



GLOBAL INVESTMENTS LIMITED

Registered in Singapore
(Co Reg No. 201900747E)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting of Global Investments Limited (**Company**) will be held at **Amara Singapore, Level 3, Ballroom 2, 165 Tanjong Pagar Road, Singapore 088539** on **Wednesday, 26 April 2023** at **10.00 a.m.** to transact the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2022 and the Directors' Statement and Auditors' Report thereon. **(Resolution 1)**
2. To declare a final tax exempt one-tier dividend of 0.40 cents per ordinary share for the financial year ended 31 December 2022. **(Resolution 2)**
3. To re-elect Ms Tan Mui Hong who is retiring under Regulation 103 of the Constitution of the Company and who, being eligible, is offering herself for re-election as a Director of the Company. **(Resolution 3)**
4. To approve payment of Directors' fees of up to S\$380,200.00 for the financial year ending 31 December 2023. (2022: S\$380,200.00) **(Resolution 4)**
5. To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

SPECIAL BUSINESS

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

Proposed Share Issue Mandate

(Resolution 6)

6. That, pursuant to Section 161 of the Companies Act 1967 (**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) a. issue Shares in the capital of the Company (**Shares**) whether by way of rights, bonus or otherwise; and/or
 - b. 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 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
- (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 a 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 7)

7. That:

- (1) 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:
 - a. 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
 - b. 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**);

- (2) 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:
 - a. the date on which the next AGM is held or required by law to be held;
 - b. the date on which Share Buyback Mandate has been carried out to the full extent mandated; or
 - c. the date on which the authority conferred by the Share Buyback Mandate is revoked or varied.

- (3) 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
- (4) the Directors of the Company and/or each of them be and are 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 8)

8. That authority be and is hereby given to the Directors of the Company to:

- (1) 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
- (2) 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.

9. To transact any other business that may be transacted at an AGM.

By Order of the Board

Siau Kuei Lian (Ms) and Chin Yee Seng (Mr)
Company Secretaries
31 March 2023

EXPLANATORY NOTES:

Resolution 3: Ms Tan Mui Hong will, upon re-election, continue to serve as a member of the Audit and Risk Management Committee, and Sustainability and Remuneration Committee.

Key information of Ms Tan as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST can be found under the “Additional Information On Directors Seeking Re-election” section of the Annual Report 2022.

Resolution 6 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 Resolution 8 is passed, Shares issued pursuant to the Scrip Dividend Scheme will not be treated as Shares issued pursuant to the Share Issue Mandate.

Resolution 7 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 8, 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 will be held in a wholly physical format. **There will be no option for shareholders to participate virtually.**
2. Members may submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM via email to ir@globalinvestmentslimited.com or via the website at the URL <https://conveneagm.com/sg/GIL2023> by **10 April 2023**.
3. The Company will endeavour to address and publish its responses to all substantial and relevant questions received from members via SGXNET and the Company's website by **12 April 2023**. The Company will also address any subsequent clarifications sought or follow-up questions at the AGM in respect of substantial and relevant matters. The Responses from the Board and the Management of the Company shall thereafter be published on SGXNet, together with the minutes of AGM, within one (1) month after the conclusion of the AGM.
4. A member (whether individual or corporate) may vote at the AGM themselves or through a duly appointed proxy(ies). Members who wish to appoint a proxy must submit an instrument appointing a proxy(ies). 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://investors.sgx.com/security-types/stocks/B73>.
5. The duly executed Proxy Form must be submitted to the Company's Share Registrar by **23 April 2023, 10.00 a.m.** in the following manner:
 - (i) if submitted by post, be lodged at the office of the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; and
 - (ii) if submitted electronically, by sending a scanned pdf copy by email to: shareregistry@incorp.asia.
6. 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 will be treated as valid and the Chairman shall vote in approval of the resolution.
7. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking, and voting at the AGM. However, the appointment of the proxy will be deemed to be revoked if the member attends the AGM in person. In such event, the Company reserves the right to refuse to admit any person or persons appointed pursuant to the Proxy Form.
8. SRS investors may vote at the AGM if:
 - (i) 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
 - (ii) appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their SRS Operators to submit their votes by **5.00 p.m.** on **17 April 2023**.
9. The Chairman of the AGM, as proxy, need not be a Member of the Company.
10. The Annual Report 2022 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://investors.sgx.com/security-types/stocks/B73>. Printed copies of these documents will be despatched to the Members upon request.
11. Depending on how the Covid-19 situation develops, the Company will implement any safe management measures as may be required or recommended under any regulation, directives, measures or guidelines as may be issued from time to time by any government or regulatory agency in light of the Covid-19 situation in Singapore. Shareholders should check the Company's website at the URL <https://globalinvestmentslimited.com/category/meetings/> or the SGX website at the URL <https://investors.sgx.com/security-types/stocks/B73> for the latest updates on the status of the AGM.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy to vote at the AGM and/or any adjournment thereof, or (b) attending the AGM 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 the proxy forms (including any adjournment thereof), verification of identity prior to giving them access to the AGM, 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.