



GLOBAL PALM RESOURCES HOLDINGS LIMITED

Company Registration No. 200921345M
(Incorporated in the Republic of Singapore)

13 April 2023

Dear Shareholders,

FY2022 AGM Documents

Global Palm Resources Holdings Limited (the "Company") Annual General Meeting ("AGM") for the financial year ended 31 December 2022 ("FY2022") will be convened and held by way of electronic means on 28 April 2023.

In line with the Company's sustainability efforts, we are discontinuing the practice of circulating printed copies of the Company's annual reports and related documents (where applicable). You will be able to download our FY2022 Annual Report and the Circular to Shareholders dated 13 April 2023 in relation to the proposed renewal of the share buy-back mandate from our corporate website at <http://globalpalm.listedcompany.com/ar.html>. You will require an internet browser and PDF reader to view these documents.

To facilitate the AGM process, the Company has enclosed the following documents within this booklet:

- Notice of AGM
- Information on Directors nominated for re-election at the AGM for FY2022
- Proxy Form
- Request Form for receiving printed copies of the following:
 - (i) FY2022 Annual Report; and/or
 - (ii) Appendix to the Notice of AGM dated 13 April 2023 in relation to the proposed renewal of the share buy-back mandate.

(collectively known as the "FY2022 AGM documents")

If you wish to receive printed copies of any or all of the FY2022 AGM documents, please complete the enclosed Request Form and return it to us, no later than Thursday, 20 April 2023.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request for printed copies of the relevant documents.

Yours faithfully

For and on behalf of

Global Palm Resources Holdings Limited

Dr Tan Hong Kiat @ Suparno Adijanto
Executive Chairman & CEO

GLOBAL PALM RESOURCES HOLDINGS LIMITED

(Company Registration No. 200921345M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“the AGM”) of **GLOBAL PALM RESOURCES HOLDINGS LIMITED** (“the Company”) will be held by way of electronic means on Friday, 28 April 2023 at 2.00 p.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Accounts of the Company and the Group for the financial year ended 31 December 2022 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Ivan Swandono, the Director retiring by rotation pursuant to Regulation 89 of the Constitution of the Company. **(Resolution 2)**
[See Explanatory Note (i)]
3. To re-elect Mr M Rajaram, the Director retiring by rotation pursuant to Regulation 89 of the Constitution of the Company. **(Resolution 3)**
[See Explanatory Note (ii)]
4. To approve the payment of Directors’ fees of S\$185,000 for the financial year ending 31 December 2023 to be paid quarterly in arrears. (2022: S\$185,000) **(Resolution 4)**
5. To re-appoint Messrs BDO LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an annual general meeting.

AS SPECIAL BUSINESS

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

7. Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“shares”) whether by way of rights 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 into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (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 of the Company while this Resolution was in force,

(the “**Share Issue Mandate**”)

NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (1) 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 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent consolidation or subdivision of shares;
- (3) in exercising the Share Issue Mandate, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments. **(Resolution 6)**
[See Explanatory Note (iii)]

8. Renewal of Share Buy-Back Mandate

- (a) That for the purposes of the Companies Act 1967, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the Shares (excluding treasury shares) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) on-market share buy-back, transacted on the SGX-ST or as the case may be, other stock exchange for the time being on which the Shares may be listed or quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose (the **"On-Market Share Buy-Back"**); and/or
 - (ii) off-market share buy-back (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Act and the Listing Manual (the **"Off-Market Share Buy-Back"**),

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being as applicable, be and is hereby authorised and approved generally and unconditionally (the **"Share Buy-Back Mandate"**);

NOTICE OF ANNUAL GENERAL MEETING

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back 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 earlier of:
- (i) the conclusion of the next AGM or the date by which such AGM is required by law to be held;
 - (ii) the date on which the purchases or acquisitions of the Shares by the Company pursuant to the proposed Share Buy-Back Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained by the proposed Share Buy-Back Mandate is varied or revoked by ordinary resolution of the Company in a general meeting;

- (c) In this Resolution:

“Prescribed Limit” means the number of Shares representing 10% of the total issued share capital of the Company (excluding treasury shares) as at the date of the passing of this resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the issued share capital of the Company (excluding treasury shares) shall be taken to be the amount of the issued share capital of the Company as altered (excluding treasury shares that may be held by the Company from time to time);

