

GLOBAL INVACOM GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No: 200202428H)



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of GLOBAL INVACOM GROUP LIMITED (the “**Company**”) will be held by way of electronic means on Wednesday, 28 April 2021 at 4.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the year ended 31 December 2020 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to the following regulations of the Company’s Constitution:

Mr Anthony Brian Taylor	(pursuant to Regulation 105)	(Resolution 2)
Mr Cosimo Borrelli	(pursuant to Regulation 105)	(Resolution 3)
Mr Wayne Robert Porritt	(pursuant to Regulation 109)	(Resolution 4)

*Mr Cosimo Borrelli will, upon re-election as a Director of the Company, remain as the Independent Director, Chairman of the Nominating Committee, and a member of the Audit and Risk Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).*

Mr Wayne Robert Porritt will, upon re-election as a Director of the Company, remain as the Independent Director, Chairman of the Remuneration Committee, and a member of the Audit and Risk Committee and Nominating Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
3. To approve the payment of Directors’ fees of up to S\$294,525 for the year ending 31 December 2021, to be paid quarterly in arrears (FY2020: S\$346,500).
[See Explanatory Note (i)] **(Resolution 5)**
4. To re-appoint Moore Stephens LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
5. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

6. **Approval for Mr John Lim Yew Kong to Continue as Independent Director**

Ordinary Resolution 7A – Tier 1 and Ordinary Resolution 7B – Tier 2 are inter-conditional.

That subject to the passing of Ordinary Resolution 7B – Tier 2 below, approval be and is hereby given for Mr John Lim Yew Kong who has served as Independent Director of the Company for an aggregate period of more than nine years from the date of his first appointment, to continue to act as an Independent Director of the Company pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST with effect from 1 January 2022, until (i) the conclusion of the Company’s third annual general meeting following the passing of this Resolution; or (ii) the retirement or resignation of Mr John Lim Yew Kong, whichever is earlier. **(Resolution 7A – Tier 1)**

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That subject to the passing of Ordinary Resolution 7A – Tier 1 above, approval be and is hereby given for Mr John Lim Yew Kong who has served as Independent Director of the Company for an aggregate period of more than nine years from the date of his first appointment, to continue to act as an Independent Director of the Company pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST with effect from 1 January 2022, until (i) the conclusion of the Company's third annual general meeting following the passing of this Resolution; or (ii) the retirement or resignation of Mr John Lim Yew Kong, whichever is earlier. **(Resolution 7B – Tier 2)**
[See Explanatory Note (ii)]

7. **Approval for Mr Cosimo Borrelli to Continue as Independent Director**

Ordinary Resolution 8A – Tier 1 and Ordinary Resolution 8B – Tier 2 are inter-conditional.

That contingent upon the passing of Ordinary Resolution 3 above and subject to the passing of Ordinary Resolution 8B – Tier 2 below, approval be and is hereby given for Mr Cosimo Borrelli who has served as Independent Director of the Company for an aggregate period of more than nine years from the date of his first appointment, to continue to act as an Independent Director of the Company pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST with effect from 1 January 2022, until (i) the conclusion of the Company's third annual general meeting following the passing of this Resolution; or (ii) the retirement or resignation of Mr Cosimo Borrelli, whichever is earlier. **(Resolution 8A – Tier 1)**

That contingent upon the passing of Ordinary Resolution 3 above and subject to the passing of Ordinary Resolution 8A – Tier 1 above, approval be and is hereby given for Mr Cosimo Borrelli who has served as Independent Director of the Company for an aggregate period of more than nine years from the date of his first appointment, to continue to act as an Independent Director of the Company pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST with effect from 1 January 2022, until (i) the conclusion of the Company's third annual general meeting following the passing of this Resolution; or (ii) the retirement or resignation of Mr Cosimo Borrelli, whichever is earlier. **(Resolution 8B – Tier 2)**
[See Explanatory Note (ii)]

8. **Authority to Allot and Issue Shares**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to allot and issue:

- (a) shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise;
- (b) convertible securities;
- (c) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalisation issues; and
- (d) Shares arising from the conversion of convertible securities in (b) and (c) above,

at any time during the continuance of this authority or thereafter and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit (notwithstanding the authority conferred by this Resolution may have ceased to be in force),

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the convertible securities, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

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- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, 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 the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, 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
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

(Resolution 9)

