

**GS HOLDINGS LIMITED**  
**(Company Registration No. 201427862D)**  
**Incorporated in the Republic of Singapore**

---

**Proposed Acquisition of Chicken Supremo Pte Ltd**

---

The Board of Directors (the “**Board**”) of GS Holdings Limited (the “**Company**” and collectively with its subsidiaries, the “**Group**”) wishes to announce that its wholly-owned subsidiary, Hao Kou Wei Pte. Ltd. (“**HKW**”), has on 27 May 2019 entered into a conditional sale and purchase agreement (the “**SPA**”) with Aroma Food Services Pte Ltd and Do & Me Food Systems Pte Ltd (collectively, the “**Vendors**”) in respect of the acquisition by HKW of the entire issued share capital of Chicken Supremo Pte Ltd (Company Registration No. 199607706G) (the “**Target**”) from the Vendors for an aggregate purchase consideration of S\$800,000 (the “**Consideration**”), upon the terms of and subject to the conditions of the SPA (the “**Proposed Acquisition**”).

Upon completion of the Proposed Acquisition (the “**Completion**”), the Target will be an indirect wholly-owned subsidiary of the Company. Pursuant to the SPA, both HKW and the Vendors have agreed that the long stop date for the Proposed Acquisition shall be 3 months from the date of the SPA or such other date as both HKW and the Vendors may mutually agree in writing. The Proposed Acquisition is being undertaken on a zero cash, zero liabilities basis, with all fixed assets of the Target to remain in the Target on completion of the Proposed Acquisition.

**Rationale for the Proposed Acquisition**

The Proposed Acquisition is in line with the Group’s plans to expand into the food and beverage (“**F&B**”) industry, which was approved by the Company’s shareholders (the “**Shareholders**”) at the extraordinary general meeting of the Company held on 26 February 2019. As set out in the Company’s circular to Shareholders dated 11 February 2019, the Group may, as part of its F&B business, invest in or purchase or otherwise acquire or dispose of any assets, investments and shares or interests in any entity that is in the F&B business. Any such business activities shall constitute part of the ordinary course of business of the Group. As the Proposed Acquisition entails the acquisition of a company in the F&B business, the transaction will not change the risk profile of the Group.

The Proposed Acquisition is an acquisition opportunity that the Board believes will enhance value for the Shareholders. The Proposed Acquisition will provide an opportunity for the Company to further expand the Group’s presence in the F&B industry.

**Information on the Target**

The Target is a company incorporated in Singapore with its principal activity being the operation and management of restaurant. The Target has an issued and paid-up share capital of S\$2 comprising 2 ordinary shares. The Target manages and operates a chicken rice restaurant under the brand name of “Sin Swee Kee”. The restaurant has been in operation for a period of nearly 18 years since 2001.

There was no independent valuation conducted on the Target. Based on the latest audited financial statement of the Target for the financial year ended 31 July 2018 (“**FY2018**”), its profit before taxation for FY2018 was approximately S\$190,000. The Proposed Acquisition is being undertaken on a zero cash and zero liabilities basis. As at 31 March 2019, based on the management accounts of the Company for the period ended 31 March 2019, the Target has fixed assets with an aggregate value amounting to approximately S\$42,000.

The Target is owned by the Vendors, in equal proportion. The Company confirms, to the best of its knowledge, that there is no relationship between the Vendors (and its directors/beneficial owners) and the Company (and its directors/controllers) that may result in the Proposed Acquisition being an interested person transaction for the purposes of Chapter 9 of Section B: Rules of Catalist of the Listing Manual of the SGX-ST (the “**Catalist Rules**”).

## The Consideration

Pursuant to the SPA, the Consideration of S\$800,000 shall be satisfied in 2 tranches: (i) S\$400,000 to be paid upon Completion, and (ii) the remaining S\$400,000 to be paid within six (6) months of Completion, in such proportion between the Vendors as reflected by their respective shareholding in the Target. The Consideration will be funded internally and will be satisfied fully in cash, in accordance with the terms of the SPA.

The Consideration of S\$800,000 was arrived at after arm's length negotiations and on a willing buyer willing seller basis after taking into consideration (i) the Target's latest audited profits of S\$190,000 for FY2018, (ii) the Target's expected earnings for the financial year ending 31 July 2019, (iii) the "Sin Swee Kee" brand name, and (iv) the Target's history of operating and managing its restaurant for a period of nearly 2 decades.

## Financial Effects

The Proposed Acquisition is expected to have a positive impact on the consolidated net tangible assets per share and consolidated earnings per share of the Group for the current financial year ending 31 December 2019.

## Disclosure of Interests

Save for their respective interests in the Company, none of the directors of the Company or, as far as the Company is aware, substantial shareholders of the Company has any interest, direct or indirect, in the Proposed Acquisition.

## Cautionary Statement

The Company wishes to highlight that completion of the Proposed Acquisition is subject to the conditions precedents in the SPA being fulfilled and there is no certainty or assurance that the Proposed Acquisition will be completed or that no changes will be made to the terms of the SPA. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company and should consult their stockbrokers, bank managers, solicitors, accountants, and/or other professional advisers if they are in doubt about the actions that they should take.

## Updates

The Company will update Shareholders on any further material developments in connection with the Proposed Acquisition where required under the Catalyst Rules.

By Order of the Board

Pang Pok  
Executive Chairman and Chief Executive Officer

27 May 2019

---

This announcement has been prepared by GS Holdings Limited ("**Company**") and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Lan Kang Ming, Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.