

17LIVE GROUP LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM” or the “Meeting”) of 17LIVE Group Limited (the “Company”) will be held at Suntec City Convention Centre, Meeting Room 336, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 26 April 2024 at 10.00 a.m. (Singapore time) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the year ended 31 December 2023 together with the Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Article 28.2 of the Company’s Articles of Association:

Dr Lai Mun Fook Steve **(Resolution 2)**
Mr Tan Hup Foi **(Resolution 3)**

[See Explanatory Note (i)]
3. To approve the payment of Directors’ fees of S\$26,065 for the financial period from 8 December 2023 to 31 December 2023.

[See Explanatory Note (ii)] **(Resolution 4)**
4. To approve the payment of Directors’ fees of S\$473,926 for the financial year ending 31 December 2024, to be paid quarterly in arrears.

[See Explanatory Note (iii)] **(Resolution 5)**
5. To re-appoint Messrs Ernst & Young LLP as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

7. Authority to issue shares

That pursuant to Article 3 of Company’s Articles of Association and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might 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,

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

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

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with subparagraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such 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 (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Listing Manual; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares,

provided such adjustments in sub-paragraphs (2)(a) and (b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under The Companies Act (As Revised) of the Cayman Islands and the Articles of Association of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

[See Explanatory Note (iv)]

(Resolution 7)

By Order of the Board

Eunice Hooi
Company Secretary

Singapore, 8 April 2024

Explanatory Notes:

- (i) Detailed information about Directors of the Company can be found in the "Board of Directors" section of the Company's Annual Report, including their current directorships in other listed companies and other principal commitments held. Please also refer to the section titled "Additional Information on Directors Seeking Re-Election" appended to this Notice of Annual General Meeting for additional information on Directors seeking re-election.

Dr Lai Mun Fook Steve will, upon re-election as Director of the Company, remain as an Independent Director, Chairman of the Nominating and Remuneration Committees and member of the Audit Committee and be considered independent.

Mr Tan Hup Foi will, upon re-election as Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and member of the Nominating and Remuneration Committees and be considered independent.

- (ii) Ordinary 4 in item 3 above is to facilitate the payment of Directors' Fees to Non-Executive Directors for the financial period between 8 December 2023 to 31 December 2023. The amount is computed based on the Director's fees framework as disclosed in the Corporate Governance Report.
- (iii) Ordinary Resolution 5 in item 4 above is to facilitate the payment of Directors' Fees to Non-Executive Directors for the financial year ending 31 December 2024, payable quarterly in advance. The amount is computed based on the Director's fees framework as disclosed in the Corporate Governance Report.
- (iv) Ordinary Resolution 7 in item 7 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per cent. (20%) may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from (a) the conversion or exercise of any convertible securities; (b) share options or vesting of share awards, provided the options and awards were granted in compliance with the Listing Manual; and (c) any subsequent bonus issue, consolidation or subdivision of shares, provided such adjustments in sub-paragraphs (a) and (b) above are made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Ordinary Resolution.

IMPORTANT NOTES:

- The AGM is being convened, and will be held, in a wholly physical format at Suntec City Convention Centre, Meeting Room 336, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 26 April 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice of AGM. **There will be no option to participate virtually.** This Notice of AGM, FY2023 Annual Report, Depositor Proxy Form, Shareholder Proxy Form and Request Form have been sent to Shareholders via 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 AGM, Depositor Proxy Form, Shareholder Proxy Form, Question Form and Request Form will be sent to Shareholders.
- 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 AGM, supplied by CDP to the Company. Therefore, depositors who are individuals can attend and vote at the AGM without the lodgement of the Depositor Proxy Form.
- Depositors (whether individuals or corporates) who cannot attend the AGM may enable their nominees to attend as CDP's proxies by completing and returning the Depositor Proxy Form.
- Shareholders (whether individuals or corporates) whose names are entered in the Company's Register of Members and cannot attend the AGM may enable their nominees to attend as their proxies by completing and returning the Shareholder Proxy Form.
- The instrument appointing a proxy or proxies or corporate representative(s) (i.e. Depositor Proxy Form or Shareholder Proxy Form (collectively known as the "**Proxy Form**") must be submitted in the following manner:
 - if submitted by post, be lodged at the Share Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower, #14-07 Singapore 098632; or
 - if submitted electronically, be submitted via email to the Share Registrar at srs.proxy@boardroomlimited.com,

in each case not later than **10.00 a.m. on 24 April 2024**.