“Relevant Period” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, or the date on which the purchases of the Shares are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in a general meeting; and

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Buy-Back, 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Share Buy-Back, 120% of the Average Closing Price,

where **“Average Closing Price”** means the average of the closing market prices of a Share over the last 5 Market Days (the **“Market Day”** being a day on which the SGX-ST is open for securities trading), on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Buy-Back or, as the case may be, the date of making an announcement for an offer pursuant to the Off-Market Share Buy-Back, and deemed to be adjusted for any corporate action that occurs after the relevant five 5-day period; and

- (d) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution. **(Resolution 7)**
[See Explanatory Note (iv)]

By Order of the Board

Dr Tan Hong Kiat @ Suparno Adijanto
Executive Chairman and Chief Executive Officer
Singapore, 13 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Mr Ivan Swandono will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Operating Officer of the Board. Pursuant to Rule 720(6) of the SGX-ST Listing Manual, further information on Mr Ivan Swandono is set out in the section titled “Additional Information on Directors seeking re-election” appended to this Notice.
- (ii) Mr M Rajaram will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and Member of the Audit and Remuneration Committees. As Mr M Rajaram has served on the Board of the Company for more than nine years, pursuant to Transitional Practice Note 4 Transitional Arrangements Regarding the Tenure Limit for Independent Directors, directors who have served for more than nine years can remain as independent directors so long as they meet the requirements in Rules 210(5)(d)(i) and 210(5)(d)(ii) of the Listing Manual of the SGX-ST until the date of the issuer’s annual general meeting for the financial year ending on or after 31 December 2023. Accordingly, Mr M Rajaram shall be considered “independent” for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST, until the date of the Company’s AGM for the financial year ending on or after 31 December 2023. Pursuant to Rule 720(6) of the SGX-ST Listing Manual, further information on Mr M Rajaram is set out in the section titled “Additional Information on Directors seeking re-election” appended to this Notice.
- (iii) Resolution 6, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares), of which up to 20% may be issued other than on a *pro-rata* basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares will be calculated based on the total number of issued shares (excluding treasury shares) at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

- (iv) Resolution 7, if passed, will empower the Directors of the Company from the date of the above meeting until the earliest of (i) the date of the next AGM of the Company or the date by which the next AGM of the Company is held or required by law to be held; (ii) the date on which the share buy-backs are carried out to the full extent mandated, or (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by the Company in a general meeting, to repurchase ordinary shares of the Company by way of on-market purchases or off-market purchases of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company as at the date of the AGM at which this Ordinary Resolution is passed. The rationale for, the authority and limitation on, the sources of the funds to be used for the purchase or acquisition, including the amount of financing and financial effects of the purchase or acquisition of the ordinary shares by the Company pursuant to the Share Buy-Back Mandate on the audited consolidated financial accounts of the Group for the financial year ended 31 December 2022 are set out in greater detail in the Circular to Shareholders dated 13 April 2023.

Notes:

General

- The AGM will be held by way of 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 (the “Order”). **Members will NOT be allowed to attend the AGM in person.** However, an alternative arrangement has been provided to allow the members to participate and vote in the AGM via electronic means.
- The Company will implement alternative arrangements relating to, among others, attendance, submission of questions in advance, or “live” at the AGM and/or voting at the AGM (i) “live” by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as a proxy to vote on the member’s behalf at the AGM are set out in this Notice. The alternative arrangements are set out in the Company’s announcement dated 13 April 2023 entitled “Annual General Meeting 2023”, which has been uploaded together with this Notice of AGM on SGXNET on the same day. This announcement may also be accessed on the Company’s website at <http://globalpalm.listedcompany.com>.

Participation in AGM proceedings via “Live Webcast/Live Audio Feed”

- A member will be able to participate at the AGM by watching the proceedings of the AGM via a “live” audio-visual webcast on his/her/its mobile phones, tablets or computers or by listening to these proceedings through a “live” audio feed via telephone. In order to do so, a member must pre-register by 2.00 p.m. **on 25 April 2023 (“Pre-registration Deadline”)**, at the URL: <https://go.lumiengage.com/GlobalPalmAGM2023> (“**Pre-registration Website**”) for the Company to authenticate his/her/its status as member. To pre-register for the “live” audio-visual webcast or “live” audio feed, kindly access the Pre-registration Website using the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox.

