



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

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON 26 APRIL 2019

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 ("**Catalist Rules**"), all the ordinary resolutions as set out in the Notice of Annual General Meeting ("**AGM**") dated 10 April 2019 were duly passed by shareholders of the Company by way of poll at the AGM held on 26 April 2019.

(a) The results of the poll on each of the resolutions put to the vote at the AGM are 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. Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2018 together the Auditors' Report	81,172,555	81,172,555	100	0	0
2. Re-election of Mr Chong Eng Wee as a Director	81,172,555	81,172,555	100	0	0
3. Re-election of Mr Liu Changsheng as a Director	81,172,555	81,172,555	100	0	0
4. Approval of Directors' fees up to S\$163,000/- for the financial year ending 31 December 2019, to be paid quarterly in arrears	81,172,555	81,172,555	100	0	0
5. Re-appointment of Messrs Baker Tilly TFW LLP as auditors and authority to fix their remuneration	81,172,555	81,172,555	100	0	0
6. Authority to issue new shares or convertible securities pursuant to Section 161 of the Companies Act, Chapter 50	81,172,555	81,172,555	100	0	0
7. Authority to issue shares pursuant to the GS Holdings Employees' Share Option Scheme	24,673,555	24,673,555	100	0	0
8. Authority to issue shares pursuant to the GS Holdings Performance Share Plan	24,673,555	24,673,555	100	0	0

(b) Details of parties who are required to abstain from voting on any resolution(s)

Resolution 7 – Authority to allot and issue shares under the GS Holdings Employees’ Share Option Scheme

Resolution 8 – Authority to allot and issue shares under the GS Holdings Performance Share Plan

All shareholders who are Directors and Group employees of GS Holdings Limited have abstained from voting on Resolutions 7 and 8.

As such, Directors and employees, who are eligible to participate in the ESOS and PSP, present at the AGM have abstained from voting on Resolutions 7 and 8.

Details of the Directors and their shareholdings who have abstained from voting on Resolutions 7 & 8 are as follows:-

Name	Number of shares held	Resolution number(s)
Directors		
Pang Pok	48,190,000	7 & 8
Lee Dah Khang	42,000	7 & 8
Chow Kek Tong	42,000	7 & 8

The aggregate number of shares from the employees who have abstained from voting on Resolutions 7 & 8 are as below:-

Resolution number(s)	Total number of shares abstained from the relevant resolution
Resolution 7	1,325,000
Resolution 8	1,325,000

(c) Statement pursuant to Rule 704(7) of the Catalist Rules

Mr Chong Eng Wee was re-elected as a Director of the Company at the AGM. He will remain as the Chairman of the Nominating Committee and a member of the Audit and Risk Committee and the Remuneration Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr Liu Changsheng was re-elected as a Director of the Company at the AGM. He will remain as a member of the Audit and Risk Committee, Nominating Committee and the Remuneration Committee. The Board considers him to be Non-Independent and Non-Executive for the purpose of Rule 704(7) of the Catalist Rules.

(d) Name of firm and/or person appointed as a scrutineer

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

(e) Retirement of Independent Director

The Board would like to record its sincere appreciation to Mr Lee Dah Khang who did not seek re-election and retired as Director of the Company at the AGM.

The detailed template announcement in relation to Mr Lee Dah Khang’s retirement as Independent Director pursuant to the requirements of Rule 704(6) of the Catalist Rules is being released separately via SGXNet.

Following the conclusion of the AGM, the composition of the Board is as follows:

- (i) Pang Pok (Executive Chairman and Chief Executive Officer)
- (ii) Chow Kek Tong (Independent Director)
- (iii) Chong Eng Wee (Independent Director)
- (iv) Liu Changsheng (Non-Independent and Non-Executive Director)

The Company is in the process of finalising a suitable qualified candidate to be appointed as the Independent Director of the Company to replace Mr Lee Dah Khang.

BY ORDER OF THE BOARD

Pang Pok
Executive Chairman and Chief Executive Officer

26 April 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 Singapore Exchange Securities Trading Limited ("**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.

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