
PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE

1. INTRODUCTION

1.1 The board of directors (“**Board**” or “**Directors**”) of GS Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that the Company is proposing to undertake a renounceable non-underwritten rights issue (“**Proposed Rights Issue**”) of up to 570,888,708 new ordinary shares in the capital of the Company (“**Rights Shares**”) on the basis of two (2) Rights Shares for every one (1) existing ordinary share in the capital of the Company (“**Share**”) held by Entitled Shareholders (as defined below) as at the Record Date (as defined below).

For the purposes of this announcement and unless otherwise specified, “**Record Date**” refers to such date and time to be determined by the Directors for the purposes of determining the entitlements of shareholders of the Company (“**Shareholders**”) under the Proposed Rights Issue.

1.2 The principal terms of the Proposed Rights Issue are set out below:

Principal Terms of the Issue	Description
Price	S\$0.015 per Rights Share (“ Issue Price ”)
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 volume weighted average price (“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 the Catalist (“Catalist”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) on 14 June 2024, being the last full market day on which the Shares were traded on Catalist immediately prior to the date of this 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>Please refer to paragraph 2.5 of this announcement for further details, including the basis of discounts.</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.

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 this announcement; and (b) the number of Shares following completion of the Proposed Rights Issue assuming the Maximum Subscription Scenario (as defined in paragraph 2.3 below).

Principal Terms of the Issue	Description
Use of Proceeds	<p>The proceeds arising from the Proposed Rights Issue will be utilised for the future expansion of the Group, as well as for working capital needs of the Group.</p> <p>Please refer to paragraph 5 of this announcement for further details on the use of proceeds arising from the Proposed Rights Issue.</p>
Purpose of Issue	<p>The Company is proposing to undertake the Proposed Rights Issue to raise funds to strengthen the financial position and cash position of the Group. In addition, the Proposed Rights Issue will allow the Group to satisfy its working capital needed and to seize opportunities for business growth and expansion in a timely manner. The Proposed Rights Issue will also provide Shareholders with an opportunity to 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.</p> <p>Please refer to paragraph 4 of this announcement for further details on the purpose of the Proposed Rights Issue.</p>

- 1.3 The terms and conditions of the Proposed Rights Issue are subject to such changes as the Directors may in their absolute discretion deem fit. The final terms and conditions of the Proposed Rights Issue will be contained in the offer information statement (“**Offer Information Statement**”) in connection with the Proposed Rights Issue to be lodged with the SGX-ST, acting as an agent on behalf of the Monetary Authority of Singapore (“**MAS**”), and to be despatched or disseminated by the Company to Shareholders in due course. Further details on the other principal terms and conditions of the Proposed Rights Issue are set out below.
- 1.4 Under the Proposed Rights Issue, Entitled Shareholders are able to subscribe for Excess Rights Shares (as defined below), which may cause a transfer of controlling interest. Pursuant to Rule 803 of the Catalist Rules (as defined below), the Company must not issue Shares to transfer a controlling interest without prior approval of the Shareholders in a general meeting. Accordingly, the Company will, if required, be seeking the Shareholders’ approval at the EGM (as defined below) for any potential transfer of controlling interest that may arise as a result of an Entitled Shareholder applying for Excess Rights Shares.

2. THE PROPOSED RIGHTS ISSUE

2.1 Basis of Provisional Allotment

The Company is offering up to 570,888,708 Rights Shares to Entitled Shareholders at an Issue Price of S\$0.015 per Rights Share, on a renounceable non-underwritten basis of two (2) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Record Date.

Fractional entitlements to the Rights Shares will be disregarded in arriving at the Entitled Shareholders’ provisional allotments of such Rights Shares.

2.2 Convertible Loan Agreement and Introducer Agreement

Convertible Loan Agreement

The Company had on 25 January 2024, entered into a convertible loan agreement (“**CLA**”) with Eliza Investment Pte. Ltd. (“**Lender**”), 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**”). In accordance with the terms of the CLA, the Lender had disbursed a sum of S\$500,000 to the Company on 1 February 2024. As at the date of this announcement, a balance principal sum of S\$500,000

remains available for drawdown by the Company under the CLA by 30 June 2024 (“**Second Tranche Disbursement**”), subject to the Company having formulated and announced to the SGX-ST, such fund raising and/or appropriate corporate exercise(s) on terms acceptable to the Lender.