NOTICE OF ANNUAL GENERAL MEETING

4. Following the authentication of his/her/its status as a member, such member will receive email instructions on how to access the audio-visual webcast and audio feed of the proceedings of the AGM by **27 April 2023**. Members who do not receive an email by **2.00 p.m. on 27 April 2023**, but who have registered by the Pre-registration Deadline, should contact the Company's Share Registrar, Boardroom & Corporate Advisory Services Pte. Ltd., for assistance at (65) 6536 5355 (during office hours) or email bcasmeetings@boardroomlimited.com with the following details included: (i) the full name of the member, and (ii) his/her/its identification/registration number.
5. Investors who hold shares through depository agents (as defined in Section 81SF of the Securities and Futures Act) 2001 of Singapore ("SFA") and wish to watch the "live" audio-visual webcast or listen to the "live" audio feed of the AGM must approach their respective depository agents as soon as possible to make the necessary arrangements to pre-register.

Submission of Questions in advance of or "live" at the AGM

6. Members may submit substantial and relevant questions related to the resolutions to be tabled for approval for the AGM in advance of, or "live" at, the AGM.

How to submit questions in advance of the AGM

7. If a member wishes to submit questions related to the resolutions to be tabled for approval at the AGM, all questions must be submitted no later than **21 April 2023** through any of the following means:
 - a. in hard copy by sending personally or by post and lodging the same at the Company's registered office at 105 Cecil Street, #24-01 The Octagon, Singapore 069534;
 - b. by email to the Company at gpr_agm@gprholdings.com; or
 - c. during pre-registration via the Pre-registration Website.

When sending your questions via email or by hardcopy, please also provide us with the following details:

- (a) your full name;
 - (b) your address;
 - (c) number of shares held; and
 - (d) the manner in which you hold the shares in the Company (e.g. via CDP, CPF or SRS).
8. The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members in the manner set out in paragraph 6 above no later than **2.00 p.m. on 24 April 2023** via SGXNET and/or the Company's website at <http://globalpalm.listedcompany.com/>. The responses from the Board and the Management of the Company shall thereafter be published on SGXNET, together with the minutes of the AGM, within one (1) month after the conclusion of the AGM.

How to submit questions "live" at the AGM

9. Members may submit text-based questions "live" at the AGM in the following manner:
 - a. Members or where applicable, their appointed proxy(ies), who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions to be tabled for approval at the AGM "live" at the AGM, by typing in and submitting their questions through the "live" ask-a-question function via the audio-visual webcast platform during the AGM within a certain prescribed time limit.
 - b. Members who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions "live" at the AGM on their behalf must, in addition to completing and submitting the Proxy Form, pre-register for their proxy(ies) via the registration link before the Pre-registration Deadline, upon verification of the Proxy Form(s).
 - c. Members (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the "live" audio-visual webcast in order to ask questions "live" at the AGM, and will not be able to do so via the "live" audio feed of the AGM proceedings.
 - d. The Company will, during the AGM itself, address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received "live" at the AGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

NOTICE OF ANNUAL GENERAL MEETING

Submission of Proxy Form to vote, or vote "live", at the AGM

10. Members who wish to exercise their voting rights at the AGM may:
- (where such members are individuals) vote "live" via electronic means at the AGM or (where such members are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM) to vote "live" via electronic means at the AGM on their behalf; or
 - (where such members are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

For the avoidance of doubt, CPF and SRS investors will not be able to appoint third-party proxy(ies) (i.e. persons other than the Chairman of the AGM) to vote "live" at the AGM on their behalf.

11. A member who is not a relevant intermediary (as defined in the Companies Act 1967 of Singapore), entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her/its stead at the AGM. Where a member appoints more than one proxy, he/she/it shall specify the proportion of his/her/its shareholding to be represented by each proxy in the Proxy Form. A proxy need not be a member of the Company.
12. The Proxy Form must be submitted to the Company, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, in the following manner:
- if submitted personally or by post, be lodged at the Company's registered office at 105 Cecil Street, #24-01 The Octagon, Singapore 069534; or
 - if submitted electronically, be submitted via email to the Company at gpr_agm@gprholdings.com,

in either case, by **2.00 p.m. on 26 April 2023**, being at least 48 hours before the time for holding the AGM, and in default the Proxy Form shall not be treated as valid.

