

# 17LIVE

## 17LIVE GROUP LIMITED

(Incorporated as an exempted company in the Cayman Islands)  
(Company Registration No. 378671)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** (“EGM”) of **17LIVE GROUP LIMITED** (“Company”) will be held at NUSS Mandalay Guild House, Adam Bukit and Orchard Suite, 2 Mandalay Road, Singapore 308206 on Thursday, 28 November 2024 at 10.00 a.m. (Singapore time) for the purpose of considering, and if thought fit, passing with or without modifications, the following resolutions.

*Unless otherwise defined, all capitalised terms used herein shall have the same meaning ascribed to them in the circular dated 7 November 2024 to shareholders of the Company (“Circular”).*

#### **Ordinary Resolution 1: The Proposed Adoption of the Share Buyback Mandate**

THAT:

- (a) the authority conferred on the Directors of the Company (“**Directors**”) to exercise all the powers of the Company to purchase or otherwise acquire issued ordinary shares fully paid in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) 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) (each a “**Market Purchase**”) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
  - (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, and otherwise in accordance with all applicable laws and regulations, including but not limited to the provisions of the Cayman Companies Act and the Listing Manual of the SGX-ST as may for the time being be applicable, be and is hereby approved generally and unconditionally (the “**Share Buyback Mandate**”);
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall be held by the Company as treasury shares and shall not be deemed cancelled;
- (c) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback 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 annual general meeting of the Company (“**AGM**”) 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 Buyback Mandate are carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Company in a general meeting;

(d) in this Resolution:

**“Maximum Limit”** means that number of Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has, at any time during the Relevant Period (as defined below), reduced its share capital in accordance with the applicable provisions of the Cayman 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 or subsidiary holdings that may be held by the Company from time to time); and

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

- (i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined hereinafter),

where:

**“Relevant Period”** means the period commencing from the date on which this Resolution is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier;

**“Average Closing Price”** means the average of the closing market prices of the Shares traded on the SGX-ST over the last five Market Days (a **“Market Day”** being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company 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 for any corporate action that occurs during the relevant five Market Days and on which the purchases are made; and

**“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 of the Company, 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; and

- (e) the Directors 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 necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

## **Ordinary Resolution 2: The Proposed Amendments to the Rules of the 17LIVE ESOP**

THAT:

- (a) the amendments to the 17LIVE Group Limited Employee Share Option Plan (the **“17LIVE ESOP”**), details of which are set out in Appendix A of the Circular, be and are hereby approved; and
- (b) the Directors be and are hereby authorised:
  - (i) 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 amendments to the rules of the 17LIVE ESOP; and

- (ii) to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of or to give effect to this resolution as they think fit and in the interests of the Company.

**Ordinary Resolution 3: The Proposed Allotment and Issuance of up to 5,200,000 New ESOP Shares pursuant to the Amended 17LIVE ESOP**

THAT:

- (a) the allotment and issuance by the Company of up to 5,200,000 New ESOP Shares pursuant to the Amended 17LIVE ESOP be and is hereby approved; and
- (b) the Directors 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 necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

BY ORDER OF THE BOARD

**Jiang Honghui**

Executive Director and Chief Executive Officer

7 November 2024

**Important Notes:**

- (1) The Extraordinary General Meeting (“EGM”) is being convened, and will be held, in a wholly physical format at NUSS Mandalay Guild House, Adam Bukit and Orchard Suite, 2 Mandalay Road, Singapore 308206 on 28 November 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice of EGM. **There will be no option to participate virtually.** This Notice of EGM, the Circular, the Proxy Form and the Request Form have been sent to Shareholders by electronic means via publication on SGXNET and the Company’s corporate website at the URL <https://about.17.live/investor-relations/>. Printed copies of the Notice of EGM, the Proxy Form, the Request Form and the Letter to Shareholders will be sent to Shareholders. Printed copies of the Circular will **not** be sent to Shareholders.
- (2) Unless CDP specifies otherwise in a written notice to the Company, CDP shall be deemed to have appointed as CDP’s proxies, each of the Depositors (whether individual or corporate) and whose names are shown in the records of CDP, as at a time not earlier than 48 hours prior to the time of the EGM, supplied by CDP to the Company. Therefore, Depositors who are individuals can attend and vote at the EGM without the lodgement of the Depositor Proxy Form.
- (3)
  - (i) Depositors (whether individuals or corporates) who cannot attend the EGM may enable their nominees to attend as CDP’s proxies by completing and returning the Depositor Proxy Form.
  - (ii) Shareholders (whether individuals or corporates) whose names are entered in the Company’s Register of Members and cannot attend the EGM may enable their nominees to attend as their proxies by completing and returning the Shareholder Proxy Form.
- (4) The instrument appointing a proxy or proxies or corporate representative(s) (i.e. Proxy Form) must be submitted in the following manner:
  - (i) if submitted by post, be lodged at the Share Registrar’s office at Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (ii) if submitted electronically, be submitted via email to the Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),in each case no later than 10.00 a.m. on 26 November 2024.
- (5) The Proxy Form must be executed under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of the appointor or of his or her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Company), must be lodged with the Proxy Form (if the Proxy Form is submitted by post) or be emailed with the Proxy Form (if the Proxy Form is submitted electronically via email), failing which the Proxy Form may be treated as invalid.

