



## **VERTEX TECHNOLOGY ACQUISITION CORPORATION LTD**

(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 the **Shareholders of VERTEX TECHNOLOGY ACQUISITION CORPORATION LTD** (“Company”) will be held at Raffles City Convention Centre, Level 4, Bras Basah Room, 80 Bras Basah Road, Singapore 189560 on 1 December 2023 at 2.00 p.m. (Singapore time) for the purpose of considering, and if thought fit, passing with or without modifications, the following Ordinary and Special Resolutions.

*Unless otherwise defined, all capitalised terms used in this herein have the same meaning as defined in the Circular dated 9 November 2023 to Shareholders (“Circular”).*

**Shareholders should note that:**

- (a) Ordinary Resolutions 1 to 9 as well as Special Resolutions 1 and 2 (“Key Resolutions”) are inter-conditional; and**
- (b) Ordinary Resolution 10,11,12,13,14 and 15 are conditional upon the passing of the Key Resolutions (“Conditional Resolutions”).**

**This means that if any of the Key Resolutions is not passed, the other Key Resolutions would not be passed, and if any of the Key Resolutions is not passed, the Conditional Resolutions would not be passed.**

**Please read Section 3.13 titled “Summary of the Proposed Transactions – Inter-conditionality of Resolutions” of the Circular for more information.**

**Ordinary Resolution 1: Proposed Business Combination between the Company and 17LIVE Inc. by way of an acquisition by the Company of the entire issued and paid-up share capital of 17LIVE Inc. from the Vendor for the Purchase Consideration**

**IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT** subject to and contingent upon the passing of the Key Resolutions:

- (a) approval be and is hereby given to the Company for the Proposed Business Combination between the Company and the Target Company by way of an acquisition by the Company of the entire issued and paid-up share capital of the Target Company (including all equity securities arising from the conversion of convertible securities of the Target Company) from the Vendor for the Purchase Consideration and on the terms of and subject to the conditions set out in the SPA;**
- (b) approval be and is hereby given to the Company for the adoption of the Earnout Framework in connection with the Proposed Business Combination, pursuant to which Earnout Shares are allotted and issued to the Earnout Shareholders on the applicable Earnout Vesting Dates subject to and based on the Financial Targets for Earnout achieved;**

- (c) approval be and is hereby given to the Company for the adoption of the scheme to be known as the “Special Bonus Scheme” in connection with the Proposed Business Combination, pursuant to which 0.1 new Shares will be allotted as fully paid up and issued to (a) the Non-Redeeming Shareholders for every existing Share held by the Non-Redeeming Shareholders as at the Redemption Record Date (rounded downwards to the nearest integer), and (b) the PIPE Investors for every Base PIPE Share subscribed for by the PIPE Investors pursuant to the terms and conditions of the PIPE Subscription Agreements (rounded downwards to the nearest integer);
- (d) approval be and is hereby given to the Company for the PIPE Financing in connection with the Proposed Business Combination; and
- (e) each of the directors of the Company (“**Directors**”) be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 1.

**Ordinary Resolution 2: Proposed allotment and issuance of 160,162,651 Consideration Shares at the Issue Price of S\$5.00 in partial satisfaction of the Purchase Consideration for the Proposed Business Combination**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions:

- (a) approval be and is hereby given to the Company for the proposed allotment and issuance by the Company of 160,162,651 Consideration Shares at the Issue Price of S\$5.00 on the terms and subject to the conditions of the SPA in partial satisfaction of the Purchase Consideration for the Proposed Business Combination; and
- (b) each of the Directors be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 2.

**Ordinary Resolution 3: Proposed allotment and issuance of up to 24,408,000 Earnout Shares at the Issue Price of S\$5.00 to the Earnout Shareholders in partial satisfaction of the Purchase Consideration for the Proposed Business Combination, subject to the satisfaction of the Financial Targets for Earnout**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions:

- (a) approval be and is hereby given to the Company for the proposed allotment and issuance by the Company of up to 24,408,000 Earnout Shares at the Issue Price of S\$5.00 to the Earnout Shareholders on the terms and subject to the conditions of the SPA in partial satisfaction of the Purchase Consideration for the Proposed Business Combination; and

- (b) each of the Directors be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 3.

