



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of the Company will be held at 8 Loyang Way 4, Singapore 507604 on Thursday, 26 April 2018 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing (with or without any modifications) the following ordinary resolutions:-

All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 11 April 2018 to shareholders of the Company (the “Circular”).

ORDINARY RESOLUTION:

THE PROPOSED RENEWAL OF IPT MANDATE

That:

- (1) approval be and is hereby given, for the purposes of Chapter 9 of Section B: Rules of the Catalist (“**Chapter 9**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9), or any of them, to enter into any of the transactions falling within the categories of Interested Person Transactions described in Section 2.7 of the Circular with the class of Interested Persons (as described in Section 2.6 of the Circular), provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Group and the Company’s minority Shareholders and are in accordance with the methods and procedures for such Interested Person Transactions (the “**IPT Mandate**”);
- (2) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (3) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendments to Chapter 9 which may be prescribed by the SGX-ST from time to time; and
- (4) the Board of Directors of the Company and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this Ordinary Resolution.

Note: Mr. Pang Pok will, and will procure his associates to, abstain from voting on this Ordinary Resolution in respect of his/her/lits shareholding, and will not accept nominations as proxies unless specific instructions have been given in the Proxy Form by the relevant Shareholder appointing them on how he/she/it wish his/her/lits votes to be cast.

BY ORDER OF THE BOARD

Pang Pok
Executive Chairman and Chief Executive Officer
Singapore
11 April 2018

Notes:

1. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote on his behalf at the EGM. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
2. Pursuant to Section 181 of the Act, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at the EGM. Relevant intermediary means:
 - (a) a banking corporation licensed under the Banking Act (Cap 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Future Act (Cap. 289) and holds shares in that capacity; or
 - (c) the Central Provident Fund (“CPF”) Board established by the Central Provident Fund (Cap. 36), in respect of shares purchased on behalf of CPF investors.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies, duly executed, must be deposited together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof at the registered office of the Company at 8 Loyang Way 4, Singapore 507604, not less than forty-eight (48) hours before the time set for holding the EGM.