



Company Registration Number: 201900747E
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Notice Of 2019 Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting of Global Investments Limited (**Company**) will be held at Holiday Inn Singapore Orchard City Centre, Crystal Suite, Level 2, 11 Cavenagh Road, Singapore 229616, on Thursday, 25 April 2019 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and the Directors' Statement and Auditors' Reports for the financial year ended 31 December 2018. **Ordinary Resolution 1**
2. To declare a final tax exempt one-tier dividend of 0.50 Singapore cents per ordinary share for the financial year ended 31 December 2018. **Ordinary Resolution 2**
3. To note the retirement of Mr Adrian Chan Pengee.
4. To note the retirement of Mr Jason See Yong Kiat.
5. To elect Mr Abdul Jabbar Bin Karam Din who is retiring under Regulation 107 of the Constitution of the Company and who, being eligible, is offering himself for re-election as a Director of the Company. **Ordinary Resolution 3**
6. To elect Mr Tan Wee Peng Kelvin who is retiring under Regulation 107 of the Constitution of the Company and who, being eligible, is offering himself for re-election as a Director of the Company. **Ordinary Resolution 4**
7. To re-elect Mr Ronald Seah Lim Siang who is retiring under Regulation 103 of the Constitution of the Company and who, being eligible, is offering himself for re-election as a Director of the Company. **Ordinary Resolution 5**
8. To approve the payment of Directors' fees of up to S\$365,620.00 for the financial year ending 31 December 2019 (2018: S\$365,620.00). **Ordinary Resolution 6**
9. To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions with or without modifications:-

Proposed Share Issue Mandate

Ordinary Resolution 8

10. That, pursuant to Section 161 of the Companies Act, Chapter 50 (**Companies Act**), and the listing rules of the Singapore Exchange Securities Trading Limited (**SGX-ST**), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:-
 - (a) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or

- (b) 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 or exchangeable into shares; and/or
- (c) (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 while this Resolution was in force,

provided that:-

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed 50% (or such other limit or limits and manner of calculation as may be prescribed by the SGX-ST) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% (or such other limit or limits and manner of calculation as may be prescribed by the SGX-ST) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company;
- (b) for the purpose of determining the aggregate number of shares that may be issued under this paragraph, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of this Resolution is passed, after adjusting for:
 - (i) New shares arising from the conversion or exercise of any convertible securities outstanding;
 - (ii) New shares arising from the conversion or exercise of convertible securities or employee share options on issue as at the time this Resolution is passed; and
 - (iii) Any subsequent consolidation or sub-division of shares.
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing manual of the SGX-ST (**Listing Manual**) for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (d) Unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next annual general meeting (**AGM**) 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.

Proposed Renewal of the Share Buyback Mandate

**Ordinary
Resolution 9**

11. That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire ordinary shares of the Company not exceeding in aggregate the Maximum Percentage (as defined below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:-
 - (i) on-market purchase(s) transacted on the SGX-ST through the ready market of the SGX-ST and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchase(s) otherwise than on the SGX-ST, in accordance with an equal access scheme(s) as defined in Section 76C of the Companies Act and as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and Listing Manual,

on the terms set out in the Addendum to this Notice of AGM, be authorised and approved generally and unconditionally (**Share Buyback Mandate**);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors 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 date of the passing of this Resolution and expiring on the earlier of:-
 - (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (ii) the date on which Share Buyback Mandate has been carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied,

whichever is the earliest.

- (c) in this Resolution:

Maximum Percentage means the number of issued ordinary shares representing 10% of the total number of issued shares as at the date of the passing of this Resolution (excluding the shares which are held as treasury shares as at that date); and

Maximum Price in relation to a share to be purchased or acquired, means the purchase price (including related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not be more than:-

- (i) in the case of an on-market purchase(s) of a share, 5% above the average of the closing market prices of the shares over the last five market days on which transactions in the shares were recorded before the day of the on-market purchase by the Company, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs after the relevant five-day period; and

- (ii) in the case of an off-market purchase(s) of a share, 20% above the average of the closing market prices of the shares over the last five market days on which transactions in the shares were recorded before the date on which the Company makes an announcement of an offer under the off-market purchase scheme, stating therein the purchase price and the relevant terms of the equal access scheme for effecting the off-market purchase, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs after the relevant five-day period; and
- (d) the Directors of the Company and each of them be and is hereby authorised to do 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) as they and/or he may consider necessary, desirable or expedient to give effect to the transactions contemplated and/or authorised by this Resolution.

