

**GDS GLOBAL LIMITED**  
(Company Registration No: 201217895H)  
(Incorporated in the Republic of Singapore)  
(the “Company”)

**MINUTES OF ANNUAL GENERAL MEETING**

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<b>PLACE</b>	:	86 International Road, Singapore 629176
<b>DATE</b>	:	Friday, 19 January 2024
<b>TIME</b>	:	10.00 a.m.
<b>PRESENT IN</b>	:	As per the Attendance List.
<b>IN ATTENDANCE</b>	:	As per the Attendance List.
<b>CHAIRMAN OF THE MEETING</b>	:	Mr Michael Wong Lok Yung was elected Chairman of the Annual General Meeting (the “Meeting”).

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**QUORUM**

As a quorum was present, the Chairman declared the Meeting opened at 10.00 a.m. The Chairman then introduced the Directors present.

**NOTICE**

The notice convening the Meeting was taken as read.

**QUESTIONS AND ANSWERS**

The Company did not receive any questions from the shareholders in advance of the Meeting. Shareholders who attended the Meeting were able to ask questions in person at each resolution of the Meeting. There were no questions received under each resolution.

**VOTING BY WAY OF A POLL**

Mr Michael Wong Lok Yung, in his capacity as Chairman of the Meeting, had demanded a poll on all resolutions to be tabled at the Meeting in accordance with the Regulation 85(a) of the Company’s Constitution and the Rule 730A of the Catalist Rules of the Singapore Exchange Securities Trading Limited (the “Catalist Rules”).

The Chairman directed the poll on each resolution after all the resolutions had been formally proposed and seconded.

**ORDINARY BUSINESS:**

**ORDINARY RESOLUTION 1 – DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS**

The Meeting proceeded to receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 September 2023 (“FY2023”) together with the Directors’ Statement and the Auditors’ Report thereon.

The motion was proposed by the Chairman, as corporate representative of D’Oasis Pte. Ltd., and seconded by Ms Angela Lin Yu Shan.

**ORDINARY RESOLUTION 2 – DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 30 SEPTEMBER 2024**

The Board had recommended the payment of Directors’ fees of S\$200,000 for the financial year ending 30 September 2024 and the payment thereof on a half yearly basis.

The motion was proposed by the Chairman and seconded by Mr Leow Chyan.

**ORDINARY RESOLUTION 3 – RE-ELECTION OF MR MICHAEL WONG LOK YUNG AS A DIRECTOR**

As Resolution 3 dealt with the re-election of Mr Michael Wong Lok Yung as a Director, Mr Michael Wong Lok Yung handed over the chair of the Meeting to Mr Aw Eng Hai, Lead Independent Director of the Company.

Mr Michael Wong Lok Yung, retired as a Director pursuant to Regulation 114 of the Company’s Constitution and is eligible for re-election, had given his consent for re-election as a Director.

The motion was proposed by the Chairman and seconded by Ms Agnes Lim Lee.

At the conclusion of the agenda item, Mr Aw Eng Hai handed over the chair of the Meeting to Mr Michael Wong Lok Yung.

**ORDINARY RESOLUTION 4 – RE-ELECTION OF MR TANG HEE SUNG AS A DIRECTOR**

Mr Tang Hee Sung, retired as a Director pursuant to Regulation 118 of the Company’s Constitution and is eligible for re-election, had given his consent for re-election as a Director.

The motion was proposed by the Chairman and seconded by Ms Angela Lin Yu Shan.

**ORDINARY RESOLUTION 5 – RE-ELECTION OF MS LEE PEI FANG AS A DIRECTOR**

Ms Lee Pei Fang, retired as a Director pursuant to Regulation 118 of the Company’s Constitution and is eligible for re-election, had given her consent for re-election as a Director.

The motion was proposed by the Chairman and seconded by Mr Leow Chyan.

**ORDINARY RESOLUTION 6 – RE-ELECTION OF MR AW ENG HAI AS A DIRECTOR**

Mr Aw Eng Hai, retired as a Director pursuant to Regulation 118 of the Company’s Constitution and is eligible for re-election, had given his consent for re-election as a Director.

Mr Aw Eng Hai, upon re-election as a Director of the Company, remains as the Lead Independent Non-Executive Director, Chairman of the Audit Committee, and a member of the Remuneration Committee and the Nominating Committee. Mr Aw Eng Hai will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

The motion was proposed by the Chairman and seconded by Ms Agnes Lim Lee.

**ORDINARY RESOLUTION 7 – RE-ELECTION OF MR CHEAM HENG HAW, HOWARD AS A DIRECTOR**

Mr Cheam Heng Haw, Howard, retired as a Director pursuant to Regulation 118 of the Company’s Constitution and is eligible for re-election, had given his consent for re-election as a Director.

Mr Cheam Heng Haw, Howard, upon re-election as a Director of the Company, remains as the Chairman of the Remuneration Committee and the Nominating Committee, and a member of the Audit Committee. Mr Cheam Heng Haw, Howard will be considered independent for the purposes of Rule

704(7) of the Catalist Rules.

The motion was proposed by the Chairman and seconded by Ms Angela Lin Yu Shan.

#### **ORDINARY RESOLUTION 8 – RE-ELECTION OF MS DOREEN YEW LAI LENG AS A DIRECTOR**

Ms Doreen Yew Lai Leng, retired as a Director pursuant to Regulation 118 of the Company's Constitution and is eligible for re-election, had given her consent for re-election as a Director.

