

ARION ENTERTAINMENT SINGAPORE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199407135Z)
(the “Company”)

**MINUTES OF ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL
YEAR ENDED 31 MARCH 2022 (“FY2022”)
(THE “AGM” or “MEETING”)**

MODE OF MEETING	:	<u>Board of Directors</u> Mr Ng Kai Man (Executive Director) Mr Chou Kong Seng (Independent Non-Executive Director) Mr Kesavan Nair (Independent Non-Executive Director) Mr Lee Keng Mun (Independent Non-Executive Director) via VIDEO CONFERENCE <u>Management of the Company</u> via LIVE WEBCAST <u>Company Secretary, Continuing Sponsors, Auditors, Share Registrar and Polling Agent, Scrutineers and Shareholders</u> via LIVE WEBCAST and/or AUDIO ONLY MEANS
DATE	:	Friday, 29 July 2022
TIME	:	10:00 a.m.
PRESENT	:	As set out in the attendance record maintained by the Company
CHAIRMAN	:	Mr Ng Kai Man (<i>Executive Director</i>)

CHAIRMAN

Mr Ng Kai Man (“**Mr Ng**” or the “**Chairman**”) duly welcomed all who were present via electronic means at the Meeting.

QUORUM

As the Share Registrar has verified the identity of the authenticated shareholders of the Company (“**Shareholders**”) who have registered to attend the Meeting via live webcast or audio only means, and proxies lodged have been checked and found to be in order, the Chairman called the Meeting to order at 10:00 a.m. after ascertaining from the Share Registrar and Company Secretary that a quorum was present.

CONDUCT OF THE MEETING VIA LIVE WEBCAST AND AUDIO ONLY MEANS

The Chairman informed the Shareholders that in view of the current COVID-19 situation, the Company’s AGM has been held by way of electronic means, in compliance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Pursuant to which, alternative arrangements have been put in place to allow our shareholders, who have pre-registered in advance, to participate by watching these proceedings via “live” webcast or listening to these proceedings via “live” audio feed.

The Chairman then introduced the Directors who were present electronically via video conferencing at the Meeting to the Shareholders.

ARION ENTERTAINMENT SINGAPORE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199407135Z)
(the “**Company**”)

MINUTES OF THE ANNUAL GENERAL MEETING FOR FY2022 HELD ON 29 JULY 2022
Page 2

NOTICE OF AGM AND LETTER TO SHAREHOLDERS

The Notice of AGM and Letter to Shareholders dated 14 July 2022 in relation to the proposed Resolutions (as defined below) and the alternative arrangements put in place for the conduct of the Meeting respectively was taken as read as all pertinent information have been circulated to shareholders via SGXNET announcement and on the Company’s corporate website on 14 July 2022.

MODE OF VOTING

The Chairman informed that voting on the resolutions tabled at the Meeting (the “**Resolutions**”) would be conducted by way of a poll in accordance with the Company’s Constitution and the requirements of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules of the SGX-ST**”).

Moore Stephens LLP has been appointed as the Company’s Scrutineers (“**Scrutineers**”) and Complete Corporate Services Pte Ltd as the Polling Agent.

In his capacity as the Chairman of the Meeting, Mr Ng had been appointed as the proxy by Shareholders who had directed him to vote in a specific manner on their behalf. Therefore, Mr Ng has voted in accordance with the instruction of the Shareholders who have appointed him as proxy.

QUERIES FROM THE SHAREHOLDERS

In its Letter to Shareholders dated 14 July 2022, the Company had invited the Shareholders to submit their queries in advance with regards to any of the Resolutions as set out in the Notice of AGM prior to the Meeting. It was noted that no questions from Shareholders were received.

The Chairman then proceeded with reviewing the Resolutions.

The Chairman informed that the voting results for all the Resolutions will be announced after he had read through every resolution item of the AGM.

ARION ENTERTAINMENT SINGAPORE LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 199407135Z)
(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING FOR FY2022 HELD ON 29 JULY 2022
Page 3

ORDINARY BUSINESS

RESOLUTION 1 – ADOPTION OF THE DIRECTORS’ STATEMENT AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND THE GROUP FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022, TOGETHER WITH THE AUDITOR’S REPORT THEREON

As a proxy for Shareholders, the Chairman has voted on Resolution 1 in accordance with the instructions of Shareholders.

RESOLUTION 2 – APPROVAL OF THE PAYMENT OF DIRECTORS’ FEES OF S\$118,034 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

Resolution 2 was to approve the payment of Directors’ fees for FY2022. The Board had recommended the payment of Directors’ Fees of S\$118,034 for FY2022.

