



GLOBAL INVESTMENTS LIMITED

Registered in Singapore
(Co Reg No. 201900747E)

Notice Of 2021 Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting of Global Investments Limited (**Company**) will be convened and held by way of electronics means on Thursday, **22 April 2021** at **10.00 a.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2020 and the Directors' Statement and the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final tax exempt one-tier dividend of 0.40 Singapore cents per ordinary share for the financial year ended 31 December 2020. **(Resolution 2)**
3. To note the retirement of Mr Tan Wee Peng Kelvin.
4. To elect Mr Lay Charlie Nhuc Hiang who is retiring under Regulation 107 of the Constitution of the Company and who, being eligible, is offering himself for re-election as a Director of the Company. **(Resolution 3)**
5. To re-elect Mr Abdul Jabbar Bin Karam Din who is retiring under Regulation 103 of the Constitution of the Company and who, being eligible, is offering himself for re-election as a Director of the Company. **(Resolution 4)**
6. To approve the payment of Directors' fees of up to S\$380,200.00 for the financial year ending 31 December 2021 (2020: S\$380,200.00). **(Resolution 5)**
7. To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

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

Proposed Share Issue Mandate **(Resolution 7)**

8. That, pursuant to Section 161 of the Companies Act, Chapter 50 (**Companies Act**), and the listing rules of the Singapore Exchange Securities Trading Limited (**SGX-ST**), authority be and is hereby given to the Directors to:
 - (1) i. issue Shares in the capital of 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 or exchangeable into Sharesat any time upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (2) (notwithstanding 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:
 - a. the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed 50% (or such other limit or limits and manner of calculation as may be prescribed by the SGX-ST) 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 (b) below), of which the aggregate number of Shares and convertible securities issued other than on a pro rata basis to

existing shareholders shall not exceed 20% (or such other limit or limits and manner of calculation as may be prescribed by the SGX-ST) 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 (b) below);

- b. (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 (a) 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 this Resolution is passed, after adjusting for:
- (i) New Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) Any subsequent bonus issue, consolidation or sub-division of Shares.
- c. in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing manual of the SGX-ST (**Listing Manual**) for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- d. unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company (**AGM**) or the date by which the next AGM is required by law to be held, whichever is the earlier.

Proposed Renewal of the Share Buyback Mandate

(Resolution 8)

9. That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire ordinary Shares of the Company not exceeding in aggregate the Maximum Percentage (as defined below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
- (i) on-market purchase(s) on the SGX-ST 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) effected otherwise than on the SGX-ST, in accordance with an equal access scheme(s) as defined in Section 76C of the Companies Act and as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and Listing Manual,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act, the Constitution of the Company and the Listing Manual as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (**Share Buyback Mandate**);

- (b) unless varied or revoked by the Company in 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 AGM is held or required by law to be held;
 - (ii) the date on which Share Buyback Mandate has been carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied.
- (c) in this Resolution:

“Maximum Percentage” means the number of issued ordinary Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding the Shares which are held as treasury shares as at that date); and

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

- (i) in the case of on-market purchase(s) of a Share, 5% above the average of the closing market prices of the Shares over the last five (5) market days on which transactions in the Shares were recorded before the day of the on-market purchase by the Company, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs after the relevant five (5)-day period; and

- (ii) in the case of off-market purchase(s) of a Share, 20% above the average of the closing market prices of the Shares over the last five (5) market days on which transactions in the Shares were recorded before the date on which the Company makes an announcement of an offer under the off-market purchase scheme, stating therein the purchase price and the relevant terms of the equal access scheme for effecting the off-market purchase, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs after the relevant five (5)-day period; and
- (d) the Directors of the Company and each of them be and is hereby authorised to do such acts and things (including without limitation, to execute all 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 and/or he may consider necessary, desirable or expedient to give effect to the transactions contemplated and/or authorised by this Resolution.

Proposed Authorisation of Directors to issue Shares pursuant to the Scrip Dividend Scheme (Resolution 9)

10. That authority be and is hereby given to the Directors of the Company to:
- (a) allot and issue from time to time such number of ordinary Shares in the capital of the Company (including but not limited to Shares held in treasury) as may be required to be allotted and issued pursuant to the Scrip Dividend Scheme pursuant to Section 161 of the Companies Act; and
 - (b) to complete and do all acts and things (including executing such documents as may be required in connection with the Scrip Dividend Scheme) as they may consider desirable, necessary or expedient to give full effect to this Resolution and the Scrip Dividend Scheme.
11. To transact any other business that may be transacted at an AGM.

