



SIGNING OF CONDITIONAL SUBSCRIPTION AND SHAREHOLDERS' AGREEMENT FOR THE PROPOSED SUBSCRIPTION FOR SHARES IN ASPIRASI KUKUH SDN BHD

1. INTRODUCTION

- 1.1 The board of directors (the **%Board+** or **%Directors+**) of GSH Corporation Limited (the **%Company+**, and together with its subsidiaries, the **%Group+**) is pleased to announce that its wholly-owned subsidiary, GSH Properties Pte. Ltd. (**%GPPL+**), has on [12] February 2018 entered into a conditional subscription and shareholders agreement (**%SSHA+**) with Tradewinds Corporation Berhad (**%TCB+**) and Aspirasi Kukuh Sdn Bhd (**%Aspirasi Kukuh+**), in respect of the proposed subscription for new ordinary shares (**%Shares+**) in the issued and paid-up share capital of Aspirasi Kukuh by GPPL (the **%Proposed Subscription+**).
- 1.2 Aspirasi Kukuh is 100%-owned by TCB as at the date of the SSHA. Aspirasi Kukuh is the beneficial owner of a piece of land of 99 years tenure, located at Kuala Lumpur, Malaysia of approximately 14,000 square metres (the **%Land+**) and held under title number Pajakan Negeri (WP) No. Hakmilik 36783, Lot 50 Seksyen 26, Bandar Kuala Lumpur, Daerah Kuala Lumpur. GPPL and TCB are desirous of and have agreed to utilise Aspirasi Kukuh as the vehicle to undertake the development of the Land into serviced apartments and other commercial units.
- 1.3 Upon completion of the Proposed Subscription (**%Completion+**), GPPL will have acquired fifty per cent (50%) of the enlarged issued and paid-up share capital of Aspirasi Kukuh.
- 1.4 The Company is making this announcement in compliance with Rule 704(17)(c) of the listing manual of the Singapore Exchange Securities Trading Limited (**%Listing Manual+**).
- 1.5 As the Proposed Subscription is in line with the Group's ordinary course of business and is of a revenue nature, Chapter 10 of the Listing Manual does not apply to the Proposed Subscription.

2. THE PROPOSED SUBSCRIPTION

2.1 **Information on Aspirasi Kukuh**

Aspirasi Kukuh is a private limited company incorporated in Malaysia, which intends to undertake the business of property development including designing, constructing and building residential and/or commercial properties. Aspirasi Kukuh is a special purpose vehicle incorporated for the purposes of acquiring the Land, and does not have any subsidiaries.

2.2 **Consideration**

The total investment amounts to RM164,500,000 and will be made via subscription of new Shares and a shareholders loan. The subscription price for the issue of the Subscription Shares to GPPL under the SSHA is RM50,058,000 (**%Subscription Price+**), which is to be paid by GPPL to Aspirasi Kukuh upon Completion.



The Subscription Price was negotiated on an arm's length and willing-buyer-willing-seller basis, after taking into account, *inter alia*, the latest available book value of the Subscription Shares.

3. FUNDING OF THE PROPOSED SUBSCRIPTION

The Proposed Subscription will be funded by internal resources and/or bank borrowings.

4. VALUE ATTRIBUTABLE TO THE SUBSCRIPTION SHARES

(a) Book Value / Net Tangible Asset Value

Based on the unaudited management accounts of Aspirasi Kukuh, the book value and NTA attributable to the Subscription Shares as at 31 December 2017 is approximately RM16,850,000.

(b) Latest Available Open Market Value

The open market value of the Subscription Shares is not available as the Subscription Shares are not publicly traded.

No valuation of the Subscription Shares was commissioned.

5. CAUTIONARY STATEMENT

Shareholders are advised to exercise caution in trading their shares. The Proposed Subscription is subject to fulfilment of conditions, and there is no certainty or assurance as at the date of this announcement that the Proposed Subscription will be completed. The Company will make the necessary announcements when there are further developments in relation thereto. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

By Order of the Board

Gilbert Ee Guan Hui
CEO / Executive Director

12 February 2018