

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of GDS GLOBAL LIMITED (the “**Company**”) will be held via electronic means on Friday, 22 January 2021 at 10.00 a.m. to transact the following business:

As Ordinary Business

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 30 September 2020 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To approve the sum of S\$130,000/- as Directors’ fees for the financial year ending 30 September 2021 and the payment thereof on a half yearly basis. **(Resolution 2)**
3. To re-elect Mr Wu Chiaw Ching (“**Mr Wu**”), who is retiring by rotation in accordance with Regulation 114 of the Company’s Constitution, as Director of the Company.
[See Explanatory Note (i)] **(Resolution 3)**
4. That contingent upon the passing of Ordinary Resolution 3 above, shareholders to approve Mr Wu’s continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(A) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), and such Resolution shall remain in force until the earlier of the following: (i) Mr Wu’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.
[See explanatory Note (ii)] **(Resolution 4)**
5. That contingent upon the passing of Ordinary Resolutions 3 and 4 above, shareholders (excluding the Directors and the Chief Executive Officer (“**CEO**”) of the Company, and the respective associates of such Directors and CEO) to approve Mr Wu’s continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B) of the Catalist Rules, and such Resolution shall remain in force until the earlier of the following: (i) Mr Wu’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.
[See explanatory note (ii)] **(Resolution 5)**
6. To re-elect Mr Tan Soon Liang, who is retiring by rotation in accordance with Regulation 118 of the Company’s Constitution, as Director of the Company.
[See Explanatory Note (iii)] **(Resolution 6)**
7. To re-appoint Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. To transact any other business that may be transacted at an Annual General Meeting.

As Special Business

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

9. **Authority to allot and issue shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Act**”) and Rule 806 of the Catalist Rules and the Constitution of the Company, authority be and is hereby given to the Directors to (i) issue shares whether by way of rights, bonus or otherwise; (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) 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 may in their absolute discretion deem fit; and (iii) (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 while this resolution was in force, provided that:

- (a) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) and Instruments to be issued pursuant to this resolution shall not exceed 100% 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 to be issued (including shares to be issued pursuant to the Instruments) other than on a pro rata basis to existing shareholders shall not exceed 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 sub-paragraph (b) below);

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- (b) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares (including shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (a) above, the percentage of shares that may be issued shall be based on the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for (i) new shares arising from the conversion or exercise of the Instruments or any convertible securities; and (ii) any subsequent bonus issue, consolidation or sub-division of shares;
- (c) in exercising such authority, the Company shall comply with the provisions of the Catalist Rules 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 a general meeting, such authority shall continue in force until (i) the conclusion of the next Annual General Meeting of the Company; or (ii) 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 (iv)]

(Resolution 8)

By Order of the Board

Yeoh Kar Choo Sharon

Company Secretary
Singapore, 30 December 2020

Explanatory Notes:

- (i) Mr Wu Chiaw Ching (“**Mr Wu**”), if re-elected, will remain as the Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee. The Board of Directors (“**Board**”) of the Company considers Mr Wu to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Detailed information of Mr Wu (including information as set out in Appendix 7F of the Catalist Rules) can be found under “Board of Directors” and “Corporate Governance” of this annual report.

- (ii) Ordinary Resolutions 4 and 5 are subject to the continued appointment of Mr Wu as a Director of the Company. Mr Wu has served as an Independent Director since 21 March 2013 and has submitted himself for a two-tier voting process in accordance with Rule 406(3)(d)(iii) of the Catalist Rules which has yet to come into effect. Rule 406(3)(d)(iii) of the Catalist Rules will take effect on 1 January 2022.

The Company has decided to early adopt the practice of two-tier voting process. For the purpose of Ordinary Resolutions 4 and 5, in accordance with Rule 406(3)(d)(iii) of the Catalist Rules, the Directors and the CEO of the Company, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given.

Ordinary Resolutions 4 and 5, if passed, will remain in force until the earlier of the following: (i) the retirement or resignation of Mr Wu; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of such resolutions.