A member who wishes to submit the Proxy Form must first complete and sign the Proxy Form, before submitting it personally or by post to the address provided in sub-paragraph (i) above, or before scanning and sending it by email to the email address provided in sub-paragraph (ii) above.

13. Where the Proxy Form is sent personally or by post, it must be under the hand of the appointor or his attorney duly authorised in writing and where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

Where the Proxy Form is submitted by email, it must be authorised in the following manner:

- by way of the affixation of an electronic signature by the appointor or his duly authorised attorney or, as the case may be, an attorney or duly authorised officer of a corporation; or
 - by way of the appointor or his duly authorised attorney or, as the case may be, an attorney or duly authorised officer of a corporation signing the Proxy Form under hand and submitting a scanned copy of the signed Proxy Form by email.
14. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment or supporting document) (such as in the case where the appointor submits more than one Proxy Form).
15. CPF or SRS investors should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by **5.00 p.m. on 18 April 2023** to ensure that their votes are submitted.
16. In the case of a member whose shares are entered against its name in the Depository Register, the Company may reject any Proxy Form lodged if such member, being the appointor, is not shown to have any shares entered against his/her/its name in the Depository Register as at 72 hours before the time of the AGM, as certified by the Central Depository (Pte) Limited to the Company.
17. The Annual Report 2022 and the Circular to Shareholders dated 13 April 2023 in relation to the proposed renewal of the share buy-back mandate are published on SGXNET and on the Company's website at <http://globalpalm.listedcompany.com/>.

Members should note that the manner of conducting the AGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conducting the AGM will be announced by the Company on SGXNET and on the Company's website at the following URL: <http://globalpalm.listedcompany.com>. Members are advised to check SGXNET and the Company's website regularly for any further updates.

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Personal Data Privacy:

By (a) submitting details for the registration to observe the proceedings of the AGM via the “live” audio-visual webcast/“live” audio feed, or (b) submitting the Proxy Form appointing the proxy(ies) to speak and vote at the AGM and/or any adjournment thereof, 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 following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of the proxy(ies) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) 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; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the AGM. Accordingly, the member’s personal data and its proxy’s and/or representative’s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes and retained for such period as may be necessary for the Company’s verification and record purposes.

Information on Directors nominated for re-election at the Annual General Meeting for FYE 31 December 2022

Mr Ivan Swandono and Mr M Rajaram are the Directors seeking re-election at the annual general meeting of the Company on 28 April 2023 (“AGM”) (collectively, the “Retiring Directors” and each a “Retiring Director”). Pursuant to Rule 720(6) of the SGX-ST Listing Manual, the information relating to the Retiring Directors as set out in the Appendix 7.4.1 of the Listing Manual of SGX-ST is set out below:

Name of Director	Mr Ivan Swandono	Mr M Rajaram
Date of First Appointment	12 May 2016	16 March 2010
Date of last re-appointment	26 April 2020	27 April 2021
Age	35	70
Country of principal residence	Indonesia	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The Board having reviewed and considered the Nominating Committee’s assessment of Mr Ivan Swandono, is of the view that Mr Ivan Swandono possesses the appropriate skills, qualifications and working experience.	The Board has considered, among others, the recommendation of the NC and has reviewed and considered the qualifications, work experience and knowledge of experience of Mr M Rajaram (“Mr Rajaram”) for re-election as the Independent Director of the Company. The Board has accepted the NC’s recommendation and concluded that Mr Rajaram will be able to contribute beneficially towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Executive. His roles and responsibilities are to cover the business development and investment functions of the Group.	The appointment is Non-Executive.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director and Chief Operating Officer.	NC Chairman and AC and RC and Risk Committee Member.
Professional qualification	Bachelor in Mechanical Engineering from Purdue University in Indiana, USA.	Bachelor of Laws (LLB) (Honours) from National University of Singapore and Masters in Business Administration from Maastricht School of Management.
Working experience and occupation(s) during the past 10 years	<p><u>September 2011 – March 2012:</u> Intern in Management & Operation Control on Oil Palm Plantation & Mill at PT Prakarsa Tani Sejati, our subsidiary in Indonesia.</p> <p><u>March 2012 – December 2012:</u> Assistant to the Director of PT Prakarsa Tani Sejati, our subsidiary in Indonesia.</p>	Mr Rajaram is a lawyer by profession and is currently the Chairman of K&L Gates Straits Law LLC, where he heads the banking and corporate finance department and the India practice group. Mr Rajaram is an Advocate and Solicitor of the Supreme Court of Singapore, a Solicitor of England and Wales and a Fellow in the Singapore Institute of Arbitrators and the Chartered Institute of Arbitrators. He has been the Honorary Consul of the Republic of Mali in Singapore since 1999. He is also a Justice of the Peace.

