

CIRCULAR DATED 23 JULY 2024

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN DOUBT ABOUT THE CONTENTS OF THIS CIRCULAR OR THE ACTION THAT YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY.

Unless otherwise defined, capitalised terms appearing on the cover of this Circular bear the same meanings ascribed to them in the section entitled "Definitions" of this Circular.

If you have sold or transferred all your Shares in the capital of GS Holdings Limited ("**Company**", and together with its subsidiaries, the "**Group**") held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular with the enclosed Notice of EGM and the enclosed Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the enclosed Notice of EGM and the enclosed Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your Shares in the capital of the Company represented by physical share certificate(s) which are not deposited with the CDP, you should at once forward this Circular with the enclosed Notice of EGM and the enclosed Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

This Circular has been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited ("**Sponsor**"). This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr Jerry Chua, at 138 Robinson Road, Oxley Tower, #13-02, Singapore 068906, Telephone (65) 6241 6626.

This Circular has been made available on SGXNet which may be accessed at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website and may be accessed at the URL: <https://gsholdings.com.sg/>. A printed copy of this Circular, the Notice of EGM and the Proxy Form will be despatched to Shareholders.



GS HOLDINGS LIMITED

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

CIRCULAR TO SHAREHOLDERS IN RELATION TO:

- I. THE PROPOSED ALLOTMENT AND ISSUE OF 65,359,477 CONVERSION SHARES TO ELIZA INVESTMENT PTE. LTD. AT THE CONVERSION PRICE OF S\$0.0153 PER CONVERSION SHARE UPON THE CONVERSION OF THE CONVERTIBLE LOAN OF S\$1,000,000, PURSUANT TO THE TERMS AND CONDITIONS OF THE CONVERTIBLE LOAN AGREEMENT;**
- II. THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 570,888,708 NEW ORDINARY SHARES OF THE COMPANY AT AN ISSUE PRICE OF S\$0.015 ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1) EXISTING ORDINARY SHARES OF THE COMPANY HELD AS AT THE RECORD DATE TO BE DETERMINED, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED; AND**
- III. THE POTENTIAL TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO ZTS HOLDINGS PTE. LTD. ARISING FROM THE ALLOTMENT AND ISSUE OF THE RIGHTS SHARES AND EXCESS RIGHTS SHARES PURSUANT TO ZTS' IRREVOCABLE UNDERTAKING**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	: 6 August 2024 at 3.00 p.m.
Date and time of Extraordinary General Meeting	: 8 August 2024 at 3.00 p.m.
Place of Extraordinary General Meeting	: Surbana Jurong Campus, 38 Cleantech Loop, Tower 8 Lift Lobby, Basement 1, Multi-purpose Room 2, Singapore 636741

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CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Mr Lim Kee Way Irwin (Independent and Non-Executive Chairman) Mr Loo Hee Guan (Executive Director) Mr Tan Boon Hwa (Independent Director) Ms Pauline Teh @ Pauline Teh Abdullah (Independent Director)
COMPANY SECRETARY	:	Mr Tan Wei Yang
REGISTERED OFFICE	:	22 Sin Ming Lane Midview City #04-73 Singapore 573969
LEGAL ADVISER TO THE COMPANY IN RELATION TO THE PROPOSED TRANSACTIONS	:	Altum Law Corporation 160 Robinson Road #26-06 SBF Center Singapore 068914
SHARE REGISTRAR & SHARE TRANSFER OFFICE	:	In.Corp Corporate Services Pte. Ltd. 30 Cecil Street #19-08 Prudential Tower Singapore 049712

DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

- “1Q”** : The financial period ended 31 March, being the first quarter of the relevant financial year
- “Act” or “Companies Act”** : The Companies Act 1967 of Singapore
- “Accepted Electronic Services”** : An accepted electronic payment (such as PayNow) or electronic service delivery networks
- “ARE”** : The application and acceptance form for Rights Shares and Excess Rights Shares to be issued to Entitled Depositors in respect of their provisional allotments of Rights Shares under the Proposed Rights Issue
- “ARS”** : The application and acceptance form for Rights Shares to be issued to Purchasers of the provisional allotments of Rights Shares under the Proposed Rights Issue traded on the SGX-ST through the book-entry (scripless) settlement system
- “associate”** : (a) In relation to any individual, including a Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i.) his immediate family;
 - (ii.) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii.) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more,
- or such other definition as the Catalist Rules may from time to time prescribe, and **“associates”** shall be construed accordingly
- “ATM”** : Automated teller machine of a Participating Bank
- “Board”** : The board of Directors of the Company
- “Catalist”** : Catalist, the sponsor supervised board of the SGX-ST

DEFINITIONS

“Catalist Rules”	:	The Listing Manual Section B: Rules of Catalist of the SGX-ST
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 23 July 2024
“CLA”	:	Has the meaning defined in Section 2.1
“CLA Announcement”	:	Has the meaning defined in Section 2.1
“CLA Introducer Shares”	:	Has the meaning defined in Section 2.4
“Closing Date”	:	The time and date to be determined by the Directors and announced by the Company in due course, being the last time and date for acceptance of and/or excess application, and payment for and renunciation of the Rights Shares under the Proposed Rights Issue
“Closing Price”	:	Has the meaning defined in Section 3.3
“Code”	:	The Singapore Code on Take-overs and Mergers
“Company”	:	GS Holdings Limited
“Constitution”	:	The constitution of the Company as may be amended, modified or supplemented from time to time
“Controlling Shareholder”	:	A person who: (a) holds directly or indirectly fifteen per cent (15%) or more of the voting Shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over the Company
“Conversion Price”	:	Has the meaning defined in Section 2.1
“Conversion Right”	:	Has the meaning defined in Section 2.1
“Conversion Shares”	:	Has the meaning defined in Section 2.1
“Directors”	:	The directors of the Company for the time being and the term “ Directors ” shall be construed accordingly
“Due Date”	:	Has the meaning defined in Section 2.2
“EGM” or “Extraordinary General Meeting”	:	The extraordinary general meeting of the Company to 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., notice of which is set on pages N-1 to N-5 of this Circular.
“Entitled Depositors”	:	Shareholders with Shares standing to the credit of their Securities Accounts and whose registered addresses with CDP are in Singapore as at the

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	:	Record Date or who had, at least three (3) Market Days prior to the Record Date, provided the CDP with addresses in Singapore for the service of notices and documents
“Entitled Scripholders”	:	Shareholders whose share certificates are not deposited with CDP and persons who have tendered to the Share Registrar, valid transfers of their Shares and the certificates relating thereto for registration up to the Record Date and whose registered addresses with the Share Registrar are in Singapore as at the Record Date or who have, at least three (3) Market Days prior to the Record Date, provided the Share Registrar with addresses in Singapore for the services of notices and documents
“Entitled Shareholders”	:	Entitled Depositors and Entitled Scripholders, collectively
“Excess Rights Shares”	:	Has the meaning as defined in Section 3.6.1
“Existing Share Capital”	:	Has the meaning defined in Section 3.4.1
“Foreign Purchasers”	:	Purchasers whose registered addresses with CDP are outside Singapore and who had not, at least three (3) Market Days prior to the Record Date, provided to CDP, addresses in Singapore for the service of notices and documents
“Foreign Shareholders”	:	Shareholders whose registered addresses with CDP or the Company are outside Singapore as at the Record and who have not, at least three (3) Market Days prior to the Record Date, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents
“FY”	:	The relevant financial year ended 31 December
“Group”	:	The Company and its subsidiaries, collectively and each a “Group Company”
“Interest Rate”	:	Has the meaning defined in Section 2.2
“Introducer”	:	Accura Advisory Pte. Ltd., an exempt private company limited by shares incorporated under the laws of the Republic of Singapore, with its registered address at 10 Lorong Telok, Singapore 049023
“Introducer Agreement”	:	Has the meaning defined in Section 2.4
“Introducer Shares”	:	Has the meaning defined in Section 2.4
“Irrevocable Undertaking”	:	Collectively, the Lender’s Irrevocable Undertaking, Pang’s Irrevocable Undertaking and ZTS’ Irrevocable Undertaking
“Issue Price”	:	The issue price of the Rights Shares, being S\$0.015 for each Rights Share

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“Latest Practicable Date”	:	15 July 2024, being the latest practicable date prior to the printing of this Circular
“Lender”	:	Eliza Investment Pte. Ltd., an exempt private company limited by shares incorporated under the laws of the Republic of Singapore, with its registered address at 133 New Bridge Road, #10-03 Chinatown Point, Singapore 059413
“Lender’s Irrevocable Undertaking”	:	Has the meaning defined in Section 3.8.3(a)
“Letter of Commitment”	:	Has the meaning defined in Section 2.6(a)
“Loan”	:	Has the meaning defined in Section 2.1
“Loan Net Proceeds”	:	Has the meaning defined in Section 2.5
“LPS”	:	Loss per Share
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“MAS”	:	The Monetary Authority of Singapore
“Maturity Date”	:	Has the meaning defined in Section 2.2
“Maximum Subscription Scenario”	:	Has the meaning defined in Section 3.4.2
“Minimum Subscription Scenario”	:	Has the meaning defined in Section 3.4.3
“Net Proceeds”	:	Has the meaning defined in Section 3.7.1
“Notice of EGM”	:	The notice of EGM as set out on pages N-1 to N-5 of this Circular, for the purposes of considering and, if thought fit, passing with or without modifications, the resolutions as set out therein
“NTA”	:	Net tangible assets
“Offer Information Statement”	:	The offer information statement referred to in section 277 of the SFA, together with the ARE, the ARS, the PAL and all other accompanying documents (where applicable, including any supplementary or replacement document thereof) to be issued by the Company and to be lodged with the SGX-ST, acting as agent on behalf of MAS in connection with the Proposed Rights Issue
“Ordinary Resolutions”	:	The ordinary resolutions set out in the Notice of EGM
“Outstanding Loan”	:	Has the meaning defined in Section 2.2
“PAL”	:	The provisional allotment letter to be issued to Entitled Scripholders, setting out their provisional allotment of Rights Shares under the Proposed Rights Issue
“Pang”	:	Mr Pang Pok, a Controlling Shareholder of the Company
“Pang’s Irrevocable Undertaking”	:	Has the meaning defined in Section 3.8.3(b)

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“Pang’s Undertaken Rights Shares”	:	Has the meaning defined in Section 3.8.3(b)(ii.)
“Participating Banks”	:	The banks that will be participating in the Proposed Rights Issue by making available their ATMs and Accepted Electronic Services to Entitled Depositors and Purchasers for acceptances of the Rights Shares and/or applications for Excess Rights Shares, and to be set out in the Offer Information Statement in due course
“Placement”	:	Has the meaning defined in Section 3.8.1
“Placement Introducer Shares”	:	Has the meaning defined in Section 2.4
“Placement Shares”	:	Has the meaning defined in Section 3.8.1
“Potential Transfer of Controlling Interest”	:	The potential transfer of controlling interest in the Company to ZTS arising from the allotment and issue of the Rights Shares and/or Excess Rights Shares upon completion of the Proposed Rights Issue
“Post-Rights Enlarged Share Capital”	:	The enlarged share capital of the Company after the allotment and issue of Introducer Shares, completion of the Proposed Issue of Conversion Shares and the completion of the Proposed Rights Issue
“Pre-Rights Enlarged Share Capital”	:	The enlarged share capital of the Company after the allotment and issue of Introducer Shares, completion of the Proposed Issue of Conversion Shares and before completion of the Proposed Rights Issue
“Proposed Issue of Conversion Shares”	:	Has the meaning defined in Section 2.1
“Proposed Rights Issue”	:	The proposed renounceable non-underwritten rights issue of up to 570,888,708 Rights Shares at the Issue Price on the basis of two (2) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Record Date to be determined, fractional entitlements to be disregarded
“Proposed Transactions”	:	Collectively, the Proposed Issue of Conversion Shares, Proposed Rights Issue and Potential Transfer of Controlling Interest
“Proxy Form”	:	The proxy form as set out on pages P-1 to P-4 of this Circular, for Shareholders to appoint proxy(ies) to attend and vote at the EGM on their behalf
“Purchaser”	:	A purchaser of the provisional allotments of Rights Shares traded on the SGX-ST through the book-entry (scripless) settlement system
“Record Date”	:	Has the meaning defined in Section 3.15
“Register of Members”	:	Register of members of the Company
“Rights Issue Announcement”	:	The announcement in relation to the Proposed Issue of Conversion Shares and the Proposed Rights Issue, released by the Company on 18 June 2024

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“Rights Issue Manager”	:	Has the meaning defined in Section 3.1
“Rights Shares”	:	Up to 570,888,708 new Shares to be allotted and issued by the Company pursuant to the Proposed Rights Issue, each a “Rights Share”
“Second Tranche Disbursement”	:	Has the meaning defined in Section 2.2
“Securities Account”	:	The securities account maintained by a Depositor with CDP, but does not include a securities sub-account
“SFA”	:	The Securities and Futures Act 2001 of Singapore
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SGXNet”	:	Singapore Exchange Network, a system network used by listed companies for sending information and making announcements to the SGX-ST or any other system networks prescribed by the SGX-ST for the purpose of making that information available to the market
“Share Registrar”	:	The share registrar of the Company, In.Corp Corporate Services Pte. Ltd.
“Shareholder Loan”	:	Has the meaning defined in Section 3.8.3(b)
“Shareholder(s)”	:	The registered holders of Shares in the Register of Members, except that where the registered holder is the CDP, the term “Shareholders” shall mean the Depositors into whose Securities Accounts are credited with Shares
“Shares”	:	Ordinary shares in the capital of the Company and each a “Share”
“Sponsor”	:	Evolve Capital Advisory Private Limited, the Company’s Catalist continuing sponsor
“SRS”	:	Supplementary Retirement Scheme
“SRS Investors”	:	Investors who have purchased Shares using their SRS contributions pursuant to the SRS
“Substantial Shareholder”	:	A person who has an interest in the Shares (excluding treasury shares), the total votes attached to which are not less than 5% of the total votes attached to all the voting Shares of the Company
“Supplemental Letter”	:	Has the meaning defined in Section 1.1(b)
“TERP”	:	Has the meaning defined in Section 3.3
“VWAP”	:	Volume weighted average price
“ZTS”	:	ZTS Holdings Pte. Ltd., an exempt private company limited by shares incorporated under the laws of the Republic of Singapore, with its registered address at 12 Woodlands Square, #13-83, Woods Square, Singapore 737715

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“ZTS Excess Rights Shares”	:	Has the meaning defined in Section 3.8.3(c)(iii.)
“ZTS’ Irrevocable Undertaking”	:	Has the meaning defined in Section 3.8.3(c)
“S\$” and “cents”	:	Singapore dollars and cents respectively, unless otherwise stated
“%”	:	Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them, respectively, in section 81SF of the SFA or any statutory modification thereof, as the case may be.