**Ordinary Resolution 4: Proposed allotment and issuance of up to 2,000,000 Base PIPE Shares at the Issue Price of S\$5.00 to the PIPE Investors**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions:

- (a) approval be and is hereby given to the Company for the proposed allotment and issuance by the Company of up to 2,000,000 Base PIPE Shares at the Issue Price of S\$5.00 to the PIPE Investors on the terms and subject to the conditions of the PIPE Subscription Agreements; and
- (b) each of the Directors be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 4.

**Ordinary Resolution 5: Proposed allotment and issuance of up to 3,760,600 Special Bonus Shares at the Issue Price of S\$5.00 to the Non-Redeeming Shareholders and the PIPE Investors**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions:

- (a) approval be and is hereby given to the Company for the proposed allotment and issuance by the Company of up to 3,760,600 Special Bonus Shares at the Issue Price of S\$5.00 to the Non-Redeeming Shareholders and the PIPE Investors in connection with the Proposed Business Combination; and
- (b) each of the Directors be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 5.

**Ordinary Resolution 6: Proposed adoption of the Executive Incentive Scheme**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions and subject to Completion taking place:

- (a) a new executive share incentive scheme to be known as the “Executive Incentive Scheme” (“EIS”), the details and rules of which are set out in the Circular and under which Shares may be granted to Key Executives subject to and based on the Financial Targets for EIS achieved, be and is hereby approved and adopted with effect from Completion; and

- (b) the Proposed New Remuneration Committee be and is hereby authorised to:
- (i) establish and administer the EIS;
  - (ii) modify, amend or supplement the EIS from time to time, provided that such modification, amendment or supplement is effected in accordance with the provisions of the EIS 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 EIS; and
  - (iii) allot and issue from time to time up to 2,550,000 Shares as may be required to be issued subject to and based on the Financial Targets for EIS achieved by the Key Executives under the EIS, provided that the total number of Shares that may be allotted and issued under the EIS shall not, in any event, exceed 15.0% of the total number of issued Shares (excluding Treasury Shares, if any) when aggregated with (i) the total number of EIS Shares issued and/or to be issued pursuant to EIS Awards already awarded under the EIS; and (ii) the aggregate number of Shares which may be granted under any other share option scheme or share schemes of the Company, on the day preceding that date; and
  - (iv) complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 6.

**Ordinary Resolution 7: Proposed allotment and issuance of up to 2,550,000 EIS Shares at the Issue Price of S\$5.00 to the Key Executives, subject to the satisfaction of the Financial Targets for EIS**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions:

- (a) approval be and is hereby given to the Company for the proposed allotment and issuance by the Company of up to 2,550,000 EIS Shares at the Issue Price of S\$5.00 to the Key Executives on the terms and subject to the conditions of the SPA; and
- (b) each of the Directors be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 7.

**Ordinary Resolution 8: Proposed adoption of the Company Employee Share Option Plan**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions and subject to Completion taking place:

- (a) a new share option plan to be known as the “Company Employee Share Option Plan” (“**Company ESOP**”), the details and rules of which are set out in the Circular and under which Shares may be granted, be and is hereby approved and adopted with effect from Completion; and

- (b) the Proposed New Remuneration Committee be and are hereby authorised to:
- (i) establish and administer the Company ESOP;
  - (ii) modify, amend or supplement the Company ESOP from time to time, provided that such modification, amendment or supplement is effected in accordance with the provisions of the Company ESOP 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 Company ESOP;
  - (iii) allot and issue from time to time up to 2,114,891 ESOP Shares or such other number of ESOP Shares as may be authorised by the Proposed New Remuneration Committee, which shall not, in any event, exceed 15.0% of the total number of issued Shares (excluding Treasury Shares, if any) when aggregated with (a) the total number of ESOP Shares issued and/or to be issued pursuant to ESOP Awards already awarded under the Company ESOP; and (b) the aggregate number of Shares which may be granted under any other share option scheme or share schemes of the Company as may be required to be issued pursuant to the Company ESOP, on the day preceding that date; and
  - (iv) complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 8.