- 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.
- A Shareholder (whether individual or corporate) who is not a relevant intermediary (as defined under Section 181 of the Companies Act 1967), 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.

8. As an alternative, Shareholders (whether individuals or corporates) may also appoint the Chairman of the AGM as his/her/its proxy to vote on their behalf. Such Shareholders will have to submit the Proxy Form appointing the Chairman of the AGM to vote on their behalf. Please refer to item 5 above for the manner for submission of the Proxy Form.
9. CPF or SRS Investors may (a) vote at the AGM if they are appointed as proxies by their respective CPF or SRS Operators, and should contact their respective CPF or SRS Operators if they have any queries regarding their appointment as proxies; or (b) specify their voting instructions to their respective CPF or SRS Operators or arrange for their votes to be submitted with their respective CPF or SRS Operators, and should approach their respective CPF or SRS Operators as soon as possible and by the time and date as specified by their respective CPF or 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 Companies Act 1967), and who wish to attend the AGM, 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 AGM.
11. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (including any related attachment). In addition, in the case of Shares entered in the Depository Register (as certified by CDP to the Company) or Register of Members, the Company may reject a Proxy Form if the shareholder, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register (as certified by CDP to the Company) or Register of Members as at 48 hours before the time appointed for holding the AGM.
12. Shareholders may submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM, in the following manner no later than 5.00 p.m. on 15 April 2024:
 - (a) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) by email to investor@i17.live.The Company will endeavour to address all substantial and relevant questions received from Shareholders by the 15 April 2024 deadline via SGXNet and on our corporate website on 19 April 2024.
13. The Annual Report for the financial year ended 31 December 2023 ("**FY2023 Annual Report**") and the related documents made available on 8 April 2024 can be accessed via SGXNet and the Company's website at the URL <https://about.i17.live/investor-relations/>.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing 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), 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 result of the member's breach of warranty.

Additional Information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Directors seeking re-election

The following additional information on Messrs Lai Mun Fook Steve and Tan Hup Foi, all of whom are seeking re-election as Directors at the forthcoming Annual General Meeting, is to be read in conjunction with their respective profiles in the FY2023 Annual Report.

	Lai Mun Fook Steve	Tan Hup Foi
Date of Appointment	6 January 2022	6 January 2022
Date of last re-appointment (if applicable)	Not applicable	Not applicable
Age	73	74
Country of principal residence	Singapore	Singapore
The Board's comments on this re-appointment	The Board has considered the Nominating Committee's recommendation and assessment of Dr Lai's expertise, experience, skillset, independence and his commitment in the discharge of his duties as an Independent Director, Chairman of the Nominating and Remuneration Committees and member of the Audit Committee and is satisfied that he will continue to contribute relevant knowledge, skills and experience to the Board.	The Board has considered the Nominating Committee's recommendation and assessment of Mr Tan's expertise, experience, skillset, independence and his commitment in the discharge of his duties as the Lead Independent Director, Chairman of the Audit Committee and member of the Nominating and Remuneration Committees and is satisfied that he will continue to contribute relevant knowledge, skills and experience to the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Director, Chairman of the Nominating and Remuneration Committees and member of the Audit Committee.	Lead Independent Director, Chairman of the Audit Committee and member of the Nominating and Remuneration Committees.
Professional qualifications	Please refer to Dr Lai's profile in the "Board of Directors" section of the FY2023 Annual Report	Please refer to Mr Tan's profile in the "Board of Directors" section of the FY2023 Annual Report
Working experience and occupation(s) during the past 10 years	Please refer to Dr Lai's profile in the "Board of Directors" section of the FY2023 Annual Report	Please refer to Mr Tan's profile in the "Board of Directors" section of the FY2023 Annual Report
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7.7 under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments Including Directorships Past (for the last 5 years) Present ^A	Please refer to Dr Lai's profile in the "Board of Directors" section of the FY2023 Annual Report	Please refer to Mr Tan's profile in the "Board of Directors" section of the FY2023 Annual Report
Responses to questions (a) to (k) under Appendix 7.4.1 of the SGX Listing Manual	Negative confirmation	Negative confirmation