



GLOBAL PALM RESOURCES HOLDINGS LIMITED

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

12 April 2021

Dear Shareholders,

FY2020 AGM Documents

Global Palm Resources Holdings Limited (the "Company") Annual General Meeting ("AGM") for the financial year ended 31 December 2020 ("FY2020") will be convened and held by way of electronic means on 27 April 2021.

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 FY2020 Annual Report and the Circular to Shareholders dated 12 April 2021 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
- Additional Information on Directors seeking re-election
- Proxy Form
- Request Form for receiving printed copies of the following:
 - (i) FY2020 Annual Report; and/or
 - (ii) Appendix to the Notice of AGM dated 12 April 2021 in relation to the proposed renewal of the share buy-back mandate

(collectively known as the "FY2020 AGM documents").

If you wish to receive printed copies of any or all of the FY2020 AGM documents, please complete the enclosed Request Form and return it to us, no later than Monday, 19 April 2021.

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 Adjianto
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 of **GLOBAL PALM RESOURCES HOLDINGS LIMITED** (“the Company”) will be held by way of electronic means on Tuesday, 27 April 2021 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 2020 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Yee Kit Hong, the Director retiring by rotation pursuant to Regulation 89 of the Constitution of the Company. **(Resolution 2)**
3. That contingent upon the passing of Ordinary Resolution 2 above, members to approve the continued appointment of Mr Yee Kit Hong as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited, that will take effect on 1 January 2022. **(Resolution 3)**
[See Explanatory Note (i)]
4. That contingent upon the passing of Ordinary Resolution 2 and 3 above, members (excluding the Directors and Chief Executive Officer (“CEO”) of the Company, and associates of such Directors and CEO), to approve Mr Yee Kit Hong’s continued appointment as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Singapore Exchange Securities Trading Limited. **(Resolution 4)**
5. To re-elect Mr M Rajaram, the Director retiring by rotation pursuant to Regulation 89 of the Constitution of the Company. **(Resolution 5)**
6. That contingent upon the passing of Ordinary Resolution 5 above, members to approve the continued appointment of Mr M Rajaram as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited, that will take effect on 1 January 2022. **(Resolution 6)**
[See Explanatory Note (ii)]
7. That contingent upon the passing of Ordinary Resolution 6 above, members (excluding the Directors and Chief Executive Officer (“CEO”) of the Company, and associates of such Directors and CEO), to approve Mr M Rajaram’s continued appointment as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Singapore Exchange Securities Trading Limited. **(Resolution 7)**
8. To approve the payment of Directors’ fees of S\$185,000 for the financial year ending 31 December 2021 to be paid quarterly in arrears. (2020: S\$185,000) **(Resolution 8)**
9. 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 9)**
10. 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:

11. Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

NOTICE OF ANNUAL GENERAL MEETING

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 ("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**")

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

NOTICE OF ANNUAL GENERAL MEETING

- (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 Annual General Meeting of the Company or the date by which the next Annual General Meeting 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.

[See Explanatory Note (iii)]

(Resolution 10)

12. Renewal of Share Buy-Back Mandate

- (a) That for the purposes of the Companies Act, Cap. 50, 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"**);

- (b) unless varied or revoked by the Company in 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 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);

NOTICE OF ANNUAL GENERAL MEETING

“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 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.

[See Explanatory Note (v)]

(Resolution 11)

By Order of the Board

Dr Tan Hong Kiat @ Suparno Adijanto
Executive Chairman and Chief Executive Officer
Singapore, 12 April 2021

Explanatory Notes:

- (i) Mr Yee Kit Hong was appointed as an independent director of the company since 16 March 2010, has served the Board beyond nine years. As at 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, requires a director who has been a director for an aggregate period of more than nine years (whether before or after listing) and whose continued appointment as an independent director to seek approval in separate resolutions by (A) all shareholders; and (B) all shareholders, excluding shareholders who also serve as the directors or the chief executive officer of the company, and associates of such directors and chief executive officer. Accordingly, Mr Yee Kit Hong will be required to adhere to the above two-tier voting mechanism should he wish to seek for re-election.