As a proxy for Shareholders, the Chairman has voted on Resolution 2 in accordance with the instructions of Shareholders.

RESOLUTION 3 – RE-ELECTION OF MR KESAVAN NAIR AS A DIRECTOR OF THE COMPANY

The Meeting noted that Mr Kesavan Nair (“**Mr Nair**”) will, upon re-election as a Director, remain as an Independent Non-Executive Director, Chairman of the Nominating Committee and a member of the Remuneration Committee and Audit Committee of the Company.

The Board considered Mr Nair to be independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.

As a proxy for Shareholders, the Chairman has voted on Resolution 3 in accordance with the instructions of Shareholders.

RESOLUTION 4 – RE-ELECTION OF MR LEE KENG MUN AS A DIRECTOR OF THE COMPANY

The Meeting noted that Mr Lee Keng Mun (“**Mr Lee**”) will, upon re-election as a Director, remain as an Independent Non-Executive Director, Chairman of the Remuneration Committee and a member of the Nominating Committee and Audit Committee of the Company.

The Board considered Mr Lee to be independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.

As a proxy for Shareholders, the Chairman has voted on Resolution 4 in accordance with the instructions of Shareholders.

RESOLUTION 5 – APPROVAL FOR THE CONTINUED APPOINTMENT OF MR KESAVAN NAIR AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR, FOR PURPOSES OF RULE 406(3)(D)(III)(A) OF THE CATALIST RULES OF THE SGX-ST

Resolution 5 was to approve Mr Nair’s continued appointment as an Independent Non-Executive Director, for purposes of Rule 406(3)(d)(iii)(A) of the Catalist Rules of the SGX-ST.

ARION ENTERTAINMENT SINGAPORE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199407135Z)
(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING FOR FY2022 HELD ON 29 JULY 2022

Page 4

Mr Nair will, contingent to the passing of Resolution 6 below, upon re-election as a Director, remain as an Independent Non-Executive Director, Chairman of the Nominating Committee and a member of the Remuneration Committee and Audit Committee of the Company until the earlier of his retirement/resignation or the conclusion of the third AGM following the passing of Resolutions 5 and 6. The Board considered Mr Nair to be independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.

As a proxy for Shareholders, the Chairman has voted on Resolution 5 in accordance with the instructions of Shareholders.

RESOLUTION 6 – APPROVAL FOR THE CONTINUED APPOINTMENT OF MR KESAVAN NAIR AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR, FOR PURPOSES OF RULE 406(3)(D)(III)(B) OF THE CATALIST RULES OF THE SGX-ST

Resolution 6 was to approve Mr Nair’s continued appointment as an Independent Non-Executive Director, for purposes of Rule 406(3)(d)(iii)(B) of the Catalist Rules of the SGX-ST.

Mr Nair will, contingent to the passing of Resolution 5 above, upon re-election as a Director, remain as an Independent Non-Executive Director, Chairman of the Nominating Committee and a member of the Remuneration Committee and Audit Committee of the Company until the earlier of his retirement/resignation or the conclusion of the third AGM following the passing of Resolutions 5 and 6. The Board considered Mr Nair to be independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.

As a proxy for Shareholders, the Chairman has voted on Resolution 6 in accordance with the instructions of Shareholders. The Directors of the Company and their respective associates have abstained from voting on Resolution 6.

RESOLUTION 7 – RE-APPOINTMENT OF MESSRS NEXIA TS PUBLIC ACCOUNTING CORPORATION AS THE INDEPENDENT AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Messrs Nexia TS Public Accounting Corporation, who are the Independent Auditors of the Company, have expressed their willingness to continue in office.

As a proxy for Shareholders, the Chairman has voted on Resolution 7 in accordance with the instructions of Shareholders.

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.

ARION ENTERTAINMENT SINGAPORE LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 199407135Z)
(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING FOR FY2022 HELD ON 29 JULY 2022
Page 5

SPECIAL BUSINESS

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

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the Ordinary Resolution 8 as set out in the Notice of AGM dated 14 July 2022.

As a proxy for Shareholders, the Chairman has voted on Resolution 8 in accordance with the instructions of Shareholders.

RESOLUTION 9 – ORDINARY RESOLUTION – AUTHORITY TO ISSUE SHARES UNDER THE ARION ENTERTAINMENT SINGAPORE EMPLOYEES’ SHARE OPTION SCHEME 2014

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the Ordinary Resolution 9 as set out in the Notice of AGM dated 14 July 2022.

