



## GLOBAL INVESTMENTS LIMITED

(A mutual fund company incorporated with limited liability in Bermuda)

### NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting (the "**2017 AGM**") of Global Investments Limited (the "**Company**") will be held at Holiday Inn Singapore Orchard City Centre, Crystal Suite, Level 2, 11 Cavanagh Road, Singapore 229616, on 27 April 2017 at 10.00 a.m for the following purposes, including the purpose of considering and, if thought fit, passing with or without amendments, the following Resolutions 1 to 6 which are each proposed as an Ordinary Resolution:

#### Financial Statements and Reports

1. To receive and adopt the Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2016. **(Ordinary Resolution 1)**

#### Re-election of Director, Tan Kok Wee

2. To re-elect Tan Kok Wee, who will retire by rotation under Bye-law 56(e), as a director of the Company (a "**Director**"). **(Ordinary Resolution 2)**

#### Re-election of Director, Boon Swan Foo

3. To re-elect Boon Swan Foo, who will retire, as a Director. **(Ordinary Resolution 3)**

#### Re-appointment of Auditors

4. To re-appoint Ernst & Young LLP as the Auditors of the Company to hold office with effect from the conclusion of this 2017 AGM until the conclusion of the next Annual General Meeting of the Company in accordance with the Company's Bye-laws and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

#### Proposed Renewal of the Share Issue Mandate

5. That authority be and is hereby given to the Directors to:
  - (1) (a) issue ordinary shares of S\$0.01 each in the capital of the Company ("**Shares**") 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) 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 may in their absolute discretion deem fit (the "**Share Issue Mandate**"); and
- (2) (notwithstanding the authority conferred by this Resolution 5 may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution 5 was in force.

Provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Resolution 5 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 5) does not exceed 50 per cent. (50%) of the total number of issued Shares (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to holders of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 5) does not exceed 20 per cent. (20%) of the total number of issued Shares (as calculated in accordance with sub-paragraph (b) below);

- (b) (subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the "SGX-ST")) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares shall be based on the total number of issued Shares at the time this Resolution 5 is passed,

after adjusting for:

- (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution 5 is passed; and
- (ii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (c) in exercising the authority conferred by this Resolution 5, the Company shall comply with the provisions of the listing manual of the SGX-ST (the "Listing Manual") for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws for the time being of the Company; and
- (d) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 5 shall continue in force 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, or the expiration of such other period as may be prescribed by the Listing Manual, whichever occurs the earliest. **(Ordinary Resolution 5)**

### **Proposed Authorisation of Directors to issue Shares pursuant to the Scrip Dividend Scheme**

6. That authority be and is hereby given to the Directors to allot and issue from time to time such number of new fully paid-up Shares as may be required to be allotted and issued pursuant to the Global Investments Limited scrip dividend scheme (the "Scrip Dividend Scheme"). **(Ordinary Resolution 6)**
7. To transact any other business that may be transacted at an Annual General Meeting.

By Order of the Board

### **GLOBAL INVESTMENTS LIMITED**

Janice Loraine Haskins  
Company Secretary  
Bermuda, 31 March 2017

### **NOTES:**

1. A Shareholder (other than The Central Depository (Pte) Limited ("**CDP**")) entitled to attend and vote at the 2017 AGM who is a holder of two (2) or more Shares is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a Shareholder.
2. A Depositor holding Shares through CDP and whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) may attend and vote at the 2017 AGM as CDP's proxy. Such Depositors who are individuals but are unable to attend the 2017 AGM personally and wish to appoint a nominee(s) to attend and vote on their behalf as CDP's proxies, and such Depositors who are not individuals, should complete, sign and return the Depositor Proxy Form.
3. The Depositor Proxy Form must be lodged at the registered office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than forty-eight (48) hours before the time appointed for holding the 2017 AGM or the adjournment thereof, as applicable.

## **EXPLANATORY NOTES:**

### **ORDINARY RESOLUTION 2:**

Tan Kok Wee, if re-elected, will remain as Chairman of the Audit and Risk Management Committee and a member of the Remuneration Committee. He is considered an independent director for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

### **ORDINARY RESOLUTION 3:**

Boon Swan Foo, if re-elected, will remain as Chairman and a non-executive, non-independent director of the Company as well as a member of the Nomination and Governance Committee.

Pursuant to Bye-law 56(e), only one director is required to retire at the 2017 AGM and submit himself for re-election should he wish to do so. However, as a matter of good corporate governance, Boon Swan Foo will also be retiring and submitting himself for re-election at the 2017 AGM, having regard to the fact that he was last re-elected 3 years ago on 29 April 2014.

### **ORDINARY RESOLUTION 5:**

Ordinary Resolution 5 seeks to authorise the Directors to issue Shares and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instruments, up to a number not exceeding in total 50 per cent. (50%) of the total number of issued Shares, with a sub-limit of 20 per cent. (20%) for issues other than on a pro-rata basis to holders of Shares.

For the purpose of determining the aggregate number of Shares that may be issued pursuant to the Share Issue Mandate, the total number of issued Shares shall be based on the total number of issued Shares at the time that Ordinary Resolution 5 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Ordinary Resolution 5 is passed; and (b) any subsequent bonus issue, consolidation or subdivision of Shares.

If Ordinary Resolution 5 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 6:**

Ordinary Resolution 6, if passed, will empower the Directors from the date of the 2017 AGM 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 the cash amount of that qualifying dividend. If Ordinary Resolution 6 is passed, 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. The Directors have announced on 23 February 2017 that the Scrip Dividend Scheme shall apply to the final dividend of S\$0.0075 per share for the financial year ended 31 December 2016.

## **PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2017 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 2017 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2017 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.