The Board of the Company and the Nominating Committee have evaluated the participation of Mr Wu at board and committee meetings and determined that he continues to possess independent thinking and the ability to exercise objective judgement on corporate matters independently.

- (iii) Mr Tan Soon Liang, if re-elected, will remain as the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee. The Board of Directors of the Company considers Mr Tan Soon Liang to be independent for the purposes of Rule 704(7) of the Catalist Rules.
- (iv) Ordinary Resolution 8, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding one hundred percent (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which the total number of shares issued other than on a pro rata basis to existing shareholders of the Company, shall not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holding). This authority will, unless previously revoked or varied at a general meeting, expire at 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.

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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.
2. Due to the current COVID-19 restriction orders in Singapore, Members will not be able to attend the AGM in person. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast, submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out below. Any reference to a time of day is made by reference to Singapore time.
3. Members will be able to observe and/or listen to the AGM proceedings through a live audio-visual 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://agm.conveneagm.com/gdsglobal> by 20 January 2021, 10.00 a.m. ("**Registration Deadline**"), to enable the verification of Members' status.

Corporate shareholders must also submit the Corporate Representative Certificate to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, at srs.teamd@boardroomlimited.com in addition to the registration procedures as set out in paragraph above, by 20 January 2021, 10.00 a.m., for verification purpose.

Following the verification, authenticated Members will receive an email, which will contain the login instructions, password as well as the link to access the live audio-visual webcast of the AGM proceedings, by 21 January 2021, 12 noon. Members who do not receive an email by 21 January 2021, 12 noon, but have registered by the Registration Deadline should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. via email at srs.teamd@boardroomlimited.com or call the general telephone number at +65 6230 9580/586 during office hours for assistance.

Members must not forward the abovementioned link to other persons who are not shareholders of the Company and who are not entitled to attend the AGM to avoid any technical disruptions or overload to the live audio-visual webcast.

4. Members may also submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM. In order to do so, their questions must be submitted via the Company's pre-registration website at the URL <https://agm.conveneagm.com/gdsglobal> by the Registration Deadline, being 20 January 2021, 10.00 a.m.

The Company will endeavour to address all substantial and relevant questions submitted in advance of the AGM prior to or during the AGM. The Company will publish the responses to such questions together with the minutes of the AGM on SGXNet and the Company's website within 1 month after the date of the AGM.

Members will not be able to ask questions during the AGM held via live audio-visual webcast, and therefore it is important for Members who wish to ask questions to submit their questions in advance of the AGM.

5. Due to the current COVID-19 restriction orders in Singapore, Members will not be able to attend the AGM in person. If a Member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.

In appointing the Chairman of the AGM as proxy, a Member must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

6. The Proxy Form must be submitted to in the following manner:
 - (a) if submitted by post, be lodged at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamd@boardroomlimited.com.

in either case, by the Registration Deadline, 20 January 2021, 10.00 a.m., being no later than 48 hours before the time fixed 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.

In view of the COVID-19 restriction orders in Singapore and the related safe distancing measures which may make it difficult for Members to submit completed Proxy Forms by post, Members are strongly encouraged to submit completed Proxy Forms electronically via email.

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7. Members who hold shares through relevant intermediaries, including CPF and SRS investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings through live audio-visual webcast; (b) submitting questions in advance of the AGM; and/ or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks or SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 12 January 2021, being 7 working days before the date of the AGM.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - (b) a capital markets services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
8. The Chairman of the AGM, as proxy, need not be a Member of the Company
9. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the AGM at short notice. Members are advised check the announcement on SGXNet for the latest updates on the status of the AGM.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual 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.

*This notice has been reviewed by the Company’s sponsor, CIMB Bank Berhad, Singapore Branch (“**Sponsor**”) in accordance with Rule 226(2)(b) of the Catalist Rules. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice. The contact person for the Sponsor is Ms Tan Cher Ting, Director, Investment Banking, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.*