



GS HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201427862D)

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON 26 APRIL 2018

The Board of Directors (the "**Board**") of GS Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") wishes to announce that pursuant to Rule 704(15) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**"), all resolutions relating to the matters as set out in the Notice of Annual General Meeting ("**AGM**") dated 11 April 2018 were duly passed by way of poll.

(a) The results of the poll on each of the resolutions put to the vote at the AGM are set out below for information:-

Resolution number and details	Total number of shares represented by votes For and Against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1. Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2017	35,272,000	35,272,000	100	0	0
2. Re-election of Mr Pang Pok as Director	7,012,000	7,012,000	100	0	0
3. Re-election of Mr Chow Kek Tong as Director	35,272,000	35,272,000	100	0	0
4. Approval of Directors' fees amounting to S\$163,000/- for the financial year ending 31 December 2018, to be paid quarterly in arrears	7,012,000	7,012,000	100	0	0
5. Re-appointment of Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration	35,272,000	35,272,000	100	0	0
6. Authority to allot and issue new shares and convertible securities in the capital of the Company – Share Issue Mandate	35,272,000	35,272,000	100	0	0
7. Authority to grant options and issue shares under the GS Holdings Employee Share Option Scheme	7,006,000	7,006,000	100	0	0
8. Authority to allot and issue shares under the GS Holdings Performance Share Plan	7,006,000	7,006,000	100	0	0

(b) Details of parties who are required to abstain from voting on any resolution(s)

- (i) Mr Pang Pok, the Executive Chairman and Chief Executive Officer who is also shareholder had voluntarily abstained from voting his holdings of 28,260,000 shares on resolutions 2 and 4. Mr Pang Pok is deemed to be interested in the 50,000,000 ordinary shares held by his nominee, Citibank Nominees Singapore Pte. Ltd.
- (ii) The Directors and employees, who are eligible to participate in the GS Holdings Employee Share Option Scheme and GS Holdings Performance Share Plan have abstained from voting on resolutions 7 and 8. The aggregate number of shares held by Directors and employees that had attended the AGM and fall under abstention is 78,266,000 shares.

(c) Statement pursuant to Rule 704(7) of the Catalist Rules

Mr Chow Kek Tong was re-elected as a Director of the Company at the AGM. He will remain as the Chairman of the Remuneration Committee and a member of the Audit and Risk Committee and the Nominating Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.

(d) Name of firm and/or person appointed as a scrutineer

Acres Advisory Private Limited was appointed as scrutineer for the AGM.

BY ORDER OF THE BOARD

Pang Pok
Executive Chairman and Chief Executive Officer

26 April 2018

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

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume 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 persons for the Sponsor are Mr Alvin Soh, Head of Catalist Operations, Senior Vice President, and Mr Lan Kang Ming, Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.