The term “**treasury shares**”, “**subsidiary**”, “**subsidiary holdings**” and “**related company**” shall have the meaning defined for them, respectively, in the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing one gender shall, where applicable, include all other and neuter genders. References to natural persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Act, the SFA, Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meanings defined under the Act, the SFA, Catalist Rules or any modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to “**Section**” or “**Appendix**” shall be to a section of this Circular or to an appendix to this Circular, as the case may be.

Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding and, accordingly, figures shown as totals in certain tables may not be arithmetic aggregation of the figures which precede them.

LETTER TO SHAREHOLDERS

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

Directors

Mr Lim Kee Way Irwin (Independent and Non-Executive Chairman)
Mr Loo Hee Guan (Executive Director)
Mr Tan Boon Hwa (Independent Director)
Ms Pauline Teh @ Pauline Teh Abdullah (Independent Director)

Registered Office

22 Sin Ming Lane
Midview City #04-73
Singapore 573969

23 July 2024

To: The Shareholders of GS Holdings Limited

Dear Shareholder

- I. **THE PROPOSED ALLOTMENT AND ISSUE OF 65,359,477 CONVERSION SHARES TO ELIZA INVESTMENT PTE. LTD. AT THE CONVERSION PRICE OF S\$0.0153 PER CONVERSION SHARE UPON THE CONVERSION OF THE CONVERTIBLE LOAN OF S\$1,000,000, PURSUANT TO THE TERMS AND CONDITIONS OF THE CONVERTIBLE LOAN AGREEMENT;**
- II. **THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 570,888,708 NEW ORDINARY SHARES OF THE COMPANY AT AN ISSUE PRICE OF S\$0.015 ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1) EXISTING ORDINARY SHARES OF THE COMPANY HELD AS AT THE RECORD DATE TO BE DETERMINED, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED; AND**
- III. **THE POTENTIAL TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO ZTS HOLDINGS PTE. LTD. ARISING FROM THE ALLOTMENT AND ISSUE OF THE RIGHTS SHARES AND EXCESS RIGHTS SHARES PURSUANT TO ZTS' IRREVOCABLE UNDERTAKING.**

1. INTRODUCTION

1.1. Previous Announcements

On 18 June 2024, the Company announced *inter alia*:

- (a) that it is proposing to undertake a renounceable non-underwritten rights issue ("**Proposed Rights Issue**") of up to 570,888,708 Rights Shares at the Issue Price of S\$0.015 for each Rights Share, on the basis of two (2) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded; and
- (b) that it has entered into a supplemental letter ("**Supplemental Letter**") to amend the conversion price pursuant to the Lender's right of conversion under the CLA to S\$0.0153 per Conversion Share, in consideration of the Lender's Irrevocable Undertaking, further details of the Supplemental Letter and the Lender's Irrevocable Undertaking are set out in Sections 2.1 and 3.8.3(a) respectively.

1.2. EGM

The Directors are convening an EGM to 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. to seek Shareholders' approval for:

- (a) the Proposed Issue of Conversion Shares (Ordinary Resolution 1);

LETTER TO SHAREHOLDERS

- (b) the Proposed Rights Issue (Ordinary Resolution 2); and
 - (c) the Potential Transfer of Controlling Interest (Ordinary Resolution 3),
- (collectively, the “**Proposed Transactions**”).

1.3. **Conditionality**

Shareholders should note that the passing of Ordinary Resolution 3 (Potential Transfer of Controlling Interest) is conditional upon the passing of Ordinary Resolution 2 (Proposed Rights Issue). If Ordinary Resolution 2 is not passed at the EGM, Ordinary Resolution 3 will not be tabled.

In the event that Ordinary Resolutions 1 and 2 are approved and Ordinary Resolution 3 is not approved, the Company may still proceed with the Proposed Rights Issue except that the number of Rights Shares and/or Excess Rights Shares to be allotted and issued to ZTS will be dependent on the level of subscription of the Proposed Rights Issue to avoid the transfer of a controlling interest in the Company to ZTS, which is prohibited under Rule 803 of the Catalist Rules, unless prior approval of Shareholders is obtained in a general meeting.

In addition, Shareholders should note that while Ordinary Resolution 1 in relation to the Proposed Issue of Conversion Shares and Ordinary Resolution 2 in relation to the Proposed Rights Issue are not inter-conditional, the Maximum Subscription Scenario and Minimum Subscription Scenario, as set out in Sections 3.4.2 and 3.4.3 respectively, are based on the assumption that the Conversion Shares are fully allotted and issued before the Record Date. Accordingly, if Ordinary Resolution 1 is not approved, the size of the Proposed Rights Issue will be reduced from 570,888,708 Rights Shares to 440,169,754 Rights Shares.

1.4. **Circular**

The purpose of this Circular is to provide Shareholders with the relevant information in relation to the Proposed Transactions, and to seek the approval of Shareholders at the EGM for the Proposed Transactions as set out in this Circular.

1.5. **Disclaimer**

The SGX-ST assumes no responsibility for the accuracy or correctness of any statements or opinions made, or reports contained in this Circular.

2. **PROPOSED ISSUE OF CONVERSION SHARES**

2.1. **Introduction**

On 26 January 2024, the Company announced that it had on 25 January 2024, entered into a convertible loan agreement (“**CLA**”) with the Lender (“**CLA Announcement**”), pursuant to which the Lender had agreed to extend to the Company a loan in the principal amount of up to S\$1,000,000 (“**Loan**”).

Under the terms of the CLA, the Lender will have the right (“**Conversion Right**”), at any time after the disbursement of the Loan (or any part thereof), to convert all or any part of such Loan that has been disbursed, including interest accrued thereon, into new fully paid Shares (“**Conversion Shares**”) at the conversion price of S\$0.0243 per Conversion Share, subject to, *inter alia*, the Company having received the listing and quotation notice for the listing and quotation of the Conversion Shares on Catalist and the Company having obtained Shareholders’ approval for the allotment and issue of Conversion Shares.

As announced by the Company on 18 June 2024, the Company and the Lender had on 15 June 2024, entered into the Supplemental Letter to amend the conversion price pursuant to the Lender’s Conversion Right under the CLA to S\$0.0153 per Conversion Share (“**Conversion Price**”), in consideration of the Lender’s Irrevocable Undertaking, further details of which are set out in Section 3.8.3(a). The revised Conversion Price represents a discount of 10% to the

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VWAP of S\$0.0170 per Share for trades done on the SGX-ST on 14 June 2024, being the last full Market Day prior to the date on which the Supplemental Letter was signed and on which Shares were traded, and a discount of 43% to the VWAP of S\$0.0270 per Share for trades done on 23 January 2024, being the last full Market Day prior to the date on which the CLA was signed and on which Shares were traded.

Pursuant to the Lender's Irrevocable Undertaking, the Lender has, *inter alia*, undertaken to exercise its Conversion Right for the full principal amount of the Loan prior to the Record Date, and agreed for accrued interest on the principal amount of the Loan under the CLA to be repaid by the Company in cash. As at the Latest Practicable Date, the Lender has fully disbursed the Loan to the Company. Accordingly, upon the Lender's exercise of such Conversion Right, the Company shall, subject to the obtaining of Shareholders' approval, allot and issue to the Lender an aggregate 65,359,477 Conversion Shares at the Conversion Price ("**Proposed Issue of Conversion Shares**").

2.2. Salient Terms of the CLA

The salient terms of the CLA are set out below:

Convertible Loan Amount	:	The aggregate amount of S\$1,000,000.
Disbursement of the Loan	:	<p>The Loan shall be disbursed to the Company in two (2) tranches as follows:</p> <p>(a) the sum of S\$500,000 within seven (7) business days from the date of the CLA; and</p> <p>(b) the sum of S\$500,000 within three (3) months from the date of the CLA subject to the Company having formulated and announced to the SGX-ST such fundraising and/or appropriate corporate exercise(s) on terms acceptable to the Lender ("Second Tranche Disbursement").</p> <p>As announced by the Company on 24 April 2024, the Company had on the same day mutually agreed with the Lender to extend the availability period for the drawdown of the Second Tranche Disbursement to 30 June 2024.</p>
Purpose of the Loan	:	The Company shall use the Loan exclusively for its working capital.
Maturity Date:	:	The maturity date in respect of each tranche of the Loan (" Maturity Date ") shall be such date falling 24 months from the disbursement date of the relevant tranche of the Loan.
Interest	:	The Loan (or part thereof) shall bear interest at the rate of 5.0% per annum (" Interest Rate ") commencing on and from the disbursement date of the relevant tranche of the Loan. Such interest on the Loan (or part thereof) which is disbursed shall be paid by the Company quarterly in arrears to the Lender.
Default Interest	:	In the event the Company fails to pay any amount payable under the CLA on its due date, the Company shall pay interest on such sum for the period from the due date thereof until the date of receipt by the Lender of such sum from the Company (both after as well as before judgment,

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		if any) at a rate of 2.0% per month over and above the applicable rate of interest.
Repayment of Loan	:	<p>The Company shall repay the Outstanding Loan or any part thereof not converted into the Conversion Shares (as defined below) as follows:</p> <p>(a) in full on the expiry of 24 months from the date of disbursement of the relevant tranche of the Loan, or such other longer period as shall be agreed in writing by the Lender; or</p> <p>(b) upon occurrence of an event of default, with a demand being made,</p> <p>(such date in each case hereinafter referred to as the “Due Date”).</p>
Conversion Right	:	<p>The Lender shall have the right, at any time after the disbursement of the Loan (or any part thereof), to convert all or any part of such Loan which is disbursed, including interest accrued thereon (“Outstanding Loan”), into Conversion Shares at the Conversion Price. The Lender may exercise its right of conversion by serving a written notice to the Company that specifies the amount of the outstanding loan to be converted into Conversion Shares.</p>
Conversion Price	:	<p>S\$0.0153 per Conversion Share (following the Supplemental Letter entered into by the Company and the Lender on 15 June 2024, details of which are set out in Section 2.1 above).</p> <p>The Conversion Price represents a discount of 10% to the VWAP of S\$0.0170 per Share for trades done on the SGX-ST on 14 June 2024, being the last full Market Day prior to the date on which the Supplemental Letter was signed and on which Shares were traded, and a discount of 43% to the VWAP of S\$0.0270 per Share for trades done on 23 January 2024, being the last full Market Day prior to the date on which the CLA was signed and on which Shares were traded.</p> <p>The Conversion Price was arrived at after taking into considerations, <i>inter alia</i>, the prevailing market conditions, the recent share prices of the Company and the Irrevocable Undertaking given by the Lender.</p>
Events of Default	:	<p>The Lender shall, subject to applicable laws, be entitled to exercise and enforce its rights and remedies as may be provided for in the CLA or at law immediately for the recovery of the Loan or such amount outstanding upon the occurrence of the following events of default:</p> <p>(a) the Company fails, neglects and/or refuses to service the interest payment, and/or fully settle the Outstanding Loan and other amounts due thereunder to the Lender on or before the Due Date;</p> <p>(b) the Company fails to observe or perform any of its obligations under the CLA and fails to remedy the</p>

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	<p>same to the Lender’s satisfaction within 14 business days upon receipt of notice from the Lender requiring it to so remedy;</p> <p>(c) any of the representations, warranties or statements made in the CLA by the Company are found to be incorrect or inaccurate in any material respect;</p> <p>(d) the Company is deemed unable to pay its debts under the relevant laws in force in any relevant jurisdictions or becomes unable to pay its debts as they fall due or suspends or threatens to suspend making payments (whether of principal or interest) with respect to all or any, class of its debts;</p> <p>(e) the Company convenes a meeting of its creditors or proposes or makes any arrangement or composition with, or any assignment for the benefit of, its creditors or a petition is presented or a meeting is convened for the purpose of considering a resolution or other steps are taken for making an administration order against or for winding up of the Company (other than for the purposes of and followed by a reconstruction previously approved in writing by the Lender, unless during or following such reconstruction the Company becomes or is declared to be insolvent); or</p> <p>(f) the delisting of the Shares of the Company on the Catalist of SGX-ST, or the listing and/or trading of the Shares of the Company on SGX-ST has been suspended or halted save and except for a trading halt made at the request of the Company pending material corporate announcements.</p>
<p>Conditions</p>	<p>: The issue of the Conversion Shares pursuant to the Lender’s exercise of its conversion right shall be subject to the following conditions:</p> <p>(a) the Company having received the approval in-principle from the SGX-ST for the listing of and quotation of the Conversion Shares on Catalist and such approval not being revoked or amended, and any conditions attached to such approval which are required to be fulfilled on or before the date of issuance of such Conversion Shares, having been fulfilled on or before that date to the satisfaction of the SGX-ST unless waived by the SGX-ST;</p> <p>(b) the Company having obtained all relevant approvals from its shareholders for the allotment and issue of the Conversion Shares (whether pursuant to a general share issue mandate granted by Shareholders at the Company’s most recently held annual general meeting and as existing as at the date the CLA was entered into or specific approval of Shareholders to be</p>

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	<p>obtained at a general meeting of the Company to be convened), and such approvals remaining in full force and effect and not being revoked or amended prior to the date of issuance of such Conversion Shares; and</p> <p>(c) the making and/or funding of the Loan and the issuance of the Conversion Shares not being prohibited by any law which is applicable to the Lender or the Company.</p>
<p>Covenants and Undertakings</p>	<p>: The Company has undertaken to the Lender that for so long as there is any Outstanding Loan that is payable by the Company under the CLA:</p> <p>(a) (to the extent permitted under applicable laws) the Company will do or procure to be done all acts, deeds and things necessary for the effective enforcement of the rights, remedies and interests of the Lender under the CLA;</p> <p>(b) the Loan granted to the Company shall solely be utilised for and applied towards its working capital;</p> <p>(c) the Company shall not arrange for or otherwise permit or cause the issuance of any new securities of the Company unless the Company has complied with sub-paragraph (e) below;</p> <p>(d) the Company shall do or cause to be done all such acts, and execute or cause to be executed any necessary documents and registrations, such that the conversion of the Loan and all other transactions contemplated hereunder are completed in a legal and valid manner; and</p> <p>(e) subject to applicable laws, the Lender shall have the first right of refusal to participate in any fund raising exercise. For the avoidance of doubt, the Lender shall be deemed to have refused the first right of refusal if the Company does not receive any response from the Lender within thirty (30) days from the Company informing the Lender of any such fund raising exercise.</p>

2.3. Authority for Allotment and Issue of Conversion Shares

(a) Rule 803 of the Catalist Rules

Rule 803 of the Catalist Rules provides that an issuer must not issue securities to transfer a controlling interest without the prior approval of shareholders in general meeting. Under the Catalist Rules, a controlling interest refers to the interest of a Controlling Shareholder, being a person who (a) holds directly or indirectly 15.0% or more of the voting Shares in the Company, or (b) in fact exercises control over the Company.

