
NOTICE OF EXTRAORDINARY GENERAL MEETING

GS HOLDINGS LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**” or “**Meeting**”) of GS Holdings Limited (“**Company**”) will be held at Surbana Jurong Campus, 38 Cleantech Loop, Tower 8 Lift Lobby, Basement 1, Multi-purpose Room 2, Singapore 636741, on 8 August 2024 at 3.00 p.m. for the following purposes of considering and, if thought fit, passing with or without amendments, the Resolutions as set out below (“**Notice**”).

*All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 23 July 2024 (“**Circular**”) to shareholders of the Company (“**Shareholders**”).*

A physical copy of the Circular, this Notice of EGM along with its accompanying Proxy Form has been mailed to Shareholders and an electronic copy of these documents has been made available on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company’s corporate website which may be accessed at the URL: <https://gsholdings.com.sg/>.

ORDINARY RESOLUTION 1: TO APPROVE THE PROPOSED ISSUE OF CONVERSION SHARES

THAT, approval be and is hereby given:

- (a) for the purpose of section 161 of the Act, Rule 803, Rule 805(1) and Rule 811(1) read with 811(3) of the Catalist Rules, for the Directors to allot and issue 65,359,477 Conversion Shares to Eliza Investment Pte. Ltd. at the Conversion Price of S\$0.0153 for each Conversion Share for the aggregate amount of S\$1,000,000, subject to and in accordance with the terms and conditions of the CLA as amended, varied and/or supplemented by the Supplemental Letter; and
- (b) the Directors and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, entering into all such transactions, arrangements and agreements and approving, modifying, ratifying and executing all such documents, acts and things) as they may consider necessary or expedient for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company’s Constitution to any document as may be necessary or required.

ORDINARY RESOLUTION 2: TO APPROVE THE PROPOSED RIGHTS ISSUE

THAT, approval be and is hereby given:

- (a) for the Proposed Rights Issue of up to 570,888,708 Rights Shares at an issue price of S\$0.015 for each Rights Share, on the basis of two (2) Rights Share for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded; and
- (b) the Directors and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, entering into all such transactions, arrangements and agreements and approving, modifying, ratifying and executing all such documents, acts and things) as they may consider necessary or expedient for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company’s constitution to any document as may be necessary or required.

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ORDINARY RESOLUTION 3: TO APPROVE THE POTENTIAL TRANSFER OF CONTROLLING INTEREST

THAT, approval be and is hereby given:

- (a) for the purpose of Rule 803 of the Catalist Rules for the potential transfer of controlling interest in the Company to ZTS Holdings Pte. Ltd.; and
- (b) the Directors and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, entering into all such transactions, arrangements and agreements and approving, modifying, ratifying and executing all such documents, acts and things) as they may consider necessary or expedient for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company's constitution to any document as may be necessary or required.

By Order of the Board

Lim Kee Way Irwin
Independent and Non-Executive Chairman

23 July 2024

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Notes:

Format of Meeting

1. The EGM will be held in a wholly physical format, at Surbana Jurong Campus, 38 Cleantech Loop, Tower 8 Lift Lobby, Basement 1, Multi-purpose Room 2, Singapore 636741, on 8 August 2024 at 3.00 p.m.. Shareholders, including SRS Investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the EGM in person. **There will be no option for Shareholders to participate virtually.**

Access to Documents

2. A physical copy of the Circular, this Notice along with its accompanying Proxy Form has been mailed to Shareholders and an electronic copy of these documents has been made available on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website which may be accessed at the URL: <https://gsholdings.com.sg/>.

Submission of Questions

3. **Submission of Questions.** Shareholders, including SRS Investors, can submit substantial and relevant questions related to the Ordinary Resolutions to be tabled for approval at the EGM in advance of the EGM, in the following manner:
 - (a) **by post** to the registered office of the Company at 22 Sin Ming Lane, #04-73 Midview City, Singapore 573969; or
 - (b) **by email** to the Company at info@gsholdings.com.sg.

Shareholders are required to provide the Company with the following details for verification purposes when sending in their questions by post or email:

- their full names;
- their full address; and
- the manner in which they hold shares in the Company (e.g., via CDP, SRS and/or scrip).

For submission of questions in advance by Shareholders, all questions must be received by the Cut-Off Time of 3.00 p.m. on 30 July 2024 and the Company will not be able to address questions received after the Cut-Off Time.

Addressing Questions. The Company will endeavour to address all substantial and relevant questions which Shareholders have submitted in advance by publishing the Company's responses to such questions via SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://gsholdings.com.sg/> by 3.00 p.m. on 4 August 2024. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Directors will endeavour to address as many substantial and relevant questions as possible during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that individual responses will not be sent to Shareholders.

Minutes of EGM. The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://gsholdings.com.sg/> respectively. The minutes of the EGM will include the responses to substantial and relevant questions from Shareholders which are addressed during the EGM.

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Appointment of Proxy(ies)

4. A Shareholders who is unable to attend the EGM and wishes to appoint proxy(ies) to attend, speak and vote at the EGM on his/her/its behalf should complete, sign and return the Proxy Form in accordance with the instructions printed thereon.
5. A Shareholder who is not a relevant intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such Shareholder's Proxy Form appoints more than one (1) proxy, the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy shall be specified in the Proxy Form.

A Shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder. Where such Shareholder's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant Intermediary" has the meaning defined in section 181 of the Companies Act 1967 of Singapore.

A Shareholder who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

6. A proxy need not be a member of the Company. A Shareholder may choose to appoint the chairman of the EGM ("**Chairman**") as his/her/its proxy.
7. Where a Shareholder (whether individual or corporate) appoints proxy/proxies to attend, speak and vote on his/her/its behalf at the EGM, if there is no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies may vote or abstain from voting at his or her discretion.
8. Where a Shareholder (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM, in the absence of specific directions as to voting, the appointment of Chairman of the EGM for that resolution will be treated as invalid at the EGM and at any adjournment thereof.
9. SRS investors:
 - (a) may vote at the EGM if they are appointed as proxies by their respective SRS operators, and should contact their respective SRS operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman as proxy to vote on their behalf at the EGM, in which case they should approach their respective SRS operators to submit their votes by 3.00 p.m. on 30 July 2024, being seven (7) working days before the date of the EGM.
10. The instrument appointing the proxy(ies), together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be submitted to the Company in the following manner:
 - (a) If submitted by post, be deposited at the registered office of the Company at 22 Sin Ming Lane, #04-73 Midview City, Singapore 573969; or
 - (b) if submitted electronically, be submitted via email to info@gsholdings.com.sg,

in either case by 3.00 p.m. on 6 August 2024, being not less than forty-eight (48) hours before the time appointed for holding the EGM.

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PERSONAL DATA PRIVACY:

By submitting a Proxy Form appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, Catalist Rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.