exempt (one-tier) dividend, if any.

There being no questions from the Shareholders, Resolution 2 was duly proposed, seconded, and put to vote.

RESOLUTION 3 – RE-ELECTION OF DATIN SILVIYA GEORGIEVA GEORGIEVA AS A DIRECTOR OF THE COMPANY

The Chairman took the opportunity to inform Shareholders that Mr. Darrell Edward Metzger (“**Mr. Metzger**”) had opted not to offer himself for re-election as a Director and would therefore relinquish his position as an Independent Director, and a member of the Nominating Committee (“**NC**”) of the Company at the conclusion of the Meeting. The Chairman, on behalf of the Company, conveyed his gratitude and appreciation to Mr. Metzger, for his contribution and support throughout his tenure as Director.

It was noted that Datin Silviya Georgieva Georgieva (“**Datin Silviya**”), being eligible for re-election, had expressed her consent to continue in office and will upon re-election as a Director, remain as the Executive Director of the Company. For good corporate governance purposes, Datin Silviya, who holds 665,395 shares in the capital of the Company, had voluntarily abstained from voting on Resolution 3 in respect of her own re-election as a Director.

The Chairman invited the Shareholders to raise their queries on the re-election of Datin Silviya, if any.

There being no questions from the Shareholders, Resolution 3 was duly proposed, seconded, and put to vote.

RESOLUTION 4 – RE-ELECTION OF MR. STEPHEN BRIAN PEET AS A DIRECTOR OF THE COMPANY

It was noted that Stephen Brian Peet (“**Mr. Peet**”), being eligible for re-election, had expressed his consent to continue in office and will upon re-election as a Director, remain as an Independent Director, and a member of the Audit Committee (“**AC**”), Remuneration Committee (“**RC**”) and NC of the Company. The Board of Directors of the Company (the “**Board**”) considers Mr. Peet to be independent for the purpose of Rule 704(7) of the Catalist Rules.

The Chairman invited the Shareholders to raise their queries on the re-election of Mr. Peet, if any.

There being no questions from the Shareholders, Resolution 4 was duly proposed, seconded, and put to vote.

RESOLUTION 5 – RE-ELECTION OF MR. MOHAMED NASSER BIN ISMAIL AS A DIRECTOR OF THE COMPANY

It was noted that Mohamed Nasser Bin Ismail (“**Mr. Nasser**”), being eligible for re-election, had expressed his consent to continue in office and will upon re-election as a Director, remain as an Independent Director, and the Chairman of the NC and member of the AC and RC of the Company. The Board of Directors of the Company considers Mr. Nasser to be independent for the purpose of Rule 704(7) of the Catalist Rules.

The Chairman invited the Shareholders to raise their queries on the re-election of Mr. Nasser, if any.

There being no questions from the Shareholders, Resolution 5 was duly proposed, seconded, and put to vote.

RESOLUTION 6 – APPROVAL OF THE PAYMENT OF DIRECTORS’ FEES OF UP TO S\$204,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024 (“FY2024”), TO BE PAID QUARTERLY IN ARREARS

Resolution 6 was to approve the payment of Directors’ fees for FY2024. The Board had recommended the payment of Directors’ fees of S\$204,000 for FY2024, to be paid quarterly in arrears.

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The Chairman invited the Shareholders to raise their queries on the payment of Directors' fees for FY2024, if any.

There being no questions from the Shareholders, Resolution 6 was duly proposed, seconded, and put to vote.

RESOLUTION 7 – RE-APPOINTMENT OF MESSRS UHY LEE SENG CHAN & CO AS THE INDEPENDENT AUDITORS OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT AGM, AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Resolution 7 was to approve the re-appointment of Messrs UHY Lee Seng Chan & Co as the independent auditors of the Company and to authorise the Directors to fix their remuneration. The Meeting was informed that Messrs UHY Lee Seng Chan & Co have expressed their willingness to continue in office.

