

EUROSPORTS GLOBAL LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 201230284Z)

PROPOSED INCREASE OF SHAREHOLDING IN PROSPER AUTO PTE. LTD.

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**” or “**Directors**”) of EuroSports Global Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that the Company has, on 13 November 2025 entered into a share purchase agreement (the “**SPA**”) with Eden Capital Pte. Ltd. (“**Eden Capital**”, together with the Company, the “**Parties**”) pursuant to which Eden Capital shall sell to the Company 145,029 ordinary shares (the “**Prosper Auto Sale Shares**”) in the capital of Prosper Auto Pte. Ltd. (“**Prosper Auto**”) at a price of S\$12.41 per Prosper Auto Sale Share for an aggregate consideration (the “**Prosper Auto Sale Shares Consideration**”) of S\$1,800,000 (the “**Proposed Acquisition**”). The Prosper Auto Sale Shares Consideration shall be satisfied by the transfer of 10,000,000 treasury shares in the capital of the Company (the “**Sale Treasury Shares**”) to Eden Capital at a price (the “**Sale Treasury Share Price**”) of S\$0.18 for each Sale Treasury Share (the “**Proposed Treasury Share Sale**” and, together with the Proposed Acquisition, the “**Proposed Transactions**”).
- 1.2 The Proposed Acquisition constitutes a discloseable transaction under Chapter 10 of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”).

2. INFORMATION ON PROSPER AUTO

- 2.1 Prosper Auto is a subsidiary of the Company with an issued and paid-up share capital of 500,100 ordinary shares (“**Prosper Auto Shares**”). The Company is the legal and beneficial owner of 255,051 Prosper Auto Shares, representing 51% of the issued and paid-up share capital of Prosper Auto. The remaining 245,049 Prosper Auto Shares are held by Eden Capital.
- 2.2 Prosper Auto was incorporated on 19 June 2017. The principal activities of Prosper Auto are trading and distribution of automobiles and automobile related parts and accessories in Indonesia.
- 2.3 The net profit attributable to Prosper Auto was S\$665,531 for the financial year ended 31 March 2025 (“**FY2025**”), and the net asset value (“**NAV**”) and the net tangible assets (“**NTA**”) of Prosper Auto were S\$3,423,520 and S\$3,423,520 respectively as at 31 March 2025.
- 2.4 The net profit attributable to Prosper Auto was S\$431,996 for the six months ended 30 September 2025 (“**HY2026**”), and the NAV and the NTA of Prosper Auto were S\$3,855,516 and S\$3,855,516 respectively as at 30 September 2025.
- 2.5 Upon completion of the Proposed Acquisition, the percentage shareholding of the Company in Prosper Auto shall increase from 51% to 80% and the percentage shareholding of Eden Capital in Prosper Auto shall decrease from 49% to 20%.

3. INFORMATION ON EDEN CAPITAL

The information presented herein relating to Eden Capital is based on information provided by Eden Capital. In respect of such information, the Company has not independently verified the accuracy and correctness of the same and the Company's responsibility is limited to ensuring that such information has been accurately and correctly extracted and reproduced in this announcement in its proper form and context.

- 3.1 Eden Capital is a company incorporated in Singapore. The principal activity of Eden Capital is a holding company.
- 3.2 As at the date of this announcement, none of the Directors, the Company's substantial shareholders and their respective associates has any shareholding interests, direct or indirect, in Eden Capital. Further, none of the Directors, the Company's substantial shareholders and their respective associates is related or has any business connections to Eden Capital, the directors, substantial shareholders or the respective associates of the Purchaser, save in connection with Eden Capital's shareholding in Prosper Auto.
- 3.3 There is no introducer or referrer involved in the Proposed Transactions, and there is no referral fees or commission fees or introducer fees or any other fees payable to any person or entity with respect to the Proposed Transactions.

4. RATIONALE FOR THE PROPOSED TRANSACTIONS

- 4.1 The Board is of the view that:
 - (a) The Proposed Acquisition shall increase the control of the Company over the direction of Prosper Auto, ensuring strong alignment with the Group's long term vision and operating standards, and also further aligns the interest of Eden Capital with the interest of the Group through Eden Capital's proposed shareholding through the Proposed Treasury Shares Sale;
 - (b) The Proposed Acquisition is in line with the Company's strong confidence in the long term growth prospects of the automobile and aftersales market in Indonesia, and increases the Group's exposure and reinforces the commitment of the Group to the Indonesian market;
 - (c) The Proposed Transactions allow the Group to increase its stake in Prosper Auto, its profitable subsidiary, through the sale of the Sale Treasury Shares at a premium to current market price of the ordinary shares ("**Shares**") in the capital of the Company, allowing the Group to preserve and optimise the use of its cash; and

The Proposed Transactions are expected to enhance the Group's financial performance and have a positive impact on the NAV of the Group per Share, NTA of the Group per Share and the profit/loss of the Group per Share.

