



GS HOLDINGS LIMITED

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

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- I. **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. **ALLOTMENT AND ISSUE OF 1,851,851 INTRODUCER SHARES TO THE INTRODUCER AT THE ISSUE PRICE OF S\$0.0243 PER INTRODUCER SHARE, PURSUANT TO THE INTRODUCER AGREEMENT**
 - III. **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**
 - **RECEIPT OF LISTING AND QUOTATION NOTICE FOR CONVERSION SHARES, INTRODUCER SHARES AND RIGHTS SHARES**

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1. The board of directors ("**Board**" or "**Directors**") of GS Holdings Limited ("**Company**" and together with its subsidiaries, the "**Group**") refers to its announcements dated 18 June 2024, its circular to Shareholders dated 23 July 2024 ("**Circular**") and its announcement dated 8 August 2024 on the outcome of the Company's extraordinary general meeting of 8 August 2024 ("**EGM**").
 2. Unless otherwise defined herein, all capitalised terms used in this announcement shall bear the same meanings defined in the Circular.

Receipt of LQN

3. Further to the EGM, the Board is pleased to announce that the Company had on 26 August 2024 received the listing and quotation notice ("**LQN**") from SGX-ST for the listing and quotation of:
 - (a) 65,359,477 Conversion Shares at the conversion price of S\$0.0153 per Conversion Share to the Lender, upon conversion of the Loan of S\$1,000,000 pursuant to the terms and conditions of the CLA (as amended by the Supplemental Letter dated 15 June 2024);
 - (b) 1,851,851 Introducer Shares at the issue price of S\$0.0243 per Introducer Share to the Introducer, Accura Advisory Pte. Ltd., pursuant to the terms and conditions of the Introducer Agreement dated 22 January 2024; and

- (c) up to 570,888,708 Rights Shares at the Issue Price of S\$0.015 per 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 to be determined, fractional entitlements to be disregarded.
4. The listing and quotation of the Conversion Shares, Introducer Shares and Rights Shares are subject to the Company's compliance with the SGX-ST's listing requirements.
 5. Shareholders should note that the LQN is not an indication of the merits of the Conversion Shares, the CLA, the Supplemental Letter, the Introducer Shares, the Introducer Agreement, the Right Shares and the Proposed Rights Issue, the Company, its subsidiaries and their securities.
 6. The Company will make further announcements on the allotment and issue of the Conversion Shares and Introducer Shares, and on the progress of the Proposed Rights Issue at the appropriate time.

BY ORDER OF THE BOARD

Lim Kee Way Irwin
Independent and Non-Executive Chairman
GS Holdings Limited

26 August 2024

*This announcement has been prepared by GS Holdings Limited, and its contents have been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**") for compliance with the relevant rules of the SGX-ST Listing Manual Section B: Rules of Catalist.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

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