

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of EuroSports Global Limited (the "**Company**") will be convened and held by way of electronic means on Thursday, 29 July 2021 at 2.00 p.m. to transact the following businesses:

AS ROUTINE BUSINESS:

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2021, together with the Auditor's Report thereon. **(Resolution 1)**
2. To re-elect Mr Ng Tiak Soon 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 Goh Kim San 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 Foo Say Tun 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 Directors' fees of \$120,000 for the financial year ending 31 March 2022, to be paid quarterly in arrears (2021: \$120,000). **(Resolution 5)**
6. To re-appoint Messrs RSM Chio Lim LLP as auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
7. To transact any other business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS:

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

8. SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act, Cap. 50 (the "**Companies Act**") and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Rules of Catalist**") and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company (the "**Directors**") to:

- (a) (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options that may 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 (collectively, "**Instruments**"),

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

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

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), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company with registered addresses in Singapore (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);
- (ii) (subject to such manner of calculation 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 Part VIII of Chapter 8 of the Rules of Catalist; and
 - (3) any subsequent bonus issue, consolidation or subdivision of shares;
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST) and 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 (iv)]

(Resolution 7)

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9. PROPOSED RENEWAL OF SHARE PURCHASE MANDATE

That:-

(a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) on-market purchase(s) on the SGX-ST; and/or
- (ii) off-market purchase(s) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Rules of Catalist,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next AGM of the Company is held or required by law to be held;
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by shareholders in general meeting;

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(c) in this Resolution:

"Maximum Percentage" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date);

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an off-market purchase of a Share, 120% of the Average Closing Price of the Shares,

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) market days on which the Shares are transacted on the Catalist immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the Rules of Catalist, for any corporation action that occurs after the relevant five-day period; and

"Date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note (v)]

(Resolution 8)

10. EUROSPORTS PERFORMANCE SHARE PLAN

That the Directors of the Company be and are hereby authorised to offer and grant awards in accordance with the provisions of the EuroSports Performance Share Plan (the "**Performance Share Plan**") and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Performance Share Plan, provided that the aggregate number of shares to be issued pursuant to the Performance Share Plan and any other share-based incentive schemes of the Company shall not exceed 15% of the total number of shares (excluding subsidiary holdings and treasury shares) of the Company from time to time. The authority conferred by this Resolution shall, unless revoked or varied by the company in a general meeting, 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 earlier.

[See Explanatory Note (vi)]

(Resolution 9)

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11. EUROSPORTS EMPLOYEE SHARE OPTION SCHEME

That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the EuroSports Employee Share Option Scheme (the "**Scheme**") and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme and any other share-based incentive schemes of the Company shall not exceed 15% of the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company from time to time. The authority conferred by this Resolution shall, unless revoked or varied by the Company in a general meeting, 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 earlier.

[See Explanatory Note (vii)]

(Resolution 10)

By Order of the Board

Sin Chee Mei
 Joint Company Secretary
 Singapore,
 14 July 2021

EXPLANATORY NOTES:

- (i) Mr Ng Tiak Soon, upon re-election as a Director of the Company, will remain as the Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee of the Company. Mr Ng Tiak Soon is considered independent by the Board for the purposes of Rule 704(7) of the Rules of Catalist. Detailed information on Mr Ng Tiak Soon can be found under the "Board of Directors" and "Corporate Governance Report" sections in the Company's Annual Report.
- (ii) 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" and "Corporate Governance Report" sections in the Company's Annual Report.
- (iii) Mr Foo Say Tun, upon re-election as a Director of the Company, will remain as the 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 Rules of Catalist. Detailed information on Mr Foo Say Tun can be found under the "Board of Directors" and "Corporate Governance Report" sections in the Company's Annual Report.

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- (iv) **Resolution 7** proposed in item 8 above, 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 7 (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) 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 shareholders with registered addresses in Singapore. 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 Part VIII of Chapter 8 of the Rules of Catalist; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.
- (v) **Resolution 8** proposed in item 9 above, if passed, will empower the Directors from the date of the above Meeting until the next AGM to purchase or otherwise acquire issued ordinary Shares by way of market purchases or off-market purchases of up to 10% of the total number of issued Shares (excluding subsidiary holdings and treasury shares) at the Maximum Price in accordance with the terms and conditions set out in Appendix dated 14 July 2021 to this Notice of AGM, the Companies Act and the Rules of Catalist. Please refer to Appendix dated 14 July 2021 circulated together with the Company's Annual Report for details.
- (vi) **Resolution 9** proposed in item 10 above, if passed, will empower the Directors to offer and grant awards in accordance with the provisions of the Performance Share Plan and to allot and issue shares thereunder.
- (vii) **Resolution 10** proposed in item 11 above, if passed, will empower the Directors to offer and grant options in accordance with the provisions of the Scheme and pursuant to Section 161 of the Companies Act, to allot and issue shares under the Scheme. The size of the Scheme is limited to 15% of the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company for the time being.

