

EUROSPORTS
G L O B A L
EUROSPORTS GLOBAL LIMITED
(Company Registration No. 201230284Z)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at The Fullerton Hotel Singapore, EDB Room, Lower Lobby, 1 Fullerton Square, Singapore 049178 on Thursday, 31 July 2014 at 2.00 p.m. for the following purposes:

AS ROUTINE BUSINESS:

- 1 To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 March 2014 and the Auditors' Report thereon. **(Resolution 1)**
- 2 To declare a Tax Exempt One-Tier First and Final Dividend of 2.8 cents per ordinary share for the financial year ended 31 March 2014. **(Resolution 2)**
- 3 To re-elect Mr Goh Kim San, being a Director retiring by rotation pursuant to Article 113 of the Articles of Association of the Company. [See Explanatory Note (i)] **(Resolution 3)**
- 4 To re-elect Mr Tan Siok Sing, being a Director retiring pursuant to Article 117 of the Articles of Association of the Company. [See Explanatory Note (ii)] **(Resolution 4)**
- 5 To re-elect Mr Lim Kim Quee, being a Director retiring pursuant to Article 117 of the Articles of Association of the Company. [See Explanatory Note (iii)] **(Resolution 5)**
- 6 To re-elect Mr Ng Tiak Soon, being a Director retiring pursuant to Article 117 of the Articles of Association of the Company. [See Explanatory Note (iv)] **(Resolution 6)**
- 7 To approve the payment of Directors' fees of S\$120,000 for the financial year ending 31 March 2015, to be paid quarterly in arrears. **(Resolution 7)**
- 8 To re-appoint Messrs RSM Chio Lim LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
- 9 To transact any other routine business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS:

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

10. "SHARE ISSUE MANDATE"

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual (Section B: Rules of Catalyst) of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Rules of Catalyst") and notwithstanding the provisions of the Articles of Association 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) 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 may in their absolute discretion deem fit; and
- 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 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 one hundred per cent. (100%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted 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 fifty per cent. (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) 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 treasury shares of the Company shall be calculated based on the total number of issued shares excluding 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 Catalyst; 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 Catalyst for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association 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 Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. [See Explanatory Note (v)] **(Resolution 9)**

11. 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, Cap 50, 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 fifteen per cent (15%) of the total number of shares excluding treasury shares of the Company from time to time. [see Explanatory Note (vi)] **(Resolution 10)**

12. 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, Cap. 50, 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 shall not exceed fifteen per cent. (15%) of the total number of issued shares excluding treasury shares of the Company from time to time." [See Explanatory Note (vii)] **(Resolution 11)**

By Order of the Board

Siu Yeung Sau
Loh Lee Eng

Joint Company Secretaries
14 July 2014

Notes:

- (1) Save as provided in the Articles of Association, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
- (2) Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- (3) The instrument appointing a proxy or proxies, duly executed, must be deposited at the Registered Office of the Company at 30, Teban Gardens Crescent, Singapore 608927 not less than 48 hours before the time appointed for holding the Annual General Meeting.
- (4) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney duly authorised.

EXPLANATORY NOTES:

- (i) Mr Goh Kim San, upon re-election as a Director of the Company, will remain as the Executive Chairman and Chief Executive Officer of the Company.
- (ii) Mr Tan Siok Sing, upon re-election as a Director of the Company, will remain as the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee of the Company. Mr Tan is an Independent Director.
- (iii) Mr Lim Kim Quee, 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 Lim is an Independent Director.
- (iv) 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 is the Lead Independent Director.
- (v) **Resolution 9** proposed in item 10. above, if passed, is to 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 9 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed one hundred per cent. (100%) of the total number of issued shares excluding treasury shares of the Company, with a sub-limit of fifty per cent. (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 treasury shares of the Company will be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of Resolution 9, 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 Resolution 9, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.
- (vi) **Resolution 10** proposed in item 11. above, if passed, is to authorise 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 11** proposed in item 12. above, if passed, is to authorise the Directors to offer and grant options in accordance with the provisions of the Scheme and pursuant to Section 161 of the Companies Act, Cap. 50 to allot and issue shares under the Scheme. The size of the Scheme is limited to fifteen per cent. (15%) of the total number of issued shares excluding treasury shares of the Company for the time being.

This Notice of Annual General Meeting and Notice of Extraordinary General Meeting ("Notices") have been prepared by the Company and their contents have been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch ("Sponsor") for compliance with the Rules of Catalyst. The Sponsor has not independently verified the contents of these Notices.

These Notices have not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of these Notices including the correctness of any of the statements or opinions made or reports contained in these Notices.

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