



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

RESOLUTIONS PASSED AT THE EXTRAORDINARY GENERAL MEETING HELD ON 26 FEBRUARY 2019

Unless otherwise defined therein, capitalised terms used in this announcement shall have the same meanings ascribed to them in the circular dated 11 February 2019 to the shareholders of the Company.

The Board of Directors (the "**Board**") of GS Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") wishes to announce that pursuant to Rule 704(15) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited, all ordinary resolutions relating to the matter as set out in the Notice of Extraordinary General Meeting ("**EGM**") dated 11 February 2019 were duly passed by way of poll.

The result of the poll on each of the ordinary resolutions put to the vote at the EGM is set out below for information:-

Resolution number and details	Total number of shares represented by votes For and Against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1. The Proposed Expansion	57,068,100	57,068,100	100	0	0
2. The Proposed Geographical Expansion	57,068,100	57,068,100	100	0	0
3. The Proposed Acquisition as an interested person transaction	15,778,100	15,778,100	100	0	0
4. The Proposed Consideration Shares Issue	15,778,100	15,778,100	100	0	0
5. The Proposed Second Tranche Marvel Placement	57,068,100	57,068,100	100	0	0
6. The Potential Transfer of Controlling Interest in the Company to Marvel arising from the Proposed Second Tranche Marvel Placement	57,068,100	57,068,100	100	0	0
7. The Proposed Conversion Shares Issue	63,968,100	63,968,100	100	0	0
8. The Potential Transfer of Controlling Interest in the Company to the Lenders arising from the Proposed Conversion Shares Issue	63,968,100	63,968,100	100	0	0

Resolution number and details		Total number of shares represented by votes For and Against the relevant resolution	FOR		AGAINST	
			Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
9.	The Proposed Warrants Issue	63,968,100	63,968,100	100	0	0
10.	The Potential Transfer of Controlling Interest in the Company to the Introducer arising from the Proposed Warrants Issue	63,968,100	63,968,100	100	0	0

Details of parties who are required to abstain from voting on the resolution

Mr Pang Pok, an Executive Chairman and Chief Executive Officer of the Company, holding 48,190,000 ordinary shares in the Company, had abstained from voting on the Proposed Acquisition as an interested person transaction and the Proposed Consideration Shares Issue. Mr Pang Pok is deemed to be interested in the 50,000,000 ordinary shares held by his nominee, UOB Nominees Private Limited.

Name of firm and/or person appointed as a scrutineer

Acres Advisory Private Limited was appointed as scrutineer for the EGM.

BY ORDER OF THE BOARD

Pang Pok
Executive Chairman and Chief Executive Officer

26 February 2019

*This announcement has been prepared by GS Holdings Limited (the "**Company**") and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "**Sponsor**") for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume 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 Lan Kang Ming, Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.