



## GLOBAL PREMIUM HOTELS LIMITED

(Incorporated in Singapore)  
Company Registration No. 201128650E

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Global Premium Hotels Limited will be held on 18 April 2017 at 9.00 a.m. at 456 Alexandra Road, #02-03, Fragrance Empire Building, Singapore 119962, to transact the following business:—

#### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Auditors' Report thereon. **[Resolution 1]**
2. To approve the proposed Directors' fee of \$270,000/- for the financial year ended 31 December 2016. [2015: \$270,000/-] **[Resolution 2]**
3. To re-elect the following Directors who retire pursuant to the Company's Constitution:—
  - (a) Mr Periakaruppan Aravindan {retiring pursuant to Article 89} **[Resolution 3]**
  - (b) Mr Kau Jee Chu {retiring pursuant to Article 89} **[Resolution 4]**
4. To re-appoint Messrs Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **[Resolution 5]**
5. To transact any other ordinary business that may be properly transacted at the Annual General Meeting.

#### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without modification, of which Resolutions 6, 7 and 8 will be proposed as Ordinary Resolutions and Resolution 9 be proposed as a Special Resolution:—

6. Authority to allot and issue shares up to 50% of the total issued shares excluding treasury shares of the Company.

"THAT pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be and are hereby authorised to allot and issue new shares in 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 ALWAYS that the aggregate number of shares and convertible securities to be allotted and issued pursuant to this Resolution shall not exceed 50% of the total issued shares excluding treasury shares of the Company, of which the aggregate number of shares and convertible securities to be allotted and issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed 20% of the total issued shares excluding treasury shares of the Company, and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting or the date on which the Company's next Annual General Meeting is required by law or by the Constitution of the Company to be held, whichever is the earlier."

**[Resolution 6]**

**[See Explanatory Note on Special Business (i)]**

7. Authority to issue shares under the Global Premium Hotels Performance Share Plan.

“THAT pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be and are hereby authorised to offer and grant Awards in accordance with the rules of the Global Premium Hotels Performance Share Plan (the “Plan”) and to allot and issue from time to time such number of fully-paid shares in the Company as may be required to be allotted and issued pursuant to the vesting of the Awards under the Plan, provided that the aggregate number of shares to be allotted and issued pursuant to the Plan, when added to the number of shares issued and issuable in respect of all Awards granted under the Plan, and all shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force, shall not exceed 15% of the total issued shares excluding treasury shares of the Company on the day preceding the date on which the Award shall be granted.”

[Resolution 7]

[See Explanatory Note on Special Business (ii)]

8. Renewal of the Share Purchase Mandate

“THAT

(a) for the purpose of the Companies Act, Cap. 50 (the “**Companies Act**”), the exercise by the Directors of all powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) on-market purchase(s) (each an “**On-Market Purchase**”) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or
- (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) in accordance with any equal access scheme(s) 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 otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

(b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;

(c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase 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 date on which the Company’s next Annual General Meeting is held, or required by law or by the Constitution of the Company to be held; or
- (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated.

In this Ordinary Resolution:

“**Average Closing Price**” means the average of the closing market prices of a Share for the five (5) consecutive Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such stock exchange on which the Shares are listed and quoted, immediately preceding the date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs after the relevant five (5) Market Days;

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“**Market Day**” means a day on which the SGX-ST is open for securities trading;

“**Maximum Limit**” means that number of issued Shares representing 10% of the total issued Shares excluding treasury shares of the Company as at the date of the passing of this Resolution; and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

(i) in the case of an On-Market Purchase, 105% of the Average Closing Price; and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 110% of the Average Closing Price; and

(d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”

**[Resolution 8]**

**[See Explanatory Note on Special Business (iii)]**

9. Adoption of the new Constitution of the Company (as Special Resolution)

“THAT

(a) the regulations contained in the new Constitution of the Company as set out in Appendix A of the Circular dated 24 March 2017 accompanying this Notice of Annual General Meeting be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution of the Company; and

(b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”

**[Resolution 9]**

**[See Explanatory Note on Special Business (iv)]**

By Order of the Board

**Keloth Raj Kumar (Mr)**  
**Company Secretary**

Singapore,  
24 March 2017

**Notes:–**

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member’s proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. 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.

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

2. A proxy need not be a member of the Company.
3. Members wishing to vote by proxy/proxies at the Annual General Meeting may use the proxy form enclosed. The completed proxy form must be deposited at the Registered Office of the Company at 456 Alexandra Road #25-01 Fragrance Empire Building Singapore 119962 not less than 48 hours before the time appointed for the Annual General Meeting.

**Notes to item no. 3:-**

- (a) Mr Periakaruppan Aravindan is a Non-Executive Director. He will continue in the said capacity upon re-election as a Director of the Company.
- (b) Mr Kau Jee Chu is an Independent Director, the Chairman of the Nominating Committee and a member of the Audit Committee. He will continue in the said capacities upon re-election as a Director of the Company.

**EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:-**

- (i) In the proposed **Resolution 6** above, the percentage is calculated based on the total issued shares excluding treasury shares of the Company at the time of the passing of the resolution approving the mandate after adjusting for:- (a) new shares arising from the conversion or exercise of convertible securities; (b) new shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate; and (c) any subsequent bonus issue, consolidation or subdivision of shares. The proposed **Resolution 6**, if passed, will empower the Directors from the date of the passing of the proposed **Resolution 6** until the date of the Company's next Annual General Meeting or the date on which the Company's next Annual General Meeting is required by law or by the Constitution of the Company to be held, whichever is the earlier, to allot and issue new shares in the Company (whether by way of rights, bonus or otherwise). The number of shares which the Directors may issue under the proposed **Resolution 6** shall not exceed 50% of the total issued shares excluding treasury shares of the Company. For issue of shares other than on a *pro rata* basis to all existing shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed 20% of the total issued shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the Company's next Annual General Meeting or the date on which the Company's next Annual General Meeting is required by law or by the Constitution of the Company to be held, whichever is the earlier.
- (ii) The proposed **Resolution 7**, if passed, will empower the Directors from the date of the passing of the proposed **Resolution 7** until the Company's next Annual General Meeting or the date on which the Company's next Annual General Meeting is required by law or by the Constitution of the Company to be held, whichever is the earlier, to issue shares up to an amount in aggregate not exceeding 15% of the total issued shares excluding treasury shares of the Company from time to time pursuant to the vesting of the awards under the Global Premium Hotels Performance Share Plan.
- (iii) The proposed **Resolution 8**, if passed, will empower the Directors from the date of the passing of the proposed **Resolution 8** until the Company's next Annual General Meeting or the date on which the Company's next Annual General Meeting is required by law or by the Constitution of the Company to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to make on-market and off-market purchases or acquisitions of ordinary shares in the capital of the Company as at the date of the passing of the proposed **Resolution 8** at such price(s) up to the Maximum Price (as defined in the proposed **Resolution 8** above). Detailed information on the Share Purchase Mandate (as defined in the proposed **Resolution 8** above), including the sources of funds to be used for the purchase or acquisition, the amount of financing (if any) and the illustrative financial impact on the Company's financial position, is set out in the Circular dated 24 March 2017 accompanying this Notice of Annual General Meeting.
- (iv) The Special Resolution proposed under the proposed **Resolution 9**, is for the Company to adopt a new Constitution following the wide-ranging changes to the Companies Act, Cap. 50 as well as to align the Company's Constitution to the requirements of the listing manual of the SGX-ST, among others. Please refer to the Circular dated 24 March 2017 accompanying this Notice of Annual General Meeting for further information.

**Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.