



GDS
Global Limited

GDS GLOBAL LIMITED

(Company Registration No. 201217895H)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of GDS GLOBAL LIMITED (the "Company") will be held at 86 International Road, Singapore 629176 on Friday, 24 January 2014 at 10.00 a.m. to transact the following business:

As Ordinary Business

1. To receive and adopt the Report of the Directors and Audited Financial Statements for the financial year ended 30 September 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a First and Final Dividend of 0.7 Singapore cents per ordinary share one-tier tax exempt for the financial year ended 30 September 2013. **(Resolution 2)**
3. To approve the sum of S\$68,611.11 as Directors' fees for the financial year ended 30 September 2013. **(Resolution 3)**
4. To approve the sum of S\$130,000/- as Directors' fees for the financial year ending 30 September 2014 and the payment thereof on a half yearly basis. **(Resolution 4)**
5. To re-elect Mr Wu Chiaw Ching, who is retiring by rotation in accordance with Article 114 of the Company's Articles of Association, as Director of the Company. [See Explanatory Note (i)] **(Resolution 5)**
6. To re-appoint Mr Goh Boon Kok as Director who will retire and seek re-appointment under Section 153(6) of the Companies Act, Chapter 50 of Singapore, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company. [See Explanatory Note (ii)] **(Resolution 6)**
7. To re-appoint Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. To transact any other business that may be transacted at an Annual General Meeting.

As Special Business

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without modifications:

9. Authority to allot and issue shares in the capital of the Company

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules") and the Articles of Association of the Company (the "Articles of Association"), authority be and is hereby given to the Directors to (i) issue shares whether by way of rights, bonus or otherwise; (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) 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; and (iii) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force, provided that:

- (a) 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 100.0% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued (including shares to be issued pursuant to the Instruments) other than on a pro rata basis to existing shareholders shall not exceed 50.0% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares (including shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (a) above, the percentage of shares that may be issued shall be based on the total number of issued shares of the Company (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for: (i) new shares arising from the conversion or exercise of the Instruments or any convertible securities; and (ii) any subsequent bonus issue, consolidation or sub-division of shares;
- (c) in exercising such authority, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next Annual General Meeting of the Company or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. [See Explanatory Note (iii)] **(Resolution 8)**

By Order of the Board

Sharon Yeoh
Company Secretary
Singapore, 8 January 2014

Explanatory Notes:

- (i) Mr Wu Chiaw Ching, if re-elected, will remain as the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. The Board of Directors of the Company (the "Board") considers Mr Wu Chiaw Ching to be independent for the purposes of Rule 704(7) of the Catalist Rules.
- (ii) Mr Goh Boon Kok will, upon re-election as Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. The Board considers Mr Goh Boon Kok to be independent for the purposes of Rule 704(7) of the Catalist Rules.
- (iii) Ordinary Resolution 8, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding one hundred percent (100%) of the total number of issued shares (excluding treasury shares), of which the total number of shares issued other than on a pro rata basis to existing shareholders of the Company, shall not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares). This authority will, unless previously revoked or varied at a general meeting, expire at 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 the earlier.

Notes:

1. A member of the Company shall not be entitled to appoint more than two proxies to attend and vote at the Annual General Meeting on his behalf. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies shall, in the case of an individual, be signed by the appointor or his attorney, and in case of a corporation, shall be either under the common seal or signed by its attorney or an authorised officer on behalf of the corporation.
3. The instrument appointing a proxy or proxies, duly executed, must be deposited at the registered office of the Company at 86 International Road, Singapore 629176 not less than 48 hours before the time appointed for the holding of the Annual General Meeting.