
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

EUROSPORTS GLOBAL LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 201230284Z)

All capitalised terms in the resolutions below and defined in the Circular dated 13 July 2023 to the shareholders of the Company (the "**Circular**") shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of 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 3:00 p.m. (or soon thereafter following the conclusion of the Annual General Meeting of the Company to be held at 2:00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTION 1 – THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

That:

- (i) for the purposes of the Companies Act 1967 of Singapore (the "**Companies Act**") and the Catalist Rules, 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 (the "**Shares**") not exceeding in aggregate the Maximum Limit (defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (defined below), whether by way of:
- (a) on-market purchases (the "**Market Purchase(s)**") effected on the SGX-ST through the SGX-ST trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (b) off-market purchases (the "**Off-Market Purchase(s)**") effected pursuant to an equal access scheme(s) as may be determined or formulated by the Directors of the Company from time to time as they consider fit, which scheme(s) shall satisfy all conditions prescribed by the Companies Act;

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

- (ii) unless varied or revoked by the Company in a 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 relating to the Share Purchase Mandate and expiring on:
- (a) the date on which the next annual general meeting of the Company is held or required by law to be held, whichever is the earlier;
 - (b) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting; or
 - (c) the date on which the Share Purchases are carried out to the full extent mandated, whichever is the earliest;

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(iii) in this resolution relating to the Share Purchase Mandate:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the day on which the purchase or acquisition of Shares was made or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs after the relevant five (5) Market Days;

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Market Day” means a day on which the SGX-ST is open for trading in securities;

“Maximum Limit” means that number of Shares representing not more than 10.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the resolution passed in relation to the Share Purchase Mandate, unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered after such capital reduction (excluding any treasury shares and subsidiary holdings as may be held by the Company from time to time);

“Maximum Price” in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

- (a) in the case of a Market Purchase, 105.0% of the Average Closing Price; and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price; and

“Relevant Period” means the period commencing from the date of the resolution passed in relation to the Share Purchase Mandate and expiring on the date on which the next annual general meeting of the Company is or is required by law to be held, whichever is the earlier;

- (iv) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors of the Company; either be cancelled or held in treasury and dealt with in accordance with the Companies Act; and
- (v) 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 without limitation, executing such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution relating to the Share Purchase Mandate.

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ORDINARY RESOLUTION 2 – THE PROPOSED ADOPTION OF THE EUROSPORTS EMPLOYEE SHARE OPTION SCHEME 2023

That: the employee share option scheme to be known as the EuroSports Employee Share Option Scheme 2023, the rules of which have been set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the rules of the EuroSports Employee Share Option Scheme 2023, and the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the EuroSports Employee Share Option Scheme 2023;
- (b) to modify and/or amend the EuroSports Employee Share Option Scheme 2023 from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the EuroSports Employee Share Option Scheme 2023 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the EuroSports Employee Share Option Scheme 2023;
- (c) to offer and grant Option(s) in accordance with the rules of the EuroSports Employee Share Option Scheme 2023 and to allot and issue and/or transfer from time to time such number of Shares as may be required to be issued and/or transferred pursuant to the exercise of the Options under the EuroSports Employee Share Option Scheme 2023 provided that the number of Shares issued and issuable under the EuroSports Employee Share Option Scheme 2023, the EuroSports Performance Share Plan 2023 and all outstanding options or awards granted under such other share-based incentive schemes of the Company shall not exceed 15.0% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings); and
- (d) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient or desirable to give effect to the transactions contemplated and authorised by this Ordinary Resolution 2 if they think fit and in the interests of the Company.

