



(Registered in the Republic of Singapore)  
(Company Registration Number: 201900747E)

## NOTICE OF 2020 ANNUAL GENERAL MEETING

### Important Notes to Shareholders

1. This Notice of Annual General Meeting (Notice) supersedes the Notice of Annual General Meeting dated 15 April 2020
2. The AGM is being convened, and will be held, by 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. Printed copies of this Notice will NOT be sent to members. Instead, this Notice will be sent to members by electronic means via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed on the Company's website at the URL <https://globalinvestmentslimited.com/category/meetings/>.
3. The Annual Report 2019 may be accessed at the Company's website at the URL <https://globalinvestmentslimited.com/category/annual-reports/> and on the SGX website at the URL <https://www.sgx.com/securities/annual-reports-related-documents>.

NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting of Global Investments Limited (**Company**) will be convened and held by way of electronics means on Friday, **19 June 2020 at 4.00 p.m.** to transact the following businesses:

### ORDINARY BUSINESS

- |    |   |                              |
|----|---|------------------------------|
| 1. | To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2019 and the Directors' Statement and the Auditors' Report thereon.                              | <b>Ordinary Resolution 1</b> |
| 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 2019.   | <b>Ordinary Resolution 2</b> |
| 3. | To note the retirement of Mr Tan Kok Wee  |                              |
| 4. | To elect Ms Tan Mui Hong who is retiring under Regulation 107 of the Constitution of the Company and who, being eligible, is offering herself for re-election as a Director of the Company.     | <b>Ordinary Resolution 3</b> |
| 5. | To re-elect Mr Boon Swan Foo 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. | <b>Ordinary Resolution 4</b> |
| 6. | To approve additional Director's fees of S\$24,255.00 for the financial year ended 31 December 2019.  | <b>Ordinary Resolution 5</b> |
| 7. | To approve the payment of Directors' fees of up to S\$380,200.00 for the financial year ending 31 December 2020 (2019: S\$365,620.00).  | <b>Ordinary Resolution 6</b> |
| 8. | To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.  | <b>Ordinary Resolution 7</b> |

### SPECIAL BUSINESS

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

#### Proposed Share Issue Mandate

9. 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:-
- Ordinary Resolution 8**
- (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**

10. 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, be authorised and approved generally and unconditionally (the “**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**

11. 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 (including but not limited to shares held in treasury) 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.

12. To transact any other business that may be transacted at an AGM.

By Order of the Board

GLOBAL INVESTMENTS LIMITED

Lin Moi Heyang  
Company Secretary  
28 May 2020

**EXPLANATORY NOTES:**

**AGENDA ITEM 3:**

Mr Tan Kok Wee will retire from office without seeking re-election. Accordingly, Mr Tan Kok Wee will relinquish his position as the Chairman of Audit and Risk Management Committee and the Nomination and Governance Committee.

**ORDINARY RESOLUTION 3:**

The key information of Ms Tan Mui Hong can be found in Additional Information On Directors Seeking Re-election.

**ORDINARY RESOLUTION 4:**

The key information of Mr Boon Swan Foo can be found in Additional Information On Directors Seeking Re-election.

**ORDINARY RESOLUTION 5:**

The directors' fees approved during the AGM held on 25 April 2019 had not included the director's fee of Ms Tan Mui Hong who was appointed on 1 July 2019.

**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.

#### **ORDINARY RESOLUTION 10:**

The ordinary resolution 10, if passed, will provide the Directors, from the date of the AGM, the authority to issue shares (including but not limited to shares held in treasury) 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.

#### **Participation in the AGM via live webcast or live audio feed**

1. As the AGM will be held by way of electronic means, shareholders will NOT attend the AGM in person. All shareholders or their corporate representatives (in the case of shareholders which are legal entities) will be able to participate in the AGM proceedings by accessing a live webcast or live audio feed. To do so, shareholders are required to pre-register their participation in the AGM (**Pre-registration**) at this link: <https://globalinvestmentslimitedagm.listedcompany.com/2020agm> (**AGM Registration and Q&A Link**) by **4.00 p.m. on 16 June 2020 (Registration Deadline)** for verification of their status as shareholders (or the corporate representatives of such shareholders).
2. Upon successful verification, each such shareholder or its corporate representative will receive an email by **12.00 p.m. on 18 June 2020** which will contain user ID and password details, as well as the link to access the "live" audio-and-visual webcast and a toll-free telephone number to access the "live" audio-only stream of the AGM proceedings. Shareholders or their corporate representatives must not forward the email to other persons who are not shareholders and who are not entitled to participate in the AGM proceedings. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email may contact the Share Registrar for assistance at [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com) or at +65 6536 5355 during operating hours from 9:00 a.m. to 4:00 p.m.

#### **Voting By Proxy**

3. A shareholder (whether individual or corporate) must submit his/her/its proxy form appointing 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. The proxy form (Proxy Form) for the AGM may be accessed at this link: <https://globalinvestmentslimited.com/wp-content/uploads/2020/05/AGM-Proxy-Form.pdf> and is available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

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.

4. SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators to submit their votes by **5.00 p.m. on 9 June 2020**.
5. The duly executed Proxy Form must be submitted to the Company in the following manner:
  - a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or

b) if submitted electronically, by sending a scanned pdf copy by email to [RSVP@boardroomlimited.com](mailto:RSVP@boardroomlimited.com).

in either case not less than **72 hours** before the time appointed for the AGM.

A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

6. The Company will treat any valid Proxy Form appointing other person(s) as proxy(ies) as a valid Proxy Form appointing the Chairman of the Meeting as the member's proxy to attend, speak and vote at the AGM.
7. Submission by a member of a valid Proxy Form appointing the Chairman of the Meeting as proxy at least 72 hours before the time for holding the AGM will supersede any previous Proxy Form appointing a proxy(ies) submitted by that member.

#### **Submission of questions prior to the AGM**

8. Shareholders may submit questions related to the resolutions to be tabled at the AGM during Pre-registration via the [AGM Registration and Q&A Link](#) so that they may be addressed during the AGM proceedings.
9. The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members prior to the AGM by publishing the responses to those questions on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://globalinvestmentslimited.com/category/meetings/>. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them during the AGM through the live audio-visual webcast and live audio-only stream.
10. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the AGM on SGXNET and the Company's website within one month after the date of AGM.

**Important Reminder: In view of the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the status of AGM. Shareholders are also strongly encouraged to submit completed proxy forms electronically via email.**

#### **PERSONAL DATA PRIVACY**

By (a) submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, 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 purposes of processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the AGM (including any adjournment thereof), processing of the Pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary, addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions, preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof) and enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.