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 (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 obtained at a general meeting of the Company to be convened).

As announced by the Company on 18 June 2024, the Company and the Lender had on 15 June 2024, entered into a supplemental letter (“**Supplemental Letter**”) to amend the conversion price pursuant to the Lender’s Conversion Right under the CLA to S\$0.0153 per Conversion Share, in consideration of the Irrevocable Undertaking (as defined below) given by the Lender (further details of which are set out in paragraph 6.3(a) below).

Pursuant to its 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. Accordingly, upon the Lender’s exercise of such Conversion Right, the Company will allot and issue to the Lender 65,359,477 Conversion Shares.

Introducer Agreement

The Company had on 22 January 2024, entered into an agreement (“**Introducer Agreement**”) and confirmation letter dated 27 March 2024 (“**Placement Introduction Letter**”) with Accura Advisory Pte. Ltd. (“**Introducer**”).

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 (ie. S\$30,000), upon entry into a valid and binding agreement or term sheet between the Lender and the Company, with such fee payable upon completion of the Loan, and such fund raising and/or appropriate corporate exercise(s) during the term of the Introducer Agreement, and will be satisfied by way of allotment and issuance of such number of new fully paid Shares to the Introducer (“**CLA Introducer Shares**”) at an issue price of S\$0.0243 per CLA Introducer Share.

Pursuant to the Introducer Agreement and in connection with the Placement (as defined below), 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 (as defined below) (i.e. S\$15,000), satisfied by way of allotment and issuance of such number of new fully paid Shares to the Introducer (“**Placement Introducer Shares**”, and 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 upon the Lender’s exercise of its Conversion Right for the full principal amount of the Loan. The Conversion Shares and Introducer Shares will, when allotted and issued, rank *pari passu* in all respects with the then existing issued Shares.

Further details of the CLA, Introducer Agreement, Placement Introduction Letter and Supplemental Letter are set out in the Company’s announcements dated 26 January 2024, 1 April 2024, 24 April 2024 and 18 June 2024.

2.3 **Size of the Proposed Rights Issue**

As at the date of this announcement, the issued and paid-up share capital of the Company (excluding treasury shares and subsidiary holdings) comprises 218,233,026 Shares ("**Existing Share Capital**").

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 assumption in (a) and (b) above, there is no change in the Existing Share Capital on or before the Record Date;
- (d) all relevant Shareholder approvals are obtained at the EGM in relation to the Proposed Rights Issue and the allotment and issue of Conversion Shares; 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 the resultant enlarged issued share capital of the Company will be 856,333,062 Shares at completion of the Proposed Rights Issue.

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 assumption in (a) and (b) above, there is no change in the Existing Share Capital on or before the Record Date
- (d) all relevant Shareholder approvals are obtained at the EGM in relation to the Proposed Rights Issue and the allotment and issue of Conversion Shares; and
- (e) (i.) none of the Entitled Shareholders except for the Lender, Pang (as defined below) and ZTS subscribe for the Rights Shares, and (ii.) ZTS makes an application for the ZTS Excess Rights Shares (as defined below), in each case pursuant to their respective Irrevocable Undertakings and scaled down as required for compliance with the Code (as defined below), further details of which are set out in paragraph 2.9 below,

("Minimum Subscription Scenario"), an aggregate of 352,516,338 Rights Shares will be allotted and issued and the resultant enlarged issued share capital of the Company will be 637,960,692 Shares at completion of the Proposed Rights Issue.

The Company does not hold any Shares in treasury and does not have any subsidiary holdings as at the date of this announcement.

2.4 **Authority to Issue Rights Shares and Conversion Shares**

The Company will be seeking approval from the Shareholders for, among others, the allotment and issue of the Rights Shares and Conversion Shares at an extraordinary general meeting of

the Company (“**EGM**”) to be convened. A circular to Shareholders setting out, *inter alia*, the details of the Proposed Rights Issue, together with the notice of the EGM, will be despatched to the Shareholders in due course (“**Circular**”).

2.5 Issue Price

The Issue Price of S\$0.015 per Rights Share represents:

- (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 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 this announcement; and
- (b) a discount of approximately 6.25% to the TERP of S\$0.016 per Share.