9. Authority to Allot and Issue Shares Under the Global Invacom Share Option Scheme 2013

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to allot and issue Shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Global Invacom Share Option Scheme 2013 (the "**Scheme**") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to the Scheme, Global Invacom Performance Share Plan 2013, and any other share scheme which the Company may have in place, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

[See Explanatory Note (iv)]

(Resolution 10)

10. Authority to Offer and Grant Shares Under the Global Invacom Performance Share Plan 2013

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised to offer and grant awards in accordance with the provisions of the Global Invacom Performance Share Plan 2013 (the "**Global Invacom PSP**") and to issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the awards under the Global Invacom PSP, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the Global Invacom PSP, the Scheme, and any other share scheme which the Company may have in place, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

[See Explanatory Note (v)]

(Resolution 11)

11. Renewal of Share Buyback Mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued Shares of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

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- (i) on-market purchases transacted through the SGX-ST's trading system or on another stock exchange on which the issuer's equity securities are listed ("**Market Acquisition**"); or
- (ii) off-market purchases in accordance with an equal access scheme as defined in Section 76C of the Companies Act ("**Off-Market Acquisition**"),

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

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

- (c) in this Resolution:

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

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

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

where:

"**Average Closing Price**" is the average of the closing market prices of a Share over the last five (5) market days on which the Shares were transacted on the SGX-ST or, as the case may be, Other Exchange, preceding the day of the Market Acquisition or, as the case may be, the day of the making of the offer pursuant to an Off-Market Acquisition, as deemed to be adjusted for any corporate action that occurs during the relevant five (5) market days period and the day on which the purchase are made;

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

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

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

[See Explanatory Note (vi)]

(Resolution 12)

GLOBAL INVACOM GROUP LIMITED

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By Order of the Board

Yoo Loo Ping
Company Secretary

Singapore, 13 April 2021

Explanatory Notes on Resolutions to be Passed:

- (i) The Ordinary Resolution 5 proposed in item 3 above, is to approve the payment of Directors' fees during the financial year in which the fees are incurred, that is, in financial year ending 31 December 2021, payable quarterly in arrears. Based on the remuneration structure as recommended by the Remuneration Committee and approved by the Board, the amount payable to the Non-Executive Director and Independent Directors for the financial year ending 31 December 2021 is S\$294,525.
- (ii) Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will come into effect on 1 January 2022 under Transitional Practice Note 3 of the Listing Manual of the SGX-ST, a director will not be independent if he has been appointed as director of the Company for more than nine years from the date of his first appointment unless his continued appointment as an independent director be sought and approved by shareholders via ordinary resolution(s) through a Two-Tiered Voting process, whereby voting will be carried out in the following manner:
 - (a) Voting by all shareholders (Tier 1); and
 - (b) Voting by 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 (Tier 2).

As Messrs John Lim Yew Kong and Cosimo Borrelli have been appointed as director of the Company for an aggregate period of more than nine years from the date of their first appointment, their continued appointment as the Independent Director of the Company with effect from 1 January 2022 will require to be sought and approved by shareholders via ordinary resolution(s) through a Two-Tiered Voting process mentioned above.

Ordinary Resolution 7A – Tier 1 and Ordinary Resolution 7B – Tier 2

The Ordinary Resolution 7A – Tier 1 and Ordinary Resolution 7B – Tier 2 proposed in item 6 above, if passed, will allow Mr John Lim Yew Kong to continue in office as an Independent Director of the Company, and such approval shall continue in force until (i) the conclusion of the Company's third AGM following the passing of this Resolution; or (ii) the retirement or resignation of Mr John Lim, whichever is earlier.

In the case if Ordinary Resolution 7A – Tier 1 and/or Ordinary Resolution 7B – Tier 2 is not passed, Mr John Lim Yew Kong will cease to be considered independent for purposes of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST with effect from 1 January 2022. Accordingly, subject to the continuation of Mr John Lim as a Director of the Company, he will be re-designated as a non-independent and non-executive director of the Company with effect from 1 January 2022.

For avoidance of doubt, in the case if Ordinary Resolution 7A – Tier 1 and/or Ordinary Resolution 7B – Tier 2 is not passed, Mr John Lim Yew Kong will remain as a Lead Independent Director and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST until 31 December 2021. Mr John Lim will also remain as the Chairman of the Audit and Risk Committee, and a member of the Nominating Committee and Remuneration Committee of the Company. The Company will make the necessary announcement if there is change to the composition of the Board and its Board Committees from time to time when occurs.

