

**SIM LEISURE GROUP LTD.**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201808096D)  
(the “Company”)

**MINUTES OF EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON 14 JUNE 2021  
(THE “EGM” or “MEETING”)**

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**MODE OF MEETING** : Directors  
Mr Tay Eng Kiat Jackson (*Chairman and Independent Director*)  
Mr Sim Choo Kheng (*Executive Director and Chief Executive Officer*)  
Ms Silviya Georgieva Georgieva (*Executive Director*)  
Ms Yong Oi Ling (*Executive Director*)  
Mr Chung Yew Pong (*Independent Non-Executive Director*)  
**via VIDEO CONFERENCE**

Management of the Company  
**via LIVE WEBCAST**

Company Secretary, Continuing Sponsors, Auditors, Share Registrar and Polling Agent, Scrutineers, Shareholders and Proxies  
**via LIVE WEBCAST and/or AUDIO ONLY MEANS**

Mr Tan Boon Seng (*Non-Independent Non-Executive Director*)  
**ABSENT WITH APOLOGIES**

**DATE** : Monday, 14 June 2021

**TIME** : 11:00 a.m.

**PRESENT** : As set out in the attendance record maintained by the Company

**CHAIRMAN** : Mr Tay Eng Kiat Jackson  
(*Independent Non-Executive Director*)

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**CHAIRMAN**

Mr Tay Eng Kiat Jackson (“**Mr Tay**” 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 11:00 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 referred to the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies,

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Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Ministry of Law on 13 April 2020 (the “**Order**”). The Order provides, among others, legal certainty to enable issuers to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company’s constitution). Arising therefrom, the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Securities Regulation Pte. Ltd. issued a joint statement on 13 April 2020 (which was subsequently updated on several occasions) providing guidance for listed and non-listed entities on the manner in which general meetings are to be conducted during this COVID-19 period (the “**Guidelines**”). Pursuant to the Guidelines, the Chairman informed the Shareholders that the Company has arranged for the EGM to be conducted purely by way of electronic means via a live webcast and/or audio only means. Shareholders are required to submit their proxy forms before the Meeting, in accordance with the instructions stipulated in the announcement dated 28 May 2021 which has been published on SGXNET and the Company’s corporate website.

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

#### **NOTICE OF MEETING AND LETTER TO SHAREHOLDERS**

The Notice of EGM, as well as the Letter to Shareholders dated 28 May 2021 on the alternative arrangements for the EGM (“**Letter to Shareholders**”) which included the supplementary advisory on additional measures in which general meetings are to be conducted during this COVID-19 period, was taken as read as all pertinent information relating to the proposed resolution were set out in the Notice of EGM of the Company and the Letter to Shareholders which have been published on SGXNet and the Company’s corporate website on 28 May 2021.

#### **MODE OF VOTING**

Finova BPO Pte Ltd has been appointed as the Company’s Scrutineers and B.A.C.S. Private Limited as the Polling Agent.

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

Mr Sim Choo Kheng (“**Mr Sim**”) and Ms Silviya Georgieva Georgieva (“**Ms Silviya**”), both of whom are Executive Directors and controlling Shareholders of the Company, are also directors and controlling shareholders of the Mandated Interested Person, Sim Leisure Consultants Sdn. Bhd. As such, Mr Sim and Ms Silviya and their respective associates have abstained from voting at the Meeting on the resolution tabled at the Meeting. Mr Sim, Ms Silviya and their respective associates have also declined to accept appointments as proxy from any Shareholders to vote at the Meeting on the resolution tabled at the Meeting.

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**QUERIES FROM THE SHAREHOLDERS**

In its Letter to Shareholders dated 28 May 2021, the Company had invited the Shareholders to submit their queries in advance with regards to the resolution tabled at the Meeting as set out in the Notice of EGM prior to the Meeting. It was noted that no questions from Shareholders were received.

The Chairman proceeded with reviewing the resolution tabled at the Meeting.

**ORDINARY BUSINESS**

**ORDINARY RESOLUTION – THE PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS GENERAL MANDATE**

The resolution deals with the approval of the Shareholders for the proposed adoption of the Interested Person Transactions General Mandate as an ordinary resolution (the “**Proposed Resolution**”). All pertinent information relating to the Proposed Resolution, including the rationale for and benefits of the Proposed Resolution has been set out in the Circular to Shareholders dated 28 May 2021.

The Shareholders were requested to consider and, if thought fit, pass, with or without modifications, the Proposed Resolution as set out in the Notice of EGM dated 28 May 2021.

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

As there were no other matters to be transacted at the Meeting, the Chairman proceeded to announce the results of the poll for the Proposed Resolution tabled at the Meeting.

**COUNTING OF VOTES**

The validity of the proxies submitted by the Shareholders have been reviewed and all valid votes have been counted and verified.

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**RESULTS OF VOTING**

The Chairman announced the results of the poll for the Proposed Resolution as follows:

Ordinary Resolution – The Proposed Adoption of the Interested Person Transactions General Mandate

Those in favour: 26,877,000 votes (100%)

Those against: 0 votes (0%)

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26,877,000 votes (100%)

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

**CONCLUSION OF MEETING**

There being no other business, the Meeting concluded at 11:10 a.m. with a vote of thanks to the Chairman.

The Chairman also informed Shareholders that the Company will publish the announcement on the results of the EGM on SGXNet and the Company’s corporate website by the evening, as well as the minutes of the Meeting on SGXNet and the Company’s corporate website within one (1) month after the conclusion of the EGM.

**CONFIRMED AS A TRUE AND ACCURATE RECORD OF THE PROCEEDINGS**

[SIGNED]

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**TAY ENG KIAT JACKSON**  
CHAIRMAN OF THE MEETING