**Ordinary Resolution 9: Proposed allotment and issuance of up to 2,114,891 ESOP Shares pursuant to the Company Employee Share Option Plan**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions:

- (a) approval be and is hereby given to the Company for the proposed allotment and issuance by the Company of up to 2,114,891 ESOP Shares or such other number of ESOP Shares as may be authorised by the Proposed New Remuneration Committee at the Issue Price of S\$5.00 in accordance with the Company ESOP; and
- (b) each of the Directors be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 9.

**Ordinary Resolution 10: Proposed Change of the Company's Independent Auditor**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions and subject to Completion taking place:

- (a) Ernst & Young LLP be and is hereby appointed as independent auditor of the Company in place of KPMG LLP with effect from the Completion Date and for the financial year ending 31 December 2023, and will hold office until the conclusion of the next AGM, at a remuneration to be determined by the Directors; and

- (b) the resignation of KPMG LLP as independent auditor of the Company with effect from the Completion Date be and is hereby noted and approved.

**Ordinary Resolution 11: Proposed appointment of Mr. Phua Jiexian Joseph as a new Director upon Completion**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions and subject to Completion taking place, Mr. Phua Jiexian Joseph be and is hereby appointed as a director of the Company with effect from Completion.

**Ordinary Resolution 12: Proposed appointment of Mr. Lien Chien-Lin as a new Director upon Completion**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions and subject to Completion taking place, Mr. Lien Chien-Lin be and is hereby appointed as a director of the Company with effect from Completion.

**Ordinary Resolution 13: Proposed appointment of Mr. Akio Tanaka as a new Director upon Completion**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions and subject to Completion taking place, Mr. Akio Tanaka be and is hereby appointed as a director of the Company with effect from Completion.

**Ordinary Resolution 14: Proposed appointment of Mr. Hideto Mizuno as a new Director upon Completion**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions and subject to Completion taking place, Mr. Hideto Mizuno be and is hereby appointed as a director of the Company with effect from Completion.

**Ordinary Resolution 15: Proposed appointment of Ms. Chen Xiuling as a new Director upon Completion**

IT IS RESOLVED AS AN ORDINARY RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions and subject to Completion taking place, Ms. Chen Xiuling be and is hereby appointed as a director of the Company with effect from Completion.

**Special Resolution 1: Proposed Change of the Company's Name to "17LIVE Group Limited"**

IT IS RESOLVED AS A SPECIAL RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions:

- (a) the Proposed Change of the Company's Name from "Vertex Technology Acquisition Corporation Ltd" to "17LIVE Group Limited" with effect from Completion be and is hereby approved; and
- (b) each of the Directors be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Special Resolution 1.

## **Special Resolution 2: Proposed Adoption of the New Memorandum and Articles of Association**

IT IS RESOLVED AS A SPECIAL RESOLUTION THAT subject to and contingent upon the passing of the Key Resolutions:

- (a) the Proposed Adoption of the New Memorandum and Articles of Association be and is hereby approved and adopted as the Memorandum and Articles of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association with effect from Completion; and
- (b) each of the Directors be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Special Resolution 2.

BY ORDER OF THE BOARD

**Jiang Honghui**

Executive Director and CEO

**Vertex Technology Acquisition Corporation Ltd**

9 November 2023

### **Important Notes:**

- (1) The Extraordinary General Meeting (“EGM”) is being convened, and will be held, in a wholly physical format at Raffles City Convention Centre, Level 4, Bras Basah Room, 80 Bras Basah Road, Singapore 189560 on 1 December 2023 at 2.00 p.m. for the purpose of considering and, if thought fit, passing the resolution set out in the Notice of EGM. **There will be no option to participate virtually.** This Notice of EGM, the Circular, the Gatefold, the Proxy Form, the Share Redemption Form, the Request Form and the Shareholder Letter have been sent to Shareholders by electronic means via publication on SGXNET and the Company’s corporate website at the URL <https://www.vertexspac.com/announcements>. Printed copies of the Gatefold, the Notice of EGM, the Proxy Form, the Share Redemption Form, the Request Form and the Shareholder Letter 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 Proxy Form.
- (3) 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 Proxy Form.
- (4) The instrument appointing a proxy or proxies or corporate representative(s) (i.e. the 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, Keppel Bay Tower, #14-07 Singapore 098632; or
  - (ii) if submitted electronically, be submitted via email to the Share Registrar at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com),in each case not later than 2.00 p.m. on 29 November 2023.
- (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 item 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 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 depository 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.



