



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

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON 15 APRIL 2016

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 31 March 2016 were duly passed by way of poll.

The results of the poll on each of the resolution 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 2015	89,843,000	89,843,000	100	0	0
2. Re-election of Mr Pang Pok as Director	89,843,000	89,843,000	100	0	0
3. Re-election of Foo Sek Kuan as Director	89,843,000	89,843,000	100	0	0
4. Re-election of Mr Kek Sin Shen Steve as Director	89,843,000	89,843,000	100	0	0
5. Re-election of Mr Chua Kern as Director	89,843,000	89,843,000	100	0	0
6. Re-election of Mr Chow Kek Tong as Director	89,843,000	89,843,000	100	0	0
7. Approval of Directors' fees amounting to S\$14,292/- for the financial year ended 31 December 2015	89,843,000	89,843,000	100	0	0
8. Approval of Directors' fees amounting to S\$163,000/- for the financial year ending 31 December 2016, to be paid quarterly in arrears	89,843,000	89,843,000	100	0	0
9. Re-appointment of Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration	89,813,000	89,813,000	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 (%)
10.	Authority to allot and issue new shares in the capital of the Company – Share Issue Mandate	89,813,000	89,813,000	100	0	0
11.	Authority to allot and issue shares under the GS Holdings Employee Share Option Scheme (“GS Holdings ESOS”)	5,540,000	5,540,000	100	0	0
12.	Authority to allot and issue shares under the GS Holdings Performance Share Plan (“GS Holdings PSP”)	5,540,000	5,540,000	100	0	0

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

Resolution 11 – Authority to allot and issue shares under the GS Holdings ESOS

Resolution 12 – Authority to allot and issue shares under the GS Holdings PSP

Pursuant to Rule 858 of the Catalist Rules, shareholders who are eligible to participate in the ESOS and PSP must abstain from voting on any resolutions relating to the ESOS and PSP.

As such, Directors and employees, who are eligible to participate in the ESOS and PSP, present at the AGM and EGM have abstained from voting on Resolutions 11 and 12.

The aggregate number of shares from the Directors and employees that fall under the abstention is 84,270,000 shares.

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

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

Mr Chua Kern was re-elected as a Director of the Company at the AGM. He will remain as the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee. The Board considers him to be independent for the purpose of 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 Committee and the Nominating Committee. The Board considers him to be independent for the purpose 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 the AGM.

BY ORDER OF THE BOARD

Pang Pok
Executive Chairman and Chief Executive Officer

15 April 2016

*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.