As at the Latest Practicable Date, the Lender does not hold or otherwise have an interest in any Shares. Upon the allotment and issue of Conversion Shares pursuant to the Lenders exercise of its right of conversion under the CLA, the Lender will hold 65,359,477 Shares, representing approximately 22.90% of the Pre-Rights Enlarged Share Capital.

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The Proposed Issue of Conversion Shares will therefore constitute a transfer of controlling interest in the Company as the Lender will become a Controlling Shareholder, holding more than 15% of the Pre-Rights Enlarged Share Capital.

(b) Rule 811 of the Catalist Rules

Rule 811(1) of the Catalist Rules provides that an issue of shares must not be priced at more than 10% discount to the VWAP for trades done on the SGX-ST for the full Market Day on which the placement or subscription agreement is signed, unless specific Shareholders' approval is obtained for the issue of shares pursuant to Rule 811(3) of the Catalist Rules. If trading in the issuer's shares is not available for a full Market Day, the VWAP must be based on the trades done on the preceding Market Day up to the time the placement agreement is signed.

The Conversion Price represents a discount of 43% to the VWAP of S\$0.0270 per Share for trades done on 23 January 2024, being the last full Market Day prior to the date on which the CLA was signed and on which Shares were traded.

(c) Section 161 of the Companies Act and Rule 805 of the Catalist Rules

Section 161 of the Companies Act and Rule 805 of the Catalist Rules provide, among others, that an issuer must obtain the prior approval of shareholders in general meeting for the issue of shares or convertible securities, unless such shares or convertible securities are issued under a general mandate obtained from shareholders in general meeting.

Accordingly, specific approval for the Proposed Issue of Conversion Shares by the Lender will be sought at the EGM in accordance with Rules 803, 805, 811 of the Catalist Rules and section 161 of the Act.

2.4. **Details of the Lender and Introducer**

The Lender is a company incorporated under the laws of the Republic of Singapore as a holding company and is wholly owned by Mr Soon Wee Loon. The Lender was introduced to the Company through the Introducer.

The Introducer is a company incorporated under the laws of the Republic of Singapore in the business of providing management consultancy and other business services. Pursuant to a letter of mandate dated 22 January 2024 signed by the Company and the Introducer ("**Introducer Agreement**"), the Company agreed to appoint the Introducer to procure suitable investor(s) for the Company. The mandate between the Company and the Introducer is on an exclusive basis and will be valid for a period of 12 months from the date of the Introducer Agreement.

Pursuant to the Introducer Agreement and in connection with the Loan from the Lender, the Introducer is entitled to a fee equivalent to three per cent (3%) of the total amount of funds raised by the Company from the Lender (being the investor procured by the Introducer) upon entry into a valid and binding agreement or term sheet between the Lender and the Company. Pursuant to the Introducer Agreement, such fee is payable upon completion of the Loan, and such fund raising and/or appropriate corporate exercise(s) during the term of the Introducer Agreement, and shall be satisfied by way of allotment and issue of such number of new fully paid Shares to the Introducer ("**CLA Introducer Shares**") at an issue price of S\$0.0243 based on 90% of the 1-day volume weighted average price per Share at the close of market trading of the Shares on SGX-ST on 23 January 2024, being the last full Market Day prior to the date on which the CLA was signed and on which Shares were traded.

Pursuant to the Introducer Agreement and in connection with the Placement, the Introducer is also entitled to an introducer fee equivalent to three per cent (3%) of the total amount of funds raised by the Company from ZTS (i.e. S\$15,000), satisfied by way of allotment and issue of such number of new fully paid Shares to the Introducer ("**Placement Introducer Shares**", and

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together with the CLA Introducer Shares, the “**Introducer Shares**”) at an issue price of S\$0.0243 per Placement Introducer Share.

The Company will allot and issue to the Introducer, 1,851,851 Introducer Shares in full and final satisfaction of the aggregate amount of S\$45,000 in Introducer fees, concurrently with the allotment and issue of the Conversion Shares to the Lender pursuant to the Proposed Issue of Conversion Shares. Following the allotment and issue of the 1,851,851 Introducer Shares, the Introducer will hold an aggregate 1,851,851 Shares, representing 0.65% of the Pre-Rights Enlarged Share Capital. The Introducer Shares will be allotted and issued under the Company’s general share issue mandate currently in force, as approved by Shareholders during the Company’s annual general meeting held on 30 April 2024 (“**2024 General Mandate**”).

The 2024 General Mandate authorises the Directors to allot and issue new Shares and/or convertible securities not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of the 2024 General Mandate (being 218,233,026 Shares), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to existing Shareholders shall not be more than 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of the 2024 General Mandate (being 109,116,513 Shares), subject to adjustments as stated in the resolution passed in relation to the 2024 General Mandate. Please refer to the Company’s notice of annual general meeting dated 12 April 2024 for details.

Following the allotment and issue of the Introducer Shares, the aggregate number of Shares which can be issued by the Company under the 2024 General Mandate would be 216,381,175 Shares (on a *pro rata* basis) and 108,190,587 (other than on a *pro rata* basis).

The Conversion Shares and Introducer Shares when allotted and issued, will be credited as fully paid and free from all Encumbrances, and will rank *pari passu* in all respects with the then existing Shares, except that they will not rank for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls before the date of issue of the Conversion Shares and Introducer Shares. For the avoidance of doubt, the Company will not be raising any cash proceeds from the Introducer pursuant to the allotment and issue of the Introducer Shares, as the Introducer Shares are issued in consideration for services rendered by the Introducer under the Introducer Agreement.

As at the Latest Practicable Date, each of the Lender and its sole shareholder and the Introducer and its sole shareholder have confirmed that it/he does not fall within the categories of persons set out under Rule 812(1)(a) to (d) of the Catalist Rules. Each of the Lender and its sole shareholder as well as the Introducer and its sole shareholder has also represented, warranted and undertaken to and for the benefit of the Company that it/he is not acting in concert or collaborating with anyone to obtain or consolidate control over the Company.

2.5. Rationale and Use of Proceeds

The Company is of the view that the entry by the Company into the CLA is beneficial to the Company and the Group as proceeds from the Loan disbursed to the Company pursuant to the CLA will enable the Group to meet its anticipated general working capital requirements and further strengthen its financial position. Please also refer to Section 3.2 on the rationale for the Proposed Rights Issue which sets out details of the Company’s financial position.

The estimated net proceeds from the Loan after deducting expenses of approximately S\$20,000 is approximately S\$980,000 (“**Loan Net Proceeds**”). The Company intends to fully use the Loan Net Proceeds as working capital.

Pending the deployment of the Loan Net Proceeds for working capital, the Loan Net Proceeds may be deposited with the Company’s banks and/or financial institutions as the Board may in their absolute discretion deem fit in the best interests of the Group.

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As stated in Section 2.1, the Loan has been fully disbursed by the Lender to the Company. The Company has and will continue to provide a status report on the use of the Loan Net Proceeds in the interim and full-year financial statements and the annual report, with specific details on how the Loan Net Proceeds have been applied for working capital purposes.

2.6. Directors' Opinion

For the purposes of Rule 810(1)(c) of the Catalist Rules, the Directors are of the opinion that:

- (a) after taking into consideration the Group's present bank facilities and a letter of commitment from Pang for loans of up to S\$2.0 million (including the Shareholder Loan) that may be drawn down by the Group over a period of two (2) years ("**Letter of Commitment**"), the working capital available to the Group is sufficient to meet its present requirements; and
- (b) the Group's present bank facilities, the Letter of Commitment and the Loan Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

Notwithstanding the aforesaid, the Directors are of the opinion, after taking into consideration, *inter alia*, the rationale and benefits as well as the terms and conditions of the CLA, that the Proposed Issue of Conversion Shares is beneficial for and in the best interests of the Company.

3. PROPOSED RIGHTS ISSUE

3.1. Introduction

On 18 June 2024, the Company announced in the Rights Issue Announcement that the Company proposed to undertake, *inter alia*, the Proposed Rights Issue and stated that the Company's Sponsor, Evolve Capital Advisory Private Limited has been appointed as the placement agent for the Proposed Rights Issue ("**Placement Agent**"). Further details in relation to the appointment of Placement Agent are set out in Section 3.3.

It was also stated that the Proposed Rights Issue was subject to, *inter alia*, the approval of the Shareholders, which will be sought at the EGM. In addition to the appointment of Placement Agent, the Company has on 15 May 2024, appointed Evolve Capital Advisory Private Limited as the manager for the Proposed Rights Issue ("**Rights Issue Manager**") to manage the logistics and administrative aspects of the Proposed Rights Issue.

3.2. Rationale for the Proposed Rights Issue

Based on the unaudited condensed interim financial statements of the Group for the financial period ended 31 March 2024, the Group is in a net loss position, and has been in a net loss position for last two (2) financial years ended 31 December 2022 and 31 December 2023 and the latest three (3) months ended 31 March 2024. Accordingly, the Company is presently exploring alternative means of fundraising in addition to external borrowings and is undertaking the Proposed Rights Issue to raise funds to strengthen the financial position and cash position of the Group. In view of the Group's current financial circumstances, the Company believes that the Proposed Rights Issue will strengthen the Company's balance sheet, for which a stronger financial position will allow the Group to satisfy its working capital needs and to seize opportunities for business growth and expansion in a timely manner and as and when the opportunities arise.

In addition, the Proposed Rights Issue will provide existing Shareholders who are confident of the future prospects of the Company with an opportunity to further participate in the equity of the Company, and will allow the Group to be less reliant on external sources of funding for its general corporate activities including, but not limited to, new business developments, acquisitions, joint ventures and/or strategic alliances.

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3.3. Principal Terms of the Proposed Rights Issue

Principal Terms of the Issue	Description
Issue Price	S\$0.015 per Rights Share
Discount (specifying benchmarks and periods)	<p>The Issue Price of S\$0.015 per Rights Share represents:</p> <p>(a) a discount of approximately 11.76% to the VWAP of S\$0.017 per Share and a discount of approximately 11.76% to the closing price (“Closing Price”) of S\$0.017 per Share on Catalist on 14 June 2024, being the last full Market Day on which the Shares were traded on Catalist immediately prior to the date of the Rights Issue Announcement; and</p> <p>(b) a discount of approximately 6.25% to the theoretical ex-rights price (“TERP”)¹ of S\$0.016 per Share.</p> <p>The Issue Price and the discount have been determined after taking into account, <i>inter alia</i>, fundraising needs, precedent rights issues and the Company’s share price and volume in the past twelve (12) months.</p>
Allotment Ratio	The Proposed Rights Issue will be offered on a renounceable basis to Entitled Shareholders on the basis of two (2) Rights Shares for every one (1) existing Share, fractional entitlements to be disregarded.
Use of Proceeds	Please refer to Section 3.7.
Purpose of Issue	Please refer to Section 3.2.
Shareholders’ Approval	The Proposed Rights Issue is subject to, <i>inter alia</i> , the approval of Shareholders at the EGM. Please refer to Section 3.5 for more information regarding the conditions of the Proposed Rights Issue.
Ranking of the Rights Shares	The Rights Shares will be payable in full upon acceptance and/or application. The Rights Shares, when allotted and issued, will be credited as fully paid and free from all Encumbrances, and will rank <i>pari passu</i> in all respects with the then existing Shares, except that they will not rank for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls before the date of issue of the Rights Shares.
Non-underwritten	<p>The Proposed Rights Issue will not be underwritten. Taking into consideration the Irrevocable Undertakings, the costs of engaging an underwriter and having to pay commission in relation to the underwriting, the Company has decided to proceed with the Proposed Rights Issue on a non-underwritten basis.</p> <p>As stated in Section 3.1 above, Evolve Capital Advisory Private Limited, the Sponsor of the Company and the Rights Issue Manager of the Proposed Rights Issue, has been engaged by the Company to act as the Placement Agent for the Proposed Rights Issue. As agreed upon in the Placement Agent’s engagement letter dated 14 June 2024, the Placement Agent will be procuring placees to subscribe for the Excess Rights Shares on a best efforts basis, and perform the</p>

¹ The TERP is the theoretical market price of each Share assuming the completion of the Proposed Rights Issue, and is calculated based on: (a) the Closing Price of S\$0.017 per Share on 14 June 2024 being the last full Market Day on which the Shares were traded on Catalist immediately prior to the date of the Rights Issue Announcement; and (b) the number of Shares following completion of the Proposed Rights Issue assuming the Maximum Subscription Scenario.

