



SIM LEISURE GROUP LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 201808096D)

**LETTER TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE
ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING
OF THE COMPANY TO BE HELD ON 31 MAY 2021**

Dear Shareholders

This letter is circulated together with and forms part of Sim Leisure Group Ltd.'s (the "**Company**") Notice of Annual General Meeting ("**AGM**") and Notice of Extraordinary General Meeting ("**EGM**") dated 16 May 2021 (the "**Notice of AGM**" and the "**Notice of EGM**", respectively) in respect of the upcoming AGM and EGM of the Company scheduled to be held on Monday, 31 May 2021 at 11:00 a.m. and at 12:00 p.m. respectively.

The AGM is an important event in the Company's corporate calendar. Normally, we would arrange our shareholders ("**Shareholders**") to attend the AGM physically as it is an opportunity for the board of directors (the "**Board**") and management of the Company to meet and engage with the Shareholders directly. The EGM is required to be convened by the Company to seek Shareholders' approval for the proposed adoption of the interested person transactions general mandate.

In light of the current COVID-19 pandemic situation, the Board wishes to inform Shareholders that the Company will be conducting the AGM and EGM wholly by way of electronic means pursuant to the First Schedule of the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **For the avoidance of doubt, there will be no physical location to facilitate the conduct of the AGM and EGM by way of electronic means.**

The Company will arrange for (i) a "live" audio-visual webcast of the AGM and EGM, which allows Shareholders to observe the proceedings of the AGM and EGM contemporaneously ("**LIVE WEBCAST**"); and (ii) audio only means (via telephone), which allows Shareholders to listen to the proceedings of the AGM and EGM contemporaneously ("**AUDIO ONLY MEANS**"). Shareholders can **ONLY** participate in the AGM and EGM via **LIVE WEBCAST** or **AUDIO ONLY MEANS**.

LIVE WEBCAST

For Shareholders who would like to observe the proceedings of the AGM and EGM via **LIVE WEBCAST**, Shareholders will need to pre-register online at <https://forms.gle/DUxLEeivt5EFqSYt7> and provide their personal particulars, **no later than 11:00 a.m. on 28 May 2021** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (the "**Registration Deadline**") to enable the Company to verify the Shareholders' status.

Authenticated Shareholders will receive an email confirmation by 30 May 2021 which contains a unique link to access the **LIVE WEBCAST** to observe the proceedings of the AGM and EGM. Shareholders may observe the proceedings of the AGM and EGM through the **LIVE WEBCAST** via their mobile phones, tablets or laptop/computers.

Shareholders **MUST NOT** forward the unique link to other persons who are not Shareholders and who are not entitled to attend the AGM and EGM. This is also to avoid any technical disruptions or overload to the **LIVE WEBCAST**.

AUDIO ONLY MEANS

For Shareholders who would like to listen to the proceedings of the AGM and EGM via **AUDIO ONLY MEANS**, Shareholders will need to pre-register with the Company's Investor Relations team at investorrelations@simleisuregroup.com and provide their particulars, no later than the Registration Deadline to enable the Company to verify the Shareholders' status.

Authenticated Shareholders will receive an email confirmation by 30 May 2021 which contains details of the AUDIO ONLY MEANS to listen to the proceedings of the AGM and EGM.

Shareholders MUST NOT forward the details of the AUDIO ONLY MEANS to other persons who are not Shareholders and who are not entitled to attend the AGM and EGM. This is also to avoid any technical disruptions or overload to the AUDIO ONLY MEANS.

Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Cap. 50 of Singapore, such as SRS investors, should approach their respective agents, such as SRS Operators, to participate in the AGM and EGM via LIVE WEBCAST or AUDIO ONLY MEANS.

Shareholders who register by the Registration Deadline but do not receive an email response by 30 May 2021 may contact the Company's Investor Relations team at investorrelations@simleisuregroup.com for assistance.

The EGM shall commence immediately after the AGM. Shareholders who have registered as aforesaid for the LIVE WEBCAST or AUDIO ONLY MEANS will be considered to have registered for both the AGM and EGM.

