



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

**PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF
DYSPATCHR PTE. LTD.**

- COMPLETION OF THE ALLOTMENT AND ISSUANCE OF CONSIDERATION SHARES AND
RETENTION BONUS SHARES**
 - COMPLETION OF THE PROPOSED ACQUISITION**
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INTRODUCTION

1. The board of directors (“**Board**” or “**Directors**”) of GS Holdings Limited (“**Company**” and together with its subsidiaries, “**Group**”) refers to the Company’s announcement dated 3 November 2025, 2 February 2026 and 13 February 2026 (“**Announcements**”) in relation to the Proposed Acquisition.

Unless otherwise defined herein, all capitalised terms and references shall bear the same meanings as defined in the Announcements.

**COMPLETION OF THE ALLOTMENT AND ISSUANCE OF CONSIDERATION SHARES AND
RETENTION BONUS SHARES**

2. The Board is pleased to update Shareholders that on 5 March 2026, an aggregate of 36,533,433 new Shares comprising:
 - (a) 35,373,341 Consideration Shares has been allotted and issued to the Vendors in respect of the Proposed Acquisition at an issue price of S\$0.0431 per Consideration Share, and
 - (b) 1,160,092 Retention Bonus Shares has been allotted and issued to the Key Personnel at the issue price of S\$0.0431 for each Retention Bonus Share.
3. The Consideration Shares and Retention Bonus Shares have been credited as fully paid-up, free and clear of all encumbrances and will rank *pari passu* with all existing Shares in the capital of the Company as at the date of the allotment and issuance.
4. Following the completion of the allotment and issuance of the Consideration Shares and Retention Bonus Shares, the total number of issued and paid-up Shares in the capital of the Company has increased from 1,038,175,826 Shares to 1,074,709,259 Shares.
5. The listing and quotation of the Consideration Shares and Retention Bonus Shares on the Catalist of the SGX-ST is expected to take place with effect from 9.00 a.m. on 9 March 2026.

COMPLETION OF PROPOSED ACQUISITION

6. Following the fulfilment and/or satisfaction of all Conditions Precedent and the allotment and issuance of the Consideration Shares and Retention Bonus Shares, the Board is pleased to announce that the Proposed Acquisition has been completed, and Dyspatchr Pte. Ltd. is now a wholly-owned subsidiary of the Company.

By Order of the Board

GS Holdings Limited

Yoo Loo Ping
Ms Cheng Lisa
Company Secretaries
5 March 2026

*This announcement has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**"). It 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 correctness of any of the statements or opinions made or reports contained in this announcement.*

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