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Principal Terms of the Issue	Description
	<p>necessary duties in relation to the engagement as the Placement Agent.</p> <p>In accordance with the terms of the Placement Agent's engagement letter, the Placement Agent will be entitled to three per cent (3%) of the aggregate gross proceeds plus associated goods and services or other taxes raised by the Company pursuant to subscriptions to the Excess Rights Shares arranged by the Placement Agent upon completion of the Proposed Rights Issue.</p> <p>The Proposed Rights Issue will not be withdrawn after the commencement of the ex-rights trading of the Shares pursuant to Rule 820(1) of the Catalist Rules.</p>
Option to Scale Down Subscription	<p>The Code regulates, among others, the acquisition of ordinary shares of, among others, corporations with a primary listing on the SGX-ST, including the Company. Except with the consent of the Securities Industry Council of Singapore, any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30.0% or more of the voting rights in the Company or if such person holds, either on his own or together with parties acting in concert with him, between 30.0% and 50.0% (both inclusive) of the voting rights in the Company, and acquires additional Shares representing more than 1.0% of the voting rights in the Company in any six (6) month period, must extend a mandatory general offer for the remaining Shares in the Company in accordance with the provisions of the Code.</p> <p>Depending on the level of subscription for the Rights Shares, the Company will, if necessary, scale down the subscription for the Rights Shares and/or excess applications for Rights Shares by any Shareholder (if such Shareholder chooses to subscribe for its <i>pro rata</i> Rights Shares entitlement and/or apply for Excess Rights Shares) to avoid placing the relevant Shareholder and parties acting in concert with him/it in the position of incurring a mandatory general offer obligation under the Code as a result of other Shareholders not taking up their Rights Shares entitlement fully; or to avoid the transfer of a controlling interest in the Company, which is prohibited under Rule 803 of the Catalist Rules, unless prior approval of Shareholders is obtained in a general meeting.</p>
Offer Information Statement	<p>The terms and conditions of the Proposed Rights Issue are subject to such changes as the Directors, after consultation with the Rights Issue Manager, may deem fit. The final terms and conditions of the Proposed Rights Issue, including the procedures for acceptances and applications for the Rights Shares, will be contained in the Offer Information Statement and its accompanying documents to be lodged with the SGX-ST, acting as agent on behalf of the MAS, and to be despatched or disseminated by the Company to the Entitled Shareholders in due course.</p>

3.4. Size of the Proposed Rights Issue

- 3.4.1. As at the Latest Practicable Date, the issued and paid-up share capital of the Company (excluding treasury shares and subsidiary holdings) comprises 218,233,026 Shares ("**Existing Share Capital**"). The Company does not hold any Shares in treasury and does not have any subsidiary holdings as at the Latest Practicable Date.

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3.4.2. Maximum Subscription Scenario

Assuming that:

- (a) the Conversion Right is exercised for the entire principal amount of the Loan, and all Conversion Shares are fully allotted and issued before the Record Date;
- (b) the Introducer Shares are fully allotted and issued before the Record Date;
- (c) save for the assumptions in Sections 3.4.2(a) and 3.4.2(b) above, there is no change in the Existing Share Capital on or before the Record Date;
- (d) the Ordinary Resolutions in relation to the Proposed Issue of Conversion Shares, the Proposed Rights Issue and the Potential Transfer of Controlling Interest are approved by Shareholders at the EGM; and
- (e) the Proposed Rights Issue is fully subscribed,

(“**Maximum Subscription Scenario**”), an aggregate of 570,888,708 Rights Shares will be allotted and issued and following completion of the Proposed Rights Issue, the Post-Rights Enlarged Share Capital will be 856,333,062 Shares.

3.4.3. Minimum Subscription Scenario

Assuming that:

- (a) the Conversion Right is exercised for the entire principal amount of the Loan, and all Conversion Shares are fully allotted and issued before the Record Date;
- (b) the Introducer Shares are fully allotted and issued before the Record Date;
- (c) save for the assumptions in Sections 3.4.3(a) and 3.4.3(b) above, there is no change in the Existing Share Capital on or before the Record Date;
- (d) the ordinary resolutions in relation to the Proposed Issue of Conversion Shares, the Proposed Rights Issue and the Potential Transfer of Controlling Interest are approved by Shareholders at the EGM; and
- (e) (i.) none of the Entitled Shareholders, except for the Lender, Pang and ZTS, subscribes for the Rights Shares, and (ii.) ZTS makes an application for the ZTS Excess Rights Shares, in each case pursuant to their respective Irrevocable Undertakings and scaled down as required for compliance with the Code, further details of which are set out in Section 3.3 above,

(“**Minimum Subscription Scenario**”), an aggregate of 344,875,816 Rights Shares will be allotted and issued and following completion of the Proposed Rights Issue, the Post-Rights Enlarged Share Capital will be 630,320,170 Shares.

3.5. **Conditions for the Proposed Rights Issue**

3.5.1. The Proposed Rights Issue is subject to and conditional upon, among others, the following:

- (a) all relevant approvals of the Shareholders as may be required under the Catalist Rules and applicable laws in connection with the Proposed Rights Issue having been obtained at the EGM;
- (b) the receipt of a listing and quotation notice from the SGX-ST for the listing of and quotation for the Rights Shares on Catalist and if, such approval is granted subject to conditions, such conditions being acceptable to the Company (such approval not having been withdrawn or revoked on or prior to the completion of the Proposed Rights Issue);

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- (c) the lodgement of the Offer Information Statement together with all other necessary accompanying documents in respect of the Proposed Rights Issue with the SGX-ST, acting as an agent on behalf of MAS; and
- (d) all other necessary approvals, consents and/or waivers required from any person, financial institution or regulatory body or authority of Singapore or elsewhere under any and all agreements applicable to the Company and/or applicable laws for the Proposed Rights Issue and to give effect to the Proposed Rights Issue, being obtained and all such approvals, consents and/or waivers not having been withdrawn or revoked before on or prior to the completion of the Proposed Rights Issue.

3.6. Provisional Allotments and Excess Applications

- 3.6.1. Entitled Shareholders will be at liberty to accept (in full or in part), decline, renounce or (in the case of Entitled Depositors) trade, during the provisional allotment trading period prescribed by SGX-ST, their provisional allotments of the Rights Shares, and will be eligible to apply for additional Rights Shares in excess of their provisional allotments under the Proposed Rights Issue (“**Excess Rights Shares**”).
- 3.6.2. Fractional entitlements to the Rights Shares will be disregarded in arriving at Entitled Shareholders’ entitlements, and will, together with Rights Shares that are not validly taken up by Entitled Shareholders, the original allottees or their respective renounee(s) or the purchasers of such provisional allotment of Rights Shares, any unsold “nil-paid” provisional allotments of Rights Shares of Foreign Shareholders and any Rights Shares which are not validly taken up or allotted for any reason, be aggregated and allotted to satisfy excess applications for Rights Shares (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company, subject to applicable laws and the Catalist Rules.
- 3.6.3. In the allotment of any Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, whereas the Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Proposed Rights Issue, or have representation (direct or through a nominee) on the Board of the Company, will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares.
- 3.6.4. The Company will not make any allotment and issue of any Excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.
- 3.6.5. The procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the provisional allotments of the Rights Shares and for the applications for Excess Rights Shares, including each different mode of acceptance or application and payment, will be contained in the Offer Information Statement and the relevant application forms.

3.7. Use of Proceeds

- 3.7.1. The Company expects to receive net proceeds (“**Net Proceeds**”) of approximately S\$8.40 million under the Maximum Subscription Scenario and approximately S\$5.01 million under the Minimum Subscription Scenario, after deducting expenses of approximately S\$160,000 to be incurred in connection with the Proposed Rights Issue.
- 3.7.2. The Company intends to use the Net Proceeds under both the Maximum Subscription Scenario and the Minimum Subscription Scenario for the following purposes:

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3.7.3. Maximum Subscription Scenario

Use of Net Proceeds	Approximate Amount (S\$'000)	Percentage of Net Proceeds (%)
For general working capital needs ²	2,903	35
For the future expansion of the Group	5,500	65
Total	8,403	100

3.7.4. Minimum Subscription Scenario

Use of Net Proceeds	Approximate Amount (S\$'000)	Percentage of Net Proceeds (%)
For general working capital needs ²	2,903	58
For the future expansion of the Group	2,110	42
Total	5,013	100

3.7.5. Pending the deployment of the Net Proceeds for the abovementioned purposes, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets instruments and/or marketable securities, and/or used for any other purposes on a short-term basis as the Directors may, in their absolute discretion, deem appropriate in the interests of the Company.

3.7.6. The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether the use of such proceeds are in accordance with the use of proceeds, and the percentage allocated, as stated in the Offer Information Statement, and provide a status report on the use of the Net Proceeds in the interim and full year financial statements and in the annual report(s) of the Company as required under the Catalist Rules. Where the Net Proceeds have been used for general working capital purposes, the Company will also provide a breakdown with specific details on the use of the Net Proceeds for working capital. Where there is a material deviation in the use of the Net Proceeds from the stated use of such proceeds, the Company will announce the reasons for such deviation.

3.8. **Irrevocable Undertakings**

3.8.1. The Company had on 1 April 2024, entered into a share subscription agreement with ZTS pursuant to which ZTS had subscribed for 29,239,766 Shares ("**Placement Shares**") at the placement price of S\$0.0171 per Share for a total consideration of S\$500,000 ("**Placement**"). The Company had on 26 April 2024 allotted and issued the Placement Shares to ZTS, completing the Placement. Further details of the Placement are set out in the Company's announcements dated 1 April 2024 and 27 April 2024.

3.8.2. As at the Latest Practicable Date:

- (a) Pang holds an aggregate of 66,739,705 Shares, comprising a direct interest in 79,705 Shares registered in his name and a deemed interest in 66,660,000 Shares held in a custodian account with DBS Nominees (Private) Limited, representing 30.58% of the Existing Share Capital. Accordingly, Pang will be entitled to subscribe for an aggregate of 133,479,410 Rights Shares; and
- (b) ZTS holds an aggregate of 33,626,966 Shares, comprising a direct interest in 29,239,766 Shares registered in its name and a deemed interest in 4,387,200 Shares held in a custodian account with UOB Kay Hian Pte Ltd, representing 15.41% of the

² General working capital will be allocated to support head office expenses and other operating expenses relating to other future expansion of the Group.

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Existing Share Capital. Accordingly, ZTS will be entitled to subscribe for an aggregate of 67,253,932 Rights Shares.

3.8.3. To demonstrate their support for the Proposed Rights Issue and their commitment to and confidence in the Company, each of the Lender, Pang and ZTS had given the Irrevocable Undertakings in favour of the Company, details of which are as set out below:

(a) Lender's Irrevocable Undertaking

The Lender has, subject to certain conditions, irrevocably undertaken to the Company that it will, among other things ("**Lender's Irrevocable Undertaking**"):

- (i.) disburse the Second Tranche Disbursement to the Company no later than 10 business days after the date of the Rights Issue Announcement, or by 30 June 2024, whichever is later;
- (ii.) exercise its Conversion Right for the full principal amount of the Loan prior to the Record Date, and shall not prior to that, claim or commence any proceedings for the repayment by the Company of the Loan or any accrued interest thereon, and
- (iii.) subscribe and pay for and/or procure subscriptions and payment for its *pro rata* entitlement to the Rights Shares under the Proposed Rights Issue on the basis of its aggregate interest in 65,359,477 Conversion Shares upon the exercise of the Conversion Right in relation to the entire principal amount of the Loan, subject to the Company, if necessary, scaling down the number of Rights Shares allotted to the Lender to avoid placing the Lender in the position of incurring a mandatory general offer under the Code (if applicable).

(b) Pang's Irrevocable Undertaking

Pang has, subject to certain conditions, irrevocably undertaken to the Company that he will, among other things ("**Pang's Irrevocable Undertaking**"):

- (i.) vote in favour for the Proposed Rights Issue, including the allotment and issue of the Rights Shares at the EGM; and
- (ii.) subscribe and pay for and/or procure subscriptions and payment for 66,666,666 Rights Shares ("**Pang's Undertaken Rights Shares**").

Pang had further agreed, confirmed and declared in Pang's Irrevocable Undertaking that an amount of S\$648,000 loaned by him to the Company and which remains outstanding, due and payable to him as at the date of Pang's Irrevocable Undertaking ("**Shareholder Loan**"), shall be set off against the total subscription monies payable by him to the Company for Pang's Undertaken Rights Shares, whereupon the Shareholder Loan shall be fully and finally settled, the Company shall be absolutely and forever discharged from any obligations in relation to the Shareholder Loan.

(c) ZTS' Irrevocable Undertaking

ZTS has, subject to certain conditions, irrevocably undertaken to the Company that it will, among other things ("**ZTS Irrevocable Undertaking**"):

- (i.) vote in favour for the Proposed Rights Issue, including the allotment and issue of the Rights Shares at the EGM;
- (ii.) subscribe and pay for and/or procure subscriptions and payment for its *pro rata* entitlement to the Rights Shares; and
- (iii.) make excess applications and pay for and/or procure excess applications and payment for up to 141,520,468 Excess Rights Shares that remain unsubscribed

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by the Entitled Shareholders at the Closing Date of the Proposed Rights Issue after satisfying all applications and excess applications (if any) for the Rights Shares, subject to (A.) the Company, if necessary, scaling down the number of Rights Shares allotted to ZTS to avoid placing ZTS in the position of incurring a mandatory general offer under the Code (if applicable) and (B.) a maximum of S\$3,000,000 in subscription consideration to be paid by ZTS to the Company for ZTS' entire commitment to subscribe for Rights Shares under ZTS' Irrevocable Undertaking ("**ZTS Excess Rights Shares**").

- 3.8.4. The Irrevocable Undertakings are conditional upon, *inter alia*, the receipt of the listing and quotation notice from the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on Catalist and, if such approval is granted subject to conditions, such conditions being acceptable to the Company, and such approval not having been withdrawn or revoked on or prior to the date of completion of the Proposed Rights Issue.
- 3.8.5. The Company and Sponsor will, in connection with the Irrevocable Undertakings, require each of the Lender, Pang and ZTS to provide the relevant proof to demonstrate that they have the necessary financial resources to fulfil their undertakings under the respective Irrevocable Undertakings. No commission is payable to each of the Lender, Pang and ZTS in connection with the Irrevocable Undertakings.

3.9. **Directors' Opinion**

- 3.9.1. For the purposes of Rule 814(1)(f) of the Catalist Rules, the Directors are of the opinion that, after taking into consideration:
- (a) the Group's present bank facilities, the CLA and the Letter of Commitment, the working capital available to the Group is sufficient to meet its present requirements; and
 - (b) the Group's present bank facilities, the CLA, the Letter of Commitment and the Net Proceeds (based on the Maximum Subscription Scenario), the working capital available to the Group is sufficient to meet its present requirements.
- 3.9.2. Notwithstanding the aforesaid, the Directors are of the opinion, after taking into consideration the rationale for the Proposed Rights Issue as set out in Section 3.2, that the Proposed Rights Issue is in the interests of the Company.