Proposed Authorisation of Directors to issue shares pursuant to the Scrip Dividend Scheme

**Ordinary
Resolution 10**

12. That authority be and is hereby given to the Directors of the Company to:-
- (a) allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be allotted and issued pursuant to the Scrip Dividend Scheme pursuant to Section 161 of the Companies Act; and
 - (b) to complete and do all acts and things (including executing such documents as may be required in connection with the Scrip Dividend Scheme) as they may consider desirable, necessary or expedient to give full effect to this Resolution and the Scrip Dividend Scheme.
13. To transact any other business that may be transacted at an annual general meeting.

By Order of the Board

GLOBAL INVESTMENTS LIMITED

Lin Moi Heyang
Company Secretary
28 March 2019

NOTES:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form. A proxy need not be a member of the Company.
2. Pursuant to Section 181(1C) of the Companies Act, a member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the 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 appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
4. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be lodged at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 at least 72 hours before the time set for the holding of the AGM. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the AGM if he so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the AGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.

EXPLANATORY NOTES:

AGENDA ITEMS 3 AND 4:

Mr Adrian Chan Pengee and Mr Jason See Yong Kiat retire from office without seeking re-election. Accordingly, Mr Adrian Chan Pengee will relinquish his position as the Lead Independent Director, the Chairman of the Nomination and Governance Committee and a member of the Audit and Risk Management Committee and the Remuneration Committee. Mr Jason See Yong Kiat will relinquish his position as the Manager Nominated Director of the Company.

ORDINARY RESOLUTION 3:

The key information of Mr Abdul Jabbar Bin Karam Din can be found in the Annual Report. Mr Abdul Jabbar Bin Karam Din will upon election cease to be a member of the Audit and Risk Management Committee. He will serve as the Chairman of the Nomination and Governance Committee and a member of the Remuneration Committee of the Company. He is considered an independent director.

ORDINARY RESOLUTION 4:

The key information of Mr Tan Wee Peng Kelvin can be found in the Annual Report. Mr Tan Wee Peng Kelvin will upon election serve as a member of the Audit and Risk Management Committee and the Remuneration Committee of the Company. He is considered an independent director for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

ORDINARY RESOLUTION 5:

The key information of Mr Ronald Seah Lim Siang can be found in the Annual Report. Mr Ronald Seah Lim Siang will upon re-election cease to be a member of the Nomination and Governance Committee. He will continue to serve as the Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee of the Company. He will also be appointed as the Lead Independent Director in place of Mr Adrian Chan Pengee. He is considered an independent director for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

ORDINARY RESOLUTION 8:

The ordinary resolution 8 seeks to authorise the Directors of the Company from the date of the AGM until the next AGM to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of total number of shares of the Company (excluding treasury shares and subsidiary holdings), of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20 percent of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

If ordinary resolution 8 is passed, shares issued pursuant to the Scrip Dividend Scheme will not be treated as shares issued pursuant to the Share Issue Mandate.

ORDINARY RESOLUTION 9:

The ordinary resolution 9 above is to authorise the Directors from the date of the AGM until the date of the next AGM, or the date by which the next AGM of the Company is required by law to be held or the date on which such authority is revoked or varied by the shareholders in a general meeting, whichever is the earliest, to purchase up to 10 per cent (10%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings). Information relating to this proposed ordinary resolution 9 is set out in the Addendum to this Notice of AGM.

ORDINARY RESOLUTION 10:

The ordinary resolution 10, if passed, will provide the Directors, from the date of the AGM, the authority to issue shares pursuant to the Scrip Dividend Scheme to members who, in respect of a qualifying dividend, have elected to receive scrip in lieu of all or part of the cash amount of that qualifying dividend. Shares issued pursuant to the Scrip Dividend Scheme will not be subject to the limits on the aggregate number of shares that may be issued pursuant to the Share Issue Mandate.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 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 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 the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.