5. PRINCIPAL TERMS OF THE SPA

- 5.1 The consideration for the Proposed Acquisition is S\$1,800,000 which is payable fully by the transfer of the Sale Treasury Shares by the Company to Eden Capital.
- 5.2 The Sale Treasury Share Price of S\$0.18 per Sale Treasury Share represents a premium of 333.33% to the volume-weighted average price of S\$0.054 per Share for trades done on the Shares on the SGX-ST on 13 November 2025, being the last full market day on which the Shares were traded immediately preceding the date of the SPA. The transfer of the Sale Treasury Shares shall not result in a transfer of a controlling interest (as defined in the Catalyst Rules) in the Company.
- 5.3 The Prosper Auto Sale Share Consideration and the Sale Treasury Share Price were arrived at following arm's length negotiations between the Parties and based on a willing-buyer, willing-seller basis, taking into consideration Prosper Auto's financial position and the financial position of the Group.
- 5.4 The Company has not commissioned any valuation in respect of the Prosper Auto Sale Shares.
- 5.5 The Parties' obligations to complete the Proposed Transactions are conditional upon the satisfaction (or waiver) of the following conditions on or prior to (i) fourteen (14) days from the date of the SPA or (ii) such other date as the Parties may agree:
- (a) the Parties shall have executed all documents or instruments as may be deemed necessary or desirable by the SGX-ST and/or RHT Capital Pte. Ltd. (the "**Sponsor**") in connection with the Catalyst Rules and all applicable laws;
 - (b) the delivery of all relevant information and documents required in Clause 4.1 of the SPA to the Company;
 - (c) the transfer of the Sale Treasury Shares and the Prosper Auto Sale Shares on the completion date (the "**Completion Date**") for the Proposed Transactions not being prohibited by its constitutive documents, any statute, order, rule or regulation promulgated after the date of this Agreement by any legislative, executive or regulatory body or authority of Singapore which is applicable to the Company;
 - (d) no Party having received notice of any claim, injunction, order or notice restraining or prohibiting the entering into or the consummation of the transactions contemplated by the SPA or seeking damages or other recourse in respect thereof, or notice that any of the foregoing is pending or threatened;
 - (e) all the representations and warranties of each of the Parties including those set out under Clause 5 of the SPA, as the case may be, being true and accurate (and not misleading) in all material respects as of the date of the SPA and as at the Completion Date; and
 - (f) each Party complying with all of its obligations under the SPA.

6. RELATIVE FIGURES FOR THE PROPOSED TRANSACTIONS UNDER CHAPTER 10 OF THE CATALIST RULES

6.1 Based on the latest unaudited consolidated financial statements of the Group for HY2026, the relative figures of the Proposed Acquisition computed on the applicable basis set out in Rule 1006 of the Catalist Rules, are as set out below:

Rule 1006	Bases of calculation	Relative figures
(a)	The NAV of the assets to be disposed of, compared with the Group's NAV. This basis is not applicable to an acquisition of assets.	Not applicable ⁽¹⁾
(b)	The net profit attributable to the assets acquired or disposed of, compared with the Group's net profit.	-9.0% ⁽²⁾
(c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	13.0% ⁽³⁾
(d)	The number of equity securities to be issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	4.0% ⁽⁴⁾
(e)	The aggregate volume or amount of proven and probable reserves to be disposed of, compared with the aggregate of the Group's proven and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable ⁽⁵⁾

Notes:

- (1) Not applicable. The Proposed Acquisition is not a disposal of assets.
- (2) Computed based on (i) the unaudited net profit attributable to Prosper Auto for HY2026 of S\$125,279, and (ii) the Group's unaudited net loss of S\$1,453,797.79 for HY2026.
- (3) Computed based on (i) the Prosper Auto Sale Shares Consideration of S\$1,800,000, and (ii) the Company's market capitalisation of S\$13,662,000 (as determined by multiplying 253,000,000 Shares in issue as at the date of this announcement by the volume weighted average price of such Shares of approximately S\$0.054 for trades done on 13 November 2025, being the last traded day preceding the date of the SPA).
- (4) Computed based on the transfer of 10,000,000 Sale Treasury Shares and 253,000,000 Shares in issue as at the date of this announcement.
- (5) Rule 1006(e) of the Catalist Rules is not applicable. The Company is not a mineral, oil and gas company and the Proposed Acquisition is not a disposal of assets.

- 6.2 The relative figures computed on the bases set out in Rule 1006(b), (c) and (d) of the Catalist Rules exceeds 5% but is less than 75%. However, under Rule 1007(1) of the Catalist Rules, if any of the relative figures computed pursuant to Rule 1006 of the Catalist Rules involves a negative figure, Chapter 10 of the Catalist Rules may still be applicable to the transaction in accordance with the applicable circumstances in Practice Note 10A of the Catalist Rules. Pursuant to paragraph 4.1 of Practice Note 10A of the Catalist Rules, tests based on assets under Rule 1006(a) of the Catalist Rules and profit under Rule 1006(b) of the Catalist Rules may involve a negative figure in the numerator, denominator or both, which may not give a meaningful indication of the significance of a transaction to the issuer, in instance where, for example, the issuer is loss-making.
- 6.3 Paragraph 4.4(b) of Practice Note 10A of the Catalist Rules provides, among others, that an issuer must, in relation to a transaction, immediately announce the information required in Rule 1010, Rule 1011, Rule 1012 and Rule 1013 of the Catalist Rules, where applicable, in the situation of the acquisition of a profitable asset by a loss-making issuer, where: (i) the absolute relative figure computed on the basis of each of Rule 1006(c) and Rule 1006(d) of the Catalist Rules does not exceed 75%; and (ii) the net profit attributable to the asset to be acquired exceeds 5% of the consolidated net loss of the issuer (taking into account only the absolute value).
- 6.4 Accordingly, the Proposed Acquisition constitutes a discloseable transaction under Chapter 10 of the Catalist Rules.

7. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTIONS

- 7.1 The *pro forma* financial effects of the Proposed Transactions, based on the audited consolidated financial statements of the Group for FY2025 (being the most recently completed financial year), are set out below. The *pro forma* financial effects are presented for illustration purposes only and do not necessarily reflect the actual results and financial performance and position of the Company or the Group after completion of the Proposed Transactions. No representation is made as to the actual financial position and/or results of the Company or the Group after completion of the Proposed Transactions.

Effect on NTA per Share

- 7.2 Assuming the Proposed Transactions had been effected on 31 March 2025, the financial effect on the NTA per Share of the Group will be as follows:

As at 31 March 2025	Before Completion of the Proposed Transactions	After Completion of the Proposed Transactions
NTA (S\$'000)	(S\$9,658)	(S\$9,658)
Number of Shares in the issued and paid-up capital of the Company, excluding treasury shares and subsidiary holdings	253,000,000 ⁽¹⁾	263,000,000
NTA per Share (Singapore cents)	(3.82)	(3.67)

Effect on NTA per Share(Cont'd)

Note:

- (1) Following the Company's share buybacks of 610,600 shares after the financial year ended 31 March 2025 and the sale of 10,000,000 treasury shares on 25 July 2025, the Company's issued share capital increased from 243,610,600 shares as at 31 March 2025 to 253,000,000 shares as at the date of the announcement.

Effect on Loss per Share

- 7.3 Assuming the Proposed Transactions had been effected on 1 April 2024, the financial effect on the loss per Share of the Group will be as follows:

For FY2025	Before Completion of the Proposed Transactions	After Completion of the Proposed Transactions
Net loss attributable to Shareholders (S\$'000)	(S\$5,761)	(S\$5,568)
Weighted average number of Shares of the Company, excluding treasury shares and subsidiary holdings	244,906,503	254,906,503
Loss per Share (Singapore cents)	(2.35 cents)	(2.18 cents)

Book Value, NTA and Net Profit Attributable to Prosper Auto Sale Shares

- 7.4 The NAV and NTA attributable to the Prosper Auto Sale Shares were S\$1,118,100 and S\$1,118,100 respectively as at 30 September 2025.
- 7.5 The net profits attributable to the Prosper Auto Sale Shares for FY2025 and HY2026 are S\$94,572 and S\$61,387 respectively.

8. CONFIRMATIONS BY EDEN CAPITAL

- 8.1 Eden Capital has confirmed, among others, that:

- (a) it is not a Director or an associate of any Director;
- (b) save for the business dealings between the Company and it in respect of Prosper Auto, it does not have any connection (including business relationship) with the Company, the Directors and/or the substantial shareholders of the Company and it does not fall within any of the categories of persons whom the Company is prohibited from issuing Shares to, as provided for by Rule 812 of the Catalist Rules; and
- (c) it is not under the control or influence of any of the Directors or substantial Shareholders.

9. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors or controlling shareholders (as defined in the Catalist Rules) of the Company and their respective associates have any interest, direct or indirect, in the Proposed Transactions, other than through their respective shareholdings (if any) in the Company.

10. SERVICE CONTRACTS

No person is proposed to be appointed to the Board in connection with the Proposed Transactions. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

11. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the SPA is available for inspection at the Company's registered office at 24 Leng Kee Road, #01-03, Leng Kee Autopoint, Singapore 159096 during normal business hours for a period of three (3) months from the date of this announcement:

12. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including any Director who may have been delegated detailed supervision of the preparation of this announcement) have collectively and individually reviewed and approved the issue of this announcement, and have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate in all material aspects and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

13. FURTHER ANNOUNCEMENTS

The Company will continue to keep Shareholders updated and release announcements relating to the Proposed Transactions in compliance with its continuing disclosure obligations.

14. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company should note that there is no certainty or assurance that the Proposed Transactions will proceed to completion or that no changes will be made to the terms thereof. Shareholders and potential investors of the Company are advised to read this announcement and any past and future announcements by the Company carefully and exercise caution when dealing with the securities of the Company. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with the securities of the Company.

By Order of the Board

Goh Kim San
Executive Chairman
and Chief Executive Officer

Goh Kim Hup
Executive Director
and Deputy Chief Executive Officer

13 November 2025

This announcement has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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