



GS HOLDINGS LIMITED
(Incorporated in Singapore on 19 September 2014)
(Company Registration Number: 201427862D)

MINUTES OF EXTRAORDINARY GENERAL MEETING

Minutes of the Extraordinary General Meeting (“the **Meeting**”) of GS Holdings Limited (the **Company**”) dated 25 June 2020 held by means of live web-cast.

Present

Board of Directors

- | | | |
|-------------------------|---|--|
| 1. Mr Zhang Rongxuan | - | Non-Independent and Non-Executive Chairman |
| 2. Mr Pang Pok | - | Chief Executive Officer and Executive Director |
| 3. Mr Chong Eng Wee | - | Lead Independent Director |
| 4. Mr Liu Changsheng | - | Non-Independent and Non-Executive Director |
| 5. Mr Lim Kee Way Irwin | - | Independent Director |
| 6. Mr Chan Chun Kit | - | Independent Director |

Key Management Personnel

- | | | |
|------------------|---|-------------------------|
| 1. Mr Paul Chong | - | Chief Financial Officer |
| 2. Ms Eliss Pang | - | Director of Operations |
| 3. Mr Jason Lam | - | General Manager |

Company Secretary

1. Ms Ong Le Jing

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012 (No. 26 of 2012), the names of the shareholders and proxies present at the Meeting will not be published in these minutes.

The Non-Independent and Non-Executive Chairman of the Board of Directors, Mr Zhang Rongxuan (“**Mr Zhang**”), welcomed all shareholders and all those present at the Meeting and invited Mr Chong Eng Wee, (“**Mr Chong**”), to assist in conducting the Meeting. Mr Chong chaired the Meeting.

Having noted that a quorum was present, the Meeting was called to order. With the permission of the Meeting, the notice convening the Meeting was taken as read.

Mr Chong informed the Meeting that in line with the Catalist Rules of the Listing Manual of SGX, the Company will be conducting the voting at the Meeting by poll. In view of the COVID-19 outbreak and as required by the SGX-ST, there was no physical voting conducted in the Meeting and all votes were counted on basis of the proxy forms submitted as at 23 June 2020. RHT Corporate Advisory Pte. Ltd. was appointed as the Polling Agent and Acres Advisory Pte Ltd was appointed to act as the Scrutineers. The Polling Agent has counted the proxy votes received as at the cut-off date and the Scrutineers have verified the results of the proxy voting.

Mr. Chong noted that there were no questions submitted by the Shareholders.



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Mr Chong proceeded with the business of the Meeting. The following was the resolution passed at the Meeting.

Duly proposed and seconded, the following Ordinary Resolution was duly passed.

ORDINARY RESOLUTION– THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

RESOLVED THAT:-

- (a) for the purposes of the Companies Act, and such other regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares of the Company not exceeding in aggregate the Maximum Percentage, at such price(s) as may be determined by the Directors from time to time up to the Maximum Price, whether by way of:
 - (i) a Market Purchase; or
 - (ii) an Off-Market Purchase,on the terms set out in the Circular and in accordance with all other laws and regulations as may for the time being be applicable (the “Share Buyback Mandate”);
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) the authority conferred on the Directors pursuant to the Share Buyback 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 Ordinary Resolution and expiring on the earliest of:
 - (i) the date on which the next AGM of the Company is held or required by law or the constitution of the Company to be held;
 - (ii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting; and
 - (iii) the date on which Share Buybacks are carried out to the fullest extent as authorised under the Share Buyback Mandate; and
- (d) the Directors of the Company and each of them be and is hereby authorised to do such acts and things (including without limitation, to execute all documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to the adoption of the Share Buyback Mandate and/or authorised by this Ordinary Resolution.

There being no further business, the Meeting ended at 2.45 p.m. Mr Chong thanked the shareholders of the Company for their support.



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**CONFIRMED AS A CORRECT RECORD OF THE
PROCEEDINGS OF THE MEETING**

Pang Pok
Chief Executive Officer and Executive Director

25 June 2020

Note: The result of the poll on the resolution tabled at the Extraordinary General Meeting was announced to the Singapore Exchange Securities Trading Limited via SGXNet on 25 June 2020. Please click on the link below for details of the results of the poll:

<https://links.sgx.com/1.0.0/corporate-announcements/S893MIQNOBXNUARR/d2327e3972b6a5be4928d7fee63c922fd56b87b52ecfc3f5b70973381a03f09d>