



GS HOLDINGS LIMITED

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

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 SHARE OF THE COMPANY HELD AS AT THE RECORD DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

- **LODGEMENT, DESPATCH AND/OR DISSEMINATION OF OFFER INFORMATION STATEMENT AND ITS ACCOMPANYING DOCUMENTS**
 - **INDICATIVE TIMETABLE OF KEY EVENTS**
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*Unless otherwise defined, all capitalised terms used in this announcement shall have the same meanings as ascribed to them in the Company's offer information statement in relation to the Rights Issue ("**Offer Information Statement**") lodged with the SGX-ST on behalf of the Monetary Authority of Singapore on 12 September 2024. Any reference to the time of day herein shall be a reference to Singapore time.*

1. INTRODUCTION

- 1.1. 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, 8 August 2024, 26 August 2024, 29 August 2024, 2 September 2024 and circular to Shareholders dated 23 July 2024, in relation to the renounceable non-underwritten rights issue ("**Rights Issue**") of up to 570,888,708 new ordinary shares in the capital of the Company ("**Rights Shares**") at an issue price of S\$0.015 for each Rights Share ("**Issue Price**"), on the basis of two (2) Rights Shares for every one (1) existing ordinary share in the capital of the Company ("**Shares**").

2. LODGEMENT, DESPATCH AND/OR DISSEMINATION OF THE OFFER INFORMATION STATEMENT AND ITS ACCOMPANYING DOCUMENTS

- 2.1. The Board wishes to announce that the Offer Information Statement, together with the ARE, the ARS and the PAL, have been lodged with the Authority today.
- 2.2. Pursuant to the joint statement by the Monetary Authority of Singapore, the Securities Industry Council of Singapore and the Singapore Exchange Regulation on 29 June 2021 in relation to, *inter alia*, the extension of temporary measures to allow electronic dissemination of rights issue documents beyond 30 June 2021, which will be in place until revoked or amended, and the Securities and Futures (Offer of Investments) (Temporary Exemption from Sections 277(1)(c) and 305B(1)(b)) Regulations 2020, physical copies of the Offer Information Statement will not be despatched to Entitled Shareholders. The Offer Information Statement has instead been made available for viewing online in a Portable Document Format (PDF) at, and may be accessed, downloaded and printed from, the following online locations:

- (a) on the Company's corporate website at the following URL:

<https://gsholdings.com.sg/investor-relations/>

(b) on SGXNET at the following URL:

<https://www.sgx.com/securities/company-announcements?value=GS%20HOLDINGS%20LIMITED&type=company&pagesize=20&page=1>

(together, the “**Online Locations**”).

- 2.3. Physical copies of a notification letter specifying the Online Locations and containing instructions on how to view, download and print the electronic version of the Offer Information Statement (“**Notification**”), together with the ARE (in the case of Entitled Depositors) or PAL (in the case of Entitled Scripholders), will be despatched by the Company to the Entitled Shareholders on or around 16 September 2024. To access the Offer Information Statement, Entitled Shareholders may refer to the instructions set out in the Notification.
- 2.4. Entitled Depositors who do not receive the Notification and the ARE may contact CDP via its hotline at +65 6535 7511 or via email at asksqx@sgx.com, on Mondays to Fridays from 8.30 a.m. to 5.00 p.m., during the period from the date the Rights Issue commences up to 5.30 p.m. on 30 September 2024 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- 2.5. Entitled Scripholders who do not receive the Notification and the PAL may obtain a copy from the Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 on Mondays to Fridays from 8.30 a.m. to 5.30 p.m, during the period from the date the Rights Issue commences up to 5.30 p.m. on 30 September 2024 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- 2.6. For practical reasons and in order to avoid any violation of the securities legislation applicable in jurisdictions other than Singapore, the Rights Shares will not be offered to, and the Notification, Offer Information Statement and its accompanying documents will not be despatched or disseminated to Foreign Shareholders or into any jurisdictions outside Singapore. Accordingly, Foreign Shareholders will not be entitled to participate in the Rights Issue. No provisional allotment of the Rights Shares has been made or will be made to Foreign Shareholders and no purported acceptance thereof or application therefor by any Foreign Shareholder will be valid.

3. ACCEPTANCES OF PROVISIONAL ALLOTMENTS OF RIGHTS SHARES AND (IF APPLICABLE) APPLICATIONS FOR EXCESS RIGHTS SHARES

- 3.1. Acceptances of provisional allotments of Rights Shares and (if applicable) applications for Excess Rights Shares under the Rights Issue may be made by Entitled Shareholders as follows:
 - (a) in the case of Entitled Depositors, by way of the ARE through CDP, or by way of an Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service; or
 - (b) in the case of Entitled Scripholders, by way of the PAL through the Share Registrar.

More information on the procedures for acceptance, payment, splitting, renunciation and applications for Rights Shares and Excess Rights Shares by Entitled Shareholders can be found in the Offer Information Statement, the ARE and the PAL.