Information on Directors nominated for re-election at the Annual General Meeting for FYE 31 December 2022

Name of Director	Mr Ivan Swandono	Mr M Rajaram
	<p><u>December 2012 – Present:</u> Director of PT Prakarsa Tani Sejati, our subsidiary in Indonesia.</p> <p><u>February 2013 – 9 November 2014:</u> Acting Chief Operating Officer of Global Palm Resources Holdings Limited.</p> <p><u>Present:</u> Chief Operating Officer of Global Palm Resources Holdings Limited.</p> <p>President Director of PT Cemar Lestari and PT Bumi Raya Agro, our subsidiaries in Indonesia.</p> <p>Mr Ivan Swandono was appointed to our Board as an executive director on 12 May 2016. He joined our Group in September 2011 and was officially promoted to Director of PT Prakarsa Tani Sejati, our subsidiary in Indonesia, in December 2012. In February 2013, he was appointed as our Group's Acting Chief Operating Officer and was later promoted to be our Group's Chief Operating Officer since 10 November 2014. Mr Ivan Swandono is also the President Director of PT Cemar Lestari and PT Bumi Raya Agro, our subsidiaries in Indonesia. His duties as our Group's Chief Operating Officer involve overseeing the cultivation of our palm oil plantation and the daily operations of our palm oil mill.</p>	
Shareholding interest in the listed issuer and its subsidiaries	No	No

Information on Directors nominated for re-election at the Annual General Meeting for FYE 31 December 2022

Name of Director	Mr Ivan Swandono	Mr M Rajaram
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	<p>Ivan Swandono is the nephew of the Executive Chairman and CEO, Dr Tan Hong Kiat @ Suparno Adijanto.</p> <p>The Company's substantial shareholder, GPR Investment Holdings Limited ("GPR Investment"), a Seychelles-domiciled company, is the private investment vehicle of the Adijanto Family Shareholders (which includes our Executive Chairman and CEO, Dr Suparno Adijanto) through which they hold interest in our Company. GPR Investment is wholly-owned by the Adijanto Family Shareholders, and none of them exercises control over GPR Investment or dominates decision-making, whether directly or indirectly, in relation to the financial and operating policies of GPR Investment.</p>	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments* Including Directorships#		
Past (for the last 5 years)	Nil	Nil
Present	<p>Commissioner, BPR Dana Tirta Raya</p> <p>Commissioner, PT Bumiraya Utama Lines</p> <p>Director, PT Adinaco Serasi</p> <p>Director, PT Bumisubur Lestari</p> <p>Director, PT Bumi Kencana Damai</p> <p>Director, PT Bumi Mentari Indah</p> <p>Director, PT Bumi Sakura Jaya</p> <p>Director, PT Bumi Prestis Jaya</p> <p>Director, PT Bumiraya Ritel Indonesia</p> <p>Director, PT Ketapang Indah Plywood</p> <p>Director, PT Khatulistiwa Indah Wood Industries</p> <p>Director, PT Kurnia Jaya Raya</p> <p>Director, PT Lestari Anugerah Ritel Indonesia Semesta</p> <p>Director, PT Mega Bauksit Nusantara</p> <p>Director, PT Sinar Kapuas Kalbar</p> <p>Director, PT Sejahtera Jaya Cita</p>	<p>Chairman, K&L Gates Straits Law LLC</p> <p>Independent Director, Hiap Seng Engineering Ltd</p>