The Issue Price and the discount have been determined after taking into account, *inter alia*, fundraising needs, precedent rights issues and the Company’s share price and volume in the past twelve (12) months.

2.6 Status and Ranking

The Rights Shares will be payable in full upon acceptance and/or application, and, when allotted and issued, the Rights Shares will rank *pari passu* in all respects with the then existing issued 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.

For this purpose, in this paragraph 2.6, “**record date**” means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered with the Central Depository (Pte) Limited (“**CDP**”) or the Company, as the case may be, in order to participate in such dividends, rights, allotments or other distributions.

2.7 Non-Underwritten Basis

The Proposed Rights Issue will not be underwritten. Taking into consideration the Irrevocable Undertakings (as defined below), 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.

Evolve Capital Advisory Private Limited, the Company’s Continuing Catalist Sponsor (“**Sponsor**” and in this context, the “**Placement Agent**”), has been engaged by the Company to act as a placement agent for the Proposed Rights Issue. As agreed upon in the Placement Agent Engagement Letter dated 14 June 2024, the Placement Agent will be procuring places to subscribe for the Excess Rights Shares (as defined below) on a best efforts basis, and perform the necessary duties in relation to the engagement as the Placement Agent.

The Proposed Rights Issue will not be withdrawn after commencement of the ex-rights trading of the Shares pursuant to Rule 820(1) of the Listing Manual Section B: Rules of Catalist of the SGX-ST (“**Catalist Rules**”).

2.8 Provisional Allotments and Excess Applications

Entitled Shareholders will be at liberty to accept (in full or in part), decline, renounce or (in the case of Entitled Depositors (as defined below)) 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**”).

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 renouncee(s) or the purchasers of such provisional allotment of Rights Shares, any unsold "nil-paid" provisional allotments of Rights Shares of Foreign Shareholders (as defined below) 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.

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.

2.9 **Scaling Down of Subscription**

The Singapore Code on Take-overs and Mergers ("**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, 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.

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 applications for Excess Rights Shares by any Entitled Shareholder:

- (a) to avoid placing the relevant Entitled Shareholder and parties acting in concert (as defined in the Code) with him in the position of incurring an obligation to make a mandatory general offer under the Code as a result of other Entitled Shareholders not taking up their provisional allotments of the Rights Shares fully or partly; or
- (b) 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.

2.10 **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.

3. **CONDITIONS OF THE PROPOSED RIGHTS ISSUE**

- 3.1 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 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);
 - (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.
- 3.2 The Company will be making an application to the SGX-ST through its Sponsor, for the listing and quotation on Catalist of the Rights Shares, the Conversion Shares and the Introducer Shares.
- 3.3 Appropriate announcements in relation to, among others, the above application, despatch of the Circular to Shareholders, and lodgement and despatch of the Offer Information Statement will be made in due course.

4. RATIONALE

- 4.1 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.
- 4.2 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.

5. USE OF PROCEEDS

- 5.1 The Company expects to receive net proceeds ("**Net Proceeds**") of approximately S\$8.40 million under the Maximum Subscription Scenario and approximately S\$5.13 million under the Minimum Subscription Scenario, after deducting expenses of approximately S\$160,000 to be incurred in connection with the Proposed Rights Issue.
- 5.2 The Company intends to use the Net Proceeds under both the Maximum Subscription Scenario and the Minimum Subscription Scenario for the following purposes:

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

Minimum Subscription Scenario

Use of Net Proceeds	Approximate Amount (S\$'000)	Percentage of Net Proceeds (%)
For general working capital needs ²	2,903	57
For the future expansion of the Group	2,224	43
Total	5,127	100

- 5.3 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.
- 5.4 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.

6. IRREVOCABLE UNDERTAKINGS

- 6.1 The Company had also on 1 April 2024, entered into a share subscription agreement with ZTS Holdings Pte. Ltd. ("**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.
- 6.2 As at the date of this announcement:
- (a) Mr. Pang Pok ("**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 issued and paid-up share capital of the Company. Accordingly, Pang will be entitled to subscribe for an aggregate of 133,479,410 Rights Shares; and
- (b) ZTS holds an aggregate of 29,239,766 Shares, representing 13.40% of the existing issued and paid-up share capital of the Company. Accordingly, ZTS will be entitled to subscribe for an aggregate of 58,479,532 Rights Shares.