4. TRADING PERIOD OF “NIL-PAID” RIGHTS

- 4.1. The trading period for the provisional allotments of Rights Shares on the SGX-ST (“**nil-paid rights**”) will commence from 9.00 a.m. on 16 September 2024 and will end at 5.00 p.m. on 24 September 2024. Entitled Depositors who sell their nil-paid rights during this period need not forward the ARE to the Purchasers as arrangements will be made by CDP for a separate ARS to be issued to the Purchasers whose mailing addresses maintained with CDP are in Singapore.

- 4.2. Purchasers should note that CDP will, for and on behalf of the Company, send the ARS, accompanied by the Notification and other accompanying documents, by ordinary post and at the Purchasers' own risk, to their respective Singapore addresses as maintained in the records of CDP. For the avoidance of doubt, Purchasers are not eligible to subscribe for Excess Rights Shares.
- 4.3. The Offer Information Statement and its accompanying documents will not be despatched or disseminated to Foreign Purchasers. Foreign Purchasers who wish to accept the provisional allotments of Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore. Foreign Purchasers are advised that their participation in the Rights Issue may be restricted or prohibited by the laws of the jurisdiction in which they are located or resident. For the avoidance of doubt, even if a Foreign Purchaser has provided a Singapore address as aforesaid, the offer of nil-paid rights and/or Rights Shares to him will be subject to compliance with applicable securities laws outside Singapore. The Company further reserves the right to reject any acceptance of Rights Shares and (if applicable) any application for Excess Rights Shares where it believes, or has reason to believe, that such acceptance or application may violate the applicable legislation of any jurisdiction.

5. INDICATIVE TIMETABLE FOR KEY EVENTS

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| Despatch (or dissemination in accordance with such laws or regulations as may be applicable) of the Notification, the ARE and the PAL (as the case may be) to the Entitled Shareholders | : 16 September 2024 |
| Commencement of trading of "nil-paid" rights | : 16 September 2024 from 9.00 a.m. |
| Commencement of application for Rights Shares | : 16 September 2024 from 9.00 a.m. |
| Last date and time for splitting, trading of "nil-paid" rights and sale of "nil-paid" rights of Foreign Shareholders | : 24 September 2024 at 5.00 p.m. |
| Last date and time for acceptance of and payment for the Rights Shares ⁽¹⁾ | : 30 September 2024 at 5.30 p.m. (or 9.30 p.m. for Electronic Applications through ATMs of the Participating Bank) |
| Last date and time for acceptance of and payment for the Rights Shares by renounees ⁽¹⁾ | : 30 September 2024 at 5.30 p.m. (or 9.30 p.m. for Electronic Applications through ATMs of the Participating Bank) |
| Last date and time for application of and payment for Excess Rights Shares ⁽¹⁾ | : 30 September 2024 at 5.30 p.m. (or 9.30 p.m. for Electronic Applications through ATMs of the Participating Bank) |
| Expected date for issuance of the Rights Shares | : 4 October 2024 |
| Expected date for crediting of the Rights Shares | : 8 October 2024 |
| Expected date for refund of unsuccessful or invalid applications (if made through CDP) | : 8 October 2024 |
| Expected date and time for listing and commencement of trading of Rights Shares | : 8 October 2024 at 9.00 a.m. |

Note:

- (1) This does not apply to SRS Members and investors who hold Shares through a finance company and/or Depository Agent. SRS Members and investors who hold Shares through a finance company and/or Depository Agent should refer to the section entitled “**Important Notice to SRS Members and Investors who hold Shares through a Finance Company and/or Depository Agent**” of the Offer Information Statement. Any acceptance and (if applicable) application made by these persons directly through CDP, the Share Registrar, the Company and/or Electronic Applications will be rejected. Such persons, where applicable, will receive notification letter(s) from their respective SRS Approved Bank, finance company and/or Depository Agent and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective SRS Approved Bank, finance company and/or Depository Agent, as the case may be.

The above timetable is indicative only and is subject to change. As at the date of this announcement, the Company does not expect the above timetable to be modified. However, the Company may, with the approval of the SGX-ST, modify the timetable subject to any limitation under any applicable law. In that event, the Company will publicly announce any change to the above timetable through an SGXNET announcement to be posted on the SGX-ST's website at <https://www.sgx.com>.

6. GENERAL

- 6.1. This announcement is qualified in its entirety by, and should be read in conjunction with, the full text of the Offer Information Statement (including the risk factors). Shareholders and potential investors are also advised to read this announcement, the Offer Information Statement, and any further announcements by the Company carefully, and where in doubt as to the action that they should take, they should consult their financial, tax, legal or other professional adviser(s) immediately.
- 6.2. The Company will make further announcements relating to the Rights Issue (including any material developments and progress made) as may be appropriate from time to time.

BY ORDER OF THE BOARD

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

12 September 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 Catalyst.*

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.

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