
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of EuroSports Global Limited (the "**Company**") will be held at Tudor Courtyard, Level 1, Goodwood Park Hotel Singapore, 22 Scotts Road Singapore 228221 on Friday, 28 July 2023 at 2.00 p.m. for the following businesses:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2023, together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To re-elect Mr Goh Kim San as Director who is retiring pursuant to Article 113 of the Constitution of the Company. [See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Mr Foo Say Tun as Director who is retiring pursuant to Article 113 of the Constitution of the Company. [See Explanatory Note (ii)] **(Resolution 3)**
4. To re-elect Mr Anthony Ang Meng Huat as Director who is retiring pursuant to Article 117 of the Constitution of the Company. [See Explanatory Note (iii)] **(Resolution 4)**
5. To approve the payment of additional Directors' fees of S\$2,917 for the financial year ended 31 March 2023. [See Explanatory Note (iv)] **(Resolution 5)**
6. To approve the payment of Directors' fees of S\$120,000 for the financial year ending 31 March 2024, payable quarterly in arrears (FY2023: S\$122,917 including additional directors' fee of S\$2,917 referred to in item 5 above). **(Resolution 6)**
7. To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without modifications:

9. SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company (the "**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) options, warrants, debentures 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 of the Company may in their absolute discretion deem fit; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such issuance of shares,

provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 100% of the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company (as calculated in accordance with sub-paragraph (ii) below), or such other limit as may be prescribed by the Catalist Rules as at the date of this Resolution is passed, of which the aggregate number of Shares to be issued other than on a pro-rata basis to members of the Company (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding subsidiary holdings and treasury shares) of the Company (as calculated in accordance with sub-paragraph (ii) below) or any such other limit as may be prescribed by the Catalist Rules as at the date of this Resolution is passed;
- (ii) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares (excluding subsidiary holdings and treasury shares) of the Company shall be calculated based on the total number of issued Shares (excluding subsidiary holdings and treasury shares) of the Company at the time of the passing of this Resolution, after adjusting for:
- (1) new Shares arising from the conversion or exercise of any convertible securities;
 - (2) new Shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Catalist Rules; and
 - (3) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments for (1) and (2) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier. [See Explanatory Note (v)] **(Resolution 8)**

By Order of the Board

Sin Chee Mei
Company Secretary
Singapore, 13 July 2023

EXPLANATORY NOTES:

- (i) **Resolution 2** – Mr Goh Kim San, upon re-election as a Director of the Company, will remain as an Executive Chairman and Chief Executive Officer of the Company. Detailed information on Mr Goh Kim San can be found under the “Board of Directors”, “Corporate Governance Report” and “Disclosure of Information on Directors seeking Re-election” sections in the Company’s Annual Report.
- (ii) **Resolution 3** – Mr Foo Say Tun, upon re-election as a Director of the Company, will remain as the Non-Executive and Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee of the Company. Mr Foo Say Tun is considered independent by the Board for the purposes of Rule 704(7) of the Catalist Rules. Detailed information on Mr Foo Say Tun can be found under the “Board of Directors”, “Corporate Governance Report” and “Disclosure of Information on Directors seeking Re-election” sections in the Company’s Annual Report.
- (iii) **Resolution 4** – Mr Anthony Ang Meng Huat, upon re-election as a Director of the Company, will remain as the Non-Executive and Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee of the Company. Mr Anthony Ang Meng Huat is considered independent by the Board for the purposes of Rule 704(7) of the Catalist Rules. Detailed information on Mr Anthony Ang Meng Huat can be found under the “Board of Directors”, “Corporate Governance Report” and “Disclosure of Information on Directors seeking Re-election” sections in the Company’s Annual Report.