Notes on alternative arrangements for the AGM:

- In view of the safe distancing regulations to hold physical meetings and to minimize physical interactions and Covid-19 transmission risks, the AGM of the Company is being convened, and will be held via a "live" audio-visual webcast ("**Live Webcast**") pursuant to First Schedule of the Covid-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. 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 2021 and Appendix dated 14 July 2021, will not be sent to shareholders of the Company. Instead, these documents will be made available to the shareholders of the Company for access and download via publication on SGXNet and the Company's corporate website at <http://www.eurosportsglobal.listedcompany.com/agm-2021.html>.
- Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast), submission of questions in advance of the meeting, addressing of substantial and relevant questions, are set out below.
- Due to the current Covid-19 restriction order in Singapore, shareholders will not be able to attend the AGM in person. Shareholders (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM, if such shareholder wishes to exercise his/her/its voting rights at the AGM. In appointing the Chairman of the Meeting as proxy, shareholders of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

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Shareholders may participate at the AGM by taking note of the following steps:

Pre-registration for Live Webcast

1. For shareholders who would like to view the proceedings of the AGM via Live Webcast, shareholders will need to register online at <http://www.eurosportsglobal.listedcompany.com/agm-pre-register.html> (“**AGM Webcast Registration**”) no later than 2.00 p.m. on 27 July 2021 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (the “**Registration Deadline**”) to enable the Company to verify the shareholders’ status. Registration will be open from 9.00 a.m. on 14 July 2021.
2. Corporate shareholders must also submit a copy of the Corporate Representative Certificate at proxyform@eurosportsglobal.com, in addition to the registration procedures as set out above, by the Registration Deadline, for verification purpose.
3. Following the verification, authenticated shareholders will receive an email confirmation by 9.00 a.m. on 28 July 2021 which contains a unique link to access the Live Webcast to view the proceedings of the AGM (via smart phones, tablets or laptop/computers).
4. Shareholders must not forward the abovementioned unique link to other persons who are not shareholders and who are not entitled to attend the AGM. This is to avoid any technical disruptions or overload to the Live Webcast.
5. Investors who hold shares through Depository Agents (other than CPF Investors and/or SRS Investors) must contact their respective Depository Agents as soon as possible to indicate their interest in order for their Depository Agents to make the necessary arrangements for them to participate in the Live Webcast.
6. Shareholders who register by the Registration Deadline but do not receive an email response by 12.00 p.m. on 28 July 2021 may contact the Company for assistance at +65 6565 5995.

Voting by Proxy

1. Shareholders may only exercise their voting rights at the AGM via proxy voting only. Please note that shareholders will not be able to vote through the Live Webcast and can vote with their Proxy Forms which are required to be submitted in accordance with the following paragraphs.
2. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the Meeting as their proxy by completing the Proxy Form for the AGM. In the Proxy Form, shareholders should specifically indicate how they wish to vote for or against or abstain from voting on each resolution set out in the Notice of AGM, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
3. The instrument appointing the Chairman of the Meeting as proxy must be submitted in the following manner:
 - (a) If submitted by email, be received by the Company at proxyform@eurosportsglobal.com, or
 - (b) If submitted by post, be lodged at the Company’s registered office at 24 Leng Kee Road, #01-03, Singapore 159096.

In either case, by 2.00 p.m. on 27 July 2021 (being not less than forty-eight (48) hours before the time appointed for holding the Meeting) (or any adjournment thereof) and in default the Proxy Form for the AGM shall not be treated as valid.

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4. In view of the current Covid-19 situation and the related safe distancing measures, shareholders are encouraged to submit completed proxy forms electronically via email as early as possible, to enable your vote(s).
5. CPF Investors and/or SRS Investors who wish to appoint the Chairman of the Meeting to act as their proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 2.00 p.m. on 19 July 2021), to ensure that their votes are submitted.
6. In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the AGM in order for the Depositor to be entitled to appoint the Chairman of the Meeting as proxy.

Submission of questions prior to the AGM

1. Shareholders will not be able to ask questions during the AGM via Live Webcast, and therefore it is important for shareholders to submit their questions in advance of the AGM.
2. Registered shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM by the Registration Deadline via the following manner:
 - (i) By electronically submission via AGM Webcast Registration; or
 - (ii) By email to the Company at ir@eurosportsglobal.com;
 - (iii) By post to the Company's registered office at 24 Leng Kee Road, #01-03, Singapore 159096.
3. For verification purpose, when submitting any questions via email or post, shareholders must provide the Company with their particulars (comprising full name, email address, contact number, NRIC/passport/company registration number (for corporate), shareholding type and number of shares held) by the Registration Deadline.
4. The Company will endeavor to address and provide responses to substantial queries and relevant comments from shareholders relating to the agenda of the AGM prior to the AGM via publication on the SGXNet and on the Company's corporate website at <http://www.eurosportsglobal.listedcompany.com/agm-2021.html> or during the AGM via electronic means. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or during the AGM in respect of substantial and relevant matters.
5. The minutes of the AGM, which include the Company's responses to the substantial and relevant questions from shareholders which are addressed during the AGM, shall thereafter be published on SGXNet and the Company's corporate website, within one (1) month from the conclusion of the AGM.
6. Investors who hold shares of the Company through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including CPF Investors and/or SRS Investors, can submit their questions in relation to any resolution set out in the Notice upon pre-registration, however, they should, in addition to pre-registering, approach their respective agents, including CPF Agent Banks and/or SRS Operators, as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

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Important Notice:

Due to the evolving Covid-19 situation in Singapore, the Company may change the AGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the AGM via the SGXNet. Shareholders are advised to check the SGXNet regularly for updates on the AGM.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via Live Webcast, or (c) submitting any question prior to the AGM in accordance with this Notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy 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);
- (ii) processing of the registration for purposes of granting access to shareholders (or their corporate representatives in the case of shareholders which are legal entities) to the Live Webcast to observe the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from shareholders received before the AGM and if necessary, following up with the relevant shareholders in relation to such questions; and
- (iv) 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.

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 a shareholder may be recorded by the Company for such purpose.

This Notice of AGM ("**Notice**") has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, CIMB Bank Berhad, Singapore Branch (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst.

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

The contact person for the Sponsor is Mr Eric Wong, Director, Investment Banking, Singapore. The contact particulars are 50 Raffles Place, #09-01, Singapore Land Tower, Singapore 048623, telephone: +65 6337 5115.