The Chairman invited the Shareholders to raise their queries on the re-appointment of Messrs UHY Lee Seng Chan & Co, if any.

There being no questions from the Shareholders, Resolution 7 was duly proposed, seconded, and put to vote.

ANY OTHER ORDINARY BUSINESS

As there were no further items of ordinary business arising, the Meeting proceeded to deal with the items of special business.

SPECIAL BUSINESS

RESOLUTION 8 – ORDINARY RESOLUTION – AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY

Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, Resolution 8 as set out in the Notice of the AGM dated 8 April 2024.

The Chairman invited the Shareholders to raise their queries on the authority for directors to allot and issue shares in the capital of the Company, if any.

There being no questions from the Shareholders, Resolution 8 was duly proposed, seconded, and put to vote.

RESOLUTION 9 – ORDINARY RESOLUTION – AUTHORITY TO OFFER AND GRANT AWARDS, AND TO ALLOT AND ISSUE SHARES UNDER THE SIM LEISURE PERFORMANCE SHARE PLAN

Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, Resolution 9 as set out in the Notice of the AGM dated 8 April 2024.

The Chairman invited the Shareholders to raise their queries on the authority to offer and grant awards, and to allot and issue shares under the Sim Leisure Performance Share Plan, if any.

There being no questions from the Shareholders, Resolution 9 was duly proposed, seconded, and put to vote.

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RESOLUTION 10 – ORDINARY RESOLUTION – AUTHORITY TO OFFER AND GRANT OPTIONS, AND TO ALLOT AND ISSUE SHARES UNDER THE SIM LEISURE EMPLOYEE SHARE OPTION SCHEME

Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, Resolution 10 as set out in the Notice of the AGM dated 8 April 2024.

The Chairman invited the Shareholders to raise their queries on the authority to offer and grant options, and to allot and issue shares under the Sim Leisure Employee Share Option Scheme, if any.

There being no questions from the Shareholders, Resolution 10 was duly proposed, seconded, and put to vote.

VOTING BY POLL

As all the items of the agenda in the Notice of AGM have been dealt with, the Meeting proceeded with the conduct of the poll.

The Chairman reminded the Shareholders and Proxies present at the Meeting to submit the poll voting slips to the Scrutineer.

DECLARATION OF POLL RESULTS

The results of the poll verified by the Scrutineer were as follows:-

Resolution Number	For		Against		Total	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Total number of shares represented by votes for and against the relevant resolution	Percentage (%)
Resolution 1	136,510,825	100.00	0	0.00	136,510,825	100.00
Resolution 2	136,510,825	100.00	0	0.00	136,510,825	100.00
Resolution 3	135,845,430	100.00	0	0.00	135,845,430	100.00
Resolution 4	136,510,825	100.00	0	0.00	136,510,825	100.00
Resolution 5	136,510,825	100.00	0	0.00	136,510,825	100.00
Resolution 6	136,510,825	100.00	0	0.00	136,510,825	100.00
Resolution 7	136,510,825	100.00	0	0.00	136,510,825	100.00
Resolution 8	136,510,825	100.00	0	0.00	136,510,825	100.00
Resolution 9	136,510,825	100.00	0	0.00	136,510,825	100.00
Resolution 10	136,510,825	100.00	0	0.00	136,510,825	100.00

Based on the results of the poll, the Chairman declared that each of the Resolutions were duly carried unanimously on a poll vote.

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CONCLUSION OF MEETING

There being no other business, the Meeting concluded at 2.50 p.m. with a vote of thanks to the Chairman.

The Chairman informed Shareholders that the Company will publish the announcement on the results of the AGM via SGXNet and the Company's corporate website after trading hours on the same day, and the minutes of the Meeting proceedings shall be published on SGXNet and the Company's corporate website within one (1) month from the date of the AGM.

CONFIRMED AS A TRUE AND ACCURATE RECORD OF THE PROCEEDINGS

[SIGNED]

DATO' SIM CHOO KHENG
CHAIRMAN OF THE MEETING