
NOTICE OF EXTRAORDINARY GENERAL MEETING

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM” or “Meeting”) of GS Holdings Limited (“Company”) will be held at Surbana Jurong Campus, 38 Cleantech Loop, Tower 8 Lift Lobby, Basement 1, Multi-purpose Room 2, Singapore 636741, on 13 December 2024 at 3.00 p.m., for the following purposes of considering and, if thought fit, passing with or without amendments, the Resolutions as set out below (“Notice”).

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 27 November 2024 (“Circular”) to shareholders of the Company (“Shareholders”).

A physical copy of the Circular, this Notice of EGM along with its accompanying Proxy Form has been mailed to Shareholders and an electronic copy of these documents has been made available on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company’s corporate website which may be accessed at the URL: <https://gsholdings.com.sg/>.

Shareholders should note that:

- (a) Ordinary Resolutions 1, 2 and 5 (“Key Resolutions”) are inter-conditional upon each other, and
- (b) Ordinary Resolutions 3 and 4 are conditional upon the passing of the Key Resolutions (“Conditional Resolutions”).

This means that if any of the Key Resolutions are not passed, the other Key Resolutions would not be passed, and if any of the Key Resolutions are not passed, the Conditional Resolutions would not be passed.

Please refer to Section 1.3 of this Circular titled “Inter-Conditionality of Resolutions” for more details.

ORDINARY RESOLUTION 1: TO APPROVE THE PROPOSED ACQUISITION

THAT, contingent on the passing of Ordinary Resolutions 2 and 5:

- (a) approval be and is hereby given for the Company to effect and complete the Proposed Acquisition and all transactions in relation thereto, on the terms and subject to the conditions set out in the Agreement, the principal terms of which are set out in the Circular, and
- (b) the Directors be and are hereby authorised to (a) carry out and implement the Proposed Acquisition in accordance with the Agreement, and (b) complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 1 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

ORDINARY RESOLUTION 2: TO APPROVE THE PROPOSED ALLOTMENT AND ISSUANCE OF CONSIDERATION SHARES AND TRANSFER OF CONTROLLING INTEREST TO THE VENDOR

THAT, contingent on the passing of Ordinary Resolutions 1 and 5:

- (a) the Directors of the Company be and are hereby authorised to allot and issue an aggregate 166,226,912 Consideration Shares to the Vendor at the Issue Price of S\$0.0379 per

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Consideration Share, amounting to S\$6.3 million, credited as fully paid-up, in partial satisfaction of the Purchase Consideration payable in accordance with the Agreement, resulting in a transfer of controlling interest to the Vendor pursuant to Rule 803 of the Catalist Rules, and

- (b) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 2 as they or each of them may in their or each of their absolute discretion deem fit in the interest of the Company.

ORDINARY RESOLUTION 3: TO APPROVE THE PROPOSED ALLOTMENT AND ISSUANCE OF INTRODUCER SHARES

THAT, contingent on the passing of the Key Resolutions:

- (a) the Directors of the Company be and are hereby authorized to allot and issue 14,567,901 Introducer Shares at the Introducer Issue Price of S\$0.0243 per Introducer Share, credited as fully paid-up, to the Introducer in satisfaction of the introducer fee payable for the Introducer Services, and
- (b) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 3 as they or each of them may in their or each of their absolute discretion deem fit in the interest of the Company.

ORDINARY RESOLUTION 4: TO APPROVE THE PROPOSED ALLOTMENT AND ISSUANCE OF SPONSOR SHARES

THAT, contingent on the passing of the Key Resolutions:

- (a) the Directors of the Company be and are hereby authorised to allot and issue 652,173 new Shares at the Sponsor Issue Price of S\$0.023 per Share, and 395,778 new Shares at the Issue Price of S\$0.0379 (collectively, "**Sponsor Shares**"), credited as fully paid-up, to the Sponsor in partial satisfaction of the Sponsor's professional fees for the Professional Services, and
- (b) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 4 as they or each of them may in their or each of their absolute discretion deem fit in the interest of the Company.

ORDINARY RESOLUTION 5: TO APPROVE THE PROPOSED APPOINTMENT OF TEH CHOOI PENG AS A PROPOSED NEW DIRECTOR

THAT, contingent on the passing of Ordinary Resolutions 1 and 2, Teh Chooi Peng be appointed as a Director of the Company with effect from Completion.