3.10. **Eligibility of Entitled Shareholders to participate in the Proposed Rights Issue**

3.10.1. Entitled Shareholders

The Company will provisionally allot the Rights Shares to the Entitled Shareholders, comprising Entitled Depositors and Entitled Scripholders but excluding Foreign Shareholders, on the basis of their shareholdings as at the Record Date. Entitled Shareholders will be entitled to participate in the Proposed Rights Issue and receive the Offer Information Statement together with the appropriate application forms and accompanying documents at their respective Singapore addresses as maintained with the records of the CDP or the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd., as the case may be.

(a) **Entitled Depositors**

Entitled Depositors are Shareholders with Shares standing to the credit of their Securities Accounts with CDP and (i.) whose registered addresses with CDP are in Singapore as at the Record Date, or (ii.) who have provided CDP with addresses in Singapore for the service of notices and documents, not later than 5.00 p.m. (Singapore time) on the date falling three (3) Market Days prior to the Record Date.

Entitled Depositors will be provisionally allotted the Rights Shares on the basis of the number of Shares standing to the credit of their Securities Accounts as at 5.00 p.m. (Singapore time) on the Record Date.

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(b) **Entitled Scripholders**

Entitled Scripholders are Shareholders whose share certificates have not been deposited with CDP and who have tendered to the Share Registrar valid transfers of their Shares and the certificates relating thereto for registration up to the Record Date and (i.) whose registered addresses with the Company or the Share Registrar are in Singapore as at the Record Date, or (ii.) who have provided the Company or the Share Registrar with addresses in Singapore for the service of notices and documents, not later than 5.00 p.m. (Singapore time) on the date falling three (3) Market Days prior to the Record Date.

Entitled Scripholders will have to submit duly completed and stamped transfers in respect of Shares not registered in the name of CDP, together with all relevant documents of title, so as to be received up to 5.00 p.m. (Singapore time) on the Record Date by the Share Registrar, in order to be registered to determine provisional allotments of Rights Shares.

3.10.2. Foreign Shareholders

The distribution of the Offer Information Statement and its accompanying documents may be prohibited or restricted (either absolutely or subject to various securities laws requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions.

For practical reasons and in order to avoid any violation of the securities legislation applicable in jurisdictions other than Singapore, the Offer Information Statement and its accompanying documents will NOT be despatched, lodged, registered or filed in any jurisdiction outside of Singapore or be despatched to Foreign Shareholders and accordingly, the Rights Shares will NOT be offered to Foreign Shareholders and Foreign Shareholders will not be entitled to participate in the Proposed Rights Issue.

No purported acceptance thereof or application for any Excess Rights Shares therefor by any Foreign Shareholder will be valid. The Offer Information Statement and its accompanying documents will also NOT be despatched to Foreign Purchasers. Foreign Purchasers may not accept any "nil-paid" rights credited to their Securities Account unless the Company and its counsel are satisfied that such action would not result in the contravention of any registration or other legal requirement in any jurisdiction.

Entitlements to Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders will, if practicable to do so and at the absolute discretion of the Company, be sold "nil-paid" on the SGX-ST, as soon as practicable, after dealings in the provisional allotments of Rights Shares commence. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account expenses to be incurred in relation thereto. The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares entered against their names in the Depository Register maintained by CDP as at the Record Date and sent to them at their own risk by ordinary post. If the amount of net proceeds to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall be dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, the Sponsor, the Rights Issue Manager, the Share Registrar, or CDP and their respective officers in connection therewith.

Where the provisional allotments of Rights Shares are sold "nil-paid" on Catalist, they will be sold at such price or prices as the Company may, in its absolute discretion, decide and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, the Sponsor, the Rights Issue Manager, the Share Registrar, or CDP and their respective officers in connection therewith. If such provisional allotments of Rights Shares cannot be sold or are not sold on Catalist as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the provisional allotments of Rights Shares, the new Shares

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represented by such provisional allotments will be allotted and issued to satisfy applications for Excess Rights Shares or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, the Sponsor, the Rights Issue Manager, the Share Registrar, or CDP and their respective officers in connection therewith.

Notwithstanding the above, Shareholders and any other person having possession of the Offer Information Statement and its accompanying documents are advised to inform themselves of and to observe any legal requirements applicable thereto at their own expenses and without liability to the Company. No person in any territory outside Singapore receiving the Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares unless such offer, invitation or solicitation could lawfully be made without violating any regulation or legal requirements in those territories.

The Offer Information Statement and/or its accompanying documents are not intended for distribution outside of Singapore. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, the Offer Information Statement, the ARE, the ARS or the PAL must be treated as sent for information only and should not be copied or redistributed.

Further details will be set out in the Offer Information Statement.

3.10.3. Supplementary Retirement Scheme

Investors who have previously purchased their Shares under the SRS must use monies standing to the credit of their respective SRS accounts for the payment of the subscription amount to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares, subject to the applicable SRS rules and regulations.

Such investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares using SRS monies will need to instruct their respective SRS operators, where they hold their accounts under the SRS, to accept the Rights Shares and (if applicable) apply for the excess Rights Shares on their behalf in accordance with the Offer Information Statement.

SRS monies may not, however, be used for the purchase of the provisional allotments of the Rights Shares directly from the market.

3.11. **Previous Equity Fundraising**

Details of the Company's previous equity fund raising are set out below:

Description of Equity Fund Raised	Date of Issue of New Securities	Amount Raised (Both Gross and Net)	Intended Use of Proceeds	Percentage Allocation	Amount Utilised (S\$)	Balance (S\$)
CLA with the Lender	Upon exercise of Conversion Right	Gross amount of S\$1,000,000, being fully drawn down as at the Latest Practicable Date, and net proceeds of S\$980,000 (after deducting expenses of approximately S\$20,000)	General working capital	100%	500,000	500,000

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Placement with ZTS	29,239,766 Shares allotted and issued to ZTS on 26 April 2024	Gross amount of S\$500,000 and net proceeds of S\$466,000 (after deducting expenses of approximately S\$34,000).	General working capital	100%	444,654	55,346
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Save for the CLA and Placement, further details of which are set out in Sections 2.1 and 3.8.1 respectively, the Company has not undertaken any equity fundraising in the past twelve (12) months prior to the date of this Circular.

3.12. Financial Information and Review of Past Performance of the Group

The profit and loss statements, the statements of cash flow, the statements of financial position and the working capital position of the Group for the last three (3) financial years ended 31 December 2021, 31 December 2022 and 31 December 2023 and the 1Q FY2023 and 1Q FY2024 are set out in **Appendix A** (Financial Information and Review of Past Performance and Working Capital of the Group).

3.13. Financial Effect of the Proposed Rights Issue

Please refer to Section 6 for further details on the financial effects of, *inter alia*, the Proposed Rights Issue.

3.14. Offer Information Statement

An Offer Information Statement will be despatched by the Company to Entitled Shareholders subject to the relevant conditions being fulfilled, including the approval of the Shareholders for the Proposed Rights Issue being obtained. Please refer to the Offer Information Statement for more information on the acceptances and applications under the Proposed Rights Issue.

3.15. Record Date

The Register of Members and the register of transfers of the Company will be closed at a time and date to be determined by the Directors for the purpose of determining the entitlements of Shareholders under the Proposed Rights Issue ("**Record Date**").

3.16. Trading of Odd Lots

For the purposes of trading on Catalist, each board lot of Rights Shares will comprise 100 Shares. Following the Proposed Rights Issue, Shareholders who hold odd lots of Shares (that is, lots other than board lots of 100 Shares) and who wish to trade in odd lots on Catalist are able to trade odd lots of Shares in board lots of one (1) Share on the SGX-ST's Unit Share Market. The Unit Share Market is a ready market for trading of odd lots of Shares with a minimum size of one (1) Share. Shareholders should note that the market for trading of such odd lots of Shares may be illiquid. There is no assurance that Shareholders who hold odd lots of Shares will be able to acquire such number of Shares required to make up a board lot, or to dispose of their odd lots (whether in part or in whole) on the SGX-ST's Unit Share Market.

4. THE POTENTIAL TRANSFER OF CONTROLLING INTEREST

- 4.1. Rule 803 of the Catalist Rules provides that an issuer must not issue securities to transfer a controlling interest without the prior approval of shareholders in a general meeting. Under the Catalist Rules, a controlling interest refers to the interest of a Controlling Shareholder, being a person who (a) holds directly or indirectly 15.0% or more of the voting Shares in the Company, or (b) in fact exercises control over the Company.

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- 4.2. As at the Latest Practicable Date, ZTS holds an aggregate 33,626,966 Shares, comprising a direct interest in 29,239,766 Shares registered in its name and a deemed interest in 4,387,200 Shares held in a custodian account with UOB Kay Hian Pte Ltd, representing 15.41% of the Existing Share Capital. In the event that Ordinary Resolution 1 is approved, and following the allotment and issue of (a) the Conversion Shares to the Lender (as authorised under Ordinary Resolution 1) and (b) the Introducer Shares to the Introducer, ZTS will have an aggregate direct and deemed interest representing 10.24% of the Pre-Rights Enlarged Share Capital.
- 4.3. Pursuant to the ZTS' Irrevocable Undertaking, ZTS has provided an undertaking to subscribe and pay for and/or procure subscriptions and payment for its pro rata entitlement to the Rights Shares and make excess applications and payment for the ZTS Excess Rights Shares.
- 4.4. Upon completion of the Proposed Rights Issue, under the Minimum Subscription Scenario, ZTS will hold 188,960,299 Shares, representing 29.98% of the Post-Rights Enlarged Share Capital.
- 4.5. The Proposed Rights Issue under the Minimum Subscription Scenario will result in ZTS holding more than 15.0% of the Post-Rights Enlarged Share Capital, thereby causing a transfer of controlling interest, and accordingly, the Company is seeking Shareholders' approval for the Potential Transfer of Controlling Interest in accordance with Rule 803 of the Catalist Rules.
- 4.6. In the event Ordinary Resolution 3 (Potential Transfer of Controlling Interest) is not approved at the EGM, the Company may still proceed with the Proposed Rights Issue except that the number of Rights Shares and/or Excess Rights Shares to be allotted and issued to ZTS will be dependent on the level of subscription of the Proposed Rights Issue to avoid the transfer of a controlling interest in the Company to ZTS.

5. FURTHER INFORMATION ON THE ALLOTMENT AND ISSUE OF INTRODUCER SHARES, PROPOSED ALLOTMENT AND ISSUE OF CONVERSION SHARES AND THE PROPOSED RIGHTS ISSUE

5.1. Listing and Quotation Notice

The Company will, through the Sponsor, make an application to the SGX-ST for the listing and quotation of the Rights Shares, Conversion Shares and Introducer Shares on Catalist. The Company will make the necessary announcement(s) to notify the Shareholders when the listing and quotation notice from the SGX-ST is obtained.

It should be noted that the listing and quotation notice to be issued by the SGX-ST is not to be taken as an indication of the merits of the Rights Shares, Conversion Shares, the Company, its subsidiaries and their securities.

6. FINANCIAL EFFECTS

- 6.1. The *pro forma* financial effects of the Proposed Issue of Conversion Shares, allotment and issue of Introducer Shares and Proposed Rights Issue are for illustrative purposes only and do not necessarily reflect the actual future financial performance or financial position of the Group following the completion of the Proposed Issue of Conversion Shares, allotment and issue of Introducer Shares and Proposed Rights Issue.

6.2. Bases and Assumptions

The *pro forma* financial effects of (a) the Proposed Issue of Conversion Shares, (b) allotment and issue of Introducer Shares and (c) Proposed Rights Issue under the Minimum Subscription Scenario and Maximum Scenario on the share capital of the Company, NTA, LPS and gearing of the Group as presented below:

- (a) are based on the audited financial statements of the Group for FY2023;
- (b) assumes that the Introducer Shares will be allotted and issued concurrently with the allotment and issue of the Conversion Shares;

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- (c) assumes that the Conversion Shares, Introducer Shares and Rights Shares had been allotted and issued on 31 December 2023 in calculating the *pro forma* financial effects on share capital, NAV and gearing as at 31 December 2023 respectively;
- (d) assumes that the Conversion Shares, Introducer Shares and Rights Shares had been allotted and issued on 1 January 2023 in calculating the *pro forma* financial effects on LPS for FY2023;
- (e) assumes that the Placement of 29,239,766 Placement Shares to ZTS, which was completed on 26 April 2024, had been allotted and issued on 1 January 2023 in calculating the *pro forma* financial effects on LPS for FY2023;
- (f) assumes net proceeds of S\$5.01 million and S\$8.40 million under the Minimum Subscription Scenario and Maximum Subscription Scenario respectively, after deducting applicable expenses; and
- (g) assumes that the estimated expenses in relation to the Proposed Rights Issue is S\$160,000.

