



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

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON 28 APRIL 2017

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 2017 were duly passed by way of poll.

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. Adoption of Directors' Statement, Audited Financial Statements and Auditors' Report for the financial year ended 31 December 2016	96,243,100	96,243,100	100	0	0
2. Re-election of Mr Foo Sek Kuan as Director	95,849,000	95,849,000	100	0	0
3. Re-election of Mr Chua Kern as Director	95,849,000	95,849,000	100	0	0
4. Re-election of Mr Lee Dah Khang as Director	95,849,000	95,849,000	100	0	0
5. Re-election of Mr Lee Sai Sing as Director	96,243,100	96,243,100	100	0	0
6. Approval of Directors' fees amounting to S\$163,000/- for the financial year ending 31 December 2017, to be paid quarterly in arrears	95,849,000	95,849,000	100	0	0
7. Re-appointment of Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration	95,743,100	95,743,100	100	0	0
8. Authority to allot and issue new shares in the capital of the Company – Share Issue Mandate	95,349,000	95,349,000	100	0	0

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 (%)
9.	Authority to allot and issue shares under the GS Holdings Employee Share Option Scheme	3,424,100	3,030,000	88.49	394,100	11.51
10.	Authority to allot and issue shares under the GS Holdings Performance Share Plan	3,424,100	3,424,100	100	0	0

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

Resolution 9 – Authority to allot and issue shares under the GS Holdings Employee Share Option Scheme

Resolution 10 – Authority to allot and issue shares under the GS Holdings Performance Share Plan

Pursuant to Rule 858 of the Catalist Rules, shareholders who are eligible to participate in the GS Holdings Employee Share Option Scheme (“GS Holdings ESOS”) and GS Holdings Performance Share Plan (“GS Holdings PSP”) must abstain from voting on any resolutions relating to the GS Holdings ESOS and GS Holdings PSP.

Directors and employees of the Company, who are shareholders of the Company and are eligible to participate in the GS Holdings ESOS and GS Holdings PSP have abstained from voting on Resolutions 9 and 10.

Details of the Directors and their shareholdings who have abstained from voting on Resolutions 9 and 10 are as below:-

Name	Number of shares held	Resolution number(s)
Directors		
Pang Pok	78,260,000	9 and 10
Lee Sai Sing	13,990,000	9 and 10

The aggregate number of shares from the employees who have abstained from voting on Resolutions 9 and 10 are as below:-

Resolution number(s)	Total number of shares abstained from the relevant resolution
Resolution 9	69,000
Resolution 10	69,000

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

Mr Chua Kern, who was re-elected as a Director of the Company at the AGM, will remain as the Chairman of the Nominating Committee and a member of the Audit Risk Committee and the Remuneration Committee. The Board of Directors considers Mr Chua to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Mr Lee Dah Khang, who was re-elected as a Director of the Company at the AGM, will remain as the Chairman of the Audit Risk Committee and a member of the Nominating Committee and the Remuneration Committee. The Board of Directors considers Mr Lee to be independent for the purposes of Rule 704(7) of the Catalist Rules.

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

Name of firm and/or person appointed as a scrutineer

Acres Advisory Private Limited was appointed as scrutineer for all polls conducted at the AGM.

BY ORDER OF THE BOARD

Pang Pok
Executive Chairman and Chief Executive Officer

28 April 2017

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "**Sponsor**") for compliance with the relevant Catalist Rules. The Sponsor has not independently verified the contents of this announcement.*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (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.