By Order of the Board

Lin Moi Heyang
Company Secretary
26 March 2021

EXPLANATORY NOTES:

Agenda item 3 - Mr Tan Wee Peng Kelvin will retire from office without seeking re-election. Accordingly, Mr Tan Wee Peng Kelvin will relinquish his position as the member of Audit and Risk Management Committee and Remuneration Committee.

Resolutions 3 and 4 - Mr Lay Charlie Nhuc Hiang will, upon re-election, continue to serve as Chairman of the Remuneration Committee. He will, upon re-election, also be appointed as a member of the Audit and Risk Management Committee. Mr Lay is considered an independent director for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr Abdul Jabbar Bin Karam Din will, upon re-election, continue to serve as Chairman of the Nomination and Governance Committee and a member of the Remuneration Committee. Mr Jabbar is considered an independent director.

Key information of Mr Lay and Mr Jabbar as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST can be found under "Additional Information On Directors Seeking Re-election" in the Annual Report 2020.

Resolution 7 seeks to authorise the Directors of the Company from the date of the AGM until the next AGM to issue Shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of total number of Shares of the Company (excluding treasury shares and subsidiary holdings), of which the total number of Shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM. If ordinary resolution 7 is passed, Shares issued pursuant to the Scrip Dividend Scheme will not be treated as Shares issued pursuant to the Share Issue Mandate.

Resolution 8 is to renew the Share Buyback Mandate to allow the Company to purchase or otherwise acquire its issued ordinary shares on the terms and subject to the conditions set out in the Resolution. Please refer to the Addendum to this Notice for more details.

Resolution 9, if passed, will provide the Directors, from the date of the AGM, the authority to issue Shares (including but not limited to Shares held in treasury) pursuant to the Scrip Dividend Scheme to members who, in respect of a qualifying dividend, have elected to receive scrip in lieu of all or part of the cash amount of that qualifying dividend. Shares issued pursuant to the Scrip Dividend Scheme will not be subject to the limits on the aggregate number of Shares that may be issued pursuant to the Share Issue Mandate.

Notes:

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Due to the current COVID-19 situation in Singapore, a member will not be able to attend the AGM in person.
2. A member will be able to participate in the AGM proceedings by watching a “live” webcast (the “Live AGM Webcast”) via their mobile phones, tablets or computers. In order to do so, Members must pre-register at the Company’s pre-registration website at the URL <https://conveneagm.sg/GIL2021AGM> by on 19 April 2021 10.00 a.m. (**Registration Deadline**) for verification of their status as shareholders (or the corporate representatives of such shareholders).
3. Following the verification, authenticated members will receive an email by 20 April 2021, and will be able to access the Live AGM Webcast by clicking on the link in the email and entering the user ID and password.

Members or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email may contact the Share Registrar for assistance at srs.teamc@boardroomlimited.com or at +65 6536 5355 during operating hours from 9:00 a.m. to 4:00 p.m.

Members or their corporate representatives must not forward the email to other persons who are not members and who are not entitled to participate in the AGM proceedings to avoid any technical disruptions or overload to the Live AGM Webcast.

4. Members may also submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM via the Company’s pre-registration website at the URL <https://conveneagm.sg/GIL2021AGM> by the Registration Deadline.
5. The Company will endeavour to address all substantial and relevant questions received from members prior to the AGM by publishing the responses to those questions on SGXNET and the Company’s website prior to the AGM. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them during the AGM.
6. The Company will publish the minutes of the AGM on SGXNET and the Company’s website within one month after the date of AGM.
7. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at AGM. The proxy form (Proxy Form) for the AGM may be accessed at the URL <https://globalinvestmentslimited.com/category/meetings/> and is available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

8. SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators to submit their votes by **5.00 p.m. on 12 April 2021**.
9. The Chairman of the AGM, as proxy, need not be a Member of the Company.
10. The duly executed Proxy Form must be submitted to the Company in the following manner:
 - a) if submitted by post, be lodged at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - b) if submitted electronically, by sending a scanned pdf copy by email to RSVP@boardroomlimited.com.

in either case not less than **72 hours** before the time appointed for the AGM.

A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation in Singapore, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

11. The Annual Report 2020 and the Addendum to the Notice of AGM Relating to the Proposed Renewal of the Share Buyback Mandate have been published on the Company’s website at the URL <https://globalinvestmentslimited.com/category/meetings/> and may be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purposes of processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the AGM (including any adjournment thereof), processing of the Pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary, addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions, preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof) and enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.