6.3. Effect on Share Capital

	As at the Latest Practicable Date	After issue of Introducer Shares and the completion of the Proposed Issue of Conversion Shares but before the completion of the Proposed Rights Issue	After issue of Introducer Shares, and completion of the Proposed Issue of Conversion Shares and the Proposed Rights Issue	
			Minimum Subscription Scenario	Maximum Subscription Scenario
No. of Shares (excluding treasury shares)	218,233,026	285,444,354	630,320,170	856,333,062
Share Capital (S\$)	21,488,000	22,979,000	27,992,000	31,382,000

6.4. Effect on NTA

	As at the Latest Practicable Date	After issue of Introducer Shares and the completion of the Proposed Issue of Conversion Shares but before the completion of the Proposed Rights Issue	After issue of Introducer Shares, and completion of the Proposed Issue of Conversion Shares and the Proposed Rights Issue	
			Minimum Subscription Scenario	Maximum Subscription Scenario
NTA (S\$)	(3,576,000)	(2,130,000)	2,883,000	6,273,000
No. of Shares (excluding treasury shares)	218,233,026	285,444,354	630,320,170	856,333,062

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NTA per Share (cents)	(1.64)	(0.75)	0.46	0.73
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6.5. Effect on LPS

	As at the Latest Practicable Date	After issue of Introducer Shares and the completion of the Proposed Issue of Conversion Shares but before the completion of the Proposed Rights Issue	After issue of Introducer Shares, and completion of the Proposed Issue of Conversion Shares and the Proposed Rights Issue	
			Minimum Subscription Scenario	Maximum Subscription Scenario
Loss attributable to owners of the Company (S\$)	(14,486,000)	(14,531,000)	(14,531,000)	(14,531,000)
No. of Shares (excluding treasury shares)	218,233,026	285,444,354	630,320,170	856,333,062
LPS (cents)	(6.64)	(5.09)	(2.31)	(1.70)

6.6. Effect on Gearing

	As at the Latest Practicable Date	After issue of Introducer Shares and the completion of the Proposed Issue of Conversion Shares but before the completion of the Proposed Rights Issue	After issue of Introducer Shares, and completion of the Proposed Issue of Conversion Shares and the Proposed Rights Issue	
			Minimum Subscription Scenario	Maximum Subscription Scenario
Total Borrowings (S\$)	3,719,000	3,719,000	3,719,000	3,719,000
Total equity attributable to owners of the Company (S\$)	(2,107,000)	(661,000)	4,352,000	7,742,000
Debt-to-equity ratio (times) ⁽¹⁾	(1.77)	(5.63)	0.85	0.48
Total Assets (S\$)	4,499,000	5,945,000	10,958,000	14,348,000
Debt ratio (times) ⁽²⁾	0.83	0.63	0.34	0.26

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Notes:

- (1) Debt-to-equity ratio is computed using total borrowings divided by total equity attributable to owners of the Company.
- (2) Debt ratio is computed using total borrowings divided by total assets.

7. SHAREHOLDING EFFECTS OF THE PROPOSED RIGHTS ISSUE, ALLOTMENT AND ISSUE OF INTRODUCER SHARES AND PROPOSED ISSUE OF CONVERSION SHARES

- 7.1. The shareholding effects of the Proposed Issue of Conversion Shares and Proposed Rights Issue are set out in **Appendix B** and are for illustrative purposes only and based on assumptions set out therein, and do not reflect the actual position of the Shareholders after the completion of the Proposed Issue of Conversion Shares, allotment and issue of Introducer Shares and Proposed Rights Issue.

8. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND CONTROLLING SHAREHOLDERS

- 8.1. None of the Directors or Substantial Shareholders has any direct or direct or indirect interest in the Proposed Issue of Conversion Shares (other than through their respective shareholdings in the Company).
- 8.2. Save for Pang and ZTS who have provided the Pang's Irrevocable Undertaking and ZTS' Irrevocable Undertaking respectively, none of the Directors or Substantial Shareholders have any direct or indirect interest in the Proposed Rights Issue (other than through their respective shareholdings in the Company).
- 8.3. As ZTS is the subject person for whom Shareholders' approval for Ordinary Resolution 3, in relation to the Potential Transfer of Controlling Interest, is sought for, ZTS has an interest in the Potential Transfer of Controlling Interest. Accordingly, ZTS shall abstain, and shall procure that its associates abstain from voting at the EGM on Ordinary Resolution 3 approving the Potential Transfer of Controlling Interest to ZTS, and shall also refrain from accepting nomination as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 3 unless Shareholders appointing them as proxies give specific instructions in the relevant Proxy Forms on the manner in which they wish their votes to be cast for Ordinary Resolution 3.
- 8.4. Save for ZTS, none of the Directors or Substantial Shareholders have any direct or indirect interest in the Potential Transfer of Controlling Interest (other than through their respective shareholdings in the Company).

9. DIRECTORS' RECOMMENDATIONS

- 9.1. In relation to Ordinary Resolution 1 relating to the Proposed Issue of Conversion Shares, the Directors are of the opinion that, having considered and reviewed, *inter alia*, the rationale for the Proposed Issue of Conversion Shares and the terms of the Proposed Issue of Conversion Shares, as set out in Section 2, the Proposed Issue of Conversion Shares would be beneficial to and are in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of Ordinary Resolution 1 relating to the Proposed Issue of Conversion Shares, as set out in the Notice of EGM.
- 9.2. In relation to Ordinary Resolution 2 relating to the Proposed Rights Issue and Ordinary Resolution 3 relating to the Potential Transfer of Controlling Interest, the Directors are of the opinion that, having considered and reviewed, *inter alia*, the rationale for the Proposed Rights Issue and the terms of the Proposed Rights Issue, as set out in Section 3, and the rationale for the Potential Transfer of Controlling Interest, as set out in Section 4, the Proposed Rights Issue and the Potential Transfer of Controlling Interest would be beneficial to and are in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of Ordinary Resolution 2 and Ordinary Resolution 3 relating to the Proposed Rights Issue and the Potential Transfer of Controlling Interest respectively, as set out in the Notice of EGM.

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- 9.3. Shareholders should note that Ordinary Resolution 3 relating to the Potential Transfer of Controlling Interest is conditional upon the passing of Ordinary Resolution 2 relating to the Proposed Rights Issue, and therefore, if Ordinary Resolution 2 is not passed, Ordinary Resolution 3 will not be tabled. Other than that, all other Ordinary Resolutions are not inter conditional upon each other, and therefore, if any Ordinary Resolution is not passed, the remaining Ordinary Resolutions may still be carried subject to Shareholders' approval being received for such remaining Ordinary Resolutions.
- 9.4. Shareholders who may require specific advice should consult his or her stockbroker, bank manager, solicitor, accountant or other professional adviser(s).

10. EXTRAORDINARY GENERAL MEETING

- 10.1. The EGM, notice of which is set out on pages N-1 to N-5 of this Circular, 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 purposes of considering and, if thought fit, passing with or without modifications the Ordinary Resolutions 1 to 3 in respect of the Proposed Issue of Conversion Shares, the Proposed Rights Issue and the Potential Transfer of Controlling Interest respectively, as set out in the Notice of EGM.

11. ACTIONS TO BE TAKEN BY SHAREHOLDERS

11.1. Submitting Questions in advance of the EGM

Shareholders may submit questions which are substantial and relevant to the Ordinary Resolutions tabled for approval at the EGM by writing to the Company in advance of the EGM. Substantial and relevant questions related to the Ordinary Resolutions must be submitted 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,

in either case, by 3.00 p.m. on 30 July 2024 for the purposes of the EGM (“**Cut-Off Time**”).

Alternatively, Shareholders may also pose such questions during the EGM.

When submitting questions by post or via email, Shareholders are required to provide the following details: (i.) the Shareholder's full name, (ii.) the Shareholder's full address, and (iii.) the manner in which the Shareholder holds shares in the Company (e.g., via CDP, SRS and/or physical scrip), for verification purposes. All questions must be submitted by the Cut-Off Time and the Company will not be able to address questions received after the Cut-Off Time.

The Company will endeavour to address all substantial and relevant questions received from Shareholders by the Cut-Off Time and publish its response on the SGX website at <https://www.sgx.com/securities/company-announcements> and at the Company's website at <https://gsholdings.com.sg/> not later than 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.

The Company will also publish the minutes of the EGM on the SGX website at <https://www.sgx.com/securities/company-announcements> and at the Company's website at <https://gsholdings.com.sg/> within one (1) month after the date of the EGM. 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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A physical copy of this Circular, the Notice of EGM and the Proxy Form will be mailed to Shareholders and an electronic copy of these documents will be uploaded on the SGX website and the Company's website. This Circular has been made available on the SGX website. A Shareholder will need an internet browser and PDF reader to view these documents on the SGX website.

11.2. Voting by Proxy(ies).

Shareholders should note that the EGM will be convened in a physical format only. Shareholders will not be able to participate electronically in any manner whatsoever. Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf are requested to complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and by completing and submitting the duly completed Proxy Form 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, **not less than forty-eight (48) hours before the time fixed for holding the EGM**. The completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

In appointing a proxy, a Shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting in the Proxy Form, failing which the appointment will be treated as invalid. If the appointor is a corporate, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

The Company shall be entitled to reject the instrument appointing a proxy if it is incomplete, improperly complete, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy (such as in the case the appointor submits more than one Proxy Form).

11.3. When Depositor regarded as Shareholder

A Depositor's name must appear on the Depository Register maintained by the CDP at least 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote on any or all of the resolution at the EGM by appointing the Chairman of the EGM as his/her proxy to do so on his/her behalf. In view of section 81SJ(4) of the SFA, a Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the EGM. Any Shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the EGM will not be entitled to attend and vote at the EGM. Accordingly, even if such shareholder deposits his/her Proxy Form forty-eight (48) hours before the EGM, the Chairman of the EGM who is appointed as his/her proxy will not be entitled to vote on his/her behalf at the EGM.

SHAREHOLDERS ARE ADVISED TO READ IN ITS ENTIRETY THIS CIRCULAR (TOGETHER WITH ALL DOCUMENTS ATTACHED THERETO) CAREFULLY AND THOROUGHLY BEFORE DECIDING WHETHER TO VOTE FOR OR AGAINST THE ORDINARY RESOLUTIONS AS SET OUT IN THE NOTICE OF EGM.

LETTER TO SHAREHOLDERS

12. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Transactions, the Company and its subsidiaries as at the date hereof, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

13. RESPONSIBILITY STATEMENT BY THE RIGHTS ISSUE MANAGER

To the best of the Rights Issue Manager's knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Rights Issue, the Company and its subsidiaries, and the Rights Issue Manager is not aware of any facts the omission of which would make any statement in this Circular misleading.

14. FURTHER ANNOUNCEMENTS

The Company will make the appropriate announcements as and when there are material developments on the Proposed Transactions and in relation to, among others, the outcome of the application for the listing and quotation on Catalist of the Rights Shares, the Conversion Shares and the Introducer Shares, the despatch of the Circular to Shareholders, and the lodgement and despatch of the Offer Information Statement.

15. CONSENTS

- 15.1. Evolve Capital Advisory Private Limited, the Rights Issue Manager and Placement Agent in relation to the Proposed Rights Issue, has given and has not withdrawn its written consent to the issue of this Circular and the inclusion herein of its and all references thereto, in the form and in the context in which they appear in this Circular and to act in such capacity in relation to this Circular.
- 15.2. Altum Law Corporation, the Company's legal adviser in relation to the Proposed Transactions, has given and has not withdrawn its written consent to the issue of this Circular and the inclusion herein of its and all references thereto, in the form and in the context in which they appear in this Circular and to act in such capacity in relation to this Circular.

16. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company should note that the Proposed Issue of Conversion Shares and Proposed Rights Issues are subject to the fulfilment of certain conditions precedent and are advised to exercise caution in trading their Shares in the Company as there is no certainty or assurance as at the date of this Circular that the Proposed Issue of Conversion Shares and Proposed Rights Issues will be completed. The Company will make the necessary announcements as and when there are further developments. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions that they should take.

17. DOCUMENTS AVAILABLE FOR INSPECTION

- 17.1. Copies of the following documents may be inspected at the registered office of the Company at 22 Sin Ming Lane, Midview City, #04-73, Singapore 573969 during normal business hours from the date of this Circular up to the date of the EGM:
 - (a) the Constitution of the Company;
 - (b) the annual reports of the Company for FY2021, FY2022 and FY2023;

LETTER TO SHAREHOLDERS

- (c) the 1Q FY2023 and 1Q FY2024 financial statements;
- (d) the Irrevocable Undertakings; and
- (e) the consent letters referred to in Section 15.

17.2. Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to info@gsholdings.com.sg to make an appointment in advance.

Yours faithfully,
For and on behalf of the Board of Directors of
GS Holdings Limited

Lim Kee Way Irwin
Independent and Non-Executive Chairman

23 July 2024

APPENDIX A – FINANCIAL INFORMATION AND REVIEW OF PAST PERFORMANCE

1. Consolidated Statements of Comprehensive Income

The audited consolidated statements of comprehensive income of the Group for FY2021, FY2022 and FY2023, and the unaudited consolidated statements of comprehensive income of the Group for 1Q2023 and 1Q2024 are set out below:

Group	FY2021 S\$'000 (Audited)	FY2022 S\$'000 (Audited)	FY2023 S\$'000 (Audited)	1Q2023 S\$'000 (Unaudited)	1Q2024 S\$'000 (Unaudited)
Revenue	5,964	7,107	9,232	1,860	2,574
Cost of sales	(5,973)	(5,677)	(7,372)	(1,441)	(2,049)
Gross (loss)/profit	(9)	1,430	1,860	419	525
Other income	874	530	245	124	161
Administrative expenses	(3,628)	(4,075)	(3,524)	(722)	(676)
Impairment loss on non-financial assets	-	(4,175)	-	-	-
Impairment loss on financial assets	(7,481)	(5)	(22,373)	-	-
Finance costs	(194)	(142)	(176)	(37)	(53)
Loss before tax	(10,438)	(6,437)	(23,968)	(216)	(43)
Income tax credit	18	6	5,187	1	1
Loss for the year/period	(10,420)	(6,431)	(18,781)	(215)	(42)
Other comprehensive income/(loss), net of tax:					
<i>Items that will be reclassified subsequently to profit or loss:</i>					
Currency translation differences arising on consolidation	790	(1,086)	(264)	(22)	(21)
<i>Items that will not be reclassified subsequently to profit or loss:</i>					
Currency translation differences arising on consolidation attributed to non-controlling interests	247	(326)	(85)	4	(6)
Other comprehensive income/(loss) for the year/period	1,037	(1,412)	(349)	(18)	(27)
Total comprehensive loss for the year	(9,383)	(7,843)	(19,130)	(233)	(69)
Loss for the year attributable to:					
Equity holders of the Company	(8,859)	(6,298)	(14,486)	(205)	(35)
Non-controlling interests	(1,561)	(133)	(4,295)	(10)	(7)
	(10,420)	(6,431)	(18,781)	(215)	(42)
Total comprehensive loss attributable to:					
Equity holders of the Company	(8,069)	(7,384)	(14,750)	(227)	(56)
Non-controlling interests	(1,314)	(459)	(4,380)	(6)	(13)
	(9,383)	(7,843)	(19,130)	(233)	(69)

APPENDIX A – FINANCIAL INFORMATION AND REVIEW OF PAST PERFORMANCE

A summary of review of the operations, business and financial performance of the Group is set out below.

