



GS HOLDINGS LIMITED
(Company Registration No.: 201427862D)
(Incorporated in the Republic of Singapore)

**PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF
DYSPATCHR PTE. LTD.**

- RECEIPT OF LISTING AND QUOTATION NOTICE**
 - FULFILMENT AND SATISFACTION OF CONDITIONS PRECEDENT**
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INTRODUCTION

1. The board of directors ("**Board**" or "**Directors**") of GS Holdings Limited ("**Company**" and together with its subsidiaries, the "**Group**") refers to (i.) its announcement dated 3 November 2025 in relation to the sale and purchase agreement entered into with the Vendors on the same date for the Proposed Acquisition (as defined below) ("**Announcement**"), and (ii.) its announcement dated 2 February 2026 in relation to the extension of Long-Stop Date to 3 April 2026 for completion of the Proposed Acquisition.

Unless otherwise defined herein, all capitalised terms and references shall bear the same meanings as defined in the Announcement.

RECEIPT OF LISTING AND QUOTATION NOTICE

2. The Board is pleased to announce that the Company has, on 12 February 2026, received the listing and quotation notice ("**LQN**") from the SGX-ST for the listing and quotation of:
 - (a) 35,373,341 Consideration Shares in the capital of the Company at an issue price of S\$0.0431 per Consideration Share to the Vendors pursuant to the sale and purchase agreement entered into between the Company and the Vendors in respect of the proposed acquisition of the entire issued and fully paid-up capital of the Target ("**Proposed Acquisition**"), and
 - (b) 1,160,092 Retention Bonus Shares in the capital of the Company to be issued to the Key Personnel at the issue price of S\$0.0431 for each Retention Bonus Share in relation to the Proposed Acquisition.
3. The listing and quotation of the Consideration Shares and Retention Bonus Shares are subject to the Company's compliance with the SGX-ST's listing requirements.
4. Shareholders should note that the LQN is not to be taken as an indication of the merits of the proposed issuance of the Consideration Shares, the proposed issuance of the Retention Bonus Shares, the Proposed Acquisition, the Company and/or its subsidiaries.

FULFILMENT OF CONDITIONS PRECEDENT

5. The Board is also pleased to update Shareholders that following receipt of the LQN, all Conditions Precedent in connection with the Proposed Acquisition have been fulfilled and/or satisfied, and accordingly, the Company and Vendor will be proceeding to Completion.

FURTHER ANNOUNCEMENTS

6. The Company will make further announcement(s) upon the allotment and issuance of the Consideration Shares and Retention Bonus Shares and upon completion of the Proposed Acquisition.

CAUTIONARY STATEMENT

7. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company and to read this announcement and any further announcement(s) by the Company carefully, as there is no certainty or assurance, as at the date of this announcement, as to whether the allotment and issuance of the Consideration Shares and Retention Bonus Shares and/or the Proposed Acquisition will be completed. Shareholders and potential investors should consult their stockbrokers, solicitors or other professional advisers if they have any doubts about the action they should take.

BY ORDER OF THE BOARD

Yoo Loo Ping
Ms Cheng Lisa
Company Secretaries

13 February 2026

*This announcement has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**"). It 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 correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Mr Jerry Chua, at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914, Telephone (65) 6241 6626.