# VERTEX TECHNOLOGY ACQUISITION CORPORATION LTD

(Company Registration Number: 378671)  
(Incorporated in the Cayman Islands)

## EXTRAORDINARY GENERAL MEETING – DEPOSITOR PROXY FORM

We, The Central Depository (Pte) Limited, of 11 North Buona Vista Drive #06-07 The Metropolis Tower 2, Singapore 138589 (“CDP”) being a member of VERTEX TECHNOLOGY ACQUISITION CORPORATION LTD (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 29 November 2023 (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 Raffles City Convention Centre, Level 4, Bras Basah Room, 80 Bras Basah Road, Singapore 189560 on 1 December 2023 at 2 p.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:-

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

and/or (delete as appropriate)

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

or failing him/her, the Chairman of the Meeting \*as my/our proxy/proxies to vote for \*me/us on \*my/us on “my/our behalf at the Extraordinary General Meeting to be convened and held at Raffles City Convention Centre, Level 4, Bras Basah Room, 80 Bras Basah Road, Singapore 189560 on 1 December 2023 at 2 p.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(s) in respect of the Depositor(s) Shares.

**\*Please delete accordingly.**

No.	Resolutions relating to	For	Against	Abstain
<b>Ordinary Resolutions</b>				
1	Proposed Business Combination between the Company and 17LIVE Inc. by way of an acquisition by the Company of the entire issued and paid-up share capital of 17LIVE Inc. from the Vendor for the Purchase Consideration			
2	Proposed allotment and issuance of 160,162,651 Consideration Shares at the Issue Price of S\$5.00 in partial satisfaction of the Purchase Consideration for the Proposed Business Combination			
3	Proposed allotment and issuance of up to 24,408,000 Earnout Shares at the Issue Price of S\$5.00 to the Earnout Shareholders in partial satisfaction of the Purchase Consideration for the Proposed Business Combination, subject to the satisfaction of the Financial Targets for Earnout			
4	Proposed allotment and issuance of up to 2,000,000 Base PIPE Shares at the Issue Price of S\$5.00 to the PIPE Investors			
5	Proposed allotment and issuance of up to 3,760,600 Special Bonus Shares at the Issue Price of S\$5.00 to the Non-Redeeming Shareholders and the PIPE Investors			
6	Proposed adoption of the Executive Incentive Scheme			
7	Proposed allotment and issuance of up to 2,550,000 EIS Shares at the Issue Price of S\$5.00 to the Key Executives, subject to the satisfaction of the Financial Targets for EIS			
8	Proposed adoption of the Company Employee Share Option Plan			
9	Proposed allotment and issuance of up to 2,114,891 ESOP Shares pursuant to the Company Employee Share Option Plan			
10	Proposed Change of Company’s Independent Auditor			
11	Proposed appointment of Mr. Phua Jiexian Joseph as a new Director upon Completion			
12	Proposed appointment of Mr. Lien Chien-Lin as a new Director upon Completion			
13	Proposed appointment of Mr. Akio Tanaka as a new Director upon Completion			
14	Proposed appointment of Mr. Hideto Mizuno as a new Director upon Completion			
15	Proposed appointment of Ms. Chen Xiuling as a new Director upon Completion			

No.	Resolutions relating to	For	Against	Abstain
Special Resolutions				
16	Proposed Change of Company's Name to "17LIVE Group Limited"			
17	Proposed Adoption of the New Memorandum and Articles of Association			

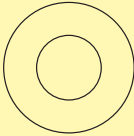
Dated this \_\_\_\_\_ day \_\_\_\_\_ of 2023

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

<p>For Individuals:</p>   <p>Signature of Direct Account Holder</p>	<p>For Corporations:</p>   <p>Signature of Director      Signature of Director/Secretary</p>	 <p>Common Seal</p>
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**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 Meeting 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 Meeting may vote or abstain from voting at his/her discretion.
- Part V
- If a Depositor(s) wishes to nominate an Appointee(s) or the Chairman of the Meeting, 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.teamd@boardroomlimited.com,
- in each case, not later than **2 p.m. on 29 November 2023**.

**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 Extraordinary General 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General 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.