FY2022 vs FY2021

Revenue

Revenue for FY2022 increased by S\$1.14 million or 19.16% to S\$7.11 million. Revenue derived from FY2021 and FY2022 were from the Food and Beverages (“**F&B**”) business segment. The improvement in the F&B business was a result of relaxation and lifting of dining restrictions and opening of borders by our Singapore government in the first half of 2022.

Cost of Sales

Cost of Sales for FY2022 decreased by S\$0.30 million or 4.96% to S\$5.68 million. The decrease was mainly due to the decrease in personnel expenses resulted from the closure of a halal eating house which was loss making and the resignation of a senior management staff in the first half of 2022. The decrease was partially offset by the increase in F&B cost and utilities expenses which increased in tandem with the improvement in the F&B revenue.

Other Income

Other income for FY2022 decreased by S\$0.34 million or 39.36% to S\$0.53 million mainly due to a lower receipt of government grants and rental rebates from landlords. The decrease was partially offset by gain recognised from disposal of property, plant and equipment and investment property in FY2022.

Administrative and Other Expenses

Administrative expenses for FY2022 increased by S\$0.45 million or 12.32% to S\$4.08 million mainly due to increase in staff cost to support the increase in F&B operations.

Impairment loss on non-financial assets in FY2022 was related to the impairment loss on property, plant and equipment and goodwill amounting of S\$0.27 million and S\$3.91 million respectively.

Impairment loss on financial assets in FY2021 was mainly related to the impairment loss provided on the services fees receivables from the Company’s Branding, Operations and Procurement (“**BOP**”) business segment. There was no such impairment loss provided in FY2022.

Loss for the Year

As a result of the above, the Group reported a loss for the year of S\$6.43 million in FY2022 as compared to a loss for the year of S\$10.42 million in FY2021.

FY2023 vs FY2022

Revenue

Revenue for FY2023 increased by S\$2.13 million or 29.90% to S\$9.23 million. The improvement in the F&B business was a result of the full year effect in FY2023 from the lifting of dining restrictions and opening of borders by our Singapore government that took place in the first half of 2022. In addition, the Group also opened two new chicken rice stalls in food courts and one café in FY2023 which resulted in the increase in revenue.

Cost of Sales

Cost of Sales for FY2023 increased by S\$1.70 million or 29.86% to S\$7.37 million. The increase was in line with the increase in revenue resulted from the increase in outlets and improvement in operations during the year.

APPENDIX A – FINANCIAL INFORMATION AND REVIEW OF PAST PERFORMANCE

Other Income

Other income for FY2023 decreased by S\$0.29 million or 53.77% to S\$0.25 million mainly due to a lower receipt of government grants and absence of gains recognised from disposal of property, plant and equipment and investment property in FY2023.

Administrative and Other Expenses

Administrative expenses for FY2023 decreased by S\$0.55 million or 13.52% to S\$3.52 million mainly due to lower professional fees and fair value loss on investment property.

Impairment loss on financial assets in FY2023 relates to the impairment loss provided on the amount owing from Mr Zhang Rongxuan (“**Mr Zhang**”), the Company’s previous Non-Independent and Non-Executive Chairman and Director and cash at bank retained by the authorities in the People’s Republic of China amounting to S\$18.60 million and S\$3.77 million respectively.

Loss for the Year

As a result of the above, the Group reported a loss for the year of S\$18.78 million in FY2023 as compared to a loss for the year of S\$6.43 million in FY2022.

1Q2024 vs 1Q2023

Revenue

Revenue for 1Q2024 increased by S\$0.71 million or 38.39% to S\$2.57 million, mainly due to additional revenue contributed by F&B outlets opened by the Group after 1Q2023. There were additional five F&B outlets as compared to 1Q2023, comprising of three chicken rice stalls, a cafe and a food court.

Cost of Sales

Cost of Sales for 1Q2024 increased by S\$0.61 million or 42.19% to S\$2.05 million. The increase in cost of sales was generally in line with the increase in revenue. The higher percentage increase in cost of sales was mainly due to the higher fixed and variable rent from the new F&B outlets.

Other Income

Other income for 1Q2024 increased by S\$0.04 million or 29.84% to S\$0.02 million mainly due to lease incentive income recognised in relation to a lease agreement entered into in 4Q2023. The increase was partially offset by a lower receipt of government grants in 1Q2024.

Administrative Expenses

Administrative expenses for 1Q2024 decreased by S\$0.05 million or 6.37% to S\$0.68 million mainly due to lower professional fee recorded during the period.

Loss for the Period

As a result of the above, the Group reported a loss for the period of S\$0.04 million in 1Q2024 as compared to a loss for the period of S\$0.22 million in 1Q2023.

APPENDIX A – FINANCIAL INFORMATION AND REVIEW OF PAST PERFORMANCE

2. Statements of Financial Position

The audited statements of financial position of the Group as at 31 December 2021, 31 December 2022 and 31 December 2023, and the unaudited statements of financial position of the Group as at 31 March 2024 are set out below:

Group	As at 31 Dec 2021 S\$'000 (Audited)	As at 31 Dec 2022 S\$'000 (Audited)	As at 31 Dec 2023 S\$'000 (Audited)	As at 31 Mar 2024 S\$'000 (Unaudited)
Non-current assets				
Intangible assets	4,689	778	747	739
Property, plant and equipment	176	32	568	707
Right-of-use assets	1,725	1,187	1,516	1,260
Investment properties	2,170	920	480	360
Total non-current assets	8,760	2,917	3,311	3,066
Current assets				
Inventories	56	64	83	85
Trade and other receivables	21,702	19,536	512	513
Cash and cash equivalents	6,036	5,016	593	546
Total current assets	27,794	24,616	1,188	1,144
Total assets	36,554	27,533	4,499	4,210
Non-current liabilities				
Loans and borrowings	1,940	1,182	1,034	868
Convertible loan	-	-	-	480
Lease liabilities	1,147	766	800	632
Deferred tax liabilities	48	48	42	41
Total non-current liabilities	3,135	1,996	1,876	2,021
Current liabilities				
Trade and other payables	2,495	3,551	4,314	4,094
Loans and borrowings	1,100	722	835	782
Lease liabilities	813	583	1,050	949
Income tax payable	5,614	5,127	-	-
Total current liabilities	10,022	9,983	6,199	5,825
Total Liabilities	13,157	11,979	8,075	7,846
Net assets/(liabilities)	23,397	15,554	(3,576)	(3,636)
Equity				
Share capital	21,488	21,488	21,488	21,488
Equity component of convertible loan	-	-	-	9
Reserves	(3,681)	(5,454)	(5,718)	(5,739)
Retained earnings/(accumulated losses)	2,220	(3,391)	(17,877)	(17,912)
Equity attributable to equity holders of the Company	20,027	12,643	(2,107)	(2,154)
Non-controlling interests	3,370	2,911	(1,469)	(1,482)
Total Equity	23,397	15,554	(3,576)	(3,636)

APPENDIX A – FINANCIAL INFORMATION AND REVIEW OF PAST PERFORMANCE

3. Working Capital

The audited working capital of the Group as at 31 December 2021, 31 December 2022 and 31 December 2023, and the unaudited working capital of the Group as at 31 March 2024 are set out below:

Group	As at 31 Dec 2021 S\$'000 (Audited)	As at 31 Dec 2022 S\$'000 (Audited)	As at 31 Dec 2023 S\$'000 (Audited)	As at 31 Mar 2024 S\$'000 (Unaudited)
Current assets	27,794	24,616	1,188	1,144
Current liabilities	10,022	9,983	6,199	5,825
Net current assets/(liabilities)	17,772	14,633	(5,011)	(4,681)

A summary of review of the financial position and working capital of the Group is set out below.

31 December 2022 vs 31 December 2021

Non-current assets decreased by S\$5.84 million from S\$8.76 million as at 31 December 2021 to S\$2.92 million as at 31 December 2022. The decrease was mainly due to impairment of intangible assets – goodwill of S\$3.91 million, impairment of right-of-use assets of S\$0.23 million and disposal of investment property of S\$0.45 million in FY2022. In addition, the Group also recorded a depreciation of right-of-use assets of \$0.67 million and fair value loss on investment properties of S\$0.80 million during the year. The decrease was partially offset by the recognition of right-of-use assets amounting to S\$0.36 million (net of lease modification) for lease entered during the year.

Current assets decreased by S\$3.18 million from S\$27.79 million as at 31 December 2021 to S\$24.62 million as at 31 December 2022. Trade and other receivables decreased by S\$2.17 million due to receipt of proceeds from the partial disposal of the 5,000,000 listed shares and a sum of HK\$ 1 million worth approximately S\$0.31 million and a currency translation loss recognised on the trade receivables from Mr Zhang due to the weakening of China Renminbi against Singapore Dollar during the year. In addition, cash and cash equivalents also saw a decrease by S\$1.02 million which is further explained in the “Review of Cash Flow for FY2022” below.

Non-current liabilities decreased by S\$1.14 million from S\$3.14 million as at 31 December 2021 to S\$2.00 million as at 31 December 2022. The decrease was mainly due to reclassification of the non-current portion of loans and borrowings and lease liabilities to current liabilities which was partially offset by the recognition of new lease liabilities during the year.

Current liabilities decreased by S\$0.04 million from S\$10.02 million as at 31 December 2021 to S\$9.98 million as at 31 December 2022. The decrease was mainly due to the decrease in loans and borrowings and lease liabilities as a result of progressive repayment during the year and income tax payable as a result of translation difference due to the weakening of China Renminbi against Singapore Dollar during the year. The decrease was partially offset by the increase in trade and other payables mainly due to an increase in deferred income arising from gas purchase rebate received in advance during the year, accrual for professional fees and receipt of loans from a Controlling Shareholder.

As a result of the above, the Group was in a net current assets position of S\$14.63 million as at 31 December 2022 as compared to a net current assets position of S\$17.77 million as at 31 December 2021.

31 December 2023 vs 31 December 2022

Non-current assets increased by S\$0.39 million from S\$2.92 million as at 31 December 2022 to S\$3.31 million as at 31 December 2023. The increase was mainly due to increase in property, plant and equipment and right-of-use assets caused by the additional property, plant and equipment acquired and new lease entered during the financial year. The increase was partially offset by the depreciation on property, plant and equipment and right-of-use assets, amortisation of intangible assets and fair value loss on investment properties during the year.

APPENDIX A – FINANCIAL INFORMATION AND REVIEW OF PAST PERFORMANCE

Current assets decreased by S\$23.43 million from S\$24.62 million as at 31 December 2022 to S\$1.19 million as at 31 December 2023. Trade and other receivables decreased by S\$19.02 million mainly due to the impairment on trade receivables due from Mr Zhang and currency translation loss recognised on the trade receivables from Mr Zhang due to the weakening of China Renminbi against Singapore Dollar during the year. Cash and cash equivalents also decreased by S\$4.42 million due to an impairment loss of S\$3.77 million on the cash at bank retained by the authorities in the People's Republic of China and other reasons as further explained in the "Review of Cash Flow for FY2023" below.

Non-current liabilities decreased by S\$0.12 million from S\$2.00 million as at 31 December 2022 to S\$1.88 million as at 31 December 2023. The decrease was mainly due to the reclassification of the non-current portion of loans and borrowings and lease liabilities to current liabilities during the year. The decrease was partially offset by the increase in lease liabilities as a result of new leases entered into during the year.

Current liabilities decreased by S\$3.78 million from S\$9.98 million as at 31 December 2022 to S\$6.20 million as at 31 December 2023. The decrease was mainly due to the reversal of tax payables previously accrued on the trade receivables due from Mr Zhang. The decrease was partially offset by the increase in trade and other payables mainly due to additional loans from a Controlling Shareholder and increase in payables and accruals, increase in loans and borrowings due to additional bank loans obtained and increase in lease liabilities due to new leases entered into during the year.

As a result of the above, the Group was in a net current liabilities position of S\$5.01 million as at 31 December 2023 as compared to a net current assets position of S\$14.63 million as at 31 December 2022.

31 March 2024 vs 31 December 2023

Non-current assets decreased by S\$0.25 million from S\$3.31 million as at 31 December 2023 to S\$3.07 million as at 31 March 2024. Right-of-use assets decreased by S\$0.26 million mainly due to the depreciation charged during the financial period. Investment property decreased by S\$0.12 million due to the fair value loss recognised in 1Q2024. The decrease was partially offset by an increase in property, plant and equipment of S\$0.14 million mainly due to additional fixed assets acquired that was partially offset by the depreciation charged during the financial period.

Current assets decreased by S\$0.05 million from S\$1.19 million as at 31 December 2023 to S\$1.14 million as at 31 March 2024. The decrease was mainly due to the decrease in cash and cash equivalent by S\$0.05 million which is further explained in the "Review of Cash Flow for 1Q2024" below.

Non-current liabilities increased by S\$0.14 million from S\$1.88 million as at 31 December 2023 to S\$2.02 million as at 31 March 2024. The increase was mainly due to the issuance of convertible loan amounting to S\$0.50 million during the financial period, of which the liability component of the convertible loan amounted to S\$0.48 million. The increase was partially offset by decreases in loans and borrowings and lease liabilities arising from the reclassification of the non-current portion of loans and borrowings and lease liabilities to current liabilities.

Current liabilities decreased by S\$0.37 million from S\$6.20 million as at 31 December 2023 to S\$5.83 million as at 31 March 2024. The decrease was mainly due to the decreases in trade and other payables, lease liabilities, loans and borrowings as a result of payments made in 1Q2024

As a result of the above, the Group was in a net current liabilities position of S\$4.68 million as at 31 March 2024 as compared to a net current liabilities position of S\$5.01 million as at 31 December 2023.