Mr Yee Kit Hong will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and Member of the Remuneration and Nominating Committees. Mr Yee Kit Hong is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Pursuant to Rule 720(6) of the SGX-ST Listing Manual, further information on Mr Yee Kit Hong is set out in the section titled “Additional Information on Directors seeking re-election” appended to this Notice.

Consequently, upon the passing of Ordinary Resolutions 2 and 3 and Ordinary Resolution 4, Mr Yee Kit Hong will continue to serve as Independent Director, until the earlier of his retirement or resignation; or the conclusion of the AGM following the passing of Ordinary Resolutions 2 to 4.

NOTICE OF ANNUAL GENERAL MEETING

- (ii) Mr M Rajaram was appointed as an independent director of the company since 16 March 2010, has served the Board beyond nine years. As at 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, requires a director who has been a director for an aggregate period of more than nine years (whether before or after listing) and whose continued appointment as an independent director to seek approval in separate resolutions by (A) all shareholders; and (B) all shareholders, excluding shareholders who also serve as the directors or the chief executive officer of the company, and associates of such directors and chief executive officer. Accordingly, Mr M Rajaram will be required to adhere to the above two-tier voting mechanism should he wish to seek for re-election.

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. Mr M Rajaram is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. 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.

Consequently, upon the passing of Ordinary Resolutions 5 and 6 and Ordinary Resolution 7, Mr M Rajaram will continue to serve as Independent Director, until the earlier of his retirement or resignation; or the conclusion of the AGM following the passing of Ordinary Resolutions 5 to 7.

- (iii) Resolution 10, 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.
- (iv) 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.
- (v) Resolution 11, 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 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 2020 are set out in greater detail in the Circular to Shareholders dated 12 April 2021.

Notes:

- (a) 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, as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020 (the "Order").
- (b) 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), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions and voting by appointing the Chairman of the Meeting as proxy at the AGM. The alternative arrangements are set out in the Company's announcement dated 12 April 2021 entitled "Annual General Meeting 2021", 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/>.
- (c) The Company wishes to inform Shareholders that even where the Company is permitted to hold a physical meeting under safe distancing measures, it will be conducting its annual general meeting by way of electronic means pursuant to the Order as part of its efforts to minimise physical interactions and COVID-19 transmission risks. As such, members will not be able to attend the AGM in person. Members may watch the AGM proceedings through a live webcast using their computers, tablets or mobile phones or listen to the AGM proceedings using their telephones. The live webcast can be accessed through an online platform that will be provided to registered and authenticated members on the day before the AGM, and the audio-only means can be accessed through a telephone number that will be provided to registered and authenticated members on the day before the AGM.

To access the live webcast and the audio-only means, members need to register by no later than 24 April 2021, 2.00 p.m. ("Registration Deadline") to enable the Company to authenticate their status as members. Authenticated members will receive an email by 26 April 2021, 2.00 p.m., containing the link and the telephone number through which the live webcast and the audio-only means can be accessed, and the login details and credentials.

Members can register via the link below and we advise all members to register as early as possible.

<https://smartagm.sg/GlobalPalmAGM2021>

Members are advised to also check the Junk folder of their emails in case the emails are directed there instead of Inbox.

NOTICE OF ANNUAL GENERAL MEETING

Members who registered by the Registration Deadline but do not receive an email response by 26 April 2021, 2.00 p.m. should contact the Company's Share Registrar Boardroom & Corporate Advisory Services Pte. Ltd. for assistance at (65) 6536 5355 (during office hours) or email bcasmeeting@boardroomlimited.com.

- (d) **A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy 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.** Please note that a member may not vote at the AGM otherwise than by way of appointing the Chairman of the Meeting as the member's proxy.
- (e) Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 16 April 2021.
- (f) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (g) The instrument appointing the Chairman of the Meeting as proxy 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:
- (i) 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
- (ii) if submitted electronically, be submitted via email to the Company at gpr_agm@gprholdings.com,

in either case, by 2.00 p.m. on 25 April 2021, being at least 48 hours before the time for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy 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.

The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or signed on its behalf by an officer or duly authorised attorney.

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy 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 instrument appointing the Chairman of the Meeting as proxy (such as in the case where the appointor submits more than one instrument appointing the Chairman of the Meeting as proxy).

In the case of a member whose shares are entered against its name in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy 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.