In the case of Ordinary Resolution 7A – Tier 1 and/or Ordinary Resolution 7B – Tier 2 is not passed, the Company shall endeavour to search for suitable candidate(s) and fill the vacancies of the independent director(s) within as soon as possible before 1 January 2022, to fulfil the requirements of the Listing Manual of the SGX-ST, where applicable.

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Ordinary Resolution 8A – Tier 1 and Ordinary Resolution 8B – Tier 2

Subject to the passing of Ordinary Resolution 3, the Ordinary Resolution 8A – Tier 1 and Ordinary Resolution 8B proposed in item 7 above, if passed, will allow Mr Cosimo Borrelli to continue in office as an Independent Director of the Company, and such approval shall continue in force until (i) the conclusion of the Company's third AGM following the passing of this Resolution; or (ii) the retirement or resignation of Mr Cosimo Borrelli, whichever is earlier.

Subject to the passing of Ordinary Resolution 3, in the case, if either Ordinary Resolution 8A – Tier 1 and/or Ordinary Resolution 8B – Tier 2 is not passed, Mr Cosimo Borrelli will cease to be considered independent for purposes of Rule 210(5) (d)(iii) of the Listing Manual of the SGX-ST with effect from 1 January 2022. Accordingly, subject to the continuation of Mr Cosimo Borrelli as a Director of the Company, he will be re-designated as a non-independent and non-executive director of the Company with effect from 1 January 2022.

For avoidance of doubt, in the case if Ordinary Resolution 8A – Tier 1 and/or Ordinary Resolution 8B – Tier 2 is not passed, Mr Cosimo Borrelli will, subject to the passing of Ordinary Resolution 3, remain as an Independent Director and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST until 31 December 2021. Mr Cosimo Borrelli will also remain as the Chairman of the Nominating Committee, and a member of the Audit and Risk Committee and Remuneration Committee of the Company. The Company will make the necessary announcement if there is change to the composition of the Board and its Board Committees from time to time when occurs.

In the case if Ordinary Resolution 8A – Tier 1 and/or Ordinary Resolution 8B – Tier 2 is not passed, the Company shall endeavour to search for suitable candidate(s) and fill the vacancies of the independent director(s) within as soon as possible before 1 January 2022, to fulfil the requirements of the Listing Manual of the SGX-ST, where applicable.

- (iii) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares and/or convertible securities up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for 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 when this Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

- (vi) The Ordinary Resolution 10 proposed in item 9 above, if passed, will empower the Directors of the Company from the date of the above AGM until the next AGM of the Company, to allot and issue Shares in the capital of the Company to all the holders of options granted by the Company in accordance with the terms and conditions of the Scheme. The aggregate number of ordinary Shares which may be issued pursuant to the Scheme, the Global Invacom PSP and any other share scheme is limited to 15% of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time.
- (v) The Ordinary Resolution 11 proposed in item 10 above, if passed, will empower the Directors of the Company from the date of the above AGM until the next AGM of the Company, to offer and grant awards under the Global Invacom PSP in accordance with the provisions of the Global Invacom PSP and to issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the awards under the Global Invacom PSP subject to the maximum number of Shares prescribed under the terms and conditions of the Global Invacom PSP. The aggregate number of ordinary Shares which may be issued pursuant to the Global Invacom PSP, the Scheme and any other share scheme is limited to 15% of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time.
- (vi) The Ordinary Resolution 12 proposed in item 11 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, or the date on which purchases and acquisitions of shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated, whichever is the earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price. Information relating to this proposed Resolution are set out in the Appendix attached to this Notice of AGM.

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IMPORTANT NOTICE FOR SHAREHOLDERS:

The Company's AGM is being convened, and will be held, by way of electronic means pursuant to the provision of the COVID-19 (Temporary Measures)(Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation titled "Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation".

Copies of the documents and information relating to the AGM (including the Annual Report FY2020, Notice of AGM, Appendix to Notice of AGM and Proxy Form) have been made available on SGXNet and the Company's corporate website and may be accessed at the following URLs:

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

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

(a) Participation in the AGM via Live Webcast

The AGM will be conducted only by way of electronic means, and shareholders will **not** be able to attend the AGM in person. Shareholders will also **not** be able to vote online on the resolutions to be tabled for approval at the AGM. Shareholders may instead participate in the AGM by:

- (i) Observing and/or listening to the proceedings of the AGM through a "live" audio-visual webcast and "live" audio-only feed;
- (ii) Submitting questions in relation to any agenda item in this notice of AGM in advance of the AGM; and/or
- (iii) Appointing the chairman of the AGM ("**Chairman**") as proxy to vote on their behalf in accordance with their vote instructions.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out in items (b) to (e) below.

