



GSH CORPORATION LIMITED
(Company Registration No. 200106139K)
(Incorporated in Singapore with limited liability)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of GSH Corporation Limited (the "Company") will be held at GSH Centre, 11 Changi North Way, Singapore 498796 on 29 April 2016 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held on the same day and at the same place), for the purpose of considering, and if thought fit, passing, with or without modifications:

All capitalized terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 7 April 2016.

AS A SPECIAL RESOLUTION

THAT pursuant to the Constitution of the Company, approval be and is hereby given:

THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

- (a) for the amendment of the Constitution of the Company as set out in the Appendix to the Circular (the "**Constitution Amendments**"); and
- (b) the Directors and each of them be and is hereby authorized to do any and all such acts (including to execute all such documents as may be required, approve any amendments, alterations or modifications to any documents, and sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or they may, in their absolute discretion deem necessary, desirable or expedient to give effect to this Special Resolution and the Constitution Amendments.

AS AN ORDINARY RESOLUTION

THAT pursuant to the Constitution of the Company, approval be and is hereby given:

THE PROPOSED SHARE BUY-BACK MANDATE

- (a) for the purposes of Section 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**") and such other laws and regulations as may for the time being be applicable, the exercise by the directors of the Company ("**Directors**") of all the powers of the Company to purchase or otherwise acquire issued and paid-up ordinary shares in the share capital of the Company ("**Shares**") (excluding treasury shares) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) on-market purchases transacted through the trading system of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Market Purchase**"); and/or
- (ii) off-market purchases in accordance with an equal access scheme as may be determined or formulated by the Directors as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act and the SGX-ST Listing Manual ("**Off-Market Purchase**"),

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the SGX-ST Listing Manual, be and is hereby authorized and approved generally and unconditionally (the "**Share Buy-back Mandate**");

- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-back Mandate shall, at the discretion of the Directors, either be cancelled or, subject to the Special Resolution pertaining to the Constitution Amendments being passed, held as treasury shares and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date of the next annual general meeting of the Company ("**AGM**") or the date by which the next AGM is required by law to be held, whichever is earlier;
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buy-back Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buy-back Mandate is revoked or varied by Shareholders in general meeting;

- (d) in this Resolution:

"**Average Closing Price**" means the average of the closing market prices of the Shares over the last five (5) Market Days ("**Market Day**" being a day on which the SGX-ST is open for trading in securities) on which transactions in the Shares were recorded, before the day on which the purchases are made, or as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase; and is deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period;

"**date of the making of the offer**" means the date on which the Company makes an offer for the Off-Market Purchase from the holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. The purchase price to be paid for the Shares as determined by the Directors must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares,

"**Prescribed Limit**" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

- (e) the Directors and each of them be and is hereby authorized to do any and all such acts (including to execute all such documents as may be required, approve any amendments, alterations or modifications to any documents, and sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may, in their absolute discretion deem necessary, desirable or expedient to give effect to this Ordinary Resolution and the Share Buy-back Mandate.

By Order of the Board

Lee Tiong Hock
Company Secretary
7 April 2016

Notes:

- (1) For further details, please refer to the Circular to the shareholders of the Company dated 7 April 2016.
 - (2) In line with the listing rules of the SGX-ST, the Company shall conduct voting on all resolutions to be proposed at the EGM by way of poll.
 - (3) (a) A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the EGM.
 - (b) A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend 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 member (which number and class of Shares shall be specified).
- "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
- (4) A proxy need not be a member of the Company.
 - (5) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 11 Changi North Way, GSH Centre Singapore 498796 not less than 48 hours before the time appointed for the EGM, failing which the instrument may be treated as invalid.