- (6) A Shareholder (whether individual or corporate) who is not a relevant intermediary (as defined under Section 181 of the Singapore Companies Act), is entitled to appoint not more than two proxies in his/her/its stead. A proxy need not be a Shareholder. Where a Shareholder appoints two proxies and does not specify the number of Shares to be represented by each proxy, then the proxy whose name appears second shall be deemed to be nominated in the alternate.
- (7) As an alternative, Shareholders (whether individuals or corporates) may also appoint the Chairman of the EGM as his/her/its proxy to vote on their behalf. Such Shareholders will have to submit the Proxy Form appointing the Chairman of the EGM to vote on their behalf. Please refer to Note 4 above for the manner for submission of the Proxy Form.
- (8) A Depositor shall not be regarded as a Shareholder entitled to attend and vote at the EGM and his/her/its Depositor Proxy Form may be rejected by the Company unless he/she/it is shown to have Shares entered against his/her/its name in the Depositor Register, as certified by the CDP, at least 48 hours before the EGM.
- (9) SRS Investors may (a) vote at the EGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or (b) specify their voting instructions to their respective SRS Operators or arrange for their votes to be submitted with their respective SRS Operators, and should approach their respective SRS Operators as soon as possible and by the time and date as specified by their respective SRS Operators to ensure their votes are submitted.
- (10) Shareholders who hold their Shares through a relevant intermediary (as defined under Section 181 of the Singapore Companies Act), and who wish to attend the EGM, should approach their respective relevant intermediaries through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.
- (11) Shareholders may submit questions relating to the resolutions to be tabled for approval at the EGM in the following manner by **10.00 a.m. on 15 November 2024**:
  - (a) via email to investor@17.live.com; or
  - (b) via post to the Share Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632.
- (12) When submitting questions via email or by post, Shareholders should provide the Company with the following details to enable the Company to verify their status as Shareholders: (i) status: individual shareholder or corporate representative; (ii) full name/full company name (as per CDP/SRS records); (iii) NRIC/FIN/Passport No./UEN; and (iv) electronic mail address; and (v) contact number (optional).
- (13) The Company will endeavour to address substantial and relevant questions related to the resolutions to be tabled at the EGM for approval by publishing its responses to such questions on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://about.17.live/investor-relations/> on 22 November 2024.
- (14) Shareholders, and (where applicable) duly appointed proxies, can ask the Chairman of the EGM substantial and relevant questions related to the resolutions to be tabled for approval at the EGM, at the EGM itself.
- (15) The Company will also address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the EGM) received prior to, or at the EGM itself.
- (16) Where substantially similar questions are received, such questions will be consolidated and consequently not all questions may be individually addressed.
- (17) The Company will publish the minutes of the EGM on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://about.17.live/investor-relations/> within one month after the date of EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

# 17LIVE GROUP LIMITED

(Incorporated as an exempted company in the Cayman Islands)  
(Company Registration No. 378671)

## EXTRAORDINARY GENERAL MEETING – DEPOSITOR PROXY FORM

We, The Central Depository (Pte) Limited, being a member of **17LIVE GROUP LIMITED** (the “**Company**”), pursuant to Article 23.1(b) of the Company’s Memorandum and Articles of Association, are deemed to have appointed the person whose name and particulars are set out in Part I below (the “**Depositor(s)**”), in respect of such number of shares (the “**Depositor(s) Shares**”) set out against his/her/its name in the depository register maintained by CDP (the “**Depository Register**”) on 26 November 2024 (the “**Cut Off Date**”), as our proxy to vote for us on our behalf at the Extraordinary General Meeting (the “**EGM**”) of the Company to be held at NUSS Mandalay Guild House, Adam Bukit and Orchard Suite, 2 Mandalay Road, Singapore 308206 on 28 November 2024 at 10.00 a.m. (Singapore time) and at any adjournment thereof.