As a proxy for Shareholders, the Chairman has voted on Resolution 9 in accordance with the instructions of Shareholders.

COUNTING OF VOTES

The validity of the proxy forms submitted by the Shareholders have been reviewed and all valid votes have been counted by the Polling Agent and verified by the Scrutineer.

RESULTS OF VOTING

The Chairman announced the results of the poll for all the Resolutions as follows:

Resolution 1 – Adoption of the Directors’ Statement and the audited financial statements of the Company and the Group for the financial year ended 31 March 2022, together with the Auditor’s Report thereon

Those in favour: 419,434,700 votes (100%)

Those against: 500 votes (0%)

419,435,200 votes (100%)

Accordingly, the Chairman declared that Resolution 1 was duly carried, on a poll vote.

Resolution 2 – Approval of Directors’ fees of S\$118,034 for the financial year ended 31 March 2022

Those in favour: 419,434,700 votes (100%)

Those against: 500 votes (0%)

419,435,200 votes (100%)

ARION ENTERTAINMENT SINGAPORE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199407135Z)
(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING FOR FY2022 HELD ON 29 JULY 2022
Page 6

Accordingly, the Chairman declared that Resolution 2 was duly carried, on a poll vote.

Resolution 3 – Re-election of Mr Kesavan Nair as a Director of the Company

Those in favour: 419,134,700 votes (100%)

Those against: 500 votes (0%)

419,135,200 votes (100%)

Accordingly, the Chairman declared that Resolution 3 was duly carried, on a poll vote.

Resolution 4 – Re-election of Mr Lee Keng Mun as a Director of the Company

Those in favour: 419,434,700 votes (100%)

Those against: 500 votes (0%)

419,435,200 votes (100%)

Accordingly, the Chairman declared that Resolution 4 was duly carried, on a poll vote.

Resolution 5 – Approval for the continued appointment of Mr Kesavan Nair as an Independent Non-Executive Director, pursuant to Rule 406(3)(d)(iii)(A) of the Catalist Rules of the SGX-ST.

Those in favour: 419,134,700 votes (100%)

Those against: 500 votes (0%)

419,135,200 votes (100%)

Accordingly, the Chairman declared that Resolution 5 was duly carried, on a poll vote.

Resolution 6 – Approval for the continued appointment of Mr Kesavan Nair as an Independent Non-Executive Director, pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules of the SGX-ST.

Those in favour: 356,734,700 votes (100%)

Those against: 500 votes (0%)

356,735,200 votes (100%)

Accordingly, the Chairman declared that Resolution 6 was duly carried, on a poll vote.

Resolution 7 – Re-appointment of Messrs Nexia TS Public Accounting Corporation as the Independent Auditors of the Company and to authorise the Directors to fix their remuneration

Those in favour: 419,434,700 votes (100%)

ARION ENTERTAINMENT SINGAPORE LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 199407135Z)
(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING FOR FY2022 HELD ON 29 JULY 2022
Page 7

Those against:	500 votes (0%)
	<hr/>
	419,435,200 votes (100%)

Accordingly, the Chairman declared that Resolution 7 was duly carried, on a poll vote.

Resolution 8 – Authority for Directors to allot and issue shares in the capital of the Company

Those in favour:	419,434,700 votes (100%)
Those against:	500 votes (0%)
	<hr/>
	419,435,200 votes (100%)

Accordingly, the Chairman declared that Resolution 8 was duly carried, on a poll vote.

Resolution 9 – Authority to allot and issue shares under the Arion Entertainment Singapore Employees’ Share Option Scheme 2014

Those in favour:	356,326,700 votes (100%)
Those against:	500 votes (0%)
	<hr/>
	356,327,200 votes (100%)

Accordingly, the Chairman declared that Resolution 9 was duly carried, on a poll vote.

CONCLUSION OF MEETING

There being no other business, the Meeting concluded at 10:15 a.m. with a vote of thanks to the Chairman.

The Chairman also informed Shareholders that the Company will release the announcement on the results of the AGM on SGXNET and the Company’s corporate website on the evening of the day of Meeting and the minutes of the Meeting proceedings will be released on SGXNET and the Company’s corporate website within one (1) month from the date of Meeting.

CONFIRMED AS A TRUE AND ACCURATE RECORD OF THE PROCEEDINGS

[SIGNED]

NG KAI MAN
EXECUTIVE DIRECTOR
CHAIRMAN OF THE MEETING