(b) Pre-registration for AGM

Shareholders, including investors who hold shares through the Central Provident Fund ("**CPF**") and/or Supplementary Retirement Scheme ("**SRS**"), who wish to follow the proceedings of the AGM must pre-register online at <https://complete-corp.com/globalinvacom-agm/> no later than **25 April 2021, 4.00 p.m.** ("**Pre-Registration Deadline**") for verification purposes. Following successful verification, an email with instructions on how to join the live webcast or audio feed of the AGM proceedings will be sent to the registered shareholders via email by 27 April 2021, 4.00 p.m. Shareholders must not forward the email instruction to other persons who are not shareholders and who are not entitled to attend the AGM proceedings. This is also to avoid any technical disruptions or overload to the AGM proceedings.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50) ("**Investors**") (other than CPF/SRS investors) will not be able to pre-register for the live webcast of the AGM. An Investor who wishes to participate in the live webcast of the AGM should approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number), via email to the Company at globalinvacom-agm@complete-corp.com no later than **25 April 2021, 4.00 p.m.**

Shareholders and Investors who have registered by the Pre-Registration Deadline but did not receive the aforementioned email by **27 April 2021, 4.00 p.m.** should contact the Company by email to globalinvacom-agm@complete-corp.com.

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(c) Submission of Questions

Shareholders and Investors will not be able to ask questions during the AGM proceedings.

Shareholders and Investors who have questions in relation to any agenda item in this notice of AGM can submit their questions to the Company in advance, by **25 April 2021, 4.00 p.m.**, through any of the following means:

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

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

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

In view of the current COVID-19 situation, members are strongly encouraged to submit their questions via the pre-registration website or by email. The Company will endeavour to respond to all substantial and relevant questions either prior to the AGM (via an announcement on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://globalinvacom.com/pages/investor-relations>) or at the AGM.

(d) Voting at the AGM by Appointing Chairman as Proxy (Submit a Proxy Form)

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

Shareholders will only be able to vote at the AGM by appointing the Chairman as proxy to vote on their behalf. Duly completed Proxy Forms must be submitted through any of the following means not later than **26 April 2021, 4.00 p.m.** (being no later than forty-eight (48) hours before the time appointed for holding the AGM):

- (i) by email to main@zicoholdings.com; or
- (ii) by post, to be deposited with the Company's Share Registrar at B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544.

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

In appointing the Chairman of the Meeting as proxy, the Shareholder (whether individual or corporate) 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.

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

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(e) Voting at the AGM by Relevant Intermediary Investors and CPF/SRS Investors

Relevant Intermediary Investors (including CPF/SRS investors) who wish to appoint the Chairman as their proxy to vote at the AGM should not make use of the Proxy Form and should instead approach their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF agent banks or SRS approved banks or depository agents to submit their votes by **19 April 2021, 4.00 p.m.**, being at least seven (7) working days before the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman to vote on their behalf no later than **26 April 2021, 4.00 p.m.**

Important Reminder

Due to the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders and Investors are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM.

Personal Data Privacy

"**Personal data**" in this notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes your name, address and NRIC/Passport number. By submitting (a) an application to pre-register for participation in the AGM via the Webcast; (b) questions relating to the resolutions to be tabled for approval at the AGM; and/or (c) an instrument appointing Chairman of the meeting as proxy to vote at the AGM and/or any adjournment thereof, a member of the Company hereby consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) for the purposes of, (i) verifying the member's information and processing of the member's application to pre-register to participate in the AGM via the Webcast and providing the member with any technical assistance where possible; (ii) addressing any selected questions submitted by the member and following up with the member where necessary, and responding to, handling, and processing queries and requests from the member; (iii) the processing and administration by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) of proxy forms appointing Chairman of the meeting for the AGM (including any adjournment thereof); and (iv) the preparation, compilation and disclosure (as application) of the attendance lists, minutes, questions from members and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) to comply with any applicable laws, listing rules, regulations and/or guidelines.