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

6.3 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 (the latter two being substantial Shareholders of the Company) have given Irrevocable Undertakings in favour of the Company ("**Irrevocable Undertakings**"), 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:

- (i.) disburse the Second Tranche Disbursement to the Company no later than 10 business days after the date of this 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:

- (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 his 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 the 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:

- (i.) vote in favour for the Proposed Rights Issue, including the allotment and issuance 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 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.

- 6.4 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.
- 6.5 The Company and Sponsor will, in connection with the Irrevocable Undertaking, 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 undertaking under the Irrevocable Undertaking. No commission is payable to each of the Lender, Pang and ZTS in connection with the Irrevocable Undertaking.

7. OPINION OF DIRECTORS

- 7.1 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, 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 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.

Notwithstanding the aforesaid, the Directors are of the opinion, after taking into consideration the rationale for the Proposed Rights Issue as set out in paragraph 4 of this announcement, that the Proposed Rights Issue is in the interests of the Company.

8. ELIGIBILITY TO PARTICIPATE IN THE PROPOSED RIGHTS ISSUE

8.1 Eligibility to Participate

The Company will provisionally allot the Rights Shares to the Entitled Shareholders, comprising Entitled Depositors and Entitled Scripholders but excluding Foreign Shareholders (each as defined below), 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. ("**Share Registrar**"), as the case may be.

8.2 Entitled Depositors

Entitled Depositors are Shareholders with Shares standing to the credit of their securities accounts ("**Securities Account**") 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**").

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.

8.3 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**” and together with the Entitled Depositors, the “**Entitled Shareholders**”).

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.

8.4 Supplementary Retirement Scheme (“SRS”)

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 approved banks, 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.

8.5 Foreign Shareholders

For practicable reasons and to avoid any violation of securities legislation applicable in countries other than Singapore, the Rights Shares will not be offered to Shareholders with registered addresses outside Singapore as at the Record Date and who have not, before 5.00 p.m. 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 (“**Foreign Shareholders**”). As such, no provisional allotments of the Rights Shares will be made to, and no purported acceptance thereof or application therefor by Foreign Shareholders will be valid.

If it is practicable to do so, arrangements may be made, at the discretion of the Company, for provisional allotments of Rights Shares which would otherwise be provisionally allotted to Foreign Shareholders to be sold “nil-paid” on the SGX-ST as soon as practicable after dealings in the provisional allotments of Rights Shares commence.

9. PREVIOUS EQUITY FUND RAISING IN THE PAST 12 MONTHS

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	Percent age Allocation	Amount Utilised (\$)	Balance (\$)
CLA with the Lender	Upon exercise of	Gross amount of S\$1,000,000 (with S\$500,000	General working capital	100%	500,000	-

	Conversion Right	drawn down as at the date of this announcement and another S\$500,000 remaining available for drawdown) and net proceeds of S\$980,000 (after deducting expenses of approximately S\$20,000)				
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%	376,000	124,000

Save for the CLA and Placement, further details of which are set out in paragraphs 2.2 and 6.1 above respectively, the Company has not undertaken any equity fundraising in the past twelve (12) months prior to the date of this announcement.

10. NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT 2001 OF SINGAPORE

The provisional allotments of Rights Shares and the Rights Shares are prescribed capital market products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

11. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS OF THE COMPANY

Save as disclosed in this announcement, none of the Directors or substantial Shareholders, as well as their respective associates, have any interests, direct or indirect, in the Proposed Rights Issue (other than through their respective shareholding interests, direct and/or indirect, in the Company).

12. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Rights Issue, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in the announcement 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 the announcement in its proper form and context.

13. FURTHER ANNOUNCEMENTS

Further announcements will be made by the Company in relation to the Proposed Rights Issue as and when appropriate.

14. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing or trading in the Shares as there is no certainty or assurance that the Proposed Rights Issue will materialise or that no changes will be made to the terms thereof. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully, and where in doubt as to the action that they should take, they should consult their stockbrokers, bank managers, solicitors, accountants, tax advisers or other professional advisers immediately.

By Order of the Board

Lim Kee Way Irwin
Independent and Non-Executive Chairman

18 June 2024

*This announcement has been prepared by GS Holdings Limited (“**Company**”) and its contents have been reviewed by the Company’s sponsor, Evolve Capital Advisory Private Limited (“**Sponsor**”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**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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