I. 

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OR, in the event the Company receives this Depositor Proxy Form which is:-

- (i) duly completed and signed/executed by the Depositor(s); and
- (ii) submitted by the requisite time and date, and to the requisite office as indicated below,

we hereby appoint the person (“**Appointee**”) whose details are given in Part II(a) or failing him/her/it, the Appointee whose details are given in Part II(b), provided that such details have been verified in Part V by the affixing of the seal or the signature of or on behalf of the persons named in Part I, and on the basis that such person(s) is authorised to vote in respect of the proportion of the shareholding referred to in Part II(a) or (b) or if no proportions are so reflected, in respect of the whole of the said shareholding:-

II. (a)

Name	Email Address	NRIC/Passport Number	Proportion of Shareholdings %	Number of Shares
Address				

\*and/or (delete as appropriate)

(b)

Name	Email Address	NRIC/Passport Number	Proportion of Shareholdings %	Number of Shares
Address				

or failing him/her, or both of whom failing, the Chairman of the EGM as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the EGM to be convened and held at NUSS Mandalay Guild House, Adam Bukit and Orchard Suite, 2 Mandalay Road, Singapore 308206 on 28 November 2024 at 10.00 a.m. (Singapore time) and at any adjournment thereof. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the \*proxy/proxies will vote or abstain from voting at \*his/her discretion. \*I/We further authorise and direct the Company to accept this Depositor Proxy Form in respect of the Depositor(s) Shares.

*\*Please delete accordingly.*

III.

No.	Resolutions relating to	For	Against	Abstain
	Ordinary Resolutions			
1	The Proposed Adoption of the Share Buyback Mandate			
2	The Proposed Amendments to the Rules of the 17LIVE ESOP			
3	The Proposed Allotment and Issuance of up to 5,200,000 New ESOP Shares pursuant to the Amended 17LIVE ESOP			


Dated this \_\_\_\_\_ day \_\_\_\_\_ of 2024

IV. The Central Depository (Pte) Limited

  
\_\_\_\_\_  
Signature of Director



V.

TO BE COMPLETED BY DEPOSITOR(S) IF HE/SHE/IT WISHES TO NOMINATE A PROXY/PROXIES UNDER PART II			
For Individuals:	For Corporations:		
_____	_____	_____	_____
Signature of Direct Account Holder	Signature of Director	Signature of Director/Secretary	Common Seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS DEPOSITOR PROXY FORM**

**Notes:**

A depositor(s) who is a natural person need not submit this Depositor Proxy Form if he/she is attending the EGM.