ORDINARY RESOLUTION 3 – THE PROPOSED ADOPTION OF THE EUROSPORTS PERFORMANCE SHARE PLAN 2023

That: the performance share plan to be known as the EuroSports Performance Share Plan 2023, the rules of which have been set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the rules of the EuroSports Performance Share Plan 2023, and the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the EuroSports Performance Share Plan 2023;
- (b) to modify and/or amend the EuroSports Performance Share Plan 2023 from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the EuroSports Performance Share Plan 2023 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the EuroSports Performance Share Plan 2023;

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- (c) to offer and grant Award(s) in accordance with the rules of the Performance Share Plan 2023 and to allot and issue and/or transfer from time to time such number of Shares as may be required to be issued and/or transferred pursuant to the exercise of the Awards under the EuroSports Performance Share Plan 2023 provided that the number of Shares issued and issuable under the EuroSports Employee Share Option Scheme 2023, the EuroSports Performance Share Plan 2023 and all outstanding options or awards granted under such other share-based incentive schemes of the Company shall not exceed 15.0% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings); and
- (d) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient or desirable to give effect to the transactions contemplated and authorised by this Ordinary Resolution 3 as they think fit and in the interests of the Company.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 13 July 2023.

BY ORDER OF THE BOARD

Melvin Goh
Executive Chairman and CEO
13 July 2023

Notes:

- (1) The members of the Company are invited to attend physically at the Company's Extraordinary General Meeting on 28 July 2023 ("**EGM**"). There will be no option for shareholders to participate virtually.
- (2) Printed copies of the documents relating to the EGM, which comprise this Notice of EGM, the proxy form for the EGM, the Circular to Shareholders dated 13 July 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 EGM by:
 - (a) attending the EGM in person;
 - (b) submitting questions in advance of, or at the EGM; and/or
 - (c) voting at the EGM 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 EGM 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 EGM.

- (4) A member who is unable to attend the EGM and wishes to appoint proxy(ies) to attend, speak and vote at the EGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
- (5) A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. Where such member appoints two (2) proxies, the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy shall be specified. If no such proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his/her name in the Depository Register and any second named proxy as an alternate to the first named.

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- (6) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, 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 in relation to which each proxy has been appointed shall be specified in the form of proxy, failing which, the appointment shall be invalid.

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

- (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; or
 - (b) a person holding a capital markets services licence to provide custodial services 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.
- (7) Shareholders are requested to arrive early to facilitate the registration process. Please bring along your NRIC/passport so as to enable the Company to verify your identity.
- (8) Shareholders are advised not to attend the EGM if they are feeling unwell, and are strongly encouraged to exercise social responsibility to rest at home and consider appoint a proxy(ies) to attend the EGM. We encourage members to mask up when attending the EGM.
- (9) A proxy need not be a member of the Company.
- (10) A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on its behalf.
- (11) A member can appoint the Chairman of the EGM as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the EGM 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 EGM as proxy for that resolution will be treated as invalid.

- (12) CPFIS Investors and SRS Investors who wish to appoint the Chairman of the EGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days prior to the date of the EGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.
- (13) The instrument appointing a proxy duly executed must be submitted through any one of the following means by 3:00 p.m. on 26 July 2023, being no later than forty-eight (48) hours before the time for appointed for holding the EGM (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.
- (14) 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 EGM 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 EGM,

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 EGM.

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- (15) A member may ask question relating to the resolutions to be tabled for approval at the EGM “live” at the EGM 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 EGM no later than 5:00 p.m. on 20 July 2023 (the “**Cut-off Time**”), in the following manner:
- (a) by email to ir@eurosportsglobal.com; or
 - (b) in physical copy by depositing the same at the registered office of the Company at 24 Leng Kee Road, #01-03, Singapore 159096. Members who wish to submit their questions are required to provide the following information together with their submission of questions:
 - (i) Full name (for individuals)/company name (for corporate) as per CDP/SRS/CPF account records;
 - (ii) NRIC or passport number (for individuals)/Company Registration Number (for corporate);
 - (iii) Number of shares held;
 - (iv) Contact Number;
 - (v) Email Address; and
 - (vi) 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 EGM based on the abovementioned instructions.
- (16) The Company will publish the responses to substantial and relevant questions to the resolution to be tabled for approval at the EGM 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 3:00 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 EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- (17) The minutes of the EGM shall thereafter be published on SGXNET and the Company’s corporate website, within one (1) month from the conclusion of the EGM.

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 EGM and/or any adjournment thereof, or (b) submitting any question prior to the EGM, 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), addressing relevant and substantial questions from members received before and/or during the EGM 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 results of the member’s breach of warranty. Photographic, sound, and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. 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 EGM and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such Purposes.