APPENDIX A – FINANCIAL INFORMATION AND REVIEW OF PAST PERFORMANCE

4. Consolidated Statements of Cash Flows

The audited consolidated statements of cash flows of the Group for FY2021, FY2022 and FY2023, and the unaudited consolidated statements of cash flows of the Group for 1Q2024 are set out below:

Group	FY2021 S\$'000 (Audited)	FY2022 S\$'000 (Audited)	FY2023 S\$'000 (Audited)	1Q2024 S\$'000 (Unaudited)
Net cash (used in)/generated from operating activities	(404)	668	616	74
Net cash generated from/(used in) investing activities	459	540	(651)	(82)
Net cash generated from/(used in) financing activities	373	(1,850)	(573)	(36)
Net change in cash and cash equivalents	428	(642)	(608)	(44)
Cash and cash equivalents at the beginning of financial year/period	5,606	6,036	5,016	593
Effects of foreign currency translation changes on cash and cash equivalents	2	(378)	(46)	(3)
Impairment loss on financial asset	-	-	(3,769)	-
Cash and cash equivalents at the end of financial year/period	6,036	5,016	593	546

A summary of the review of the cash flow position of the Group is set out below.

Review of Cash Flow for FY2021

Net cash used in operating activities amounted to S\$0.40 million in FY2021. This was due to net cash outflow before changes in working capital of S\$1.02 million, partially offset by net positive changes in working capital of S\$0.60 million and income tax refund of S\$0.02 million.

Net cash generated from investing activities amounted to S\$0.46 million in FY2021. This was due to receipt of consideration receivable for disposal of subsidiaries amounting to S\$0.57 million, partially offset by purchase of property, plant and equipment of S\$0.09 million and purchase of intangible assets of S\$0.02 million.

Net cash generated from financing activities amounted to S\$0.37 million in FY2021. This was due to the proceeds from issuance of new shares pursuant to exercise of warrants of S\$1.02 million, proceeds from new bank loans of S\$2.30 million, partially offset by repayment of bank loans of S\$1.94 million, repayment of lease liabilities of S\$0.82 million and payment of interest of S\$0.19 million.

Review of Cash Flow for FY2022

Net cash generated from operating activities amounted to S\$0.67 million in FY2022. This was due to net positive changes in working capital of S\$1.15 million and income tax refund of S\$0.03 million, partially offset by net cash outflow before changes in working capital of S\$0.51 million.

Net cash generated from investing activities amounted to S\$0.54 million in FY2022. This was due to proceeds from disposal of property, plant and equipment of S\$0.12 million and investment property of S\$0.46 million, partially offset by purchase of property, plant and equipment of S\$0.02 million and purchase of intangible assets of S\$0.02 million.

Net cash used in financing activities amounted to S\$1.85 million in FY2022. This was due to the repayment of bank loans of S\$1.14 million, repayment of lease liabilities of S\$0.92 million and payment of interest of S\$0.14 million, partially offset by loan from a substantial shareholder of \$0.35 million.

APPENDIX A – FINANCIAL INFORMATION AND REVIEW OF PAST PERFORMANCE

Review of Cash Flow for FY2023

Net cash generated from operating activities amounted to S\$0.62 million in FY2023. This was due to net cash inflow before changes in working capital of S\$0.10 million and net positive changes in working capital of S\$0.52 million.

Net cash used in investing activities amounted to S\$0.65 million in FY2023 that was due to purchase of property, plant and equipment during the year.

Net cash used in financing activities amounted to S\$0.57 million in FY2023. This was due to the repayment of bank loans of S\$0.80 million, repayment of lease liabilities of S\$1.11 million and payment of interest of S\$0.18 million, partially offset by lease incentive of S\$0.45 million received, loan from a substantial shareholder of \$0.30 million and proceeds from new bank loans of S\$0.77 million.

Review of Cash Flow for 1Q2024

Net cash generated from operating activities amounted to S\$0.07 million in 1Q2024. This was due to net cash inflow before changes in working capital of S\$0.46 million, partially offset by net negative changes in working capital of S\$0.39 million.

Net cash used in investing activities amounted to S\$0.08 million in 1Q2024 that was due to purchase of property, plant and equipment during the period.

Net cash used in financing activities amounted to S\$0.04 million in 1Q2024. This was due to the repayment of bank loans of S\$0.22 million, repayment of lease liabilities of S\$0.28 million and payment of interest of S\$0.03 million, partially offset by net proceeds from issuance of convertible loan of S\$0.49 million.

APPENDIX B – SHAREHOLDING EFFECTS OF THE PROPOSED ISSUE OF CONVERSION SHARES AND PROPOSED RIGHTS ISSUE

The shareholding effects of the issue of Introducer Shares, Proposed Issue of Conversion Shares and Proposed Rights Shares (collectively, “Proposed Share Issue”) as set out below are for illustrative purposes only and do not reflect the actual position of the Shareholders after the Proposed Share Issue.

BEFORE THE PROPOSED RIGHTS ISSUE

	As at the Latest Practicable Date						After issue of Introducer Shares and the completion of the Proposed Issue of Conversion Shares but before the completion of the Proposed Rights Issue					
	Direct Interest		Deemed Interest		Total		Direct Interest		Deemed Interest		Total	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors												
Lee Kim Way Irwin	-	-	-	-	-	-	-	-	-	-	-	-
Loo Hee Guan	-	-	-	-	-	-	-	-	-	-	-	-
Tan Boon Hwa	-	-	-	-	-	-	-	-	-	-	-	-
Pauline Teh @ Pauline Teh Abdullah	-	-	-	-	-	-	-	-	-	-	-	-
Substantial Shareholders												
Pang Pok ⁽¹⁾	79,705	0.04	71,660,000	32.83	71,739,705	32.87	79,705	0.03	71,660,000	25.10	71,739,705	25.13
Ang Siew Kiock ⁽²⁾	5,000,000	2.29	66,739,705	30.58	71,739,705	32.87	5,000,000	1.75	66,739,705	23.38	71,739,705	25.13
ZTS Holdings Pte. Ltd. ⁽³⁾	29,239,766	13.40	4,387,200	2.01	33,626,966	15.41	29,239,766	10.24	4,387,200	1.54	33,626,966	11.78
Marvel Earn Limited	18,655,555	8.55	-	-	18,655,555	8.55	18,655,555	6.54	-	-	18,655,555	6.54
Zhang Liying ⁽⁴⁾	-	-	18,655,555	8.55	18,655,555	8.55	-	-	18,655,555	6.54	18,655,555	6.54
Eliza Investment Pte. Ltd.	-	-	-	-	-	-	65,359,477	22.90	-	-	65,359,477	22.90
Others												
Public	81,264,200	37.24	-	-	81,264,200	37.24	83,116,051	29.12	-	-	83,116,051	29.12

APPENDIX B – SHAREHOLDING EFFECTS OF THE PROPOSED ISSUE OF CONVERSION SHARES AND PROPOSED RIGHTS ISSUE

AFTER THE PROPOSED RIGHTS ISSUE

	After issue of Introducer Shares, and completion of the Proposed Issue of Conversion Shares and the Proposed Rights Issue											
	Minimum Subscription Scenario						Maximum Subscription Scenario					
	Direct Interest		Deemed Interest		Total		Direct Interest		Deemed Interest		Total	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors												
Lee Kim Way Irwin	-	-	-	-	-	-	-	-	-	-	-	-
Loo Hee Guan	-	-	-	-	-	-	-	-	-	-	-	-
Tan Boon Hwa	-	-	-	-	-	-	-	-	-	-	-	-
Pauline Teh @ Pauline Teh Abdullah	-	-	-	-	-	-	-	-	-	-	-	-
Substantial Shareholders												
Pang Pok	239,115	0.04	138,167,256	21.92	138,406,371	21.96	239,115	0.03	148,167,256	17.30	148,406,371	17.33
Ang Siew Kiock	5,000,000	0.79	133,406,371	21.17	138,406,371	21.96	15,000,000	1.75	133,406,371	15.58	148,406,371	17.33
ZTS Holdings Pte. Ltd. ⁽⁵⁾	175,798,699	27.89	13,161,600	2.09	188,960,299	29.98	201,610,552	23.54	13,161,600	1.54	214,772,152	25.08
Marvel Earn Limited ⁽⁶⁾	18,655,555	2.96	-	-	18,655,555	2.96	18,655,555	2.18	-	-	18,655,555	2.18
Zhang Liying	-	-	18,655,555	2.96	18,655,555	2.96	-	-	18,655,555	2.18	18,655,555	2.18
Eliza Investment Pte. Ltd.	188,235,294	29.86	-	-	188,235,294	29.86	196,078,431	22.90	-	-	196,078,431	22.90
Others												
Public	83,116,051	13.19	-	-	83,116,051	13.19	239,580,753	27.98	-	-	239,580,753	27.98

Notes:

- Mr Pang Pok holds 79,705 Shares directly and is deemed interested in 66,660,000 Shares held through DBS Nominees (Private) Limited and 5,000,000 Shares held by his wife, Ms. Ang Siew Kiock.
- Ms. Ang Siew Kiock holds 5,000,000 Shares directly and is deemed to be interested in the 66,739,705 Shares held directly and indirectly by her spouse, Mr Pang Pok.
- ZTS holds an aggregate of 33,626,966 Shares, comprising a direct interest in 29,239,766 Shares registered in its name and a deemed interest in 4,387,200 Shares held in a custodian account with UOB Kay Hian Pte Ltd.
- By virtue of sections 4(4) and 4(5) of the SFA, Ms. Zhang Liying is deemed to be interested in the 18,655,555 Shares held by Marvel Earn Limited.
- Based on the assumption that no other Shareholder save for ZTS subscribes for the Excess Right Shares.
- As at the Latest Practicable Date, Marvel Earn Limited is a Foreign Shareholder.

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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.

PROXY FORM

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

PROXY FORM EXTRAORDINARY GENERAL MEETING

Printed copies of the Proxy Form will be sent to Shareholders. This Proxy Form has also been made available and may be accessed on **SGXNet** at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://gsholdings.com.sg/>.

IMPORTANT

1. The Extraordinary General Meeting ("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.. **There will be no option for Shareholders to participate virtually.** Arrangements relating to, among others, attendance at the EGM, submission of questions in advance, addressing of substantial and relevant questions in advance of, or at the EGM and voting at the EGM are set out in the Notice of EGM dated 23 July 2024 which is published on SGXNet and the Company's website.
2. For investors who have used their Supplementary Retirement Scheme monies to buy Shares in the Company (the "SRS Investors"), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. SRS Investors may direct their SRS operators to appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM in which case they should approach their SRS operators to submit their votes at least seven (7) working days before the EGM (i.e. by 30 July 2024) to allow sufficient time for their respective relevant intermediaries to, in turn, submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date at 3.00 p.m. on 6 August 2024.
4. Relevant intermediaries (as defined in section 181 of the Companies Act 1967) may appoint more than two proxies to attend, speak and vote at the EGM.

I/We* _____ (Name) _____ (NRIC/ Company Registration No)* of _____ (Address) being a member/members of **GS HOLDINGS LIMITED** (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Address	No. of Shares	Proportion of Shareholding (%)

*and/or (delete as appropriate)

Name	NRIC/Passport No.	Address	No. of Shares	Proportion of Shareholding (%)

or failing *him/her/they, or if no person is named above, hereby appoint the Chairman of the EGM as my/our proxy/proxies, to vote for me/us on my/our behalf at the EGM of the Company to 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. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against or abstain from voting on the resolutions to be proposed at the EGM in the spaces provided hereunder. If 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, my/our* proxy/proxies* may vote or abstain from voting at his or her discretion.

Where the Chairman of the EGM is appointed as proxy, 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 any adjournment thereof.

The resolutions put to the vote at the EGM shall be decided by way of poll.

PROXY FORM

No.	Resolutions relating to:	For	Against	Abstain
Ordinary Business				
1.	To approve the Proposed Issue of Conversion Shares			
2.	To approve the Proposed Rights Issue			
3.	To approve the Potential Transfer of Controlling Interest			

Note: If you wish to exercise all your votes “For” or “Against” the relevant resolution or to “Abstain” from voting on the resolution in respect of all your votes, please “√” within the relevant boxes provided. Alternatively, if you wish to exercise some and not all of your votes both “For” and “Against” the relevant resolution and/or to abstain from voting in respect of the relevant resolution, please indicate the number of shares in the boxes provided.

Dated this _____ day of _____ 2024

Total Number of Shares in	No. of Shares
Depository Register	
Register of Members	

Signature(s) of Shareholder(s) and/or
Common Seal of Corporate Shareholder



**Delete where inapplicable*

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

PROXY FORM

NOTES:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the shares held by you.
2. A Shareholder of the Company 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/its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form, otherwise the Company shall be entitled to treat the first named proxy as representing the entire number of Shares registered against the Shareholder's name in the Depository Register and any second named proxy as an alternate to the first named proxy or at the Company's option to treat such Proxy Form as invalid.
3. A Shareholder of the Company 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.
4. "**Relevant intermediary**" has the meaning defined in section 181 of the Companies Act 1967 of Singapore.
5. SRS Investors who wish to vote should approach their respective SRS operators to submit their votes at least seven (7) working days before the EGM (i.e. by 30 July 2024) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to either appoint such SRS Investors (if they wish to attend the EGM and vote in person) or the Chairman of the EGM (in which case the SRS Investors shall be precluded from attending the EGM) as proxies to vote at the EGM.
6. 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.
7. A proxy, including the Chairman of the EGM, need not be a Shareholder of the Company.
8. A corporation which is a Shareholder may also authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with section 179 of the Companies Act 1967.
9. The appointment of a proxy(ies) shall not preclude a Shareholder from attending, speaking and voting in person at the EGM. If a Shareholder attends the EGM in person, the appointment of a proxy(ies) shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy(ies) to 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,

PROXY FORM

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.

11. A Shareholder who wishes to submit an instrument of proxy must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
12. If sent by post, the instrument appointing a proxy(ies) must be under the hand of the appointor or of his/her attorney duly authorised in writing and the instrument appointing the proxy(ies) of a corporation must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
13. Where an instrument appointing a proxy(ies) is submitted by email, it must be authorised in the following manner:
 - (a) by way of the affixation of a signature under the hand of the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
 - (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

Shareholders are strongly encouraged to submit their completed Proxy Forms electronically via email to ensure that they are received by the Company by the stipulated deadline.

14. Where an instrument appointing a proxy(ies) is signed or, as the case may be, authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing the proxy(ies), failing which the instrument may be treated as invalid.
15. The Company shall be entitled to reject any instrument appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument including any related attachment (such as in the case where the appointor submit more than one instrument appointing his/her/its proxy(ies)). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy(ies) if the Shareholder, being the appointor is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.
16. By submitting this Proxy Form, a Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 23 July 2024.