# NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a Special General Meeting ("**SGM**") of **GL Limited** ("**Company**") will be held at 1 Wallich Street, #25-01 Guoco Tower, Singapore 078881 on Friday, 23 October 2020 at 3:30 pm (or as soon as the Annual General Meeting of the Company convened on the same day and at the same place at 2:30 pm shall have concluded or shall have been adjourned) for the purpose of considering and, if thought fit, passing the following resolutions.

All capitalised terms in this Notice which are not defined herein shall, unless otherwise defined in this Notice, have the same meanings ascribed to them in the Circular to the shareholders of the Company dated 30 September 2020 ("**Circular**").

**RESOLUTION 1**
**ORDINARY RESOLUTION: THE PROPOSED AUTHORISED CAPITAL DIMINUTION**

That 2,500,000,000 authorised but unissued ordinary shares in the capital of the Company with a par value of US$0.20 each in the share capital of the Company be cancelled and the authorised share capital of the Company be diminished by US$500,000,000 representing the amount of the shares so cancelled, so that following such cancellation and diminution the authorised share capital of the Company shall be US$500,000,000 divided into 2,500,000,000 ordinary shares with a par value of US$0.20 each in the share capital of the Company.

**RESOLUTION 2**
**SPECIAL RESOLUTION: THE PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY**

That:

(a) the Bye-Laws of the Company be amended in the manner and to the extent set out in Appendix A to the Circular to the Shareholders of the Company dated 30 September 2020 be and is hereby approved; and

(b) the Directors and any of them be and are hereby authorised and empowered to complete and do all 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, if required) as they or he may consider necessary, desirable or expedient to give effect to this Resolution as they or he may deem fit.

By Order of the Board

**SUSAN LIM**
Company Secretary
30 September 2020
Singapore

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**NOTES**

(a) A member entitled to attend and vote at the SGM is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.

(b) Proxy forms must be lodged at the office of the Company's share registrar in Singapore, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902 not later than 3:30 pm on 21 October 2020.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder'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 SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company or its agents, the Shareholder 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 such personal data for the Purposes and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages suffered by the Company as a result of such Shareholder's breach of such warranty.