DOCUMENTS FOR THE AGM AND EGM

The documents relating to the business of the AGM, which comprise the Company's annual report for the financial year ended 31 December 2020 as well as the Notice of AGM and the Proxy Form (as defined herein) for the AGM, have been published on SGXNet and the Company's corporate website at <https://www.simleisuregroup.com/announcements> on 16 May 2021.

The documents relating to the business of the EGM, which comprise the Company's circular to Shareholders in relation to the proposed adoption of the interested person transactions general mandate dated 16 May 2021, the Notice of EGM and the Proxy Form for the EGM, have been published on SGXNet and the Company's corporate website at <https://www.simleisuregroup.com/announcements> on 16 May 2021.

QUESTIONS FROM SHAREHOLDERS

Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM **by 11:00 a.m. on 28 May 2021** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) via email to the Company's Investor Relations team at investorrelations@simleisuregroup.com and provide their particulars.

The submission of questions (if any) in relation to the resolution set out in the Notice of EGM should go through the same process as described above for the AGM, and must be submitted **by 12:00 p.m. on 28 May 2021** (being not less than seventy-two (72) hours before the time appointed for holding the EGM).

The Company will endeavor to provide its responses to substantial queries and relevant comments from Shareholders relating to the agenda of the AGM and EGM prior to the AGM and EGM via publication on SGXNet and the Company's corporate website at <https://www.simleisuregroup.com/announcements>. Where substantial queries and relevant comments received from Shareholders are unable to be addressed prior to the AGM and EGM, the Company will address them during the AGM and EGM via LIVE WEBCAST and AUDIO ONLY MEANS. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or during, the AGM and EGM in respect of substantial and relevant matters.

The Company will publish the minutes of the AGM and EGM (including the Company's responses to the substantial queries and relevant comments received from Shareholders, which are addressed during the AGM and EGM) on SGXNet and the Company's corporate website at <https://www.simleisuregroup.com/announcements>, within one (1) month after the AGM and EGM.

Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Cap. 50 of Singapore, such as SRS investors, should approach their respective agents, such as SRS Operators, to submit their questions in relation to any resolution set out in the Notice of AGM and/or Notice of EGM prior to the AGM and EGM, and have their substantial queries and relevant comments answered.

PROXY VOTING

Voting at the AGM and EGM is by proxy ONLY. Shareholders who wish to vote on any or all of the resolutions at the AGM and EGM must appoint the Chairman of the AGM and EGM respectively as their proxy by completing the respective Proxy Forms for the AGM and EGM. Shareholders should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of AGM and the Notice of EGM.

The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("**Proxy Form**") thereof, must:

- a) if sent by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
- b) if submitted by email, be received by the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,

in either case, **by 11:00 a.m. on 28 May 2021** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the Proxy Form for the AGM shall not be treated as valid.

The submission of the completed Proxy Form for the EGM should go through the same process as described above for the AGM, and must be submitted **by 12:00 p.m. on 28 May 2021** (being not less than seventy-two (72) hours before the time appointed for holding the EGM) and in default the Proxy Form for the EGM shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email as early as possible, to enable your vote(s) to be counted, and to follow all government guidance and requirements.

For SRS investors, the Proxy Forms for the AGM and EGM are not valid for their use and shall be ineffective for all intents and purposes if used or purported to be used by them. SRS investors who wish to appoint the Chairman of the AGM and EGM respectively to act as their proxy should approach their respective SRS Operators to submit their votes to the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, or email to the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com at least seven (7) working days before the AGM and EGM.

We wish to seek Shareholders' understanding that further measures and/or changes to the Company's AGM and EGM arrangement may be made according to the measures required or guidelines issued by government agencies in the ensuing days up to the date of the Company's AGM and EGM. We shall announce further updates (if any) via SGX announcements and also on our corporate website at <https://www.simleisuregroup.com/announcements>.

Yours faithfully
For and on behalf of the Board of Directors of
SIM LEISURE GROUP LTD.

SIM CHOO KHENG
Executive Director and Chief Executive Officer

16 May 2021

*This letter has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

This letter has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this letter, including the correctness of any of the statements or opinions made or reports contained in this letter.

The contact person for the Sponsor is Ms Goh Mei Xian, Associate Director, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.