



**Global Strategic Holdings**  
群策环球控股  
[Company Registration No. 200106139K]  
(Incorporated In The Republic of Singapore)

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of GSH Corporation Limited ("the Company") will be held at 11 Changi North Way, GSH Centre Singapore 498796 on Monday, 21 April 2014 at 2.30 p.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company retiring pursuant to Article 91 of the Articles of Association of the Company:  
Mr Lee Choon Hui Francis **(Resolution 2)**  
Mr Michael Grenville Gray **(Resolution 3)**  
Mr Ee Guan Hui Gilbert **(Resolution 4)**  
Mr Lee Choon Hui Francis will, upon re-election as Director of the Company, remain as Vice-Chairman of the Board, Chairman of the Remuneration Committee and a member of the Audit Committee/Nominating Committee, and will be considered independent.  
Mr Michael Grenville Gray will, upon re-election as Director of the Company, remain as Chairman of the Audit Committee and as a member of the Remuneration Committee, and will be considered independent.  
Mr Ee Guan Hui Gilbert will, upon re-election as Director of the Company, remain as Chief Executive Officer and a member of the Nominating Committee, and will be considered non-independent.
- To re-appoint Ms Huang Lui, a Director of the Company retiring under Section 153(6) of the Companies Act, Cap. 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.  
Ms Huang Lui will, upon re-appointment as a Director of the Company, remain as Chairman of the Nominating Committee and as a member of the Audit Committee/Remuneration Committee, and will be considered independent. **(Resolution 5)**
- To approve the following NED/IDs' remuneration related matters:  
The payment of additional Directors' fees amounting to S\$52,080 for the financial year ended 31 December 2013. **(Resolution 6)**  
The payment of Directors' fees amounting to S\$254,880 for the financial year ending 31 December 2014, to be paid quarterly in arrears. (2013: S\$260,400) **(Resolution 7)**  
The payment of a per diem allowance of S\$2,000 per travel day or part thereof, for business trips or meetings held outside Singapore. **(Resolution 8)**
- To appoint Messrs KPMG LLP as Auditors of the Company in place of the retiring auditors, Messrs Ernst & Young LLP, to hold office until the next Annual General Meeting and to authorise the Directors of the Company to fix their remuneration.  
[See Explanatory Note (i)] **(Resolution 9)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

#### 7. Authority to issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorised and empowered to:

- (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (**excluding treasury shares**) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (**excluding treasury shares**) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (**excluding treasury shares**) shall be based on the total number of issued shares (**excluding treasury shares**) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - new shares arising from the conversion or exercise of any convertible securities;
  - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
  - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

**(Resolution 10)**

By Order of the Board

Lee Tiong Hock  
Company Secretary  
Singapore, 4 April 2014

#### Explanatory Notes:

- The Ordinary Resolution 9 is to approve the appointment of Messrs KPMG LLP as the auditors of the company in place of the retiring auditors, Messrs Ernst & Young LLP, and to authorise the Directors to fix their remuneration. Detailed information relating to this resolution is set out in the Circular relating to the Proposed Change of Auditors dated 4 April 2014.
- The Ordinary Resolution 10 in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting ("**AGM**") of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (**excluding treasury shares**) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (**excluding treasury shares**) will be calculated based on the total number of issued shares (**excluding treasury shares**) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

#### Notes:

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 11 Changi North Way, GSH Centre Singapore 498796 not less than forty-eight (48) hours before the time appointed for holding the Meeting.