



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

RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING HELD ON 28 APRIL 2017

Unless otherwise defined therein, capitalised terms used in this announcement shall have the same meanings ascribed to them in the circular dated 11 April 2017 to the shareholders of the Company.

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**"), the ordinary resolutions relating to the matters as set out in the Notice of Extraordinary General Meeting ("**EGM**") dated 11 April 2017 were duly passed by way of poll.

The results of the poll on the ordinary resolutions put to the vote at the EGM are set out below for information:-

No.	Resolution 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.	The Proposed Renewal of IPT Mandate	17,389,000	17,389,000	100	0	0
2.	The Proposed Variation of Loan Undertaking	17,389,000	17,389,000	100	0	0

Details of parties who are required to abstain from voting on the resolutions

Resolution 1 – The Proposed Renewal of IPT Mandate

Resolution 2 – The Proposed Variation of Loan Undertaking

Rule 919 and 920(1)(b)(viii) of the Catalist Rules state that interested persons shall abstain and undertake that their Associates shall abstain from voting on the resolution approving interested person transactions involving them and the Group. Such interested persons and their Associates also shall not act as proxies in relation to such resolutions unless voting instructions have been given by the relevant Shareholder.

The Interested Person and/or any of their Associates who are Shareholders (which includes Mr Pang Pok) shall abstain from voting in respect of each of their shareholdings in the Company on the ordinary resolution approving the Proposed IPT Mandate as set out in the Notice of EGM.

The abovementioned persons (which includes Mr Pang Pok) shall decline appointment(s) as proxy(ies) to vote in respect of the ordinary resolution relating to the Proposed IPT Mandate unless the Shareholders concerned shall have given specific instructions as to the manner in which his/her votes are to be cast at the EGM.

As required under the terms and conditions of the Amended Undertaking, Mr Pang Pok and his Associates shall abstain from voting on the Proposed Variation of Loan Undertaking as set out in the Notice of EGM.

Mr Pang Pok, holding of 78,260,000 ordinary shares in the Company, has abstained from voting on Resolutions 1 and 2.

Name of firm and/or person appointed as a scrutineer

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

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.