- (h) A member who registers to watch the live webcast or listen to the audio feed may also raise any matters or any questions related to the AGM via email to the Company at gpr_agm@gprholdings.com or personally or by post to the Company's registered office at 105 Cecil Street, #24-01 The Octagon, Singapore 069534. Members are required to submit the matters they wish to be heard on and/or their questions no later than 2.00 p.m. on 24 April 2021, being 72 hours before the time fixed for the AGM.

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

- your full name;
- your address;
- number of shares held; and
- the manner in which you hold shares (e.g., via CDP, CPF or SRS).

We will endeavour to address all substantial and relevant questions received from members before the deadline at the AGM or before the AGM by publishing our responses via SGXNET and the Company's website at <http://globalpalm.listedcompany.com/>.

Please note that members will not be able to ask questions at the AGM "live" during the webcast and the audio feed, and therefore it is important for members to register their participation in order to submit their questions in advance of the AGM.

- (i) The Annual Report 2020 and the Circular to Shareholders dated 12 April 2021 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/>.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to 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 purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

GLOBAL PALM RESOURCES HOLDINGS LIMITED

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

Additional Information on Directors seeking re-election at the Annual General Meeting for FYE 31 December 2020

Mr Yee Kit Hong and Mr M Rajaram are the Directors seeking re-election at the annual general meeting of the Company on 27 April 2021 (“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 Yee Kit Hong	Mr M Rajaram
Date of First Appointment	16 March 2010	16 March 2010
Date of last re-appointment	26 June 2020	26 June 2020
Age	71	68
Country of principal residence	Singapore	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board has considered, among others, the recommendation of the NC and has reviewed and considered the performance, contributions, qualifications, work experience and knowledge of experience of Mr Yee Kit Hong (“Mr Yee”) for re-election as the Independent Director of the Company. The Board has accepted the NC’s recommendation and concluded that Mr Yee will be able to contribute beneficially towards the core competencies of the Board.	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	The appointment is Non-Executive	The appointment is Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Lead Independent Director, AC Chairman and RC and NC Member	NC Chairman and AC and RC and Risk Committee Member
Professional qualification	Mr Yee graduated with a Bachelor in Accountancy from the National University of Singapore and is a member of the Fellow Institute of Chartered Accountants England and Wales and a fellow member of the Institute of Singapore Chartered Accountants. He is also currently a full member of the Singapore Institute of Directors.	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	Mr Yee is an auditor by profession and has been an audit partner with Kit Yee & Co, a firm of certified public accountants providing audit, accountancy and taxation services since 1989.	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.

Additional Information on Directors seeking re-election at the Annual General Meeting for FYE 31 December 2020

Name of Director	Mr Yee Kit Hong	Mr M Rajaram
Shareholding interest in the listed issuer and its subsidiaries	No	No
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	No	No
Conflict of interest (including any competing business)	Nil	Nil
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)	1. Yinda Infocomm Limited (Independent Director)	Nil
Present	1. Kit Yee & Co (Partner) 2. JH Tan & Associates (Partner) 3. Chartwell Investments Pte Ltd (Director) 4. Acromec Limited (Independent Director) 5. Koon Holdings Limited (Independent Director) 6. Nam Cheong Limited (Independent Director)	1. K&L Gates Straits Law LLC (Chairman) 2. Hiap Seng Engineering Ltd (Independent Director)
<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>		

Additional Information on Directors seeking re-election at the Annual General Meeting for FYE 31 December 2020

Name of Director	Mr Yee Kit Hong	Mr M Rajaram
Information required		
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
(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

Additional Information on Directors seeking re-election at the Annual General Meeting for FYE 31 December 2020

Name of Director	Mr Yee Kit Hong	Mr M Rajaram
(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
(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
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:- (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or (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	No	No

Additional Information on Directors seeking re-election at the Annual General Meeting for FYE 31 December 2020

Name of Director	Mr Yee Kit Hong	Mr M Rajaram
<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 has so concerned with the entity or business trust?</p>		
(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 12 April 2021.