- Part II
- 1) A Depositor(s) may nominate not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its place as proxy for CDP in respect of the number of the Depositor(s) Shares by completing Part II (a) and/or (b). Appointee(s) need not be a shareholder of the Company.
  - 2) Where a Depositor(s) is a corporation and wishes to be represented at the EGM, it must nominate an Appointee(s) or the Chairman of the EGM to attend and vote as proxy/proxies for CDP at the EGM in respect of the number of the Depositor(s) Shares.
  - 3) A Depositor(s) who wishes to nominate more than one Appointee must specify the proportion of the number of the Depositor(s) Shares (expressed as a percentage of the whole) and the number of the Depositor(s) Shares to be represented by each Appointee. If no proportion of the number of the Depositor(s) Shares is specified, the Appointee whose name appears first shall be deemed to carry 100 per cent of the number of the Depositor(s) Shares of his/her/its appointor and the Appointee whose name appears second shall be deemed to be nominated in the alternate.
- Part III
- IMPORTANT: Please indicate with an "X" in the appropriate box against each resolution how you wish the Appointee(s) to vote. If this Depositor Proxy Form is deposited without any indication as to how the Appointee(s) shall vote, the Appointee(s) or the Chairman of the EGM may vote or abstain from voting at his/her discretion.
- Part IV
- If a Depositor(s) wishes to nominate an Appointee(s) or the Chairman of the EGM, this Depositor Proxy Form must be signed by the Depositor(s) or his/her/its attorney duly authorised in writing (or if submitted electronically via email, alternatively by way of affixation of an electronic signature by the Depositor(s) or his/her/its attorney duly authorised in writing). In the case of joint Depositors, all joint Depositor(s) must sign this Depositor Proxy Form (or if submitted electronically via email, alternatively by way of affixation of an electronic signature by all joint Depositor(s)). If the Depositor(s) is a corporation, this Depositor(s) Proxy Form must be executed under its common seal or under the hand of an officer or its attorney duly authorised in writing (or if submitted electronically via email, alternatively by way of affixation of an electronic signature of an officer or its attorney duly authorised in writing). **The letter or power of attorney or a duly certified copy thereof appointing the attorney or other authority, if any, under which this Depositor Proxy Form is signed, must be attached to this Depositor Proxy Form** (or if submitted electronically via email, be emailed with this Depositor Proxy Form), failing which this Depositor Proxy Form may be treated as invalid.

This Depositor Proxy Form, duly completed, must be deposited by the Depositor(s) to the Company in the following manner:

- (a) if submitted by post, be lodged at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.proxy@boardroomlimited.com,

In each case, not later than **10.00 a.m. on 26 November 2024**.

**GENERAL**

The Company shall be entitled to reject any Depositor Proxy Form, which is incomplete, improperly completed or illegible, or where the true intentions of the Depositor(s) are not ascertainable from the instruction of the Depositor(s) specified on any Depositor Proxy Form. It is the Depositor(s)' responsibility to ensure that this Depositor Proxy Form is properly completed. In addition, in the case of Depositor(s) Shares entered in the Depository Register, the Company may reject a Depositor Proxy Form if the Depositor(s), being the appointor(s), is not shown to have Depositor(s) Shares entered against his/her/its name in the Depository Register as at 48 hours before the time appointed for holding the EGM, as certified by CDP to the Company. Any decision to reject this Depositor Proxy Form on the ground that it is incomplete, improperly completed or illegible will be final and binding and neither the Company, CDP nor Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility for the consequences of such a decision.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Depositor (i) consents to the collection, use and disclosure of the Depositor's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Depositor discloses the personal data of the Depositor's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Depositor 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Depositor's breach of warranty.

# 17LIVE GROUP LIMITED

(Incorporated as an exempted company in the Cayman Islands)  
(Company Registration No. 378671)

## EXTRAORDINARY GENERAL MEETING – SHAREHOLDER PROXY FORM

This Shareholder Proxy Form has also been made available on SGXNET and the Company's corporate website and may be accessed at the URL <https://about.17.live/investor-relations/>.

### IMPORTANT:

1. SRS investors who wish to appoint proxy(ies) should approach their respective SRS Operators as soon as possible and by the time and date as specified by their respective SRS Operators. This instrument appointment proxy(ies) ("**Shareholder Proxy Form**") is not valid for use by SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
2. By submitting this Shareholder Proxy Form, the shareholder(s) accepts and agrees to the personal data privacy terms set out in the Notice of EGM (as defined below) dated 7 November 2024.
3. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the EGM or such other person(s) as a shareholder(s)'s proxy to vote on his/her/its behalf at the EGM.

I/We, \_\_\_\_\_ NRIC/Passport/Company Registration No. \_\_\_\_\_

of \_\_\_\_\_ (Address)

being a member/members of **17LIVE GROUP LIMITED** (the "**Company**"), hereby appoint:

Name	Email Address	NRIC/Passport Number	Proportion of Shareholdings %	Number of Shares
Address				

\*and/or (delete as appropriate)

Name	Email Address	NRIC/Passport Number	Proportion of Shareholdings %	Number of Shares
Address				

or failing him/her, or both of whom failing, the Chairman of the Extraordinary General Meeting ("**EGM**") as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the EGM of the Company to be convened and held at NUSS Mandalay Guild House, Adam Bukit and Orchard Suite, 2 Mandalay Road, Singapore 308206 on 28 November 2024 at 10.00 a.m. (Singapore time) and at any adjournment thereof. \*I/We direct \*my/our \*proxy/proxies to vote for or against, or abstain from voting on, the Resolutions proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the \*proxy/proxies will vote or abstain from voting at his/her/their discretion.

