
NOTICE OF EXTRAORDINARY GENERAL MEETING

GLOBAL INVACOM GROUP LIMITED

(Company Registration Number: 200202428H)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**EGM**”) of **GLOBAL INVACOM GROUP LIMITED** (the “**Company**”) will be held physically at The National University of Singapore Society, Suntec City Guild House, 3 Temasek Boulevard, #02-401/402 Suntec City Mall, Singapore 038984 on Wednesday, 24 April 2024 at 12:00 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11:00 a.m. on the same day and at the same place) for the following purposes:

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the circular to the Shareholders of the Company dated 2 April 2024 (“**Circular**”).*

ORDINARY RESOLUTION 1: THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued shares of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices 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 purchases transacted through the SGX-ST’s trading system or on another stock exchange on which the issuer’s equity securities are listed (“**Market Acquisition**”); or
 - (ii) off-market purchases in accordance with an equal access scheme as defined in Section 76C of the Companies Act (“**Off-Market Acquisition**”),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, other exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company 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 passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next AGM of the Company is held;
 - (ii) the date by which the next AGM of the Company is required by law to be held; or
 - (iii) the date on which purchases and acquisitions of shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

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(c) in this Resolution:

“Prescribed Limit” means the number of shares representing 10% of the issued shares as at the date of the passing of this Resolution (excluding any shares which are held as treasury shares and subsidiary holdings);

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

- (i) in the case of a Market Acquisition of a Share, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Acquisition of a Share, 120% of the Average Closing Price,

where:

“Average Closing Price” is the average of the closing market prices of a share over the last 5 market days on which the shares were transacted on the SGX-ST or, as the case may be, other exchange, preceding the day of the Market Acquisition or, as the case may be, the day of the making of the offer pursuant to an Off-Market Acquisition, as deemed to be adjusted for any corporate action that occurs during the relevant 5 market days period and the day on which the purchase are made;

“day of the making of the offer” means the day on which the Company makes an offer for the purchase or acquisition of shares from shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Acquisition; and

“market day” means a day on which the SGX-ST is open for trading in securities; and

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

[See Explanatory Note (i)]

AS SPECIAL BUSINESS

SPECIAL RESOLUTION 2: THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

That, approval be and is hereby given:

(a) that the regulations contained in the New Constitution of the Company reproduced in its entirety in Appendix B to the Circular, 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

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- (b) that the Directors or any one of them be and are hereby authorised and empowered to approve and complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Special Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

BY ORDER OF THE BOARD

Yoo Loo Ping
Company Secretary

Singapore, 2 April 2024

Explanatory Note on Resolution to be passed:

- (i) The Ordinary Resolution 1 proposed above, if passed, will empower the Directors of the Company, effective 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, or the date on which purchases and acquisitions of shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated, whichever is the earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price. Information relating to this proposed Resolution are set out in the Circular dated 2 April 2024.

IMPORTANT NOTICE FOR SHAREHOLDERS:

The Company's EGM will be held physically at The National University of Singapore Society, Suntec City Guild House, 3 Temasek Boulevard, #02-401/402 Suntec City Mall, Singapore 038984 on Wednesday, 24 April 2024 at 12:00 p.m. for considering and, if thought fit, passing the resolutions set out in the Notice of EGM. **There will be no option for Shareholders to participate virtually.**

Copies of the documents and information relating to the EGM (including the Circular, Notice of EGM and Proxy Form) will be sent to members by post and have been made available on SGXNet and the Company's corporate website and may be accessed at the following URLs:

- (i) <https://www2.sgx.com/securities/company-announcements>; or
- (ii) <https://globalinvacom.com/pages/investor-relations>.

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Shareholders should take note of the following arrangements for the EGM:

(a) Participation in the EGM

Shareholders, including Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”), may participate in the EGM by:

- (i) attending the EGM in person;
- (ii) submitting questions in relation to the agenda item in this Notice of EGM in advance of, or at the EGM; and/or
- (iii) voting at the EGM by (A) themselves; or (B) through duly appointed proxy(ies).