NOTICE OF ANNUAL GENERAL MEETING

- (iv) **Resolution 5** – At the Annual General Meeting of the Company held on 28 July 2022, shareholders approved an amount of S\$120,000 as Directors' fees for the financial year ended 31 March 2023, to be paid quarterly in arrears. The additional Directors' fees of S\$2,917 proposed to be approved at this AGM arose due to the appointment of Mr Anthony Ang Meng Huat as additional Director to the Board of Directors of the Company during the financial year ended 31 March 2023.
- (v) **Resolution 8** – If passed, will empower the Directors to allot and issue Shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 8 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed 100% of the total number of issued Shares (excluding subsidiary holdings and treasury shares) in the capital of the Company, with a sub-limit of 50% for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to members. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company will be calculated based on the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company at the time of the passing this Resolution, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Catalist Rules; and (iii) any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or by the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

Notes:

1. The members of the Company are invited to attend physically at the AGM. There will be no option for shareholders to participate virtually.
2. Printed copies of the documents relating to the business of the AGM, which comprise this Notice of AGM, the proxy form for the AGM and the Company's Annual Report for the financial year ended 31 March 2023, will not be dispatched to members of the Company. Instead, these documents will be made available to members of the Company by electronic means via publication on the Company's corporate website at <https://investor.eurosportsglobal.com/agm.html> and on the SGXNet at <https://www.sgx.com/securities/company-announcements>.
3. Members may participate in the AGM by:-
 - (a) attending the AGM in person;
 - (b) submitting questions in advance of, or at the AGM; and/or
 - (c) voting at the AGM themselves personally or through their duly appointed proxy(ies).

Persons who hold shares of the Company through relevant intermediaries as defined in Section 181 of the Companies Act 1967 of Singapore, including CPF Investors and/or SRS Investors and who wish to participate in the AGM should contact their respective relevant intermediaries (including CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

In the event members encountered Covid-19 like symptoms prior to the AGM, members are strongly encouraged to exercise social responsibility to rest at home and consider appoint a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the AGM.

NOTICE OF ANNUAL GENERAL MEETING

4. A member (other than a Relevant Intermediary) is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of the proxy. If no such proportion of number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
5. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote in his/her stead at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

“Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, 1967:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) The Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
6. A proxy need not be a member of the Company.
 7. A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on its behalf.
 8. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the Meeting as proxy, such member must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

9. The instrument appointing a proxy duly executed must be submitted through any one of the following means by 2:00 p.m. on 26 July 2023, being no later than forty-eight (48) hours before the time for appointed for holding the AGM (or any adjournment thereof) and in default the instrument of proxy shall not be treated as valid:
 - (a) by sending a scanned PDF copy by email to the Company at proxyform@eurosportsglobal.com, or
 - (b) by depositing a physical copy at the Company’s registered office at 24 Leng Kee Road, #01-03, Singapore 159096.
10. For investors who holds shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), including CPF and SRS Investors:
 - (a) may vote at the AGM if they are appointed as proxies by their respective relevant intermediaries, and should contact their respective relevant intermediaries if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM,

in which case they should approach their relevant intermediaries to submit their votes at least seven (7) working days prior to the date of the AGM.

NOTICE OF ANNUAL GENERAL MEETING

11. A member may ask question relating to the item on the agenda of the AGM at the AGM or submit question via mail to the Company's registered office at 24 Leng Kee Road, #01-03, Singapore 159096, or email to ir@eurosportsglobal.com in advance of the AGM no later than 5.00 p.m. on 20 July 2023 (the "**Cut-off Time**"), in the following manner:

Members who wish to submit their questions are required to provide the following information together with their submission of questions:

- (a) Full name (for individuals)/company name (for corporate) as per CDP/SRS/CPF account records;
- (b) NRIC or passport number (for individuals)/Company Registration Number (for corporate);
- (c) Number of shares held;
- (d) Contact Number;
- (e) Email Address; and
- (f) Shareholding Type (e.g. CDP or CPF/SRS)

CPF and SRS Investors should contact their respective CPF Agent Banks or SRS Operators through which they hold such shares to submit their questions related to the resolutions to be tabled for approval at the AGM based on the abovementioned instructions.

12. The Company will publish the responses to substantial and relevant questions to the resolution to be tabled for approval at the AGM as received from shareholders by way of an announcement released on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <https://investor.eurosportsglobal.com/newsroom.html> by 2:00 p.m. on 24 July 2023. The Company endeavours to address subsequent clarifications sought, or follow-up questions, or subsequent substantial and relevant questions which are received after the Cut-off Time, prior to, or at, the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The minutes of the AGM shall thereafter be published on SGXNet and the Company's corporate website, within one (1) month from the conclusion of the AGM.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting, proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), addressing relevant and substantial questions from members received before and/or during the AGM and if necessary, following up with the relevant members in relation to such questions and enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. Photographic, sound, and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of the member of the Company or the member's proxy(ies) or representative(s) (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such Purposes.