Information on Directors nominated for re-election at the Annual General Meeting for FYE 31 December 2022

Name of Director	Mr Ivan Swandono	Mr M Rajaram
	President Director, PT Bumiraya Utama Industries Logam President Director, PT Bumiraya Utama Wood Industries President Director, PT Bumi Kapuas Bauksit President Director, PT Cahaya Kalimantan Mineral President Director, PT Inti Saudara Lestari President Director, PT Sumber Mega Bauksit	Nil
<p>*Principal commitments The term “principal commitments” includes all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.</p> <p>Directorships# – These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(9)</p>		
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No

Information on Directors nominated for re-election at the Annual General Meeting for FYE 31 December 2022

Name of Director	Mr Ivan Swandono	Mr M Rajaram
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No

Information on Directors nominated for re-election at the Annual General Meeting for FYE 31 December 2022

Name of Director	Mr Ivan Swandono	Mr M Rajaram
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p> <p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p> <p>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No	No

Information on Directors nominated for re-election at the Annual General Meeting for FYE 31 December 2022

Name of Director	Mr Ivan Swandono	Mr M Rajaram
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Information required		
Disclosure applicable to the appointment of Director Only		
<p>Any prior experience as a director of an issuer listed on the Exchange?</p> <p>If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p> <p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	<p>N.A.</p> <p>This relates to his re-appointment as Director.</p>	<p>N.A.</p> <p>This relates to his re-appointment as Director.</p>

Note:

The information in this section is as of 31 March 2023, being the latest practicable date.

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GLOBAL PALM RESOURCES HOLDINGS LIMITED

(Company Registration No. 200921345M)
(Incorporated In the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this Form)

This Proxy Form has also been made available on SGXNET and the Company's website at <http://globalpalm.listedcompany.com/>.

IMPORTANT:

1. The annual general meeting (the "AGM") will be held by way of 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 (the "Order").
2. **Members will not be able to attend the AGM in person.** Pursuant to the Order, the Company will implement alternative arrangements relating to attendance at the AGM by electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or audio-only means) as well as conduct of the AGM. Full details of the alternative arrangements and the relevant guidance are set out in the Notice of AGM dated 13 April 2023 (the "Notice") and the Company's announcement dated 13 April 2023 (the "Announcement"). The Notice and Announcement may be accessed at the Company's website at <http://globalpalm.listedcompany.com/> and on the SGXNET.
3. For investors who have used their CPF monies to buy shares in the Company, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/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 5.00 p.m. on 18 April 2023.
4. By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice.

I/We, _____ (Name) _____ (NRIC/Passport/Co. Registration No.*)

of _____ (Address)

being a member/members* of **Global Palm Resources Holdings Limited** (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Email Address [^]	Proportion of Shareholdings	
			No. of Shares	%
Address				

and/or*

Name	NRIC/Passport No.	Email Address [^]	Proportion of Shareholdings	
			No. of Shares	%
Address				

[^] Members will have to pre-register for their proxy(ies) at the Pre-registration Website which is accessible from the URL: <https://go.lumiengage.com/GlobalPalmAGM2023> in order to access the "live" audio-visual webcast or "live" audio feed of the AGM proceedings.

or if no proxy is named, the Chairman of the AGM as my/our* proxy to vote for me/us* on my/our* behalf at the AGM to be held by way of electronic means on Friday, 28 April 2023 at 2.00 p.m. and at any adjournment thereof in the following manner. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies* may vote or abstain from voting at his/her/its* discretion.

(*Please indicate your vote "For", "Against" or "Abstain" with an "X" within the box provided. Alternatively, please indicate the number of votes "For" or "Against" within the box provided.)