Details of the steps for registration, asking of questions and voting at the EGM by Shareholders, are set out in notes (b) to (f) below.

(b) Register in person to attend the EGM

Shareholders, including CPF and SRS investors can attend the EGM in person.

To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the day of the event. Please bring along your NRIC/passport to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the EGM if the attendee’s identity cannot be verified accurately.

For investors who hold Shares through relevant intermediaries please refer to note (e) for the procedures to attend and vote at the EGM.

(c) Submission of Questions

Shareholders and Investors who have questions in relation to the agenda item in this Notice of EGM can ask questions during the EGM physically or can submit their questions to the Company in advance (“**Advanced Questions**”), by **Tuesday, 16 April 2024, 12:00 p.m.**, through any of the following means:

- (i) by email to globalinvacom-agm@complete-corp.com; or
- (ii) in hard copy by sending personally or by post, to be deposited with Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903.

Shareholders and/or Investors must identify themselves when posting questions through email or mail by providing the following details:

- (i) Full Name;
- (ii) Contact Telephone Number;
- (iii) Email Address; and
- (iv) The manner in which you hold shares (if you hold shares directly, please provide your CDP account number; otherwise, please state if you hold your shares through CPF or SRS, or are a relevant intermediary shareholder).

The Company will address all substantial and relevant Advanced Questions through an announcement on the Company’s corporate website at the URL <https://globalinvacom.com/pages/investor-relations> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements> by Friday, 19 April 2024.

Follow up questions which are submitted after 12:00 p.m. on Tuesday, 16 April 2024 will be consolidated and addressed either before the EGM via an announcement on SGXNet and the Company’s website or at the EGM. The Company will publish the minutes of the EGM, which will include responses from the Board and management of the Company on the substantial and relevant questions received from Shareholders and Investors via an announcement on SGXNet and the Company’s website within 1 month after the EGM.

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(d) Voting at the EGM

For Investors who hold shares through relevant intermediaries please refer to item (e) for the procedures to vote at the EGM.

For CPF and SRS investors please refer to note (f) for the procedures to vote at the EGM.

Shareholders will be able to vote at the EGM in person, or by appointing proxy(ies) to vote on their behalf.

To appoint proxy(ies), duly completed Proxy Forms, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must be deposited with the Company's Share Registrar and Share Transfer office at B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 not later than **Monday, 22 April 2024, 12:00 p.m.**, (being no later than 48 hours before the time appointed for holding the EGM) and in default the Proxy Form shall not be treated as valid.

The Proxy Form has been made available on SGXNet and the Company's corporate website and may be accessed at the URLs <https://www2.sgx.com/securities/company-announcements> <https://globalinvacom.com/pages/investor-relations>.

Please refer to the detailed instructions set out in the Proxy Form.

(e) Voting at the EGM by Relevant Intermediary Investors

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

Relevant intermediary investors who wish to attend the EGM, or to appoint proxy(ies) to vote at the EGM should not make use of the Proxy Form and should instead approach their respective relevant intermediaries as soon as possible for the proxy(ies) appointment.

(f) Voting at the EGM by CPF/SRS Investors

CPF and SRS investors who wish to vote at the EGM may attend the EGM in person physically, or may appoint the Chairman of the Meeting as their proxy to vote. The CPF and SRS investors who wish to appoint the Chairman of the Meeting as their proxy should not make use of the Proxy Form. They should approach their respective CPF agent banks or SRS operators to submit their votes by **Monday, 15 April 2024, 12:00 p.m.**, being at least 7 working days before the EGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman to vote on their behalf.

Personal Data Privacy

"**Personal data**" in this notice of EGM has the same meaning as "personal data" in the Personal Data Protection Act 2012 of Singapore, which includes your name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.

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