

# GS HOLDINGS LIMITED

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

## ANNUAL GENERAL MEETING

### PROXY FORM

#### IMPORTANT

- The Annual General Meeting ("AGM" or "Meeting") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in the Notice of AGM dated 13 June 2023 which has been uploaded on SGXNet and the Company's website on the same day.
- A shareholder will not be able to attend the AGM in person. Shareholders (except a Relevant Intermediary (as defined below)) may cast their votes for each resolution live at the AGM. Alternatively, if a shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it may appoint the Chairman of the Meeting (or any person other than the Chairman) as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- SRS Investors may attend and vote at the AGM if they are appointed as proxies by their respective SRS Operators and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies. For SRS investors who wish to appoint the Chairman of the AGM as their proxy, they should approach their respective SRS Operators to submit their votes at least seven (7) working days before the AGM.
- By submitting this proxy form, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 13 June 2023.
- Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a shareholder's proxy to vote on his/her/its behalf at the AGM.

I/We\* \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No./Company Registration No.)  
of \_\_\_\_\_ (Address) being  
a member/members of **GS HOLDINGS LIMITED** (the "Company") hereby appoint:

Name	NRIC/Passport No.	Email Address	No. of Shares	Proportion of Shareholding (%)

\*and/or (delete as appropriate)

Name	NRIC/Passport No.	Email Address	No. of Shares	Proportion of Shareholding (%)

^Appointed proxy(ies) must pre-register at the pre-registration website which is accessible from the URL <https://globalmeeting.bigbangdesign.co/gsholdings2023/> in order to access the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings.

OR if no person is named, the Chairman of the Meeting as my/our proxy to attend, speak and vote for me/us on my/our behalf at the AGM to be held by way of electronic means via live webcast on Wednesday 28 June 2023 at 1.30 p.m. and/or at any adjournment thereof.

I/We\* direct my/our proxy/proxies\* to vote for, against or to abstain from voting on the Ordinary Resolutions to be proposed at the AGM as indicated hereunder. **If no specific direction as to voting is given, (i) the proxy/proxies\* (except for the Chairman of the Meeting) will vote or abstain from voting at his/her/their\* discretion, as he/she/they\* will on any other matter arising at the AGM and at any adjournment thereof; or (ii) the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid at the AGM and at any adjournment thereof.**

(Please indicate your vote "For", "Against" or "Abstain" with an "X" within the boxes provided below. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.)

No.	Resolutions Relating To:	For	Against	Abstain
1	Adoption of the Directors' Statements and the Audited Financial Statements for the financial year ended 31 December 2022 together with the Auditors' Report therein			
2	Re-election of Mr. Pang Pok as a Director of the Company			
3	Re-election of Mr. Lim Chee San as a Director of the Company			
4	Approval of directors' fees of S\$178,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears			
5	Authority to allot and issue shares and convertible securities pursuant to Section 161 of the Companies Act 1967 of Singapore			
6	Authority to grant options and issue shares under the GS Holdings Employees' Share Option Scheme			
7	Authority to allot and issue shares under the GS Holdings Performance Share Plan			

\* Delete whichever not applicable.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Total number of Shares	No. of Shares
(a) Depository Register	
(b) Register of Members	

Signature(s) of Member(s) and/or  
Common Seal of Corporate Member

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**NOTES:-**

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the proxy form shall be deemed to relate to all the shares held by you.
2. 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 Meeting. Where such shareholder's proxy form appoints more than one (1) proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this proxy form as invalid. A shareholder who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak and vote at the Meeting, 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.
3. This proxy form, duly executed, must be submitted in hard copy form or electronically via email:
  - (a) If submitted by post, to be deposited at the registered office of the Company at 680 Upper Thomson Road #02-01 Singapore 787103; or
  - (b) If submitted electronically, be submitted via email to the Company, at [info@gsholdings.com.sg](mailto:info@gsholdings.com.sg).

In either case, **not less than forty-eight (48) hours before the time appointed for the holding of the AGM and/or any adjournment thereof.**

A Shareholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above.

**Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

4. The proxy form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a proxy form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
5. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with its Constitution and Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
6. Persons who hold shares through Relevant Intermediaries (as defined below), including SRS investors, and who wish to participate in the AGM ("**Relevant Intermediary Participants**") by appointing the Chairman of the AGM as proxy to attend speak and vote on their behalf at the AGM, should contact the Relevant Intermediary (which would include, in the case of SRS investors, their respective SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM. SRS investors who wish to appoint the Chairman of the AGM as their proxy should approach their respective SRS Operators to submit their votes at least seven (7) working days before the AGM.

A "**Relevant Intermediary**" is:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**PERSONAL DATA PRIVACY**

By submitting this proxy form, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 13 June 2023.

**GENERAL**

The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form (such as in the case where the appointor submits more than one proxy form). In addition, in the case of shares entered in the Depository Register, the Company may reject any proxy form(s) lodged if the shareholder being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.