No.	Resolutions relating to:	For	Against	Abstain
1.	To receive and adopt the Directors' Statement and the Audited Accounts of the Company and the Group for the financial year ended 31 December 2022 together with the Auditors' Report thereon			
2.	To re-elect Mr Ivan Swandono, the Director retiring by rotation pursuant to Regulation 89 of the Constitution of the Company			
3.	To re-elect Mr M Rajaram, the Director retiring by rotation pursuant to Regulation 89 of the Constitution of the Company			
4.	To approve the payment of Directors' fees of S\$185,000 for the financial year ending 31 December 2023 to be paid quarterly in arrears. (2022: S\$185,000)			
5.	To re-appoint Messrs BDO LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration			
6.	To authorise the Directors to issue new shares			
7.	To approve the renewal of Share Buy-Back Mandate			

*Delete where inapplicable

Dated this _____ day of _____ 2023

Total number of shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)
or Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 815F of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this Proxy Form shall be deemed to relate to all the shares held by you.
2. **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 AGM can be electronically accessed via "live" audio-visual webcast or "live" audio feed), submission of questions in advance of, or "live", at the AGM, addressing of substantial and relevant questions prior to, or at, the AGM and voting "live" by the members or their appointed proxy(ies) (excluding the Chairman of the AGM or by appointing the Chairman of the AGM as proxy at the AGM), are set out in the Notice of AGM. The Notice of AGM has been made available on SGXNET and the Company's website at <http://globalpalm.listedcompany.com/>.
3. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote in his/her/its stead. Where a member who is not a relevant intermediary appoints two proxies, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A member who is a relevant intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her/it. Where such member's Proxy Form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
5. The proxy(ies) need not be a member of the Company.
6. The Proxy Form must be submitted to the Company, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, in the following manner:
 - (a) if submitted personally or by post, be lodged at the Company's registered office at 105 Cecil Street, #24-01 The Octagon, Singapore 069534; or
 - (b) if submitted electronically, be submitted via email to the Company at gpr_agm@gprholdings.com,in either case, by **2.00 p.m. on 26 April 2023**, being at least 48 hours before the time for holding the AGM, and in default the Proxy Form shall not be treated as valid. A member who wishes to submit the Proxy Form must first complete and sign the Proxy Form, before submitting it personally or by post to the address provided in sub-paragraph (a) above, or before scanning and sending it by email to the email address provided in sub-paragraph (b) above.
7. Where the Proxy Form is sent personally or by post, it must be under the hand of the appointor or his attorney duly authorised in writing and where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where the Proxy Form is submitted by email, it must be authorised in the following manner:
 - (a) by way of the affixation of an electronic signature by the appointor or his duly authorised attorney or, as the case may be, an attorney or duly authorised officer of a corporation; or
 - (b) by way of the appointor or his duly authorised attorney or, as the case may be, an attorney or duly authorised officer of a corporation signing the Proxy Form under hand and submitting a scanned copy of the signed Proxy Form by email.
8. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (including any related attachment or supporting document) (such as in the case where the appointor submits more than one Proxy Form).
9. In the case of a member whose shares are entered against its name in the Depository Register, the Company may reject any Proxy Form lodged if such member, being the appointor, is not shown to have any shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
10. Subject to paragraph 11 below, completion and return of this Proxy Form shall not preclude a member from attending and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the "live" audio-visual webcast of the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.
11. CPF or SRS investors should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by **5.00 p.m. on 18 April 2023** to ensure that their votes are submitted.

Members should note that the manner of conducting the AGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conducting the AGM will be announced by the Company on SGXNET and the Company's website at <http://globalpalm.listedcompany.com/>. Members are advised to check SGXNET and the Company's website regularly for any further updates.

Personal data privacy:

By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 13 April 2023.

Affix
Postage
Stamp

GLOBAL PALM RESOURCES HOLDINGS LIMITED
105 Cecil Street, #24-01
The Octagon, Singapore 069534

REQUEST FORM

To : **GLOBAL PALM RESOURCES HOLDINGS LIMITED**

N.B. Please tick accordingly. We regret that we will not be able to process any incomplete or improperly completed request.

I/We wish to receive a printed copy of the following document(s):

FY2022 Annual Report

Appendix to the Notice of AGM dated 13 April 2023 in relation to the proposed renewal of the share buy-back mandate

The shares are held by me/us under or through:

CPFIS Account

Name(s) of Shareholder(s): _____

NRIC/Passport/Co. Registration* No.: _____

Mailing Address: _____

Signature(s): _____ Date: _____

**Please delete where inapplicable.*

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Stamp

GLOBAL PALM RESOURCES HOLDINGS LIMITED

105 Cecil Street, #24-01
The Octagon, Singapore 069534