Voting will be conducted by poll. If you wish to cast or exercise all your votes "for" or "against" or abstain from voting on a resolution, please indicate with an "X" in the "For" or "Against" or "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of votes as appropriate.

No.	Resolutions relating to	For	Against	Abstain
<b>Ordinary Resolutions</b>				
1	The Proposed Adoption of the Share Buyback Mandate			
2	The Proposed Amendments to the Rules of the 17LIVE ESOP			
3	The Proposed Allotment and Issuance of up to 5,200,000 New ESOP Shares pursuant to the Amended 17LIVE ESOP			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

<b>Total number of Shares in:</b>	<b>No. of Shares</b>
Register of Members	

\_\_\_\_\_  
*Signature of Shareholder(s), or  
Common Seal of Corporate Shareholder*

**IMPORTANT: PLEASE READ NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS SHAREHOLDER PROXY FORM**



**Notes:**

1. Please insert the total number of Shares held in your name in the Register of Members of the Company. **If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), please use the Depositor Proxy Form instead.** If no number of Shares is inserted, this proxy form shall be deemed to relate to all Shares held by you in the Register of Members of the Company.
2. A Shareholder (whether individual or corporate) who is not a relevant intermediary (as defined in Section 181 of the Companies Act 1967 of Singapore) is entitled to appoint not more than two proxies in his/her/its stead. A proxy need not be a shareholder of the Company (“**Shareholder**”). Where a Shareholder appoints two proxies and does not specify the number of Shares to be represented by each proxy, then the proxy whose name appears second shall be deemed to be nominated in the alternate.
3. As an alternative, Shareholders (whether individuals or corporates) may also appoint the Chairman of the EGM as his/her/its proxy to vote on their behalf. Such Shareholders will have to submit the Shareholder Proxy Form appointing the Chairman of the EGM to vote on their behalf.
4. SRS Investors may (a) vote at the EGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or (b) specify their voting instructions to their respective SRS Operators or arrange for their votes to be submitted with their respective SRS Operators, and should approach their respective SRS Operators as soon as possible and by the time and date as specified by their respective SRS Operators to ensure their votes are submitted.
5. Shareholders who hold their Shares through a relevant intermediary (as defined in Section 181 of the Companies Act 1967 of Singapore) and who wish to attend the EGM, should approach their respective relevant intermediaries through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.
6. If a Shareholder(s) wishes to nominate a proxy(ies) or the Chairman of the EGM, this Shareholder Proxy Form must be executed under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of the appointor or of his or her attorney duly authorised in writing. Where the Shareholder Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of an officer or attorney duly authorised. Where the Shareholder Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Company), must be lodged with the Shareholder Proxy Form (if the Shareholder Proxy Form is submitted by post) or be emailed with the Shareholder Proxy Form (if the Shareholder Proxy Form is submitted electronically via email), failing which the Shareholder Proxy Form may be treated as invalid.

This Shareholder Proxy Form, duly completed, must be submitted in the following manner:

- (a) if submitted by post, be lodged at the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) if submitted electronically, be submitted via email to the Company’s Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com);

in each case, not later than **10.00 a.m. on 26 November 2024**.

**GENERAL:**

The Company shall be entitled to reject any Shareholder Proxy Form, which is incomplete, improperly completed or illegible, or where the true intentions of the Shareholder(s) are not ascertainable from the instruction of the Shareholder(s) specified on any Shareholder Proxy Form. It is the Shareholder(s)’ responsibility to ensure that this Shareholder Proxy Form is properly completed. In addition, in the case of Shareholder(s) Shares entered in the Register of Members of the Company, the Company may reject a Shareholder Proxy Form if the Shareholder(s) if is not shown to have Shares entered against his/her/its name in the Register of Members of the Company as at 48 hours before the time appointed for holding the EGM. Any decision to reject this Shareholder Proxy Form on the ground that it is incomplete, improperly completed or illegible will be final and binding and neither the Company nor Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility for the consequences of such a decision.

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (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 or service providers), 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 or service providers) 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.