By Order of the Board

Lim Kee Way Irwin
Independent and Non-Executive Chairman

27 November 2024

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Notes:

Format of Meeting

1. The EGM will be held in a wholly physical format, at Surbana Jurong Campus, 38 Cleantech Loop, Tower 8 Lift Lobby, Basement 1, Multi-purpose Room 2, Singapore 636741, on 13 December 2024 at 3.00 p.m. Shareholders, including SRS Investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the EGM in person. **There will be no option for Shareholders to participate virtually.**

Access to Documents

2. A physical copy of the Circular, this Notice along with its accompanying Proxy Form has been mailed to Shareholders and an electronic copy of these documents has been made available on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website which may be accessed at the URL: <https://gsholdings.com.sg/>.

Submission of Questions

3. **Submission of Questions.** Shareholders, including SRS Investors, can submit substantial and relevant questions related to the Ordinary Resolutions to be tabled for approval at the EGM in advance of the EGM, in the following manner:

- (a) **by post** to the registered office of the Company at 22 Sin Ming Lane, #04-73 Midview City, Singapore 573969, or
- (b) **by email** to the Company at info@gsholdings.com.sg.

Shareholders are required to provide the Company with the following details for verification purposes when sending in their questions by post or email:

- their full names;
- their full address, and
- the manner in which they hold shares in the Company (e.g., via CDP, SRS and/or physical scrip).

For submission of questions in advance by Shareholders, all questions must be received by the Cut-Off Time of 3.00 p.m. on 4 December 2024 and any substantial and relevant questions received after the Cut-Off Time will be addressed by the Company during the EGM.

Addressing Questions. The Company will endeavour to address all substantial and relevant questions which Shareholders have submitted in advance by publishing the Company's responses to such questions via SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://gsholdings.com.sg/> by 3.00 p.m. on 9 December 2024. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Directors will endeavour to address as many substantial and relevant and/or follow-up questions as possible during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that individual responses will not be sent to Shareholders.

Minutes of EGM. The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://gsholdings.com.sg/> respectively. The minutes of the EGM will include the responses to substantial and relevant questions from Shareholders which are addressed during the EGM.

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Appointment of Proxy(ies)

4. A Shareholders who is unable to attend the EGM and wishes to appoint proxy(ies) to attend, speak and vote at the EGM on his/her/its behalf should complete, sign and return the Proxy Form in accordance with the instructions printed thereon.
5. A Shareholder who is not a relevant intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such Shareholder's Proxy Form appoints more than one (1) proxy, the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy shall be specified in the Proxy Form.

A Shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder. Where such Shareholder's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant Intermediary" has the meaning defined in section 181 of the Companies Act 1967 of Singapore.

6. A proxy need not to be a member of the Company. A Shareholder may choose to appoint the chairman of the EGM ("**Chairman**") as his/her/its proxy.
7. Where a Shareholder (whether individual or corporate) appoints proxy/proxies to attend, speak and vote on his/her/its behalf at the EGM, if there is no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies may vote or abstain from voting at his or her discretion.
8. Where a Shareholder (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM, in the absence of specific directions as to voting, the appointment of Chairman of the EGM for that resolution will be treated as invalid at the EGM and at any adjournment thereof.
9. SRS investors:
 - (a) may vote at the EGM if they are appointed as proxies by their respective SRS operators. Investors should contact their respective SRS operators for any queries regarding their appointment as proxies, or
 - (b) who are unable to attend the EGM and wish to vote should approach their respective SRS operators to appoint the Chairman of the EGM as proxy to vote on their behalf. They must submit their votes to the SRS operators by 4 December 2024, which is seven (7) working days before the EGM. In such cases, investors will be precluded from attending the EGM in person.
10. The instrument appointing the proxy(ies), together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be submitted to the Company in the following manner:
 - (a) If submitted by post, be deposited at the registered office of the Company at 22 Sin Ming Lane, #04-73 Midview City, Singapore 573969, or
 - (b) if submitted electronically, be submitted via email to info@gsholdings.com.sg,

in either case by 3.00 p.m. on 11 December 2024, being not less than forty-eight (48) hours before the time appointed for holding the EGM.

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PERSONAL DATA PRIVACY:

By submitting a Proxy Form appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, Catalist Rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.