Ms Doreen Yew Lai Leng, upon re-election as a Director of the Company, remains as a member of the Audit Committee, the Remuneration Committee and the Nominating Committee. Ms Doreen Yew Lai Leng will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

The motion was proposed by the Chairman and seconded by Mr Leow Chyan.

#### **ORDINARY RESOLUTION 9 – RE-APPOINTMENT OF AUDITORS**

Shareholders were asked to approve the re-appointment of the retiring Auditors, Deloitte & Touche LLP, who had expressed their willingness to continue in office and to authorise the Directors of the Company to fix their remuneration.

The motion was proposed by the Chairman and seconded by Ms Agnes Lim Lee.

#### **ANY OTHER BUSINESS**

As no notice of any other ordinary business had been received by the Secretary, the Meeting proceeded to deal with the special business of the Meeting.

#### **ORDINARY RESOLUTION 10 – AUTHORITY TO ISSUE NEW SHARES**

Shareholders were asked to approve Resolution 10, authorising the Company's Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967. Details of the Resolution 10 were set out under item 11 of the Notice of the Meeting.

The motion was proposed by the Chairman and seconded by Ms Angela Lin Yu Shan.

#### **CONDUCT OF POLL**

Reliance 3P Advisory Pte. Ltd. ("**Reliance 3P Advisory**") was appointed as independent scrutineer to verify the poll on the resolutions and Boardroom Corporate & Advisory Pte Ltd ("**Boardroom**") was appointed as polling agent for the poll taken at this Meeting.

The poll procedures were explained by a representative from Reliance 3P Advisory. While the votes were being counted, the Meeting was adjourned.

The Meeting was re-convened at 10.35 a.m. for the results of the poll after the votes for all the resolutions had been counted and verified.

#### **RESULTS OF POLL**

Following the tabulation of votes, the following was declared carried by poll:

##### Ordinary Resolution 1

It was resolved that the Audited Financial Statements for the financial year ended 30 September 2023 together with the Directors' Statement and the Auditors' Report thereon be received and adopted.

		<b>No. of Shares</b>	<b>In Percentage</b>
Total number of votes casted	:	84,905,200	100
Number of votes casted for	:	84,905,200	100
Number of votes casted against	:	0	0

#### Ordinary Resolution 2

It was resolved that the Directors' fees of S\$200,000/- for the financial year ending 30 September 2024 be approved and the Directors be authorised to make such payment on a half-yearly basis.

		<b>No. of Shares</b>	<b>In Percentage</b>
Total number of votes casted	:	84,905,200	100
Number of votes casted for	:	84,905,200	100
Number of votes casted against	:	0	0

#### Ordinary Resolution 3

It was resolved that Mr Michael Wong Lok Yung be re-elected as a Director of the Company.

		<b>No. of Shares</b>	<b>In Percentage</b>
Total number of votes casted	:	84,905,200	100
Number of votes casted for	:	84,905,200	100
Number of votes casted against	:	0	0

#### Ordinary Resolution 4

It was resolved that Mr Tang Hee Sung be re-elected as a Director of the Company.

		<b>No. of Shares</b>	<b>In Percentage</b>
Total number of votes casted	:	84,905,200	100
Number of votes casted for	:	84,905,200	100
Number of votes casted against	:	0	0

#### Ordinary Resolution 5

It was resolved that Ms Lee Pei Fang be re-elected as a Director of the Company.

		<b>No. of Shares</b>	<b>In Percentage</b>
Total number of votes casted	:	84,905,200	100
Number of votes casted for	:	84,905,200	100
Number of votes casted against	:	0	0

#### Ordinary Resolution 6

It was resolved that Mr Aw Eng Hai be re-elected as a Director of the Company.

		<b>No. of Shares</b>	<b>In Percentage</b>
Total number of votes casted	:	84,905,200	100
Number of votes casted for	:	84,905,200	100
Number of votes casted against	:	0	0

#### Ordinary Resolution 7

It was resolved that Mr Cheam Heng Haw, Howard be re-elected as a Director of the Company.

		<b>No. of Shares</b>	<b>In Percentage</b>
Total number of votes casted	:	84,905,200	100

Number of votes casted for	:	84,905,200		100
Number of votes casted against	:	0		0

Ordinary Resolution 8

It was resolved that Ms Doreen Yew Lai Leng be re-elected as a Director of the Company.

		<b>No. of Shares</b>		<b>In Percentage</b>
Total number of votes casted	:	84,905,200		100
Number of votes casted for	:	84,905,200		100
Number of votes casted against	:	0		0

Ordinary Resolution 9

It was resolved that Deloitte & Touche LLP be re-appointed as Auditors of the Company and that the Directors be authorised to fix their remuneration.

		<b>No. of Shares</b>		<b>In Percentage</b>
Total number of votes casted	:	84,905,200		100
Number of votes casted for	:	84,905,200		100
Number of votes casted against	:	0		0

Ordinary Resolution 10

It was resolved that pursuant to Section 161 of the Companies Act 1967 (the "Act") and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("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) 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) 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 (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) 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.


		<b>No. of Shares</b>	<b>In Percentage</b>
Total number of votes casted	:	84,905,200	100
Number of votes casted for	:	84,905,200	100
Number of votes casted against	:	0	0

## **CONCLUSION**

There being no other business to transact, the Chairman informed the shareholders that the results of the Meeting would be announced via SGXNet in the evening of the day.

He then declared the Meeting of the Company closed at 10.39 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held



**Michael Wong Lok Yung**  
Chairman