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 "Meeting") 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, as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020 (the "Order").
2. Pursuant to the Order, the Company will implement alternative arrangements relating to attendance at the Meeting by electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or audio-only means), submission of questions to the Chairman of the Meeting in advance of the Meeting, addressing of substantial and relevant questions and voting by appointing the Chairman of the Meeting as proxy at the Meeting, as set out in the Notice and in the Company's announcement dated 12 April 2021 (the "Announcement"). This Announcement may be accessed at the Company's website at <http://globalpalm.listedcompany.com/> and on the SGXNET.
3. The Company wishes to inform Shareholders that even where the Company is permitted to hold a physical meeting under safe distancing measures, it will be conducting its annual general meeting by way of electronic means pursuant to the Order as part of its efforts to minimise physical interactions and COVID-19 transmission risks. As such, members will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting if such member wishes to exercise his/her/its voting rights at the Meeting. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in this proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
4. 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 Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 16 April 2021.
5. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice dated 12 April 2021.

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

of _____ (Address)

being a member/members* of **Global Palm Resources Holdings Limited** (the "Company"), hereby appoint the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held by way of electronic means on Tuesday, 27 April 2021 at 2.00 p.m. and any adjournment thereof in the following manner.

(*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. If you wish the Chairman of the Meeting as your proxy to "Abstain" from voting on a resolution, please indicate "X" in the "Abstain" box in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in that resolution. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.)

No.	Resolutions relating to:	For	Against	Abstain
1.	To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2020.			
2.	To re-elect Mr Yee Kit Hong, a director retiring pursuant to Regulation 89 of the Constitution of the Company.			
3.	To approve Mr Yee Kit Hong's continued appointment as an Independent Director by Members.			
4.	To approve Mr Yee Kit Hong's continued appointment as an Independent Director by Members (excluding the Directors and Chief Executive Officer ("CEO") of the Company, and associates of such Directors and CEO).			
5.	To re-elect Mr M Rajaram, a director retiring pursuant to Regulation 89 of the Constitution of the Company.			
6.	To approve Mr M Rajaram's continued appointment as an Independent Director by Members.			
7.	To approve Mr M Rajaram's continued appointment as an Independent Director by Members (excluding the Directors and CEO of the Company, and associates of such Directors and CEO).			
8.	To approve the Directors' fees amounting to S\$185,000 for financial year ending 31 December 2021 to be paid quarterly in arrears.			
9.	To re-appoint Messrs BDO LLP as Independent Auditor and to authorise the Directors to fix their remuneration.			
10.	To authorise Directors to issue new shares.			
11.	To approve the renewal of Share Buy-Back Mandate.			

Dated this _____ day of _____ 2021

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

*Delete where inapplicable

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 81SF of the Securities and Futures Act of Singapore (Chapter 289)), you should insert that number. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number. 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. If no number is inserted, this proxy form shall be deemed to relate to all the Shares held by you.
2. **A member will not be able to attend the Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting if such member wishes to exercise his/her/its voting rights at the Meeting.** Please note that a member may not vote at the Meeting otherwise than by way of appointing the Chairman of the Meeting as the member's proxy. This proxy form is also published on the Company's website at <http://globalpalm.listedcompany.com/> and on the SGXNET.
Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 16 April 2021.
3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company 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, no later than 2.00 p.m. on 25 April 2021, being at least 48 hours before the time for holding the Meeting, and in default the instrument of proxy shall not be treated as valid.
A member who wishes to submit an instrument of proxy 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.
5. Where an instrument appointing the Chairman of the Meeting as proxy is sent personally or by post, it must be under the hand of the appointor or his attorney duly authorised in writing and where such instrument appointing the Chairman of the Meeting as proxy 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 an instrument appointing the Chairman of the Meeting as proxy 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 instrument under hand and submitting a scanned copy of the signed instrument by email.
6. Where an instrument appointing the Chairman of the Meeting as proxy is signed, or as the case may be, authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing the Chairman of the Meeting as proxy, failing which the instrument may be treated as invalid.
7. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy 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 instrument appointing the Chairman of the Meeting as proxy. In addition, in the case of a member whose Shares are entered against its name in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy 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 Meeting, as certified by The Central Depository (Pte) Limited to the Company.
8. Members should take note that after the deadline for the submission of proxy forms, the deadline being 25 April 2021 at 2.00 p.m., that is 48 hours before the time for holding the Meeting, they cannot change their votes as indicated in the box provided above.

Affix
Postage
Stamp

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

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