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# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the **Annual General Meeting (“AGM”)** of the Company will be held at 2 Changi North Street 1, Singapore 498828 on 27 April 2023 at 10.00 a.m. to consider and, if thought fit, to pass the following resolutions :

## ORDINARY BUSINESS

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| 1. | To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2022 and the Auditors’ Report thereon.   | Resolution 1 |
| 2. | To declare a final exempt (one-tier) dividend of 0.3 cents per ordinary share for the year ended 31 December 2022.   | Resolution 2 |
| 3. | To re-elect Ng Wai Yuen Julian, who is retiring in accordance with Regulation 117 of the Company’s Constitution, as a Director of the Company.   | Resolution 3 |
| 4. | To re-elect Heng Su-Ling Mae, who is retiring in accordance with Regulation 117 of the Company’s Constitution, as a Director of the Company.   | Resolution 4 |
|    | Heng Su-Ling Mae shall, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and as a member of the Audit Committee and Nominating Committee. Heng Su-Ling Mae shall be considered independent for the purpose of Rule 704 <sup>(8)</sup> of the Listing Manual of the Singapore Exchange Securities Trading Limited. |              |
| 5. | To approve the payment of Directors’ fees of S\$210,000 for the year ending 31 December 2023.  | Resolution 5 |
| 6. | To re-appoint Messrs Ernst & Young LLP as Auditors for the ensuing year and to authorise the Directors to fix their remuneration.  | Resolution 6 |

## SPECIAL BUSINESS

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

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| 7. | Authority to allot and issue shares  | Resolution 7 |
|    | “That pursuant to Section 161 of the Companies Act 1967 (“ <b>Companies Act</b> ”) and the Listing Manual (“ <b>Listing Manual</b> ”), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided that:-  |              |
|    | (i) the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury Shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below); |              |

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- (ii) (subject to such manner of calculations 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 (i) above, the percentage of the total number of issued Shares shall be based on the total number of issued Shares (excluding treasury Shares and subsidiary holdings) of the Company at the time this Resolution is passed after adjusting for:-
  - (a) new Shares arising from the conversion or exercise of any convertible securities;
  - (b) new Shares arising from exercising Share Options (the “Options”) or vesting of Share Awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the Options or Awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
  - (c) any subsequent bonus issue, consolidation or sub-division of Shares.
- (iii) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.”

*See Explanatory Note (i)*

8. Authority to grant Options in accordance with GVT Employee Share Option Scheme Resolution 8

“That pursuant to Section 161 of the Companies Act and the Listing Manual, approval be and is hereby given to the Directors of the Company to:

- (a) offer and grant Options in accordance with the provisions of the GVT Employee Share Option Scheme (the “GVT ESOS”); and
- (b) to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the exercise of the Options under the GVT ESOS provided that the aggregate number of Shares to be allotted and issued pursuant to the GVT ESOS and any other Share Schemes shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding Shares held by the Company as treasury shares) on the day immediately preceding the date on which an offer to grant an Option is made.”

*See Explanatory Note (ii)*

9. Authority to grant Awards and to allot and issue Shares under the GVT Performance Share Plan Resolution 9

“That pursuant to Section 161 of the Companies Act and the Listing Manual, approval be and is hereby given to the Directors of the Company to:

- (a) grant Awards in accordance with the provisions of the GVT Performance Share Plan (the “GVT PSP”); and
- (b) allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the release of Awards under the GVT PSP provided that the aggregate number of Shares to be allotted and issued pursuant to the GVT PSP and any other Share Option Schemes shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding Shares held by the Company as treasury shares) from time to time.”

*See Explanatory Note (iii)*

10. To transact any other business which may be properly transacted at an AGM.

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## Explanatory Notes:

- (i) The Ordinary Resolution proposed in item 7, if passed, will empower the Directors from the date of this AGM until the date of the next AGM, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed fifty (50%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) at the time of passing this Resolution. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings). This authority will, unless revoked or varied at a general meeting, expire at the next AGM, or by the date by which the next AGM is required by law to be held, whichever is earlier.
- (ii) The Ordinary Resolution proposed in item 8, if passed, will empower the Directors to offer and grant Options under the GVT ESOS and to allot and issue new ordinary Shares in the capital of the Company upon the exercise of such Options in accordance with the GVT ESOS as may be modified by the Committee from time to time, provided that the aggregate number of Shares to be allotted and issued pursuant to the GVT ESOS and any other Share Schemes shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding Shares held by the Company as treasury shares) on the day immediately preceding the date on which an offer to grant an Option is made.
- (iii) The Ordinary Resolution proposed in item 9, if passed, will empower the Directors to grant Awards and to issue and allot Shares pursuant to the GVT PSP. The grant of Awards under the GVT PSP will be made in accordance with the provisions of the GVT PSP. The aggregate number of Shares which may be issued pursuant to the GVT PSP and any other Share Option Schemes shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding Shares held by the Company as treasury shares) from time to time.

By Order of the Board

YAP PECK KHIM  
Company Secretary

Date: 6 April 2023

## Notes:

- 1. The Annual General Meeting ("**AGM**") will be held, in a wholly physical format, at 2 Changi North Street 1 Singapore 498828 on Thursday, 27 April 2023 at 10.00 a.m., 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. There will be no option for shareholders to participate virtually.
- 2. This Notice of AGM and the accompanying proxy form will be sent to members by electronic means via publication on the Company's website at the URL <https://www.gvt.com.sg> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of AGM and the accompanying proxy form will not be sent to members.
- 3. Members may submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner and must be submitted by 10.00 a.m. on 18 April 2023:-
  - (a) by email to [contact@gvt.com.sg](mailto:contact@gvt.com.sg); or
  - (b) by post to the registered office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #02-00, Singapore 068898.

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The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions via the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.gvt.com.sg>.

4. For questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.gvt.com.sg>.
5. A member (whether individual or corporate) may vote at the AGM or appoint a proxy, including the Chairman of the Meeting, to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed at the Company's website at the URL <http://www.gvt.com.sg>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
6. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
7. Investors who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act 1967), including CPF and SRS investors, and who wish to participate in the AGM should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and 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. CPF or SRS investors who wish to exercise their votes should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the date of the AGM.
8. A proxy need not be a member of the Company.
9. The Proxy Form must be submitted to the Company in the following manner:
  - (a) If submitted by post, be deposited at the registered office of the Company located at 2 Changi North Street 1, Singapore 498828, not less than 72 hours before the time fixed for holding the AGM
  - (b) If submitted electronically, be submitted via email to [contact@gvt.com.sg](mailto:contact@gvt.com.sg), not less than 72 hours before the time fixed for holding the AGM.
10. Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

## Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

## NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

**NOTICE IS HEREBY GIVEN** that the Register of Members and Share Transfer Books of the Company will be closed on 10 May 2023 for the purpose of determining members' entitlements to a final tax exempt (one-tier) dividend of 0.3 Singapore cents per ordinary share for the financial year ended 31 December 2022 ("**Proposed Final Dividend**"). The Proposed Final Dividend, if approved by shareholders at the AGM, will be paid on 19 May 2023.

Duly completed transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road #02-00, Singapore 068898 up to the close of business at 5.00 p.m. on 9 May 2023 will be registered to determine members' entitlements to the Proposed Final Dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited ("**CDP**") are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 9 May 2023 will be entitled to the Proposed Final Dividend.

In respect of shares in Securities Accounts with CDP, the Proposed Final Dividend will be paid by the Company to CDP which will in turn distribute the dividend entitlements to such holders of shares in accordance with its practice.